



# Goldsmiths, University of London

Council Governance Effectiveness Review  
June 2025



Halpin

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# Executive Summary

This independent review was commissioned to evaluate the effectiveness of the Goldsmiths, University of London ('Goldsmiths', 'the University') governance arrangements, with a particular focus on alignment with sector good practice, including the Committee of University Chairs (CUC) Higher Education Code of Governance (CUC Code) and Office for Students (OfS) requirements. The review examines the University's governance structures, processes, and culture, highlighting areas of strength and identifying opportunities to strengthen effective governance, transparency, and inclusivity.

Based on our evaluation, we report that governance practices at Goldsmiths are consistently of an 'improving' standard with some areas of 'good' practice. Further detail on the descriptors applied in this review can be found in the Governance Maturity Frameworks included at **Appendices 1 and 2**.

This review has considered the Institution's governance arrangements against the CUC Code, as our Governance Maturity Framework has been mapped against the Code. Our findings suggest that the University is broadly compliant with the principles of the CUC Code. We have identified some opportunities for further development, including areas where an 'apply or explain' approach may be appropriate – for example, our recommendation concerning considering the appointment of a Senior Independent Governor.

While assessing full compliance with the OfS Conditions of Registration was not within the scope of this governance review, we noted no indications during our work to suggest any non-compliance. Our findings reflect that the institution's governance practices help contribute to meeting the expectations set out by the OfS.

Our recommendations are intended to support Goldsmiths in enhancing its governance and strengthening its positioning among comparator institutions and the wider sector.

We are confident that by implementing the recommendations outlined in this report, Goldsmiths can continue its journey towards achieving fully 'good' governance standards in all areas.

In the report that follows, we have set out **6 commendations (C)**, **33 recommendations (R)**, and **2 suggestions (S)**, with **priority recommendations (PR)** highlighted. A summary of these is provided in tables at the end of the report. Priority recommendations have been selected based on their high value and impact on enhancing governance effectiveness.

The recommendations and suggestions we have set out will provide Goldsmiths with a route map towards stronger and more effective governance practice. We recognise that Council members are volunteers with limited time, and our recommendations are mindful of that. We believe the following measures are proportionate, achievable, and likely to yield a significant benefit in terms of assurance, confidence, and regulatory readiness.

Throughout the review, Goldsmiths demonstrated a desire to improve the quality of their governance and in some areas are already moving ahead with good practice. We were especially impressed by the great lengths that were undertaken to make sure all communities at Goldsmiths could feed into this review whether it was through focus groups, interviews or surveys.

We identified examples of good practice, which are highlighted throughout the report. We particularly wish to **commend** the following activities **(C1)**:

- The efforts made to encourage broad engagement with this governance effectiveness review, including through interviews, focus groups and open invitations
- Clearly labelled agendas that help balance assurance and strategic discussion
- Good use of cover sheets for Board and Committee papers
- The Council's proactive approach to Council member succession planning

Goldsmiths' efforts to continually strengthen its governance arrangements are evident, building on previous internal feedback and responding to evolving regulatory and sector requirements.

Independent governance reviews play a vital role in supporting universities to maintain high standards of leadership and accountability. In England, the OfS requires registered higher education providers to demonstrate the 'adequacy and effectiveness' of their governance arrangements, which can be achieved through external reviews. It is common practice for universities to undertake these reviews every 3 years – with that in mind, Goldsmiths was due to have this review. By providing an objective assessment of strengths and areas for development, reviews ensure that governance remains dynamic, responsive, and aligned with sector expectations. At a time of increasing challenges across higher education, this commitment to review and reflection is especially valuable.

We would strongly **recommend** that the University shares the findings of this review with staff and wider stakeholders. Communicating the outcomes and next steps will help maintain internal trust and confidence, celebrate strengths, and demonstrate Goldsmiths' continuing commitment to transparency and accountability. Sharing the findings will also help the wider University community to better understand governance arrangements and the shared journey towards further enhancement. This is our first **priority recommendation** of the report (**PR1**).

We invite the Council to consider the full report and determine how it wishes to take forward the recommendations and suggestions. We advise that oversight of implementation and monitoring progress could be assigned to an existing Council committee such as the Nominations and Governance Committee, although you may wish to establish a working group with representation from Council, Academic Board and other relevant stakeholders (such as governance staff and the Students' Union). We offer specific recommendations and suggestions for improvements; however, Goldsmiths may wish to address our findings in other ways to achieve the same outcomes and impact we set out.

Finally, we would like to extend our sincere thanks to all those at Goldsmiths who contributed to this review. Their professionalism, dedication, and commitment to the University and its communities were evident throughout the process.

# Commendations

C1	<p>We identified examples of good practice, which are highlighted throughout the report. We particularly wish to commend the following activities:</p> <ul style="list-style-type: none"> <li>• The efforts made to encourage broad engagement with this governance effectiveness review, including through interviews, focus groups and open invitations</li> <li>• Clearly labelled agendas that help balance assurance and strategic discussion</li> <li>• Good use of cover sheets for Board and Committee papers</li> <li>• The Council's proactive approach to Council member succession planning</li> </ul>
C2	<p>Goldsmiths is going through a period of significant strategic transition. Against this backdrop, Council, Executive, and the governance team have demonstrated a clear commitment to inclusive and transparent governance. The efforts made to encourage broad engagement with this governance effectiveness review, including through interviews, focus groups and open invitations, are commendable.</p>
C3	<p>Council and the Executive Board should be commended for the open way in which they invited participation in this review and the breadth of areas we were asked to look at. There is a shared recognition that this is a moment of reflection and reset.</p>
C4	<p>With several Council members approaching the end of their terms soon, there is a clear need to take a proactive approach to succession planning. The Council is already aware of this risk and is actively engaged in recruitment activity by building a pipeline of talent. We commend this forward-thinking approach.</p>
C5	<p>Within this governance effectiveness review, we have considered the Council and committee structure in light of the University's current priorities, resource pressures, and feedback received from stakeholders. We commend the depth and breadth of the governance system in place.</p>
C6	<p>We commend the following good practice we observed at meetings during this review process:</p> <ul style="list-style-type: none"> <li>• Clearly labelled agendas that help balance assurance and strategic discussion</li> <li>• Good use of cover sheets for Board and Committee papers</li> </ul>

# Recommendations and Suggestions

## Priority Recommendations

PR1	<p>We would strongly recommend that the University shares the findings of this review with staff and wider stakeholders. Communicating the outcomes and next steps will help maintain internal trust and confidence, celebrate strengths, and demonstrate Goldsmiths' continuing commitment to transparency and accountability. Sharing the findings will also help the wider University community to better understand governance arrangements and the shared journey towards further enhancement.</p>
PR2	<p>We offer the following targeted enhancements as a priority recommendation:</p> <ul style="list-style-type: none"> <li>• Supplement the existing risk register with a dashboard-style summary for Council, enabling rapid engagement with key strategic risks and their status,</li> <li>• strengthen risk articulation in governance papers by updating guidance for paper authors, supporting more consistent and useful coverage of risk implications at all levels,</li> <li>• ensure clear escalation routes for emerging and significant risks, particularly through subcommittees, so that material issues are surfaced by the Executive to Council in good time,</li> <li>• explore a dual-register model that distinguishes strategic from operational risks and implement a routine process for archiving closed items to retain clarity, and</li> <li>• consider having deep dive sessions on risk to involve all Council and Executive members.</li> </ul>
PR3	<p>To strengthen the purpose, role and relevance of Academic Board:</p> <ul style="list-style-type: none"> <li>• Develop a dedicated and accessible terms of reference (ToR) for Academic Board, accompanied by updated induction materials. The ToR should clearly articulate the Board's remit, strategic role, and relationship to Council. It should also clarify the role and expectations for Class 3 members, including the levels of seniority and knowledge expected.</li> <li>• Rename Academic Board as 'Senate' to reflect its strategic academic leadership function and to symbolise a new beginning. Also, this would align Goldsmiths more closely with sector terminology and could help with cultural reset and clarity of purpose.</li> </ul>
PR4	<p>A tailored Governors' Engagement Framework could further enhance strategic insight, strengthen Council-Executive collaboration, and support the development of newer trustees in a low-burden, high-impact way. We recommend, as a priority recommendation, that a governors' engagement framework is developed. Elsewhere, governors are assigned different portfolio areas.</p>

To support Goldsmiths in building on existing strengths and aligning with OfS expectations, we present this priority recommendation:

PR5

**1. Clarify the formal reporting mechanism from Academic Board to Council**

- Clarify and align the scope and content of the Academic Board's impact report and the Deputy Vice-Chancellor's academic assurance overviews to Council to avoid duplication of reporting. This could involve developing a shared reporting framework to reduce duplication, improve coherence, and ensure Council receives a clear, concise and comprehensive overview of academic governance activities.
- Regular communication from Council to the Academic Board is also essential to ensure a closed feedback loop and maintain effective governance. This is particularly important when the Academic Board submits reports or recommendations to Council. A formal response from Council – such as a recorded note in the meeting minutes or a verbal response given by the Academic Board Chair (the Vice-Chancellor) to the Academic Board – would provide valuable clarity and transparency. Sharing the relevant note or minute with Academic Board would help ensure that feedback is acknowledged and acted upon.

**2. Deepen Council-Academic Board engagement through targeted, scalable activities**

- Explore annual informal, joint sessions/seminars involving independent Council members and elected Academic Board representatives, focused on strategic topics (e.g. student experience, research direction).
- Encourage Council members to observe Academic Board meetings as part of their induction (within the first 12 months of joining the Council), with the option to continue periodically thereafter based on interest, capacity and availability.

**3. Support Council Members' confidence and literacy in academic governance**

- Continue to provide targeted briefings on academic assurance topics (e.g. assessment standards, student outcomes, appeals).
- Include academic quality content in Council induction packs and refresher materials.
- Promote access to external training and sector-led events to help Council members remain up to date with academic governance developments.

**4. Improve visibility and mapping of academic assurance across Council activity**

- Clearly signpost within Council and committee papers where academic assurance is being provided.
- Produce an end-of-year mapping document – the Annual Academic Assurance Report – outlining how academic assurance has been provided across the governance cycle.

**Recommendations**

R1

To strengthen the culture and effectiveness of Council, we recommend the following:

1. **Establish a formal Chair of Council-Vice-Chancellor Memorandum of Understanding**



This would clarify expectations on communication and working relationships, based on good practice seen in other sectors (e.g., CEO–Chair MoUs). It could help set clear norms for interaction and decision making, building mutual trust and supporting wider leadership clarity not just between the VC and Chair but, by extension, Council and Executive team.

**2. Introduce structured feedback and appraisal mechanisms for the Chair, Council, VC and Executive**

This should include feedback and allow for reflection and development. If a Senior Independent Governor is appointed (see SIG section), they could support this process. This will promote transparency and signal a commitment to continuous improvement.

**3. Commission an institution-wide review of organisational culture**

This would be a valuable reset moment for Goldsmiths. Conducted by a recognised external provider and commissioned by Council, it could help identify systemic issues and pathways to a healthier, more inclusive and effective working culture. It would also demonstrate a visible commitment to listening and improvement.

**4. Hold annual facilitated away days**

As well as rightfully focusing on strategy and horizon scanning, it should also focus on culture, trust, and shared purpose. The away day held earlier this year was praised by Council and Executive members alike. Making this a regular feature of the governance calendar would support long-term relationship-building and alignment.

**5. Ensure visible, timely and accurate communication from Council and Executive**

Introduce clear and regular communications about key decisions, using multiple channels to reach different audiences. Emphasise clarity, honesty and shared values. Avoid jargon or overly managerial tone and prioritise closing the feedback loop.

**6. Improve feedback loops and governance visibility**

Council and Executive should consider creating mechanisms for wider University input – such as thematic briefings, town halls, or informal listening sessions, with clear reporting back on how views have shaped decisions. This would help move from a perception of top-down governance to one of shared stewardship.

**7. Support stronger role clarity across governance structures**

Continue strengthening induction and development programmes for Council, Executive and Academic Board members, as well as members of Council and Academic Board committees. Clarify expectations and accountabilities through improved documentation, scheme of delegation and briefing.

**8. Model inclusive behaviours and reset cultural norms through guidance and training**

Ensure that governance spaces model the values Goldsmiths wants to uphold. Aggressive or exclusionary behaviour should not be tolerated. Chairs must be empowered to intervene respectfully and protect inclusive, constructive dialogue. Training and guidance should be provided to support this.

**9. Create a structured programme of Executive briefings to Council**

	<p>Offer short, focused sessions from senior leaders on key areas of activity (e.g. student services, academic quality, research). These can be integrated into away days or council meetings.</p>
R2	<p>To enhance induction and development across Council and its committees (including Academic Board and its committees), we recommend the following:</p> <ul style="list-style-type: none"> <li>• <b>Implement a structured and timely induction process for all new governors</b> <ul style="list-style-type: none"> <li>○ Contact should be made within one week of appointment, with a full induction plan shared shortly thereafter.</li> <li>○ Include meetings with the full Executive Board, not just a core group.</li> <li>○ Set clear expectations about time commitments, including any anticipated participation in grievance panels or working groups.</li> </ul> </li> <li>• <b>Introduce committee-specific induction and refresher briefings</b> <ul style="list-style-type: none"> <li>○ All members joining a subcommittee should receive a tailored induction into its purpose, remit, and current priorities.</li> <li>○ Offer an annual refresher session for all committee members to support ongoing development and strategic alignment.</li> </ul> </li> <li>• <b>Create a clear annual schedule of Council and committee meetings</b> <ul style="list-style-type: none"> <li>○ Dates should be circulated well in advance (ideally 2 years ahead) to support member availability and ensure quoracy.</li> </ul> </li> <li>• <b>Provide mentoring for new members</b> <ul style="list-style-type: none"> <li>○ Assign a peer mentor for all new appointees, particularly those without prior governance experience. This model is well regarded in the sector and helps build confidence and integration.</li> <li>○ Mentoring should be available to student representatives, first-time governors, and members from under-represented backgrounds.</li> </ul> </li> <li>• <b>Ensure student Council members receive dedicated support</b> <ul style="list-style-type: none"> <li>○ Ensure a follow-up meeting is held after their first Council session to address any questions and offer further support.</li> <li>○ Support student Council members with practical skills such as how to write and present Board papers.</li> </ul> </li> <li>• <b>Review the tone and accessibility of training and documentation</b> <ul style="list-style-type: none"> <li>○ Ensure all materials are written in plain English, avoiding jargon where possible.</li> <li>○ As part of induction, promote the glossary provided on the website to explain key governance and HE terms and acronyms.</li> </ul> </li> <li>• <b>Embed a mid-year 'refresher induction' for all governors</b> <ul style="list-style-type: none"> <li>○ Offer a light-touch opportunity for governors in their first year to reconnect, ask questions, and review expectations. This helps reinforce learning and maintain momentum.</li> </ul> </li> <li>• <b>Align induction with the University's broader culture and values</b> <ul style="list-style-type: none"> <li>○ Induction should not be limited to legal and procedural issues. It should include cultural orientation – helping governors understand the ethos, priorities, and lived experience of the Goldsmiths community.</li> </ul> </li> <li>• <b>Use a Council Development Tracker</b></li> </ul>

	<ul style="list-style-type: none"> <li>○ Use a Council Development Tracker – a spreadsheet that records all training undertaken by individual trustees and when it was completed. This provides a clear and transparent record of engagement with development and is an example of good practice good practice in governance oversight.</li> <li>● <b>Provide structured training for committee Chairs, secretaries, and members of Academic Board committees</b> <ul style="list-style-type: none"> <li>○ Training is needed to support consistent minute-taking, action tracking, and follow-up. This is especially important for those on the Academic Board committees.</li> </ul> </li> </ul>
R3	<p>To strengthen the effectiveness of paper management we recommend:</p> <ul style="list-style-type: none"> <li>● The Secretariat work closely with Chairs to agree agendas and confirm which items are for decision. Chairs should explicitly confirm any decisions taken and the secretary should record who is responsible for follow-up and by when.</li> <li>● Papers should include clear options for decision (where appropriate) and clearly state the reason a decision is required.</li> <li>● Subcommittee reports should be rewritten with improved clarity for a wider Council audience, including a short overview of key items discussed, actions taken, and risks or points requiring escalation.</li> </ul>
R4	<p>To strengthen governance effectiveness through papers and platforms we recommend the following:</p> <ul style="list-style-type: none"> <li>● Improve clarity, consistency and timeliness of Council and committee papers.</li> <li>● Strengthen coordination between Chairs and the Secretariat, especially regarding agenda-setting and the classification of items.</li> <li>● Create a structured induction and refresher training programme for all new Council and committee members.</li> <li>● Assign mentors to new governors and ensure student members are supported to contribute fully.</li> <li>● Monitor development activity via a central register.</li> </ul>
R5	<p>To enhance the assessment and monitoring of strategy performance, we present a summary of our recommendations:</p> <ul style="list-style-type: none"> <li>● A Council member handbook to be created at Goldsmiths that documents Council member responsibilities including explicit mention that they must set and monitor the strategy, as well as seek assurance that the strategy is being delivered.</li> <li>● Strategy Review Group (SRG) should bring its business to a close, report its conclusions to Council and be stood down as a committee.</li> <li>● Clearly map and assign to the relevant sub-strategies and plans to Council committees for oversight.</li> <li>● Increase the number of Council meetings and implement away days. Consider four formal Council meetings plus two away days, or five meetings plus one away day.</li> <li>● Explore having dedicated sessions for future-focused discussions, separate from performance updates at Council, in the form of deep dive sessions. These sessions could take place just before scheduled Council meetings, making efficient use of members' availability. Another option would be revisiting having one hour Council webinars that are briefings on topical or strategic matters.</li> <li>● Implement a 2-year forward business schedule for Council, Council committees and Academic Board. Have a thematic approach to Council meetings (e.g. deep</li> </ul>

	<p>dives on key strategic themes such as student experience or digital transformation). Ensure there is strong visibility and understanding of this document. Ensure the flow of business through the bodies and committees is explicit in plans.</p> <ul style="list-style-type: none"> <li>• Cover papers should explicitly identify the specific aspect of the strategy to which the item pertains. This will help governors better understand their relevance to the strategic direction and provide clarity for paper authors on how their contributions support strategic objectives. Further recommendations on cover papers are outlined in the <b>Council Papers and Platforms</b> subsection.</li> </ul>
R6	<p>We recommend retaining the existing detailed format for Executive and Audit and Risk Committee use (where its depth is both appropriate and valuable) and continuing to develop a governance-level summary tailored to Council's needs. A succinct overview could present each risk with current and target ratings (e.g. using a red-amber-green system), movement since the last update, key mitigations, and risk ownership. This would support more strategic, informed discussion at Council meetings and strengthen alignment with wider sector practice.</p>
R7	<p>To effectively elevate the student experience in Council governance, we recommend the following actions:</p> <ul style="list-style-type: none"> <li>• <b>Establish student voice/experience as a standing item at Council meetings:</b> Include a dedicated slot high on the Council agenda for discussing student experience and student voice that will include updates on academic and non-academic activities, giving an insight to what the Students' Union (SU) is doing for students and the perceptions that they have gained from the wider student body. The SU should provide a regular written report, explicitly reflecting broader student perspectives beyond typical KPIs. This practice is well-established across the sector and provides ongoing assurance of institutional responsiveness to student needs.</li> <li>• <b>Strengthen Council interaction with the wider student community:</b> Create structured opportunities for Council members, particularly independent members, to engage directly with students. Pre-meeting student forums or departmental visits prior to Council meetings could offer practical ways to facilitate these interactions, providing Council with first-hand insights into the everyday student experience.</li> <li>• <b>Improve clarity of student voice in Council papers:</b> Require authors of Council papers to explicitly highlight how student perspectives have been embedded into proposals, particularly where consultations or student feedback have influenced recommendations. Including insights from informal student forums alongside formal metrics like National Student Survey (NSS) or Postgraduate Taught Experience Survey (PTES) would enrich Council's understanding and decision making around student issues.</li> <li>• <b>Facilitate Council deep-dive sessions:</b> Schedule periodic deep-dive discussions on key areas such as NSS performance, facilitated by external experts, to support Council in understanding persistent challenges, good practice across the sector, and strategic interventions to enhance student satisfaction.</li> </ul>
R8	<p>We recommend strengthening governance documentation in the following ways:</p>

- **Complete the comprehensive review of the Charter and Statutes:**  
Streamline and update statutes to remove outdated provisions, rectify inaccuracies in cross-references, and clarify key governance roles, particularly the appointment of the Secretary to Council.
- **Rationalise the Ordinances:**  
Review and update ordinances to ensure consistency in terminology, clear references to academic structures, and harmonisation with recently updated Charter and Statutes.
- **Finalise and adopt a formal Schedule of Delegation:**  
Prioritise the development of a schedule clearly outlining delegated authority across committees and senior management, enhancing governance transparency and accountability.
- **Review the Statement of Primary Responsibilities:**  
Align this statement more closely with the widely adopted CUC model to clarify Council's reserved powers and delegation.
- **Update and clarify Standing Orders:**  
Enhance provisions on committee secretary appointments, management of conflicts of interest, procedures for written resolutions, membership terms, and conditions for ceasing Council membership.
- **Complete refreshment of key governance policies:**  
Continue to update the Conflict of Interest Policy to reflect current good practice and introduce a formal Fit and Proper Person Policy, ensuring compliance with OfS regulatory requirements.
- **Improve transparency and accuracy of published governance information:**  
Regularly update governance-related content on the Goldsmiths website, including structures, governing instruments, and compliance documentation, to enhance public confidence.
- **Complete the development a comprehensive Council Member Handbook:**  
Consolidate updated governance policies, role descriptions, and induction materials into a practical resource for Council members, aiding effective governance practices.
- **Reinforce consistent use of updated institutional terminology:**  
Ensure all staff are aware of changes to official terminology and how Goldsmiths should be referred to in internal and external communications. This could be supported through regular reminders in staff newsletters, team briefings, and other staff communications channels.

We recommend that Goldsmiths take steps to strengthen the internal visibility of the Council's role and contributions. This could include:

R9

- Publishing short, accessible post-Council updates (e.g. 'Council Highlights') that summarise key decisions or areas of discussion, shared through staff newsletters, intranet posts, or leadership forums,
- incorporating a short briefing on Council's remit into staff induction programmes or leadership development initiatives, to increase understanding of institutional governance, and
- ensuring that references to governance in institutional communications distinguish between the role of Council and the responsibilities of the Executive team.

R10	In light of sector guidance – including the CUC Code <sup>1</sup> , which emphasises tailoring Council size to institutional scale and complexity – we <b>recommend</b> a model that brings Goldsmiths in line with sector norms, while reflecting its specific needs. A revised size in the region of 12 to 19 Council members in total would still allow for breadth of expertise and institutional representation, while making discussions more inclusive and efficient.
R11	In line with sector-wide good practice, we recommend that staff members on Council be appointed through a transparent and inclusive process, rather than elected. Appointed roles allow for greater consideration of the skills, perspectives, and lived experiences needed to complement the overall composition of the Council.
R12	<p>We recommend that the University:</p> <ul style="list-style-type: none"> <li>Formally reviews and updates Statute 3(1) to remove the highlighted issues in <b>Appendix 8</b> regarding outdated terminology and simplify membership categories to bring them in line with current governance practice,</li> <li>removes Class 5, which is currently unused and adds unnecessary complexity, and</li> <li>clarifies the election and appointment processes for all member categories, ensuring alignment with both Statutes and operational practice.</li> </ul>
R13	We recommend that a simple communication mechanism is introduced to ensure that Deans and other key senior leaders are kept informed of Council decisions – this might be through post-Council updates or via more formalised briefings.
R14	<p>To strengthen the strategic deployment and development of trustee expertise, we recommend the following:</p> <ul style="list-style-type: none"> <li><b>Review the Council's skills matrix</b> Given the suggested recommendation on council size, update and continue to regularly review the Council's skills matrix to guide recruitment, ensuring core competencies are maintained across a proposed smaller membership. Where additional expertise is required, consider appointing co-opted members at committee level.</li> <li><b>Enhance Council induction and development</b> Provide a structured induction programme for all new members, including briefings from key Executive leaders, tours or virtual walk-throughs of the institution, and opportunities to shadow or meet with fellow trustees. Consider assigning each new member a peer or mentor to support early integration.</li> <li><b>Facilitate targeted sector literacy sessions</b> Deliver short, focused updates on key higher education trends and challenges – including OfS regulation, REF, TEF, student wellbeing, and equality, diversity and inclusion (EDI) – so that all Council members remain equipped to challenge and support executive decision making effectively.</li> <li><b>Introduce regular role reflection and appraisal</b> Implement a light-touch but structured annual reflection process for Council members to consider their contribution, aspirations, and development needs. This</li> </ul>

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



	<p>could be supported by the Senior Independent Governor (if appointed) and the Chair.</p> <ul style="list-style-type: none"> <li>• <b>Map Council capabilities against committee responsibilities</b> Ensure that each committee has the right blend of skills and knowledge to address its remit. Where gaps exist, consider co-opting external expertise or identifying future development priorities.</li> <li>• <b>Communicate the value and purpose of Council more widely</b> Build understanding across the University of what Council does, who its members are, and how they contribute to institutional success. This could support greater trust and awareness and reinforce Goldsmiths' commitment to inclusive governance.</li> </ul>
R15	<p>During our review, we heard that some members of Council – particularly elected staff or student members – feel tension between their institutional responsibilities and expectations from the constituencies they represent. To support clarity and confidence in this area, we recommend that these trustee principles be explicitly reinforced through all stages of Council member engagement: from recruitment and induction through to development and annual review. A clear and accessible Code of Conduct, aligned with the CUC Code and Goldsmiths' own governance values, should be in place and consistently referenced.</p>
R16	<p>Although Academic Board members are not legal trustees of the University, we also recommend that there is merit in promoting similar principles of collective responsibility and institutional stewardship within that body and its committees.</p>
R17	<p>We recommend the following to support recruitment and succession planning:</p> <ul style="list-style-type: none"> <li>• Continue to proactively plan for upcoming Council turnover, using a phased approach to recruitment and supporting smooth transitions.</li> <li>• Distribute leadership more broadly across the Council, encouraging members to take on visible strategic responsibilities through committee roles, thematic leads, or other project-based involvement.</li> <li>• Build a diverse and inclusive pipeline of future members, by publicising roles more widely, using co-opted committee members, and drawing on alumni, professional, and community networks.</li> <li>• Use regular skills audits as a central tool for assessing governance needs and targeting recruitment to address skills or experience gaps.</li> <li>• Explore participation in a Council apprenticeship scheme to support recruiting new Council members and support diverse recruitment.</li> <li>• Further strengthen internal communications around governance opportunities, ensuring that all staff are aware of how to get involved and the value of their participation.</li> </ul>
R18	<p>We recommend that Goldsmiths considers introducing a pilot scheme initially limited to specific senior roles, such as the Chair of Council and/or Chairs of key committees, providing a modest honorarium. The pilot should establish clear criteria, evaluation mechanisms, and a fixed period to assess impact and effectiveness. This controlled approach would allow Goldsmiths to carefully evaluate whether targeted remuneration helps achieve the desired diversity and participation outcomes while managing any potential concerns or unintended consequences</p>
R19	<p>We provide the following recommendation on the Senior Independent Governor (SIG):</p>

	<ul style="list-style-type: none"> <li>• Review the current model for SIG responsibilities. We recommend a formal assessment of the benefits and risks of appointing a SIG, taking into account sector practice, Goldsmiths' context, and the guidance set out in the CUC Code.</li> <li>• If a separate SIG is not appointed, document the rationale for not doing so clearly and transparently, including within the Governance Statement of the Annual Report, to demonstrate alignment with sector expectations.</li> <li>• If a SIG is appointed, ensure the role is clearly defined and understood by all Council members. The SIG should act as an independent source of support and oversight, distinct from the Chair and Deputy Chair roles.</li> <li>• Introduce a confidential feedback and concerns process for Council members, with the SIG (or designated independent governor) acting as the first point of contact. This process should be simple, accessible, and clearly communicated through induction materials and regular Council updates.</li> <li>• Ensure the SIG role supports governance inclusion and retention, particularly for members from marginalised or under-represented backgrounds, by providing a safe and confidential channel to raise concerns, give feedback, or seek informal support.</li> </ul>
R20	<p>We recommend the following to strengthen the effectiveness of the committee structure:</p> <ul style="list-style-type: none"> <li>• Consolidate and merge overlapping committees where relevant.</li> <li>• Retain Council, Audit and Risk, and Remuneration Committees as core statutory governance bodies.</li> <li>• Rename and refocus key committees to reflect current strategic priorities.</li> <li>• Disband or repurpose committees where the remit is unclear or better served at executive level.</li> <li>• Consider adding new groups only where clear strategic value is demonstrated, including a Development Board.</li> <li>• Taking into account the proposed committee structure, formalise committee new functions and membership through updated terms of reference, ensuring clarity, efficiency, and alignment with sector good practice.</li> <li>• Review committee membership sizes to ensure they are proportionate to the scope of the committee and allow for meaningful participation. Taking into account our earlier recommendation on reducing Council size, you may wish to consider having no fewer than three members and not more than six members for a committee, comprising:             <ul style="list-style-type: none"> <li>▪ Up to five Independent Council members</li> <li>▪ A Council member to be appointed as Chair of the Committee and another Independent Council member as Vice-chair</li> <li>▪ Optionally, one independent co-opted member who is not a Council member with experience relevant to the Committee's remit may be appointed from outside the University</li> </ul> </li> <li>• Clarify reporting lines and escalation processes between committees and Council, so that Council only receives matters that require its attention and strategic oversight. Ensure decisions and discussions are not duplicated across multiple governance bodies.</li> <li>• Encourage the use of thematic deep dives linked to key risks and topics in place of permanent subcommittees or groups for issues that are specific, temporary, or exploratory in nature.</li> <li>• Refresh expectations around committee preparation, including advance reading of papers, through updated induction materials, revised terms of reference, and reminders from committee Chairs.</li> <li>• Determine the effectiveness of all new structures and committees after 12 months and make any necessary adjustments and improvements.</li> </ul>



	(See pages 52-59 for full details)
R21	<p>To strengthen the role of student voices in governance, we recommend the following measures, some of which we know are already being explored:</p> <ul style="list-style-type: none"> <li>• Post-Council meetings: Establish a post-meeting debrief to allow for reflection on key discussions and next steps. We note that you hold pre-meeting meetings which is good practice – post meetings would further strengthen the support.</li> <li>• SU induction for Council members: Incorporate a session into Council member inductions that explains the SU structure and the role of student representatives. This should reinforce the equal status of student representatives and highlight how their insights can help inform strategic decision making.</li> <li>• Ongoing training for student officers: Provide structured training to support student officers in understanding their governance role, particularly during the first six months of their term.</li> <li>• Strengthening SU-Council relationships: Enhance connections between the Council and SU by inviting governors to visit the SU annually, creating opportunities for dialogue and collaboration.</li> <li>• Tailored support for student representatives: Engages with the SU leadership to identify how the University can better support student officers in their governance roles.</li> </ul>
R22	<p>We recommend the following measures to aid Council awareness of EDI:</p> <ul style="list-style-type: none"> <li>• Have a student and/or staff session(s) before a Council meeting to understand the different issues they face and their lived experiences. This should be linked to when there is a relevant agenda item at the Council, so it is a meaningful and helpful interaction. This is similar to what they do at NHS board meetings when they start board meetings with a patient story.</li> <li>• Provide annual briefing sessions and/or training on EDI which may consider areas such as active bystander, allyship, disability awareness, and anti-racism.</li> </ul>
R23	<p>We present a series of recommendations on how to continue to improve Board diversity:</p> <ul style="list-style-type: none"> <li>• Consider making use of Governance Apprenticeship Programme.</li> <li>• When appointing Council members to committees, especially committee leadership positions, we recommend that EDI considerations (in terms of protected characteristics) should be considered as well as skills to ensure that Council leadership is a diverse group.</li> <li>• Ensure the EDI needs of Council members are considered, and that they are given appropriate support.</li> <li>• Consider use of co-opted members for all committees.</li> <li>• Explore targeted partnerships with inclusive recruitment organisations and networks, including those that specialise in working with young trustees, disabled leaders, LGBTQ+ professionals, and racially minoritised groups. Some examples include: <ul style="list-style-type: none"> <li>○ <a href="#">Young Trustees Movement</a></li> <li>○ <a href="#">Beyond Suffrage</a></li> <li>○ <a href="#">Diversifying.io</a></li> <li>○ <a href="#">Black Young Professionals (BYP) Network</a></li> </ul> </li> </ul>

R24

We present the following recommendations to improve the effectiveness of the membership and participation of Academic Board:

- To reflect the academic faculty restructuring exercise that has taken place recently, we recommend that the University reduces the size of its membership of Academic Board to reflect the consolidation of certain Schools and Departments whilst being mindful of retaining a sufficient level of representation from across the University. We note that the University is already in discussions about reducing the membership of the Board and, from what we have observed, we believe the revised structure being proposed is appropriate to be able to maintain good oversight of academic assurance at the Institution.
- Ensure that future membership changes are clearly communicated and inclusive. Consider targeted communications via the staff newsletter and other channels to invite expressions of interest. Ensure recruitment materials highlight the value of serving on governance bodies, the recognition that the University places on staff engaging in citizenship (e.g. for academic or professional services promotion purposes) and the time commitment required.
- Introduce a mentoring scheme for new members to support induction, increase confidence, and encourage active participation.
- All formal governance bodies and committees should record and report on member attendance, with follow-up for poor attendance.

R25

Currently, there is a tendency for subcommittees to defer decisions, even in cases where they may have the authority to act, resulting in unnecessary duplication of discussion across multiple committees. To address this, it is recommended that the terms of reference for all subcommittees be reviewed and revised to clearly define their specific responsibilities and decision-making powers. This will support more efficient governance by streamlining processes and ensuring that decision making occurs at the appropriate level.

R26

We present the following recommendations to improve the effectiveness of the subcommittee structure and assurance of Academic Board:

- Consolidate the number of subcommittees and streamline reporting lines to ensure strategic alignment, reduce duplication, and increase the effectiveness of discussion. Use partnerships and knowledge exchange as a pilot area for consolidation, where multiple committees currently feed into Academic Board.
- Rebalance representation between teaching and research-focused areas. Consider whether the current composition and leadership of subcommittees reflects Goldsmiths' strategic priorities across education, research, and knowledge exchange.
- Revise subcommittee terms of reference to clearly define delegated responsibilities and decision-making powers, reducing duplication and improving efficiency.

R27	<p>We present the following recommendations to improve the effectiveness of governance processes and meeting culture at Academic Board:</p> <ul style="list-style-type: none"> <li>• Restore the practice of starring items for discussion and move items requiring decisions or in-depth debate to the beginning of the agenda. Ensure cover sheets clearly state what is being asked of members and why.</li> <li>• Hold at least one Academic Board meeting in-person each academic year, while ensuring that remote access is managed effectively.</li> <li>• Require authors of substantive reports to provide clear analysis, findings, and recommendations for action before papers are submitted to committees. This ensures that subcommittees such as Learning, Teaching and Student Experience Committee (LTSEC) can focus on oversight, not interpretation.</li> </ul>
R28	<p>We present the following recommendations to improve Academic Board induction, training and support:</p> <ul style="list-style-type: none"> <li>• Provide a dedicated induction for Academic Board and subcommittee members. This should cover the role and purpose of Academic Board, key responsibilities, and governance context. It should also cover what Academic Board and its committees are not.</li> <li>• Annual refreshers and optional briefings should be provided to support ongoing development.</li> <li>• Develop a training programme for Academic Board members and its subcommittees. This could include academic governance principles, the national regulatory landscape, and effective committee practice. A training register should be maintained to track uptake and ensure all members are supported.</li> </ul>

## Suggestions

S1	<p>To further modernise Council reporting, we suggest Goldsmiths considers exploring the development of a digital dashboard<sup>2</sup> that provides real-time access to key strategic performance indicators, risk metrics, and financial data.</p>
S2	<p>Enhance internal engagement and communication. We suggest Council could take further steps to raise awareness of its role and governance processes. In Appendix 11 we outline good practice examples from the HE sector and beyond that could support this effort.</p>

<sup>2</sup> An example of this approach is used by Falmouth University, which launched a customised governance app in August 2023.

# Introduction and Methodology

1. The UK higher education sector is facing an unprecedented array of pressures, creating an environment of considerable uncertainty for institutions. Economic volatility, shifting geopolitical dynamics, and changes to the regulatory framework are reshaping the landscape in which universities operate. In response, institutions are required to demonstrate greater agility and resilience to ensure their long-term sustainability and continued competitiveness. At the same time, universities must balance these demands with a steadfast commitment to protecting the quality of the student experience, ensuring that academic excellence, student support, and campus life are preserved despite mounting financial and operational pressures.
2. In addition to these external factors, universities are grappling with sector-specific challenges that complicate strategic decision making. Persistent industrial relations issues, heightened government oversight, fluctuations in international student enrolments, and the real-terms decline in home undergraduate tuition fee income are all placing additional strain on institutional finances and operations. Together, these challenges present a complex environment in which effective governance is essential to support sound, strategic, and responsive decision making.
3. In this context, the importance of strong university governance cannot be overstated. Effective governance enables institutions to maintain strategic clarity, exercise prudent oversight, and adapt with confidence to an increasingly complex and rapidly changing environment.
4. One of the most striking features of this review has been the shared sense of commitment to Goldsmiths. Across every conversation, whether with staff, students, Council members, or senior leaders, there is a clear and sincere desire to see the University thrive. While perspectives may differ on what success looks like, or how best to achieve it, there is nonetheless a strong foundation of common purpose around which to align future governance activity.
5. A consistent theme raised throughout the review has been the importance of clarifying roles, responsibilities, and accountabilities across the governance landscape. Goldsmiths, like all universities, rests on a three-part governance structure comprising Council, Academic Board, and the Vice-Chancellor (with the support of the Executive). Each plays a distinct and vital role, and effective governance depends on mutual understanding and respect between these parts. If these roles are blurred or misunderstood, the structure risks becoming unbalanced.
6. The delineation is clear in principle: Council is the supreme governing body, responsible for the institution's strategic oversight and regulatory compliance; Academic Board is the primary body for academic governance, operating under Council's authority; and the Vice-Chancellor holds dual responsibilities – chairing Academic Board and serving as a member of Council – while also acting as the Accountable Officer to the OfS. This dual role requires particular sensitivity, as the Vice-Chancellor must navigate expectations from both academic and corporate governance domains.
7. Over the years, regulatory developments have brought greater emphasis to the role of Council in assuring academic quality and standards. Under the OfS's regulatory framework, Council is required to assure itself, and the regulator, that robust academic governance is in place. Traditionally, such assurance would be derived from Academic Board, but if this is not clearly and confidently provided, Council must seek it through other means. This has increased the scrutiny and expectations placed on governing bodies, which must now engage more actively with academic performance, student outcomes, and institutional culture. Sector guidance, including the CUC Code and its practice notes, reinforces this shift. Governing bodies are now expected to lead and model institutional culture, and to hold ultimate responsibility for strategic direction, regulatory compliance, and organisational values. For Goldsmiths, this presents an opportunity to reinforce these respective roles, strengthen alignment between governance bodies, and ensure that each part of the system is empowered and equipped to deliver on its remit.

8. Through this report we explore how to build greater clarity, support and confidence in the governance structures and the wider communities at Goldsmiths.

## Methodology

9. With the need to provide greater clarity, support and confidence in governance processes by all stakeholders at the University, Goldsmiths engaged Halpin Partnership to conduct an independent review of its governance structures, processes, and practices. This review aims to identify opportunities for further strengthening governance, ensuring that it is dynamic, resilient, and well positioned to meet the challenges and opportunities ahead. Commendably, the breadth of this review covers more than typical reviews, and this demonstrates Goldsmiths' desire for wider consultation and detailed consideration of their approach to governance.
10. An initial scoping discussion between the University and Halpin was held on Monday 10 February 2025 to define the parameters of the review. This meeting considered the key lines of enquiry, timelines, and key staging points. The final scope and focus of the review were agreed with a Steering Group, comprising members of the University's Council and senior staff, alongside members of the Halpin review team. The details of the Steering Group and scope are outlined in **Appendix 12**.
11. The Halpin review team (biographies are included in **Appendix 4**) followed the following methodology:
  - Scoping meeting with the Steering Group with regular update meetings with Goldsmiths' review leads
  - Desk review of governance documents and papers
  - Governance (15 responses) and Academic Maturity (19 responses) Self-Assessment Surveys by the Council and Academic Board (see **Appendices 1 and 2**)
  - Interviews with members of the Council, Secretariat, and Executive (30 individual interviews – see **Appendix 3**)
  - 6 focus groups to receive insight from University stakeholders under the following headings:
    - Professional Services staff (2 sessions)
    - Academic leaders
    - Student representatives
    - Student Officers
    - Staff Union representatives (a session was offered to this group, but there was limited engagement, and the session was not attended. See **Appendix 13** for further details)
  - Attendance at Council away day
  - Observation of the Council, Audit and Risk Committee, Finance and Resources Committee and Academic Board (see **Appendix 3**)
  - Membership desk-based benchmarking exercise against comparator institutions
  - Additional anonymous comments from the wider Goldsmiths community (See **Appendix 13**)
12. The Halpin team considered Goldsmiths' practices against the CUC Code and other relevant governance guidance, as well as Halpin's Governance and Academic Maturity Frameworks (**Appendices 1 and 2**). We have noted our findings in relevant report sections and in the Conclusion.
13. Please note that our findings, recommendations and assessment against the Maturity Framework are informed by the desk review, survey, observations and interviews.
14. Many of the recommendations in this report are interconnected and reflect recurring themes that cut across different areas of governance. As such, some recommendations may appear more

than once as part of a wider set of recommendations or be referenced in multiple sections where they are relevant. This intentional repetition acknowledges the integrated nature of governance effectiveness – where improvements in one area (e.g. communication or induction) can have a positive impact across several domains. We have sought to present these recommendations within the thematic structure of the report while maintaining their clarity and coherence as a collective set of actions.

15. We would like to extend our sincere thanks to all those involved in the review for sharing their knowledge and insights, and for the committed support of the Goldsmiths Steering Group throughout.

# Culture, Relationships and Operations

16. Goldsmiths is going through a period of significant strategic transition. Against this backdrop, Council, Executive, and the governance team have demonstrated a clear commitment to inclusive and transparent governance. The efforts made to encourage broad engagement with this governance effectiveness review, including through interviews, focus groups and open invitations, are **commendable (C2)**. We heard from professional services and academic staff, SU officers and student representatives, as well as Council, Executive Board, and the governance team. While response rates varied – and some groups chose to not participate, such as the staff unions, despite numerous follow-ups and invitations from both the University and from Halpin – these efforts reflect the institution's desire to work collectively and transparently as it looks to the future.
17. The overall governance culture at Goldsmiths is shaped by passion and dedication – qualities consistently reflected across interviews and feedback. There is a palpable sense of loyalty and goodwill among staff and students, a strong intellectual identity, and pride in the institution's values. Council members have a strong commitment to the mission of Goldsmiths and a shared determination to support its success. Notably, the leadership of the new Chair of Council has been recognised for their desire to improve effectiveness of Council meetings, to enable focused discussion and to achieve greater strategic clarity.
18. That said, Goldsmiths is still emerging from the disruptive impact of its recent Transformation programme and other structural changes. These have placed considerable strain on the institution, and particularly on its culture and relationships. Staff morale has been impacted, and trust and confidence in senior leadership has been challenged and, in places, diminished. While governance structures have remained in place, interpersonal dynamics and role clarity have at times been stretched. Council has taken its responsibilities seriously throughout but was largely focused on the financial impact of change and, in doing so, missed opportunities to reassure the wider University community about broader strategic and cultural concerns.
19. The relationship between Council and the Executive Board is central to the effective functioning of governance. This review has found that, while there is goodwill, a shared commitment to the success of Goldsmiths, and a strong desire for collaboration, there are significant cultural, structural, and relational barriers that must be addressed to build trust and improve decision making.
20. Council and the Executive Board should be **commended** for the open way in which they invited participation in this review and the breadth of areas we were asked to look at. There is a shared recognition that this is a moment of reflection and reset **(C3)**. However, feedback from across the institution points to a need for a more consistent, transparent, and structured relationship between the governance and executive leadership functions.
21. Feedback from this review highlights a number of cultural tensions and areas where governance effectiveness could be further strengthened. These include:
  - **Relationship between Council and the Executive:** There is a perception – reported by some Council members – that lines of communication and accountability between Executive and Council could be more open and constructive. On the part of the Executive, there is a perception that at times Council demonstrates a limited



understanding of executive roles and responsibilities, and some independent Council members' unfamiliarity with HE-specific context results in lengthy explanations in papers.

- **Role clarity and mutual understanding:** It was widely reported by all groups in our consultation that there is some confusion over where Council ends and Executive begins, and there is a lack of clarity as to how accountability flows across the governance system. Stronger shared understanding of respective roles, especially between Council, Academic Board, and Executive, would reduce duplication and help focus discussions on strategic priorities.
- **Cultural legacies from the Transformation programme:** The Transformation programme, while necessary for institutional sustainability, was clearly a challenging time for all involved and put the culture of the institution under immense stress. All those involved in this review expressed a desire to rebuild a culture of trust, respect and collaboration. Goldsmiths has demonstrated a strong commitment to this objective by actively supporting wide participation in the review process. This inclusive approach reflects a genuine willingness to engage with diverse perspectives and to build a more collaborative and transparent governance environment.
- **Communication and engagement:** While tools such as Campus Connect have helped foster greater connection between leadership and the University community, there is still work to do. Staff would welcome open and regular dialogue from the Executive and clearer communications about what is discussed and decided at Council. A particular challenge is closing the feedback loop – staff and students would like to see that their voices are being listened to, responded to, and valued.

22. To strengthen the culture and effectiveness of Council, we **recommend** the following (R1):

1. **Establish a formal Chair of Council-Vice-Chancellor Memorandum of Understanding**  
This would clarify expectations on communication and working relationships, based on good practice seen in other sectors (e.g., CEO–Chair MoUs). It could help set clear norms for interaction and decision making, building mutual trust and supporting wider leadership clarity not just between the VC and Chair but, by extension, Council and Executive team.
2. **Introduce structured feedback and appraisal mechanisms for the Chair, Council, VC and Executive**  
This should include feedback and allow for reflection and development. If a Senior Independent Governor is appointed (see SIG section), they could support this process. This will promote transparency and signal a commitment to continuous improvement.
3. **Commission an institution-wide review of organisational culture**  
This would be a valuable reset moment for Goldsmiths. Conducted by a recognised external provider and commissioned by Council, it could help identify systemic issues and pathways to a healthier, more inclusive and effective working culture. It would also demonstrate a visible commitment to listening and improvement.
4. **Hold annual facilitated away days**  
As well as rightfully focusing on strategy and horizon scanning, it should also focus on culture, trust, and shared purpose. The away day held earlier this year was praised by Council and Executive members alike. Making this a regular feature of the governance calendar would support long-term relationship-building and alignment.



5. **Ensure visible, timely and accurate communication from Council and Executive**  
Introduce clear and regular communications about key decisions, using multiple channels to reach different audiences. Emphasise clarity, honesty and shared values. Avoid jargon or overly managerial tone and prioritise closing the feedback loop.
  6. **Improve feedback loops and governance visibility**  
Council and Executive should consider creating mechanisms for wider University input – such as thematic briefings, town halls, or informal listening sessions, with clear reporting back on how views have shaped decisions. This would help move from a perception of top-down governance to one of shared stewardship.
  7. **Support stronger role clarity across governance structures**  
Continue strengthening induction and development programmes for Council, Executive and Academic Board members, as well as members of Council and Academic Board committees. Clarify expectations and accountabilities through improved documentation, scheme of delegation and briefing.
  8. **Model inclusive behaviours and reset cultural norms through guidance and training**  
Ensure that governance spaces model the values Goldsmiths wants to uphold. Aggressive or exclusionary behaviour should not be tolerated. Chairs must be empowered to intervene respectfully and protect inclusive, constructive dialogue. Training and guidance should be provided to support this.
  9. **Create a structured programme of Executive briefings to Council**  
Offer short, focused sessions from senior leaders on key areas of activity (e.g. student services, academic quality, research). These can be integrated into away days or council meetings.
23. Goldsmiths has a rich and vibrant history, and its people care deeply about the institution. This review confirms that the potential for good governance is present but the next phase requires focused, collective attention to culture, clarity and communication. With the right conditions, Goldsmiths can build a governance culture that is resilient, inclusive, and equipped to lead with confidence through the years ahead.

## Induction and ongoing training and development

24. The importance of high-quality induction and ongoing training and development for governors is clearly outlined in Section 5.12 of the CUC Higher Education Code of Governance (2020), which states: *“Governing body members need induction, updates and development which supports understanding of their role and changes in their operating environment.”* This review found that Goldsmiths currently falls short of this standard.
25. While all new Council members are provided with an induction, many described their experience as delayed, inconsistent, or lacking in structure. Several independent members noted a significant gap between appointment and the first formal contact about the induction process. This created a sense of uncertainty, especially for those new to governance or unfamiliar with higher education. We note that it is because appointments require approval at Council – however, if the length of time to the next Council meeting is substantial, Council may wish to consider approval via correspondence. One member described the delay as “surprising,” particularly given the voluntary nature of the role and their appointment as a subcommittee chair. Others commented on a lack of clarity about meeting dates, with late notice and occasional cancellations due to quoracy, which further undermined their early engagement.

26. There is widespread recognition within Council and among governance professionals, that this is a developmental area. We note that Goldsmiths has already drafted an internal plan titled 'The Council Member 'Lifecycle' and Training', which is a positive step towards systematising improvement. However, meaningful change will require clear timelines, resourcing, and ownership to move from intention to impact.
27. For some members, the existing induction process includes helpful one-to-one meetings with key figures such as the Chair of Council, Vice-Chancellor and Chief Financial and Infrastructure Officer. These were widely seen as valuable. However, many members felt they would benefit from broader exposure to other members of the Executive team, and greater understanding of the University's structures and current challenges.
28. It is also important to note that a new Chair was recruited last year and that their induction did not meet sector-wide standards.
29. Some Council members expressed concern that there was insufficient guidance about their committee roles. In interviews, many were unable to recall whether they had received any form of committee-specific induction. Given the significant work that happens within committees, this represents a missed opportunity to build confidence and effectiveness from the outset.
30. Student Council members and newer appointees were highlighted as particular groups who would benefit from tailored support, especially where there is no prior governance experience. Encouragingly, current student members were widely praised for their contributions, but there is scope to better prepare future student governors for the demands of the role and to equip other governors to engage effectively with them.
31. Several interviewees noted that the language and presentation of governance information can feel overly formal or "archaic." This can create barriers to contribution – especially early on – and reinforces a perception that the governance space lacks inclusivity. Training and documentation should be reviewed to ensure they are accessible, user-friendly, and aligned with the values of Goldsmiths.
32. It is also important to highlight the need for targeted training for Chairs of committees and secretaries. Consistent and effective practices in minute-taking, action tracking, and timely follow-up ahead of meetings are essential for good governance. This is especially important for those supporting Academic Board and its subcommittees. Providing structured training in these areas would help ensure clarity, accountability, and alignment across all committees, contributing to more efficient and transparent decision making processes.
33. To enhance induction and development across Council and its committees (including Academic Board and its committees), we **recommend** the following **(R2)**:
  1. **Implement a structured and timely induction process for all new governors**
    - Contact should be made within one week of appointment, with a full induction plan shared shortly thereafter.
    - Include meetings with the full Executive Board, not just a core group.
    - Set clear expectations about time commitments, including any anticipated participation in grievance panels or working groups.
  2. **Introduce committee-specific induction and refresher briefings**
    - All members joining a subcommittee should receive a tailored induction into its purpose, remit, and current priorities.
    - Offer an annual refresher session for all committee members to support ongoing development and strategic alignment.

3. **Create a clear annual schedule of Council and committee meetings**
  - Dates should be circulated well in advance (ideally 2 years ahead) to support member availability and ensure quoracy.
4. **Provide mentoring for new members**
  - Assign a peer mentor for all new appointees, particularly those without prior governance experience. This model is well-regarded in the sector and helps build confidence and integration.
  - Mentoring should be available to student representatives, first-time governors, and members from under-represented backgrounds.
5. **Ensure student Council members receive dedicated support**
  - Ensure a follow-up meeting is held after their first Council session to address any questions and offer further support.
  - Support student Council members with practical skills such as how to write and present Board papers.
6. **Review the tone and accessibility of training and documentation**
  - Ensure all materials are written in plain English, avoiding jargon where possible.
  - As part of induction, promote the glossary provided on the website to explain key governance and HE terms and acronyms.
7. **Embed a mid-year 'refresher induction' for all governors**
  - Offer a light-touch opportunity for governors in their first year to reconnect, ask questions, and review expectations. This helps reinforce learning and maintain momentum.
8. **Align induction with the University's broader culture and values**
  - Induction should not be limited to legal and procedural issues. It should include cultural orientation – helping governors understand the ethos, priorities, and lived experience of the Goldsmiths community.
9. **Use a Council Development Tracker**
  - Use a Council Development Tracker – a spreadsheet that records all training undertaken by individual trustees and when it was completed. This provides a clear and transparent record of engagement with development and is an example of good practice good practice in governance oversight.
10. **Provide structured training for committee Chairs, secretaries, and members of Academic Board committees**
  - Training is needed to support consistent minute-taking, action tracking, and follow-up. This is especially important for those on the Academic Board committees.

## Council papers and platforms

34. Strong governance depends on well-prepared, well-supported Council members who have access to the right information at the right time. Across interviews and document review, it is clear that Goldsmiths has made some positive strides – particularly through the use of cover sheets and summary dashboards – but there remains significant room to strengthen systems and support in this area.

35. The length of Council and committee papers was one of the most frequently mentioned concerns in this review. While long papers are common across the sector, particularly where council members come from outside higher education and need context, Goldsmiths should explore better ways to strike a balance between accessibility, efficiency, and depth.
36. Council members report that while some cover sheets are excellent, others lack clarity or do not clearly signal what business has been conducted or what action is required. Summaries from subcommittees are not always easy to follow for those who do not sit on the committee in question. Furthermore, the data quality in some papers has only recently improved. Interviewees acknowledged that this was a limitation in the past and welcomed the shift toward better data-informed decision making.
37. There are also issues around paper circulation and version control. Papers have not always been circulated on time, and the distinction between items ‘for note’, ‘for discussion’ and ‘for decision’ is not consistently applied. Greater discipline is needed in how agendas are constructed, how the purpose of each item is communicated in advance, and how decisions are captured and followed up in minutes. A clearer audit trail of decision making, including the rationale and any actions arising, would improve governance effectiveness and institutional memory.
38. To strengthen the effectiveness of paper management we **recommend (R3)**:
- The Secretariat work closely with Chairs to agree agendas and confirm which items are for decision. Chairs should explicitly confirm any decisions taken and the secretary should record who is responsible for follow-up and by when.
  - Papers should include clear options for decision (where appropriate) and clearly state the reason a decision is required.
  - Subcommittee reports should be rewritten with improved clarity for a wider Council audience, including a short overview of key items discussed, actions taken, and risks or points requiring escalation.
39. Currently, Council and committee papers are shared via secure document links. While functional, this system presents limitations in version control, navigation, and information security. Council members use their personal devices to access materials, which may not meet the University's information governance standards. Introducing a digital board portal would modernise and streamline governance operations – we note that this is something that is being implemented.
40. To strengthen governance effectiveness through papers and platforms we **recommend** the following **(R4)**:
- Improve clarity, consistency and timeliness of Council and committee papers.
  - Strengthen coordination between Chairs and the Secretariat, especially regarding agenda-setting and the classification of items.
  - Create a structured induction and refresher training programme for all new Council and committee members.
  - Assign mentors to new governors and ensure student members are supported to contribute fully.
  - Monitor development activity via a central register.

# Strategy and Risk

## Strategy

41. Goldsmiths has been developing a new institutional strategy which draws on its 'heritage as an agent of change with a proud history of partnership in social action and cultural progress.' We understand that the new strategy will be launched later this year.
42. A clear and well-articulated strategy is central to effective governance. It provides the overarching framework that guides institutional decision making, resource allocation, and long-term planning. Council has a critical responsibility not only to approve the strategic direction of the institution but also to ensure that the strategy is aligned with the institution's values, mission, and the expectations of its stakeholders – including students, staff, and external partners. Effective strategic oversight enables the Council to hold the Executive to account, monitor institutional performance, and adapt to a rapidly changing and challenging external environment. Without this clarity and alignment, governance risks becoming reactive rather than proactive, and disconnected from the institution's core purpose. We present a **set of recommendations** at the end of this Strategy section on how to support Council enhance the assessment and monitoring of strategy performance.
43. The CUC Code (2020) mandates that the Council must actively participate in the development of the institution's strategy and must formally approve or endorse the strategic plan in accordance with its articles and stakeholder expectations, including those of students and staff. The Code further acknowledges the necessity for the Council to obtain assurance that the strategic plan is underpinned by detailed plans or sub-strategies, ensuring that the required financial, physical, human, and information resources are available to achieve the strategic objectives.
44. Goldsmiths partly reflects Council's responsibility for the strategy in its Council Code of Conduct document. In other universities, we see this reflected in more detail within a Council member (or Governor) handbook. The handbook is the central guide to all things a Council member needs to know to carry out their role effectively. The handbook should have specific mention that Council members are expected to consider, approve and monitor the delivery of the University's strategy. We recommend that, if a Council member handbook is created at Goldsmiths, Council member responsibilities make explicit mention that they must set and monitor the strategy, as well as seek assurance that the strategy is being delivered. Later in the report (in the **Governance Documentation** section), we will refer to the potential handbook in more detail.
45. Goldsmiths also mentions Council responsibility for the strategy in the induction of new members; however, we have had feedback that this needs to be strengthened. We also explore this in more detail in the **Induction and Ongoing Development** section.
46. Council plays a vital role in maintaining strategic oversight and ensuring the long-term success of the institution. During the Transformation programme, however, Council has, at times, become drawn into operational detail due to its stated responsibilities in the Statutes, which we were told limited its capacity to remain focused on the broader strategic horizon. This is understandable given the scale and complexity of change underway and reflects Council's deep commitment to the institution. Going forward, there is an opportunity to rebalance this focus, ensuring Council's time and energy are concentrated on strategic leadership and high-level assurance.
47. One way to support this is by creating more structured opportunities for independent Council members to engage meaningfully with the life of the University. This might include opportunities to hear directly from students and staff, learn more about the University's research and teaching, and better understand the lived student experience. This is explored in more depth in the sections on **Induction and Ongoing Development** and **Stakeholder Engagement**.

48. In reviewing the University's governance arrangements, it is evident that the Council has played a role in supporting the development of the strategy: in 2022/23 academic year through away days (including a joint session with Academic Board), and then primarily through the SRG, which was established at the beginning of the 2024/25 academic year to oversee the implementation of the deliverables of the College Strategy 2023–2033. The SRG has focused on receiving updates on the strategy and its related Enabling and Underpinning Plans, reviewing key performance indicators (KPI) and the Planning Framework, and collaborating with the Audit and Risk Committee on the management of strategic risks.
49. However, it is important to note that the SRG was not established as a time-limited body in its terms of reference and is a formally constituted committee of Council. We would recommend that the current group now brings its business to a close, reports its conclusions to Council and is stood down. Moving forward, strategy should be embedded as part of the ongoing core business of Council, rather than managed through a standing sub-group.
50. Additionally, there is currently a multiplicity of sub-strategies and plans. We recommend that these be clearly mapped and assigned to the relevant Council committee(s) for oversight, ensuring alignment with the overarching institutional strategy and providing clearer accountability.
51. At present, it is not clear that major institutional decisions are clearly anchored in the scheme of delegation ToR, and other key documentation – we explore this in more detail in the **Key Governance Document** section.

### Council away day

52. At the 2024/25 Council away day, we observed a day focused on the new strategic pillars of the institution and brought together both Council members and the Executive team. An external expert was invited to support the day's discussions, as well as an external speaker to share insights of the wider HE sector. The day was well-received, with positive feedback from both Council and Executive participants who felt the event was invaluable in helping them to better understand their roles, strengthen working relationships, and engage more deeply with the strategic direction of the University.
53. While many university governing bodies hold at least one facilitated away day each year, a growing number are now opting for two – particularly where there is a need to build trust, clarify roles, and deepen strategic alignment outside of formal Council meetings. Given the current context at Goldsmiths, including efforts to strengthen the working relationship between Council and the Executive, we suggest consideration of holding two away days annually.
54. Council away days provide an opportunity for Council members to engage in in-depth strategic dialogue, promoting collaboration and forward-thinking governance. We would also recommend that the Council explores having dedicated sessions for future-focused discussions, separate from performance updates at Council, in the form of deep dive sessions. This could be done in the following ways:
  - These sessions could take place just before scheduled Council meetings, making efficient use of members' availability.
  - Revisiting having 1 hour Council webinars that are briefings on topical or strategic matters.

### Meeting cadence and business schedule

55. Goldsmiths currently holds four Council meetings per year, whereas many other institutions hold five or six. Yet we understand that, in reality, Council meets more frequently than that – in every year since 2020 there have been at least 6 meetings of Council, in some years there have been 10. In 2023/2024, there were more meetings specifically around the Transformation programme and decisions that were required. This shows that Goldsmiths may benefit from having an



increase of scheduled meetings to reflect what is already happening in practice.

56. We believe that either four formal Council meetings plus two away days or five meetings plus one away day would provide the Council with sufficient touchpoints to carry out its governance responsibilities effectively while allowing space for strategic thinking and relationship-building. We would recommend increasing the number of Council meetings to 5, along with implementing an annual away day. We also recommend that this schedule should be reviewed after 12 months for impact on the effectiveness of governance, to see if the number of meetings or away days needs to change.
57. Establishing the away day(s) as a standing part of the annual governance calendar would help embed a culture of continuous development, shared ownership of the institution's direction, and more effective collaboration between governance and executive leadership.
58. The introduction of a 2-year forward business schedule and a thematic approach to Council meetings (e.g. deep dives on key strategic themes such as student experience or academic assurance) may further strengthen Council's ability to monitor and support the strategy's implementation effectively. We recommend implementing a 2-year forward business schedule as this will help considerably with organisation, including helping Council members have the dates far in advance, plus it will help with externals like auditors who need to know far in advance when they will be needed. Such a schedule will help with the planning of the business of Council and its committees and ensure that matters which are brought to Council are effectively tracked and completed. The schedule will also provide the Executive Board with a framework to guide its engagement with Council. The Executive Board should be consulted during preparation of this schedule.

## Strategy papers

59. The structure and presentation of Council papers will play a critical role in enabling effective strategic oversight. Moving forward, cover sheets should consistently include a section on 'Strategic Relevance and Outcomes' and Council agendas could have a dedicated 'Strategy' section, alongside the current sections present: Closed Session, Committee Reports, Open Session, Controls and Assurance (including 'Academic Controls') and Assurance and Governance. This could help members better navigate discussions and maintain a clear focus on long-term institutional priorities consistently.
60. There was strong support for further development of Goldsmiths' performance monitoring infrastructure. While improvements have been made in the past 18 months, further progress is needed to better track trajectory over time and benchmark Goldsmiths' performance against peer institutions. Some independent members expressed the need for a KPI dashboard as they felt KPIs are often embedded within papers rather than highlighted clearly in a separate document. We note that this has now been developed and presented to Council.
61. To further modernise Council reporting, we **suggest** Goldsmiths considers exploring the development of a digital dashboard<sup>3</sup> that provides real-time access to key strategic performance indicators, risk metrics, and financial data (S1). Interactive dashboards offer a more dynamic and accessible way for Council members to engage with live data, track institutional progress, and maintain strategic focus without relying solely on lengthy written reports.
62. The University's committee structure at Goldsmiths can be streamlined to better support focused delivery of the strategy. Later in the report we will explore how the committee structure can be better aligned to its strategic pillars and enablers, providing robust assurance mechanisms and a clear line of sight from operational detail to strategic objectives.

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<sup>3</sup> An example of this approach is used by Falmouth University, which launched a customised governance app in August 2023.

63. Once launched, the new strategy needs to be presented in a highly accessible and engaging format on the University's website, making it easy for a broad range of stakeholders – including students, staff, alumni, and external partners – to understand the University's priorities and ambitions. To bring the strategy to life and demonstrate its real-world impact, it is worth considering the inclusion of illustrative case studies and a dedicated strategy film – a good example of this can be seen at the University of Bristol<sup>4</sup>. This transparent and thoughtful presentation supports stakeholder engagement, promotes a shared sense of purpose, and reinforces the University's commitment to openness and inclusivity in its strategic journey.
64. To enhance the assessment and monitoring of strategy performance, we present a summary of our **recommendations (R5)**:
- A Council member handbook be created at Goldsmiths that documents Council member responsibilities including an explicit mention that they must set and monitor the strategy, as well as seek assurance that the strategy is being delivered.
  - SRG should bring its business to a close, report its conclusions to Council and be stood down as a committee.
  - Clearly map and assign to the relevant sub-strategies and plans to Council committees for oversight.
  - Increase the number of Council meetings and implement away days. Consider four formal Council meetings plus two away days, or five meetings plus one away day.
  - Explore having dedicated sessions for future-focused discussions, separate from performance updates at Council, in the form of deep dive sessions. These sessions could take place just before scheduled Council meetings, making efficient use of members' availability. Another option would be revisiting having 1 hour Council webinars that are briefings on topical or strategic matters.
  - Implement a 2-year forward business schedule for Council, Council committees and Academic Board. Have a thematic approach to Council meetings (e.g. deep dives on key strategic themes such as student experience or digital transformation). Ensure there is strong visibility and understanding of this document. Ensure the flow of business through the bodies and committees is explicit in plans.
  - Cover papers should explicitly identify the specific aspect of the strategy to which the item pertains. This will help governors better understand their relevance to the strategic direction and provide clarity for paper authors on how their contributions support strategic objectives. Further recommendations on cover papers are outlined in the **Council Papers and Platforms** subsection.

## Risk

65. Effective risk governance is central to institutional resilience and long-term success. In line with good practice, governing bodies must maintain a clear line of sight of strategic risks and ensure a regular rhythm of monitoring, assurance, and decision making. This requires not only well-structured risk processes but also a shared culture of risk awareness across executive and governance layers.
66. Goldsmiths demonstrates a commitment to risk management. Its institutional risk register is detailed and comprehensive, with each of the 14 identified risks captured on an individual page. The format provides a full narrative of each risk, including identification, untreated assessment, response strategies, and risk treatment. Particularly noteworthy is Step 4, which outlines mitigating controls with associated timelines, responsible owners, and assessments of effectiveness. This depth of detail supports accountability, offers clear documentation of the institution's risk posture, and reflects a mature operational approach.
67. However, the current format may inadvertently limit Council's strategic oversight. Goldsmiths' model does not yet include a one- or two-page synthesis that allows Council to quickly scan

<sup>4</sup> <https://www.bristol.ac.uk/university/strategy>



headline risks, assess directional movement, and identify areas requiring discussion or escalation. We understand that this is currently being addressed by Goldsmiths.

68. We **recommend** retaining the existing detailed format for Executive and Audit and Risk Committee use (where its depth is both appropriate and valuable) and continuing to develop a governance-level summary tailored to Council's needs. A succinct overview could present each risk with current and target ratings (e.g. using a red-amber-green system), movement since the last update, key mitigations, and risk ownership. This would support more strategic, informed discussion at Council meetings and strengthen alignment with wider sector practice **(R6)**.
69. In addition to the register format, we heard reflections on risk visibility and communication across governance structures. It was noted that key risks do not always reach Council in a timely or consistent way. For example, concerns were raised that a significant financial risk had not been surfaced through the Audit and Risk Committee, nor clearly flagged in financial reporting. This points to an opportunity to clarify escalation pathways and improve how risks are signposted through the committee system.
70. Risk sections within Council and committee papers are also an important enabler of good governance. While the current paper template includes a prompt for risk, the quality and depth of content varies considerably. Inconsistency in how risk is articulated limits the Board's ability to connect routine business to broader strategic exposure or opportunity. A review of the guidance provided to paper authors – particularly in relation to risk articulation – would help ensure greater consistency, depth, and value.
71. Some comparator institutions have found value in adopting a dual-register model that separates high-level strategic risks from more operational or departmental concerns. This enables the Council to focus on a manageable number of high-impact risks while allowing executive teams to retain a full picture of operational matters. In addition, the best registers are regularly refreshed to remove closed or outdated mitigating actions or risks, thereby ensuring the register remains current and strategically focused.
72. We offer the following targeted enhancements as **a priority recommendation (PR2)**:
- Supplement the existing risk register with a dashboard-style summary for Council, enabling rapid engagement with key strategic risks and their status,
  - strengthen risk articulation in governance papers by updating guidance for paper authors, supporting more consistent and useful coverage of risk implications at all levels,
  - ensure clear escalation routes for emerging and significant risks, particularly through subcommittees, so that material issues are surfaced by the Executive to Council in good time,
  - explore a dual-register model that distinguishes strategic from operational risks and implement a routine process for archiving closed items to retain clarity, and
  - consider having deep dive sessions on risk to involve all Council and Executive members.

### Academic assurance and Council-Academic Board engagement

73. Academic assurance is a core and evolving responsibility for university governing bodies under the OfS regulatory framework. The OfS expects Councils not only to receive assurance but to test and scrutinise it, through clearly defined protocols and meaningful engagement with academic governance bodies such as Academic Board. This requirement is also reflected in the CUC Higher Education Code of Governance (2020) and its supporting practice note on academic governance (2017).
74. At Goldsmiths, academic quality, standards, and the student academic experience are integral to the institutional mission. Our review found that Council is committed to upholding these responsibilities and receives updates from senior academic leaders, including the Deputy Vice-

Chancellor and Provost. Council members also benefit from structured presentations from Deans and Heads of School, which help connect them with the academic core of the University.

75. However, the review identified some opportunities to further strengthen the ways in which academic assurance is embedded in governance practice and deepens the relationship between Council and Academic Board. These enhancements would align with emerging sector practice and support the University in meeting its regulatory obligations with confidence.
76. Apart from staff members on the Council, our review indicates not much mutual knowledge or understanding between the Academic Board and Council. This is not unusual in universities. However, it is now important that the Council and Academic Board understand each other's responsibilities and accept and respect their respective roles under regulatory obligations.
77. Academic assurance processes at Goldsmiths are supported by multiple sources of reporting. Both the Academic Board and the Deputy Vice-Chancellor (Education and Student Experience) provide updates to Council on academic quality and standards. While this dual reporting reflects a shared commitment to academic excellence, there is currently some overlap between the Academic Board's impact report and the assurance reporting provided by the DVC (Education and Student Experience). Clarifying the distinct purpose and focus of each report could strengthen the overall assurance framework, reduce duplication, and improve the clarity of academic governance reporting to Council.
78. While Council members are broadly assured by the updates they receive, several indicated a desire for more direct engagement with academic governance processes. Some reported that Council tends to accept reports from Academic Board and the Deputy Vice-Chancellor Education at face value, without a fuller understanding of the underlying processes. However, we observed that there was scrutiny on reports from Academic Board and updates from the DVC for Education from a small number of Council members. This raises a risk that Council is not always in the strongest position to evidence its assurance role, particularly in a regulatory environment where expectations are becoming more stringent.
79. The introduction of an Annual Academic Assurance Report can be a valuable tool to consolidate and clearly articulate how academic assurance has been provided across the governance cycle – this is different from existing reports, such as the Academic Board report on Quality and Standards. It is simple and clearly captures:
  - What Council assurance area is covered e.g. corporate performance
  - The name of relevant reports
  - What assurances are required
  - The owner of the item
  - Which committee it reports to and when
  - When it reports to Council
  - What group or committee the report goes to internally
80. Such a report would serve as a practical reference point for trustees, mapping the ways in which academic risks, quality, and performance have been scrutinised specifically by Council and committee (including Academic Board) activity over the course of the year. This approach reflects good practice seen in other institutions and can significantly strengthen Council confidence by offering a clear line of sight over how academic assurance has been exercised by them. The report could stand alone or be integrated into the existing quality assurance report to the Council, depending on what works best for Goldsmiths' governance calendar.
81. Council members expressed appreciation for the insights gained through Executive reporting but suggested there could be greater clarity about the respective roles of Academic Board and Council in the assurance process.

82. Goldsmiths' Academic Board is a large and academically diverse body, which can make formal joint sessions with Council more challenging than in smaller governance structures. Nevertheless, there is value in exploring creative, scalable options to enhance mutual engagement. For example, short thematic sessions or seminars involving Council members and elected Academic Board representatives could offer focused opportunities to explore areas of shared interest, such as student satisfaction, academic standards, or research strategy.
83. A stronger bridge between the two bodies could also be supported through formal written reports from Academic Board to Council and from Council to Academic Board, following each meeting. This is a common practice in many institutions and can be complemented by verbal updates from Council members who attend Academic Board in an observer or dual-role capacity. Such approaches help improve transparency, reinforce trust, and demonstrate alignment with sector expectations.
84. The current opportunity to simplify Academic Board's committee structure could also support clearer communication, by streamlining the academic assurance landscape and making reporting lines more direct and intelligible for Council audiences.
85. To support Goldsmiths in building on existing strengths and aligning with OfS expectations, we present this **priority recommendation (PR5)**:

#### **1. Clarify the formal reporting mechanism from Academic Board to Council**

- Clarify and align the scope and content of the Academic Board's impact report and the Deputy Vice-Chancellor's academic assurance reporting to Council to avoid duplication of reporting. This could involve developing a shared reporting framework to reduce duplication, improve coherence, and ensure Council receives a clear, concise and comprehensive overview of academic governance activities.
- Regular communication from Council to the Academic Board is also essential to ensure a closed feedback loop and maintain effective governance. This is particularly important when the Academic Board submits reports or recommendations to Council. A formal response from Council – such as a recorded note in the meeting minutes or a verbal response given by the Academic Board Chair (the Vice-Chancellor) to the Academic Board – would provide valuable clarity and transparency. Sharing the relevant note or minute with Academic Board would help ensure that feedback is acknowledged and acted upon.

#### **2. Deepen Council-Academic Board engagement through targeted, scalable activities**

- Explore annual informal, joint sessions/seminars involving independent Council members and elected Academic Board representatives, focused on strategic topics (e.g. student experience, research direction).
- Encourage Council members to observe Academic Board meetings as part of their induction (within the first 12 months of joining the Council), with the option to continue periodically thereafter based on interest, capacity and availability.

#### **3. Support Council Members' confidence and literacy in academic governance**

- Continue to provide targeted briefings on academic assurance topics (e.g. assessment standards, student outcomes, appeals).
- Include academic quality content in Council induction packs and refresher materials.
- Promote access to external training and sector-led events to help council members remain up to date with academic governance developments.

#### **4. Improve visibility and mapping of academic assurance across Council activity**

- Clearly signpost within Council and committee papers where academic assurance is being provided.

- Produce an end-of-year mapping document – the Annual Academic Assurance Report – outlining how academic assurance has been provided across the governance cycle.

## Student experience

86. It is clear from our review that enhancing the student experience is seen as a top priority by Council, the Executive, and the wider governance community at Goldsmiths. There is a genuine commitment to ensuring that students not only succeed academically but thrive in a supportive, engaging, and fulfilling environment.
87. Council's existing commitment is positive, although many stakeholders – both internal and external – expressed a strong desire for an increased and clearer focus on student experience within Council discussions. Currently, comprehensive student-related datasets such as the NSS, PTES, B3 conditions, and Graduate Outcomes provide robust information but are only updated annually. This infrequent reporting poses challenges to Council and committees in actively monitoring and responding to student experience trends throughout the academic year. Goldsmiths have now created a new KPI dashboard to address this. A set of principles for a Student Voice Framework have also been developed and includes the use of mechanisms which capture the voice of specific student demographic groups.
88. Currently, independent members of Council have limited structured opportunities to engage directly with the wider student community, which constrains their ability to fully understand students' lived experiences. This could be improved by implementing practices such as linking Council members to particular areas of the University based on their skills set or organising scheduled visits to academic departments and student support areas prior to Council meetings. These initiatives would greatly enrich Council members' insights and enhance their decision-making capabilities concerning student issues.
89. To effectively elevate the student experience in Council governance, we **recommend** the following actions **(R7)**:
  - **Establish student voice/experience as a standing item at Council meetings:**  
Include a dedicated slot high on the Council agenda for discussing student experience and student voice that will include updates on academic and non-academic activities, giving an insight to what the SU is doing for students and the perceptions that they have gained from the wider student body. The SU should provide a regular written report, explicitly reflecting broader student perspectives beyond typical KPIs. This practice is well-established across the sector and provides ongoing assurance of institutional responsiveness to student needs.
  - **Strengthen Council interaction with the wider student community:**  
Create structured opportunities for Council members, particularly independent members, to engage directly with students. Pre-meeting student forums or departmental visits prior to Council meetings could offer practical ways to facilitate these interactions, providing Council with first-hand insights into the everyday student experience.
  - **Improve clarity of student voice in Council papers:**  
Require authors of Council papers to explicitly highlight how student perspectives have been embedded into proposals, particularly where consultations or student feedback have influenced recommendations. Including insights from informal student forums alongside formal metrics like NSS or PTES would enrich Council's understanding and decision making around student issues.

- **Facilitate Council deep-dive sessions:**  
Schedule periodic deep-dive discussions on key areas such as NSS performance, facilitated by external experts, to support Council in understanding persistent challenges, good practice across the sector, and strategic interventions to enhance student satisfaction.

# Governance Documentation

90. An institution's governing documents form the essential framework within which effective governance operates, defining clear roles, responsibilities, and decision-making processes. Our review of Goldsmiths' governing instruments included a comprehensive desk analysis by Shakespeare Martineau of key documentation such as the Charter and Statutes, Ordinances, Standing Orders, and various governance policies. The detailed review is available to read in **Appendix 8**.
91. Overall, we found that these documents provide a good foundation, with recent amendments reflecting significant governance modernisation, particularly following the 2024 Supplemental Charter associated with achieving independent university status. However, the governing instruments are in a state of transition. Recent updates to the Charter, Statutes, and ordinances represent positive steps forward; yet there remains scope for further streamlining and rationalisation. The existing complexity in gaining Privy Council approval for Charter and Statute amendments could be mitigated by transferring detailed procedural provisions into more flexible ordinances or Standing Orders, in line with good practice elsewhere in the sector.
92. Goldsmiths has recently implemented important changes to its institutional terminology to reflect its status more accurately as a university in its own right. Following the approval of a second supplementary Charter in July 2024, the title of 'Warden' has now been formally replaced with 'Vice-Chancellor'. Also, Senior Management Team has been renamed to Executive Board. While Goldsmiths remains a member of the University of London federation and continues to award University of London degrees, it should now be referred to as a university rather than a college. However, the transition in language has been slow to take hold across internal and external communications. Additionally, although the Institution's legal title remains 'Goldsmiths' College', this is acknowledged as a matter requiring further review in due course. Communicating these changes clearly and consistently – particularly through updates to key documentation and regular staff reminders – will help reinforce the University's current identity and standing.
93. As mentioned earlier in the report, during the Transformation programme, Council was drawn into operational detail due to their stated responsibilities in the statutes. As part of our review, we identified several areas that may benefit from amendment to align more closely with contemporary good practice in higher education governance. Below, we outline key provisions that the University may wish to consider updating:
- 1. Council's role in staff grievance and disciplinary procedures**  
Statute 4.25 enables Council to 'consider, adjudicate on and, if thought fit, redress any grievance of any of the staff or of the students... by constituting a committee to act on its behalf.' While this may have historical precedent, it is increasingly considered inappropriate for governing bodies to be directly involved in operational matters such as individual grievance or disciplinary cases. Good practice now favours a clear separation between governance and management. We recommend that this provision be revised to remove Council's direct role, with responsibility for such matters delegated to established HR processes and internal panels.
  - 2. Council's authority to appoint and remove all staff**  
Statute 4.22 states that Council shall 'appoint the Warden and all other members of the staff of the College: to remove them...' While Council's oversight of senior appointments (e.g. the Warden and senior executive roles) is standard, its blanket authority over all staff appointments and dismissals does not reflect sector norms. Most governing bodies delegate such responsibilities to executive leadership and HR. We recommend that this statute be amended to reflect this distinction, clarifying that Council's role pertains only to the most senior appointments.



### 3. Delegation of powers

Statute 4.18 provides for Council to delegate its powers and duties, with certain exceptions. While this clause is broadly appropriate, we recommend that the University uses this opportunity to review and clarify the extent and limits of delegation – particularly to ensure effective, transparent, and accountable governance. Statutes could be updated to specify which decisions must be reserved for Council and which can be formally delegated.

94. We recommend eliminating outdated references, clarifying procedural roles (such as explicitly confirming the appointment of the Secretary to Council as a non-delegable Council responsibility), and rectifying any cross-referencing inaccuracies resulting from recent updates as highlighted in this report section and the comprehensive desk review carried out by Shakespeare Martineau (**Appendix 8**).
95. Similarly, the Ordinances require further review, especially in harmonising references to academic structures and ensuring clarity and consistency in terminology and governance roles.
96. The College currently lacks certain key governance documents typically expected within the sector, most notably a formal Scheme of Delegation, which clearly defines delegated authority across committees and senior management. Although initial work on this has commenced, finalising and adopting this Scheme is a priority to ensure robust and transparent delegation processes.
97. Goldsmiths' Statement of Primary Responsibilities should also be revisited to align more closely with the widely adopted CUC model, clearly delineating reserved powers of Council from those it delegates. This would support greater operational flexibility and governance clarity.
98. The Standing Orders provide sound procedural guidance but would benefit from clearer references concerning committee secretary appointments, the management of conflicts of interest at meetings, and the formal adoption of a procedure for written resolutions, now standard practice across the sector. Furthermore, anomalies regarding provisions about Council membership terms and the criteria for ceasing membership should be clarified and updated, alongside enhancing flexibility around terms of office to avoid losing significant governance experience simultaneously.
99. Other governance policies, such as the Conflicts of Interest Policy, require updating to reflect current terminology and emerging regulatory requirements. The introduction of a formal Fit and Proper Person Policy, as mandated by the OfS regulatory framework, is also advisable to strengthen compliance and assurance processes.
100. In terms of public transparency, information available on Goldsmiths' website demonstrates good intentions towards openness; however, updating published content – such as governance structures, governing instruments, and financial and regulatory disclosures – should be prioritised. Additional clarity on the University's compliance with OfS requirements for publishing minutes and other key documents would enhance transparency and public confidence in the institution's governance.
101. Finally, establishing a 'Handbook for Council Members' could serve as a valuable and practical resource to consolidate critical information for Council members, including updated governance policies, role descriptions, and induction materials.
102. We **recommend** strengthening governance documentation in the following ways (**R8**):
  - **Complete the comprehensive review of the Charter and Statutes:**  
Streamline and update Statutes to remove outdated provisions, rectify inaccuracies in cross-references, and clarify key governance roles, particularly the appointment of the Secretary to Council.

- **Rationalise the Ordinances:**  
Review and update Ordinances to ensure consistency in terminology, clear references to academic structures, and harmonisation with recently updated charter and Statutes.
- **Finalise and adopt a formal Schedule of Delegation:**  
Prioritise the development of a schedule clearly outlining delegated authority across committees and senior management, enhancing governance transparency and accountability.
- **Review the Statement of Primary Responsibilities:**  
Align this statement more closely with the widely adopted CUC model to clarify Council's reserved powers and delegation.
- **Update and clarify Standing Orders:**  
Enhance provisions on committee secretary appointments, management of conflicts of interest, procedures for written resolutions, membership terms, and conditions for ceasing Council membership.
- **Complete refreshment of key governance policies:**  
Continue to update the Conflict of Interest Policy to reflect current good practice and introduce a formal Fit and Proper Person Policy, ensuring compliance with OfS regulatory requirements.
- **Improve transparency and accuracy of published governance information:**  
Regularly update governance-related content on the Goldsmiths website, including structures, governing instruments, and compliance documentation, to enhance public confidence.
- **Complete the development a comprehensive Council Member Handbook:**  
Consolidate updated governance policies, role descriptions, and induction materials into a practical resource for Council members, aiding effective governance practices.
- **Reinforce consistent use of updated institutional terminology:**  
Ensure all staff are aware of changes to official terminology and how Goldsmiths should be referred to in internal and external communications. This could be supported through regular reminders in staff newsletters, team briefings, and other staff communications channels.



# Council Role, Size and Membership

## Role of Council

103. Goldsmiths' Council is the supreme governing body of the University, charged with ultimate responsibility for its strategy, finances, property, and overall wellbeing. Its role, as set out in the University's governance framework and aligned with sector guidance including the CUC HE Code of Governance, is to provide oversight, constructive challenge, and assurance on the institution's long-term sustainability and success. Council also plays a key role in appointing the Vice-Chancellor and ensuring that regulatory obligations – including those from the OfS – are met.
104. Council members are deeply committed to the institution and take their responsibilities seriously. There is a clear understanding of the importance of good governance, and the Council's work is supported by a strong committee infrastructure and professional Secretariat. That said, during this review, several interviewees reflected that the role and remit of Council is not widely understood across the University community. This includes both academic and professional services staff, as well as some senior leadership figures. This is a very common challenge across the HE sector.
105. The majority of interviewees described the Council as somewhat “invisible” to many staff and students, and there is a perception that decision-making processes are opaque. Others noted that internal communications refer to ‘Goldsmiths leadership’ or ‘management’ without distinguishing the respective roles of the Executive and the Council. This can be seen as blurring the lines of accountability and diluting the visibility of Council's strategic stewardship.
106. There is also a view that Council's remit is sometimes conflated with operational responsibilities, particularly during periods of institutional challenge. For example, several contributors felt that the Council had been drawn too deeply into operational details during the recent transformation programme, which risked diverting attention from its longer-term strategic oversight role. This was mainly fuelled by Council responsibilities in the Statutes. However, some Council members have expressed that needed to happen as they felt the Executive didn't have the capacity to deal with it all on their own.
107. Clarifying the Council's role (including through our earlier recommendations on the Statutes) and more proactively communicating it to the wider Goldsmiths community would help address these concerns. It would also reinforce transparency and trust in governance processes.
108. We **recommend** that Goldsmiths takes steps to strengthen the internal visibility of the Council's role and contributions **(R9)**. This could include:
- Publishing short, accessible post-Council updates (e.g. ‘Council Highlights’) that summarise key decisions or areas of discussion, shared through staff newsletters, intranet posts, or leadership forums,
  - incorporating a short briefing on Council's remit into staff induction programmes or leadership development initiatives, to increase understanding of institutional governance, and
  - ensuring that references to governance in institutional communications distinguish between the role of Council and the responsibilities of the Executive team.
109. These small but visible steps would support a clearer understanding of how decisions are made, who holds which responsibilities, and how the Council contributes to the strategic success of Goldsmiths. Importantly, these actions would also contribute to the culture of openness and shared accountability that many interviewees felt was essential to rebuilding confidence and cohesion across the institution.

110. Ultimately, Council's effectiveness is not only defined by its formal powers, but by how well its purpose is understood and supported across the institution. Clearer articulation of Council's role – both internally and externally – would help establish a strong foundation of governance at Goldsmiths.

## Size and membership

111. Goldsmiths' Council currently has 23 members, but under its governing documents, it may have up to 28. While this structure was designed to ensure representation from across the institution and to meet the requirements of independent majority and committee resourcing, it is now widely acknowledged – both internally and across the sector – that a Council of this size is at the larger end of the spectrum.

112. In our review, we heard from multiple interviewees that the size of Council can inhibit effective discussion. Some reported that meetings had been dominated by a few vocal staff members, while others feel less inclined to contribute due to time constraints or the scale of participation. While staff members were generally more neutral on the size of Council, they too recognised the challenges of ensuring all perspectives are properly heard in a large group setting.

113. This aligns with national benchmarking data. Advance HE's diversity study<sup>5</sup> of university governors found that the average size of UK university governing bodies sits between 15 and 19, with some smaller institutions moving towards even more compact models. Our own comparator benchmarking shows that institutions with strong governance – such as Greenwich – have adopted flexible board sizes, ranging from 10 to 17, while relying on co-opted members at committee level to access specific skills and expertise.

114. A smaller Council can offer increased focus, improved agility in decision making, and more streamlined discussions. However, it may also require greater individual contribution from each member and could result in a narrower range of skills and perspectives, particularly if co-opted members are not utilised.

115. Taking all of this into account, there is, therefore, a compelling case for Goldsmiths to consider a gradual reduction in Council size. In doing so, the University would retain its independent majority, meet regulatory expectations under the OfS, and be better positioned to enable more strategic, focused conversations. This would not require any current members to step down early; instead, the reduction could be achieved as current terms of office naturally conclude.

116. In considering the size of a governing body a number of factors need to be taken into account including:

- The minimum size consistent with conducting business effectively and efficiently,
- the need for staff and student representation and an independent majority with headroom to remain quorate in case of absence, and
- the need to populate board committees and the consequent impact on, and availability of, members' time.

117. On balance, our view is that a reduction in the size of Council would be desirable since a smaller body would give more opportunities for members to contribute.

118. In light of sector guidance – including the CUC Code<sup>6</sup>, which emphasises tailoring Council size to institutional scale and complexity – we **recommend** a model that brings Goldsmiths in line with

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<sup>5</sup> <https://www.advance-he.ac.uk/knowledge-hub/diversity-governors-higher-education-2022>

<sup>6</sup> <https://www.universitychairs.ac.uk/wp-content/uploads/2020/09/CUC-HE-Code-of-Governance-publication-final.pdf>

sector norms, while reflecting its specific needs. A revised size in the region of 12 to 19 Council members in total would still allow for breadth of expertise and institutional representation, while making discussions more inclusive and efficient (**R10**). We would encourage the use of co-opted members for committees to ensure the right skills are still available. It should not be necessary for any members to step down prior to the expiry of their term of office since a number will reach their maximum periods of office over the next few years. Changes to Council membership would require a change to the Statutes. It should be for the (NGC) to consider the issue and advise Council on the details and the critical path, but we offer the following as a model:

- A range of 7 to 14 independent members, providing flexibility and ensuring independent majority.
- Retain the Vice-Chancellor as a full Council member but move Deputy Vice-Chancellors (previously Pro-Wardens) to attendee status, freeing up seats while maintaining access to senior academic leadership input.
- Two student members, either both SU officers, or one SU officer and one appointed current student (to diversify input and offer a broader student perspective). Two student members would follow good practice in the sector with representation from undergraduate and postgraduate students, and even international students where possible.
- Two appointed staff members, representing both academic and professional services colleagues. This is particularly important, as several interviewees noted that professional services perspectives are currently under-represented. Also, moving from election to an appointed processes is seen as generally more inclusive as staff may not feel confident in standing for election. The number of staff on Councils vary; however, it is common to have two staff members as seen with some of the institutions in the benchmarking comparator group. It is also seen as good practice to ensure equal representation of staff and students – as seen at De Montfort University and London Metropolitan University (**Appendix 9**).
- Use of co-opted members at committee level, as a flexible way to draw on specialist skills without expanding Council size.

119. In line with sector-wide good practice, we **recommend** that staff members on Council be appointed through a transparent and inclusive process, rather than elected. Appointed roles allow for greater consideration of the skills, perspectives, and lived experiences needed to complement the overall composition of the Council (**R11**). Appointment processes are typically more inclusive, as they encourage applications from individuals who may not feel comfortable or confident standing for election, particularly those from minoritised or marginalised groups. Elections can inadvertently favour those who are more well-known or confident in campaigning, which may not correlate with their ability to contribute effectively to governance. Furthermore, appointments allow the institution to address skills gaps, support greater diversity, and ensure that staff representatives are selected based on their capacity to think strategically and contribute constructively to discussions. This approach also enables clearer induction and expectations, helping staff representatives understand that they serve the institution as a whole, not just their immediate constituency.

120. Appointing student members to Council, rather than relying solely on elected positions, enables institutions to ensure that student voice is meaningfully and strategically embedded within governance. While elected student officers bring valuable insights through their representative roles, the appointment of additional student members – particularly postgraduate, part-time, or under-represented students – can broaden perspectives and better reflect the diversity of the student body. Appointed student members can be selected based on their ability to engage with governance issues, their understanding of institutional priorities, and their commitment to acting in the collective interests of the student population and the university as a whole.

121. In the desk analysis by Shakespeare Martineau available to read in **Appendix 8**, we also note that Statute 3(1), which governs the composition of Council, requires updating. It still refers to outdated role titles (e.g. Pro-Wardens rather than Deputy Vice-Chancellors) and uses class-based categories of membership that are no longer widely used in the sector. The terminology of

'co-opted' is also out of step with current usage, as these are full Council members, not committee appointees. While a definition of 'Independent Member' was recently introduced into the Statutes, this was not consistently reflected across all membership classes.

122. Other anomalies include:

- Inconsistencies in how academic and staff members are elected versus what is prescribed in the Statutes. There is currently said to be one 'elected member of academic staff' elected 'by the academic staff', whereas Statute 3(1) specifies that this should be a member of the senior academic staff, elected 'from among their own number' i.e. by the senior academic staff. The Recruitment to Committee Vacancies document specifies a member of senior academic staff but elected by all of the academic staff.
- Unclear status of the student member role. The Class 3 student member is described as *ex officio* when that is not the case; it is also not clear that the current incumbent is in fact one of the elected members of the SU as set out in the relevant Byelaws.
- Discrepancy between the stated number of independent members (14) and the actual number in post (currently 12)<sup>7</sup>.
- Lack of formal Standing Orders setting out the election process for staff members, as required by Statute.

123. We therefore **recommend** that the University:

- Formally reviews and updates Statute 3(1) to remove the highlighted issues in **Appendix 8** regarding outdated terminology and simplify membership categories to bring them in line with current governance practice,
- removes Class 5, which is currently unused and adds unnecessary complexity, and
- clarifies the election and appointment processes for all member categories, ensuring alignment with both Statutes and operational practice. **(R12)**

124. A specific issue was raised regarding academic leadership visibility. As part of the move to reduce the size of Council last year, Executive Deans of Faculty are no longer 'in attendance' at Council, along with other member members of the Executive. However, Heads of School sit on Council as they are elected by Academic Board. This has led to a perceived imbalance in access to information. We **recommend** that a simple communication mechanism is introduced to ensure that Deans and other key senior leaders are kept informed of Council decisions – this might be through post-Council updates or via more formalised briefings **(R13)**.

## Skills and experience profile of Council members

125. Goldsmiths Council benefits from a wide range of professional expertise, with members bringing backgrounds in many areas including finance, legal services, education, health, and commercial enterprise. This diversity of experience positions the Council well to provide strategic leadership and scrutiny across the University's varied activities. Council members have also demonstrated a deep commitment to Goldsmiths' values and mission, combining technical expertise with a clear sense of stewardship for the institution's long-term future.

126. Appointments to Council are made with input from the NGC, which oversees composition and renewal. Committee members confirmed that decisions are guided by strategic need and that the Committee maintains a strong focus on promoting diversity and inclusion. Several members

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<sup>7</sup> The previous Chair of Council and Secretary to Council took the view that there could be up to 14 members so Council could carry two vacancies, as long as the number of independent members remained in the majority. This was also in the knowledge that the size of Council may need to be reduced, as well as the difficulties Goldsmiths has had in recruiting independent Council members for a number of years.

highlighted the personal and professional integrity of those serving on Council, and the positive direction set by the new Chair in stewarding discussions and driving a more strategic agenda. However, feedback from across the institution suggests there is scope to enhance how Council's collective skills are identified, used, and developed.

127. This is a perception that at times, there is a misalignment between Council members' knowledge and the complexity of issues they are expected to scrutinise. Higher education is a complex sector, and governance in this environment requires a degree of contextual understanding that cannot be assumed. This is particularly important when overseeing major academic restructures, student experience initiatives, academic research or regulatory matters. Without sufficient understanding of the sector and of university operations, the value of external challenge can be diminished.
128. Interviewees also raised concerns about the onboarding experience for new members. Unlike at other institutions where Council members receive structured briefings from senior executives or are partnered with mentors, Goldsmiths does not yet appear to have consistent systems in place for orienting members to the University's academic and operational environment. Some new members may therefore experience a steep learning curve without the structured support needed to quickly add value. However, we note that there is a new plan to strengthen induction.
129. In addition, there were calls from both the Executive and members of Council to better articulate the responsibilities and expectations of trustees – particularly around sector-specific duties, academic governance, and the principles of stewardship. A lack of role clarity can dilute the effectiveness of governance and increase the risk of blurred boundaries between operational and strategic domains.
130. The CUC Code of Governance encourages governing bodies to ensure they have the right balance of skills and experience to discharge their responsibilities effectively. It also highlights the value of ongoing development, reflection, and succession planning.
131. While not prescriptive, these broad categories can support more intentional planning and ensure that key areas of institutional life are understood and supported by those at the highest levels of governance.
132. We recommend that Goldsmiths adopts a Council size of between 12 and 19 members, including a range of 7 to 14 independent members. Reducing the size of Council should not mean a reduction in skill or insight. Across the sector, smaller Councils have successfully maintained a full complement of required skills by taking a strategic and data-led approach to trustee recruitment. Goldsmiths can do the same by:
  - Using an updated skills matrix to identify and address capability gaps
  - Recruiting independent members with hybrid or multi-sector expertise (e.g. finance and risk; digital and transformation; legal and governance)
  - Leveraging professional networks, including alumni and honorary graduates, for targeted recruitment
  - Ensuring a mix of seasoned professionals and emerging leaders, particularly to support succession planning and innovation
133. In line with good practice, the following core skill areas could be represented across the independent membership:

Table 1: core skill areas that could be represented across the external membership

Core Competency	Minimum Members
Finance, Audit and Risk	2–3

Legal or Regulatory Compliance	1–2
Higher Education or Academic Policy	1–2
Digital and Transformation	1
Estates/Capital Projects	1
Fundraising/Development	1
Human Resources and Equality Diversity and Inclusion	1
Strategy/Commercial Leadership	2–3

134. These skill sets do not need to map one-to-one with Council roles; several members may have expertise spanning more than one domain. Where specialist input is needed but not present within Council itself, co-opted members can be appointed at committee level to supplement expertise without expanding the full Council membership. This is a widely used model across the sector and ensures governance decisions are well-informed while keeping core structures lean.

135. A smaller Council also makes it easier to support engagement, distribute leadership, and ensure that all voices are heard. If implemented in tandem with a streamlined committee structure and clear pathways for succession, this approach can significantly enhance Goldsmiths' governance agility and effectiveness.

136. To strengthen the strategic deployment and development of trustee expertise, we **recommend** the following **(R14)**:

**1. Review the Council's skills matrix**

Given the suggested recommendation on council size, update and continue to regularly review the Council's skills matrix to guide recruitment, ensuring core competencies are maintained across a proposed smaller membership. Where additional expertise is required, consider appointing co-opted members at committee level.

**2. Enhance Council induction and development**

Provide a structured induction programme for all new members, including briefings from key Executive leaders, tours or virtual walk-throughs of the institution, and opportunities to shadow or meet with fellow trustees. Consider assigning each new member a peer or mentor to support early integration.

**3. Facilitate targeted sector literacy sessions**

Deliver short, focused updates on key higher education trends and challenges – including OfS regulation, REF, TEF, student wellbeing, and EDI – so that all Council members remain equipped to challenge and support executive decision making effectively.

**4. Introduce regular role reflection and appraisal**

Implement a light-touch but structured annual reflection process for Council members to consider their contribution, aspirations, and development needs. This could be supported by the SIG (if appointed) and the Chair.

**5. Map Council capabilities against committee responsibilities**

Ensure that each committee has the right blend of skills and knowledge to address its remit. Where gaps exist, consider co-opting external expertise or identifying future development priorities.

**6. Communicate the value and purpose of Council more widely**

Build understanding across the University of what Council does, who its members are, and



how they contribute to institutional success. This could support greater trust and awareness and reinforce Goldsmiths' commitment to inclusive governance.

## Trustee vs Representative

135. Evidence reviewed as part of this effectiveness review suggests that, while trustee responsibilities are formally covered during Council induction, there remains some variation in how these responsibilities are understood and enacted in practice. In particular, Council members shared in interviews that they occasionally feel conflicted in their roles – especially when balancing their position on Council with their identity as elected representatives of specific staff or student constituencies.
136. It is important to reaffirm that all Council members, regardless of how they are appointed or elected, share the same legal duties as trustees. These duties are clearly articulated in the Committee of University Chairs (CUC) Higher Education Code of Governance (2020). Section 1.4 of the Code states:

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*“All members of the governing body (including students and staff members) share the same legal responsibilities and obligations as other members, so no one can be routinely excluded from discussions.”*

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137. This reinforces the principle of shared accountability. While Council includes a diversity of perspectives – bringing great value to its deliberations – members must set aside any individual or external allegiances when fulfilling their trustee role. The primary duty of all Council members is to act in the best interests of Goldsmiths as a whole, ensuring the long-term success and sustainability of the University.
138. Section 3.4 of the CUC Code goes further, emphasising the importance of collective decision making and the need to avoid placing personal views or external interests above those of the institution. While student and staff members bring important lived experiences to Council discussions, their role is not to act as mandated delegates, but as full and equal trustees. The Code makes clear that contributing to discussions on matters relating to students or staff is not, in itself, a conflict of interest – these members can and should speak to those matters. However, like all trustees, they must declare any personal or specific interests and avoid participating in decisions where a material conflict exists.
139. During our review, we heard that some members of Council – particularly elected staff or student members – feel tension between their institutional responsibilities and expectations from the constituencies they represent. Some Council members who feel a greater affinity to the constituencies they feel they represent has been a central issue at Goldsmiths, as well as elsewhere in the HE sector. While we recognise this challenge, it must be stated clearly that membership on Council carries with it the legal obligations of trusteeship. If any individual feels they are unable to discharge this responsibility objectively and consistently in the best interests of Goldsmiths, they should consider stepping aside.
140. To support clarity and confidence in this area, we **recommend** that these trustee principles be explicitly reinforced through all stages of Council member engagement: from recruitment and induction through to development and annual review. A clear and accessible Code of Conduct, aligned with the CUC Code and Goldsmiths' own governance values, should be in place and consistently referenced (**R15**).
141. In addition, although Academic Board members are not legal trustees of the University, we also **recommend** that there is merit in promoting similar principles of collective responsibility and institutional stewardship within that body and its committees (**R16**). As the principal academic



authority of the institution, Academic Board has a critical role in upholding academic quality and integrity. Embedding shared values of service, transparency, and accountability across both Council and Academic Board can further strengthen the institution's governance culture.

## Recruitment and succession planning

142. At Goldsmiths, governance appointments are overseen by the Nominations and Governance Committee, which has clear processes in place for reviewing Council membership and overseeing renewal. However, with several Council members approaching the end of their terms soon, there is a clear need to take a proactive approach to succession planning.
143. The Council is already aware of this risk and is actively engaged in recruitment activity by building a pipeline of talent. We **commend** this forward-thinking approach (**C4**) and recommend further embedding succession planning into Council processes, particularly by taking a phased approach to renewal and using data from regular skills audits to identify gaps and opportunities. These measures will help ensure that the Council retains institutional memory while refreshing perspectives over time.
144. We also note that many Council and committee roles demand significant time and expertise. The Chair of Council, in particular, is widely respected for their dedication, but the scale of the responsibility risks becoming unsustainable and overly concentrated in a small number of individuals. We encourage Goldsmiths to explore how leadership responsibilities can be more broadly shared – for example, by having committee deputy chairs, thematic leads, and informal leadership roles. This can ease pressure on existing leaders, support succession planning, and create developmental pathways for newer or less experienced trustees. Remuneration can also help with this matter, and we explore this in the next section – **Honoraria for Council Members**.
145. There is also an opportunity to widen the pool from which future Council members are drawn. Our recommendations align with sector good practice and are designed to support Goldsmiths in maintaining and strengthening a diverse, inclusive, and future-facing governing body. These actions are particularly important in a context where institutional challenges require robust and nuanced oversight from a governance body that is both representative and skilled.
146. To help broaden the recruitment pipeline, we encourage the University to raise awareness of vacant committee roles across all internal channels, including staff newsletters, town hall type meetings, and social media. Wider engagement in committee membership not only enriches governance but also gives colleagues the opportunity to develop leadership experience and build confidence for future roles.
147. There are many practical tools available to support this work (some of which are already being explored), from using co-opted committee roles to pilot new voices, to engaging alumni, professional networks, and community partnerships as part of the wider recruitment effort.
148. An example of good practice from the sector that many universities participate in is the Governor Apprenticeship programme. It offers individuals from diverse backgrounds and those with limited board experience the opportunity to gain experience on governing bodies. The apprenticeship scheme is run by external organisations, or some universities choose to run the scheme themselves. These apprenticeships serve as a pipeline for future Council members, allowing universities to:
- Engage with individuals who bring fresh insights that may not be fully represented in current governance structures
  - Prepare future leaders, ensuring that diverse voices contribute meaningfully to higher education governance
149. We **recommend** the following to support recruitment and succession planning:

- Continue to proactively plan for upcoming Council turnover, using a phased approach to recruitment and supporting smooth transitions.
- Distribute leadership more broadly across the Council, encouraging members to take on visible strategic responsibilities through committee roles, thematic leads, or other project-based involvement.
- Build a diverse and inclusive pipeline of future members, by publicising roles more widely, using co-opted committee members, and drawing on alumni, professional, and community networks.
- Use regular skills audits as a central tool for assessing governance needs and targeting recruitment to address skills or experience gaps.
- Explore participation in a Council apprenticeship scheme to support recruiting new Council members and support diverse recruitment.
- Further strengthen internal communications around governance opportunities, ensuring that all staff are aware of how to get involved and the value of their participation. **(R17)**

### Honoraria for Council Members

150. The question of whether to remunerate university Council members is gaining prominence in the UK higher education sector. Traditionally, these roles have been voluntary, reflecting a commitment to public service. However, evolving governance demands and a focus on inclusivity and increased responsibility have prompted a re-evaluation of this approach.

151. A discussion paper by the Higher Education Policy Institute (HEPI)<sup>8</sup> highlights that, while most UK universities do not currently pay their governors, there is a growing conversation about the potential benefits of doing so. The report notes that some institutions have begun to offer honoraria to chairs and committee leaders, with amounts ranging between £15,000 and £25,000 annually. Under Scottish legislation, universities are required to pay governing body chairs upon request.

152. This shift is partly influenced by practices in other sectors, the HEPI report highlights the following:

- All NHS Trusts and many housing associations pay their governors, with chairs earning between £20k and £40k a year. In the NHS, other members earn between £6k and £13k. Housing associations pay their Board members between £12k and £34k a year.
- In Australian universities, practices vary by state. Where governing body members are paid, the chairs earn between £25k and £76k a year while members receive between £10k and £35k.
- Apart from English universities, all other sectors examined have either legislated (Scotland) or sector-led self-imposed institutional targets relating to gender diversity. UK-listed companies also have targets for ethnic diversity.

153. A recent advert for a non-executive director role at Department for Work and Pensions (DWP)<sup>9</sup> lists an annual remuneration of £15,100 for a minimum time commitment of 30 days per year, with a fixed term of up to 4 years.

154. One of the primary arguments for introducing honoraria is to enhance diversity and inclusivity within governing bodies. The time commitment required for council roles can be substantial, potentially excluding individuals who cannot afford to volunteer significant time without

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<sup>8</sup> <https://www.hepi.ac.uk/2019/07/11/hepi-asks-is-it-time-for-university-governors-to-be-paid>

<sup>9</sup> <https://apply-for-public-appointment.service.gov.uk/roles/8701>

compensation. By offering remuneration, universities may attract a broader range of candidates, including those from under-represented backgrounds or with varying professional experiences.

155. However, the HEPI report also cautions about potential drawbacks. These include concerns about maintaining the charitable ethos of universities, the financial implications of widespread remuneration, and the need for clear accountability mechanisms for paid governors. The report suggests that any move towards compensating council members should be approached thoughtfully, with considerations for transparency and institutional values.
156. CUC provides helpful guidance on this matter with their Remuneration of Higher Education Governing Bodies guidance note<sup>10</sup>. Most Higher Education Institutions (HEIs) are either exempt or registered charities and are therefore subject to regulation under the Charities Act 2011. As such, they require prior written consent from the Charity Commission to remunerate trustees, unless their governing documents expressly permit it. The OfS reinforces this position in its guidance, stating that trustees can only be paid where there is explicit authority – either in the charity’s governing documents, from the courts, the Charity Commission, or under general law.
157. Unpaid trusteeship remains a fundamental principle of charitable governance, reflecting the expectation that charitable assets should be directed solely towards the charity’s purposes. However, the Charity Commission recognises that in certain circumstances – such as when the complexity and scale of the charity create an unusually high burden on particular trustees, notably the Chair – remuneration may be justified. In such cases, the governing body must demonstrate that reasonable efforts to recruit unpaid trustees have been exhausted and that remuneration offers a clear and significant benefit to the charity.
158. The Charity Commission also highlights the importance of exploring alternative means to enhance board diversity, such as reimbursing expenses related to participation (which Goldsmiths already does), before resorting to direct payment. Any proposal for trustee remuneration must be carefully justified and address issues such as affordability, risk management, performance oversight, conflict of interest, and stakeholder consultation. The Commission assesses each case individually, with reference to the charity’s governing instruments and founding mechanisms. Detailed guidance is available in the Charity Commission’s publication ‘CC11: Trustee Expenses and Payments’<sup>11</sup>.
159. In light of these discussions, some universities may wish to explore pilot programmes to assess the impact of honoraria on governance effectiveness and diversity. Such initiatives allow institutions to evaluate the benefits and challenges of remuneration in a controlled manner, informing future decisions on broader implementation.
160. We **recommend** that Goldsmiths considers introducing a pilot scheme initially limited to specific senior roles, such as the Chair of Council and/or Chairs of key committees, providing a modest honorarium. The pilot should establish clear criteria, evaluation mechanisms, and a fixed period to assess impact and effectiveness. This controlled approach would allow Goldsmiths to carefully evaluate whether targeted remuneration helps achieve the desired diversity and participation outcomes while managing any potential concerns or unintended consequences **(R18)**.

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<sup>10</sup> <https://www.universitychairs.ac.uk/wp-content/files/2023/11/Board-Member-Remuneration.pdf>

<sup>11</sup> <https://www.gov.uk/government/publications/charities-paying-a-trustee-or-a-connected-person-understand-the-rules-cc11>

## Senior Independent Governor (SIG)

161. The 2020 CUC Higher Education Code of Governance introduced, for the first time, an explicit expectation for governing bodies to consider the value of appointing a SIG. While not a mandatory requirement, institutions are expected to assess the potential benefits of the role and if a SIG is not appointed, clearly document their rationale for not doing so.
162. At present, Goldsmiths has not formally appointed a SIG. Some of the responsibilities typically associated with the role – such as serving as an independent point of contact for Council members – are currently undertaken by the Deputy Chair. This arrangement offers a degree of assurance and is not uncommon in the sector.
163. However, the CUC Code makes an important distinction: the Deputy Chair is part of the formal leadership of Council and may deputise for the Chair or carry out specific delegated duties. In contrast, the SIG is expected to act independently of the leadership structure, providing a neutral channel for member concerns, supporting the effectiveness of governance, and acting as a sounding board for both the Chair and wider Council members. Combining these two roles in one individual risks a conflict of interest, particularly in situations involving conflict resolution, performance appraisal of the Chair, or sensitive issues raised by Council members.
164. We note that across the higher education sector – and increasingly in other sectors such as health, housing, and charitable governance – the role of Senior Independent Director, Trustee, or Governor has become more common. Many institutions now see the SIG role as a practical step towards strengthening Council independence, improving transparency, and enhancing trust.
165. Council member feedback from this review indicates that while the current model is broadly understood, it may not always offer the clarity or reassurance that a formally designated SIG role would provide. In particular, some members expressed the view that having a clearly identified and independent governor to whom they could raise issues or offer feedback would support a stronger culture of accountability, trust and openness.
166. Introducing a SIG role could also enhance Council's approach to member engagement, wellbeing, and retention. In any governance context, and especially in diverse institutions like Goldsmiths, it is important that all trustees feel safe, valued, and able to raise concerns confidentially. This is particularly relevant to marginalised or minoritised members of the Council, who may require additional assurance that concerns will be heard independently and sensitively.
167. Should Goldsmiths decide not to adopt a formal SIG role at this stage, it is essential that the rationale for this approach is clearly articulated and reviewed periodically in light of evolving sector expectations. Documenting this within the Council's governance framework will support transparency and regulatory compliance.
168. We provide the following **recommendation** on the SIG (R19):
- Review the current model for SIG responsibilities. We recommend a formal assessment of the benefits and risks of appointing a SIG, taking into account sector practice, Goldsmiths' context, and the guidance set out in the CUC Code.
  - If a separate SIG is not appointed, document the rationale for not doing so clearly and transparently, including within the Governance Statement of the Annual Report, to demonstrate alignment with sector expectations.
  - If a SIG is appointed, ensure the role is clearly defined and understood by all Council members. The SIG should act as an independent source of support and oversight, distinct from the Chair and Deputy Chair roles.
  - Introduce a confidential feedback and concerns process for Council members, with the SIG (or designated independent governor) acting as the first point of contact. This process should be simple, accessible, and clearly communicated through induction materials and regular Council updates.

- Ensure the SIG role supports governance inclusion and retention, particularly for members from marginalised or under-represented backgrounds, by providing a safe and confidential channel to raise concerns, give feedback, or seek informal support.

## Council committee structure

169. One of the most consistent themes arising from this review has been the opportunity to simplify and streamline the current committee structure. A number of internal and external stakeholders – including both senior staff and independent Council members – reflected that the current volume of Council committees may be too high for it and the wider University to function optimally.
170. Goldsmiths currently operates a relatively large number of committees and subcommittees, many of which have significant remits and reporting responsibilities. While each committee serves a distinct function, several interviewees noted that some areas of business are duplicated or overlap, creating inefficiencies in reporting and discussion. In particular, it was observed that the same topic may be discussed at multiple committees before arriving at Council, which can lead to repetition, elongated decision-making timelines, and diminished clarity over where decisions are ultimately made or scrutinised.
171. In addition, it was felt that membership sizes for some committees were larger than necessary, which can dilute the effectiveness of meetings, reduce space for active contribution, and impact the quality of discussion – particularly where not all members are fully engaged or prepared. This is compounded by feedback suggesting that papers are not always read in advance, reducing the value of time spent in meetings and limiting strategic focus.
172. There was broad consensus that the governance system would benefit from consolidating and reconfiguring the committee landscape, reducing the number of committees to a more manageable and purposeful structure. Most suggestions pointed to a target of six to seven subcommittees, aligned to Goldsmiths' strategic priorities and resourced appropriately to carry out deep, focused work that feeds clearly and efficiently into Council's decision making.
173. Stakeholders recognised that not all issues require standing committees, and there may be scope to handle some business through time-limited working groups, deep dive sessions, or task and finish groups, which could be convened as needed and disbanded once their purpose is fulfilled.
174. Finally, a streamlined committee structure would not only improve the flow of information but also enable Council to refocus its energy and time on strategic oversight, rather than re-treading operational or implementation detail across multiple governance layers.

## Development Board and fundraising oversight

175. Goldsmiths has a strong heritage and international reputation in the arts, humanities, and social sciences, and a committed alumni network that includes many high-profile and influential individuals. These assets present clear potential for increased philanthropic support.
176. Multiple stakeholders commented on the untapped opportunity for Goldsmiths to expand its development activities. While the University has benefitted from notable philanthropic contributions in the past, it is widely acknowledged that Goldsmiths lacks a coherent, visible, and resourced approach to long-term fundraising and endowment building.
177. At present, the Development and Alumni Office is small and under-resourced given the scale of opportunity. There is strong support for fundraising from senior leadership – including the Vice-Chancellor – and examples of inspiring partnerships, such as with Oak Foundation (which has

provided significant funding for both the Goldsmiths Centre for Contemporary Art and the new Migrant Futures Institute).

178. However, fundraising efforts currently rely too heavily on a small number of individuals, including a few Council members, without a sufficiently structured or institution-wide approach.
179. Council members and others noted that greater transparency and oversight of fundraising and endowment building would be welcomed.
180. Stakeholders agreed that ethical considerations must remain at the heart of fundraising activity, with appropriate due diligence and clear policies to avoid donations from sources inconsistent with institutional values (e.g. fossil fuel companies). Council has oversight of this through Council meetings and committee meetings. There is also an Ethical Committee for the Acceptance of Gifts.
181. A web search led us to a Gift Acceptance Policy and Code of Ethical Fundraising Practice dated 2017<sup>12</sup> – we recommend that Council takes this as an opportunity to review it and ensure that they still approve of the policy.
182. We recommend that Goldsmiths formally establishes a Development Board to drive and coordinate fundraising, endowment building and alumni engagement. This Board would not be a standing committee of Council, but would serve as a key strategic advisory group, reporting into Council via e.g. the Finance, Strategy and Resources Committee or as a separate agenda item for a defined period and on an agreed schedule. Its role would be to guide and champion fundraising strategy, help unlock networks and relationships and bring external expertise to bear on Goldsmiths' income diversification efforts. See **Appendix 10** for more guidance on this.
183. To succeed, this initiative must be resourced and embedded within a broader strategy for income diversification and external engagement. This includes investing in professional development staff, reducing over-reliance on academic colleagues, making use of external experts and integrating fundraising more closely with institutional priorities such as research, student experience, and capital development.
184. To strengthen Goldsmiths' fundraising capabilities, we recommend the following:
- Establish a Development Board with external experts, with a link (dotted line) to the Finance, Strategy and Resources Committee, as well as Executive Board, to provide strategic leadership and coordination of fundraising and alumni engagement,
  - appoint a Council member to sit on the Development Board to maintain alignment and governance visibility, and
  - further enhance use of alumni and sector networks, particularly in arts and culture, to support fundraising efforts and grow Goldsmiths' external profile.

### Audit and Risk Committee (ARC)

185. The Audit and Risk Committee plays a critical role in providing assurance over risk management, control, and compliance. Interviewees recognised it as one of the stronger committees, with a

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<sup>12</sup> <https://www.gold.ac.uk/media/documents-by-section/about-us/governance/policies/Goldsmiths-Gift-Acceptance-Policy.docx#:~:text=Goldsmiths%20will%20not%20accept%20a,act%20that%20constrains%20academic%20freedom.>



clear focus and competent leadership. However, the committee's ToR require updating to reflect current regulatory terminology and remove outdated references (e.g., to the Funding Council).

### Finance and Resources Committee (FRC)

186. FRC was generally viewed as an effective committee that benefits from a well-informed Chair and strong presentations from senior staff. Nonetheless, its ToR still reference outdated financial limits and documents from over a decade ago. Updating these references will ensure greater alignment with the University's current financial context.

### Health and Safety Committee

187. Interview feedback highlighted that health and safety matters are not systematically communicated, and the committee's work does not appear well integrated into the broader governance structure. We recommend reassigning this committee to the Executive level, with oversight and assurance provided through standardised reporting to Council, which is consistent with sector practice for operational committees.

### Honorary Degrees and Fellowships Committee (HDFC)

188. While ceremonial in function, the HDFC is currently a full committee. We are cognisant that the NGC already has a large remit, however on balance, we propose that the HDFC remit is incorporated into NGC, with the support of having an Honorary Degrees Panel to pre-read applications, as needed.

### Joint Negotiation and Consultation Committee (JNCC)

189. As an executive-level negotiating forum, the JNCC should be repositioned away from Council's formal subcommittee structure. Oversight should be retained through periodic Council reporting, enabling Council to remain sighted on key workforce matters (for example through the People, Organisational Development and Equalities Committee and executive updates to Council) without duplicating operational processes.

### Nominations and Governance Committee (NGC)

190. The NGC is central to Council succession planning but would benefit from a more explicit focus on long-term pipeline development, including more structured use of skills audits and alumni networks. Its current role in appointing Heads of Department is unconventional and should be reviewed. We **recommend** clarifying the committee's remit in particular its role in appointing Heads of Department, ensuring greater alignment with sector norms.

### Remuneration Committee

191. The Remuneration Committee at Goldsmiths has generally operated effectively, and we have not identified any significant concerns in relation to its remit, composition, or practice. Based on interviews and a review of committee documentation, it appears to fulfil its responsibilities appropriately. Good practice guidance across the higher education sector – such as that outlined in the CUC Higher Education Senior Staff Remuneration Code – emphasises the importance of transparency, independence, and clear reporting lines. Goldsmiths' current approach appears aligned with these principles. We encourage the College to continue its commitment to publishing a clear annual report on senior remuneration, maintaining an independent Chair for the Remuneration Committee, and ensuring that staff or student members of Council are not



involved in discussions related to senior pay. No changes are currently recommended to the structure or operation of this committee.

### Strategy Review Group

192. This group has supported strategic development during a critical transformation phase. As the new strategy nears completion, its function should now be absorbed into permanent structures. We recommend closing the SRG and embedding strategic oversight within the renamed Finance, Strategy and Resources Committee, which will ensure strategy remains a standing focus of Council without the need for an ongoing ad hoc group.

### People, Organisational Development and Equalities Committee (PODEC)

193. PODEC was noted as not operating with the same visibility or impact as other Council committees. There is an opportunity to reframe and revitalise this committee as the People, Culture and Inclusion Committee, bringing it in line with sector good practice. The refreshed focus would support oversight of staff EDI matters and enhance its role in monitoring organisational culture and progress against staff surveys.

### External Relations Committee

194. This committee was widely regarded as ineffective, with a lack of strategic focus or influence. While it offers insight into external engagement, it was described as a 'nice' committee with limited impact. Unless a redefined remit is established, we recommend disbanding the committee and embedding its responsibilities within executive structures or relevant Council discussions.

### Academic Board

195. As part of this review, we have considered Academic Board's effectiveness, composition, and connectivity to Council. Detailed analysis and associated recommendations are provided in the **Review of Academic Board** section. Recommendations were also presented earlier in the report in the **Academic Assurance and Council-Academic Board Engagement** section. There, we outline options to clarify roles, improve the flow of information between Council and Academic Board, and strengthen academic assurance processes across the governance cycle. This includes opportunities to enhance reporting, increase visibility of academic matters at Council level, and promote better understanding of how academic risks and quality and standards are scrutinised.

### Proposed committee restructure

196. Goldsmiths is entering an important phase of strategic delivery and renewal. As part of this governance effectiveness review, we have considered the Council and committee structure in light of the University's current priorities, resource pressures, and feedback received from stakeholders. We **commend** the depth and breadth of the governance system in place (**C5**); however, there is now a clear opportunity to simplify and align committee functions to support more agile and impactful governance. Based on interview feedback and desk analysis, we present the following structures as options to implement. This structure retains core governance functions, consolidates overlapping committees, and aligns with good practice across the sector.

197. **Committees to retain:**

The following committees are fundamental to good governance and must remain as permanent fixtures within the structure:

- **Council** – The University’s governing body, with overall responsibility for strategy, oversight, assurance, and stewardship of the institution’s mission and resources.
- **Audit and Risk Committee** – Provides critical assurance over risk management, internal controls, regulatory compliance, and audit arrangements.
- **Remuneration Committee** – Oversees the pay and conditions of senior post holders, ensuring fairness, transparency, and alignment with institutional values and sector norms.
- **Finance and Resources Committee** – Provides critical oversight on institutional financial performance and forecasting, as well as resource allocation aligned to strategic priorities.

#### 198. Committees to remove or reassign:

- **Health and Safety Committee and Joint Negotiating and Consultation Committee** – These bodies currently sit within the governance structure but are more appropriately managed at the Executive level. We **recommend** relocating their oversight to the Executive domain, with scheduled reporting into Council where needed, to maintain appropriate transparency and assurance.
- **External Relations Committee** – The function and scope of this committee are unclear and its impact appears limited. Unless a revised and compelling remit is agreed, we recommend disbanding this committee.
- **Strategy Review Group** – This group has served an important purpose in supporting the development of the new institutional strategy. However, this group should conclude its work and embed strategic oversight within Council and across all committees as they all have a responsibility to key areas of the strategy.

#### 199. Proposed committee mergers and reconfigurations:

To reduce fragmentation and strengthen coherence, we propose the following option for reconfiguration:

- **People, Organisational Development and Equalities Committee → People, Culture and Inclusion Committee** – Rename to People, Culture and Inclusion Committee to more accurately reflect its remit, align with sector terminology, and increase visibility of culture and inclusion at governance level.
- **Honorary Degrees and Fellowships Committee → Honorary Degrees Panel** – demote HDfC to a panel that is convened only when needed to pre-read applications, and report into NGC and Council. This would reduce administrative burden while retaining capacity to fulfil ceremonial and recognition responsibilities.
- **Nominations and Governance Committee** – Retain as a core governance body responsible for Council composition, succession planning, skills audits, and oversight of governance effectiveness. Incorporate HDfC remit into this committee, with the support of having an Honorary Degrees Panel to pre-read applications.

#### 200. Proposed committee renaming:

- **Academic Board → Senate**  
This would bring Goldsmiths in line with sector norms of universities with Councils and offer a symbolic and practical reset in terms of Council-Academic Board relations, supporting a tangible opportunity to set clearer role delineation and a renewed sense of

institutional purpose in supporting the academic strategy. We highlight more findings and recommendations in the Review of Academic Board section.

## 201. Academic governance streamlining:

The current structure of academic committees includes multiple groups with overlapping or narrowly defined remits and memberships. We recommend consolidating these into streamlined, thematically aligned committees:

- **Academic Quality and Standards Committee (AQSC)**  
Consolidate: Programme Scrutiny, Regulations, Learning Teaching and Student Experience Committee, Quality and Standards Committee, and Academic Partnerships Committee – recognising that there might be a need for a separate Programme Scrutiny Panel and a separate Regulations Panel that meet as required with each feeding into the AQSC. We also recognise that it might be necessary for the new AQSC to meet more frequently than once per term although even if it were to meet twice per term there would be a streamlining of time allocated to academic quality and standards when compared to the current arrangement of four separate committees. We wish to highlight that in absorbing Academic Partnerships Committee, the proposed single AQSC is looking at academic quality, standards and the student experience of academic partnerships, not the strategic/financial performance of such partnerships, which sit under the Executive. Creating an AQSC will centralise oversight of academic standards, regulatory compliance, and curriculum development.
- **Research, Innovation and PGR Committee**  
Merge: Research and Enterprise, Research Ethics, and Postgraduate Research Board. Provides integrated oversight of research strategy, innovation, ethics, postgraduate research, and external funding development (with a link to the proposed development board). It is likely that some elements of the new board e.g. Ethics matters, and PGR matters will require some additional discussion that could form part of separate Ethics panel and PGR panel that reports to the new Research, Innovation and PGR Committee.
- **Promotions Committee**  
Merge: Academic and Professional Progression Committees into a single body responsible for progression and promotion across all staff groups. While this currently sits under PODEC, we highlight it here in this list due to its link to academic governance and assurance.

## 202. New and emerging needs:

- **Development Board**  
We recommend the introduction of a Development Board to support fundraising, alumni engagement, and philanthropic income generation. This Board would advise on and champion external partnerships, drawing in external expertise from key sectors and communities aligned to Goldsmiths' mission. It should report regularly to Council and/or its Finance, Strategy and Resources Committee. We suggest a member of Council sits on the board to provide a direct link into Council. Key areas from externals should include (but are not limited to) philanthropy, creative industries, cultural leadership, fundraising, social, political, environmental and economic expertise.

203. In shaping a streamlined committee structure, we recognise that while consolidation is valuable, there remain areas that require specialist attention.

204. In particular, it was suggested that the newly proposed AQSC be supported by two panels – a Programme Scrutiny Panel and a Regulations Panel – that meet as required and report upward.
205. Similarly, while Ethics and PGR matters could be subsumed into a consolidated Research, Innovation and PGR Committee, it was recommended that these too could benefit from separate panels convened to handle sensitive or complex matters. Ad hoc arrangements may be appropriate for dealing with ethical approval as and when needed, but something more regular may be needed for overseeing academic quality, standards and the broader experience of PGR students. This approach overall would preserve agility and specialist focus without compromising efficiency.
206. The need to ensure proper scrutiny of ethical matters – particularly where external sensitivities are involved – was highlighted during this review process. We note that these matters can be raised by the Executive when needed. We suggest that a dedicated Ethics Panel could be convened under the remit of the Research, Innovation and PGR Committee when needed. This would provide assurance around ethical governance, especially in cases where research partnerships may raise reputational or political sensitivities.
207. While Health and Safety and the JNCC are technically Council committees, there is agreement that scrutiny of these operational matters are best undertaken by the executive. However, we would suggest that formal Council oversight of health and safety be retained via the Finance and Resources Committee's ToR. This ensures accountability while allowing operational matters to be managed by the Executive.
208. The idea of creating a Student Experience Committee was considered. While some Steering Group members saw merit in such a forum, some members felt it would not work well. As a result, we are not recommending its creation at this stage. However, we have recommended that Council formally introduce a standing agenda item on student voice, ideally authored and presented by the SU, and explore more mechanisms to enhance Council's visibility of the student experience, for example through the Governors' Engagement Framework referenced in the **Stakeholder Engagement** section. Council must ask themselves whether these measures are enough to get them to where they want to be with student experience matters.
209. During the course of this review, we considered the potential benefits of introducing an Academic Assurance Committee of Council. While such committees are in place at some institutions and can help strengthen Council's line of sight on academic matters, we have opted not to recommend its establishment at this stage. Instead, we believe that the range of recommendations proposed in this report – including strengthening the reporting relationship between Academic Board and Council, enhancing performance monitoring and benchmarking of academic KPIs – should meaningfully improve academic assurance for Council. Once these changes are embedded, the University may wish to revisit the case for a dedicated subcommittee, but at present, we believe focus should be on implementing these proposed improvements.
210. We also considered whether the Council's People, Organisational Development and Equalities Committee and the governance component of NGC could be merged into a single committee, as has been done at some other institutions. However, we decided against this approach for Goldsmiths. Feedback from stakeholders and our own observations suggest that merging these two committees would result in an overly broad remit, risking reduced depth of scrutiny and limiting the ability to give adequate attention to complex and distinct areas such as workforce strategy, culture, EDI, and governance effectiveness. Maintaining these as separate committees will better support detailed discussion and effective oversight of their respective remits, while still allowing for appropriate alignment through joint agenda planning and cross-committee reporting where needed.

211. To summarise, we **recommend** the following to strengthen the effectiveness of the committee structure **(R20)**:

- Consolidate and merge overlapping committees where relevant.
- Retain Council, Audit and Risk, and Remuneration Committees as core statutory governance bodies.
- Rename and refocus key committees to reflect current strategic priorities.
- Disband or repurpose committees where the remit is unclear or better served at executive level.
- Consider adding new groups only where clear strategic value is demonstrated, including a Development Board.
- Taking into account the proposed committee structure, formalise committee new functions and membership through updated ToR, ensuring clarity, efficiency, and alignment with sector good practice.
- Review committee membership sizes to ensure they are proportionate to the scope of the committee and allow for meaningful participation. Taking into account our earlier recommendation on reducing Council size, you may wish to consider having no fewer than three members and not more than six members for a committee, comprising:
  - Up to five Independent Council members
  - A Council member to be appointed as Chair of the Committee and another Independent Council member as Vice-chair
  - Optionally, one independent co-opted member who is not a Council member with experience relevant to the Committee's remit may be appointed from outside the University
- Clarify reporting lines and escalation processes between committees and Council, so that Council only receives matters that require its attention and strategic oversight. Ensure decisions and discussions are not duplicated across multiple governance bodies.
- Encourage the use of thematic deep dives linked to key risks and topics in place of permanent subcommittees or groups for issues that are specific, temporary, or exploratory in nature.
- Refresh expectations around committee preparation, including advance reading of papers, through updated induction materials, revised terms of reference, and reminders from committee Chairs.
- Determine the effectiveness of all new structures and committees after 12 months and make any necessary adjustments and improvements.

212. We **commend** the following good practice we observed at meetings during this review process **(C6)**:

- Clearly labelled agendas that help balance assurance and strategic discussion
- Good use of cover sheets for Board and Committee papers

# Stakeholder Engagement

## Engagement and communications

213. The CUC Higher Education Code of Governance highlights the importance of stakeholder engagement, stating:

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*“Governing bodies will need to consider how they engage stakeholders in decision-making and how they publish information and report performance to stakeholders.”*

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214. Effective engagement and communication strategies are essential for building trust and encouraging inclusivity among Goldsmiths’ stakeholders.

215. This review identified better engagement and communication with internal and external stakeholders as a priority. In particular, stronger engagement with students and staff was highlighted as an area for improvement, particularly in addressing concerns around NSS scores, student experience, and staff satisfaction.

216. Effective governance requires ensuring that the perspectives of diverse stakeholders —staff, students, and external partners – are meaningfully integrated into decision making. This must also be supported by clear, two-way communication channels so that stakeholders not only receive updates but also feel their voices are heard and valued. Strengthening these channels would:

- Enhance inclusivity, ensuring that governance is seen as transparent and accessible
- Support decision making, with Council gaining a clearer understanding of stakeholder priorities and concerns

217. Across the sector, students and staff frequently express concerns about transparency, communication, and engagement from university leadership and governing bodies. This was also raised as a concern in the consultation process of this review. A common issue is a lack of understanding of the role and function of university leadership and governance. Raising the visibility and profile of senior leaders and Council members can be key to addressing these concerns.

218. To enhance internal engagement and communication, we **suggest** Council could take further steps to raise awareness of its role and governance processes. In **Appendix 11** we outline good practice examples from the HE sector and beyond that could support this effort. **(S2)**

219. An emerging example of sector-leading practice is the structured alignment of Council members with key institutional priorities through strategic engagement frameworks. In several institutions, this takes the form of pairing external Council members with executive, or faculty leads based on areas of expertise, interest, or developmental goals. These arrangements deepen council members’ understanding of core university priorities, enhance their strategic insight, and foster more meaningful engagement across the governance ecosystem.

220. A strong model of this approach is the Governors’ Engagement Framework at the University of Greenwich, where Independent Governors are linked with senior academic or professional services leaders in key strategic areas.

221. Crucially, the framework is designed to maintain appropriate governance distance – it is not a dual assurance model, and governors are not positioned as representatives or champions of individual areas. It avoids siloed thinking and instead enables well-informed, joined-up strategic



oversight. The framework is reviewed annually to ensure it continues to meet the evolving needs of the institution and its governance structures.

222. A tailored Governors' Engagement Framework could further enhance strategic insight, strengthen Council-executive collaboration, and support the development of newer trustees in a low-burden, high-impact way.

223. The framework operates on the following principles:

- Strategic alignment: Governors are paired with areas such as research, EDI, student experience, or digital transformation in a way that complements their expertise and aspirations.
- Regular engagement: At least once per term, governors meet with their assigned area leads, enabling ongoing dialogue and insight-sharing.
- Developmental value: Governors report a deeper understanding of the university's work, while staff gain a clearer picture of governance functions and external perspective.

224. This model delivers tangible benefits:

- It enriches governors' strategic insight, making Council-level contributions more informed and contextually grounded,
- it supports continuous learning and active engagement, particularly for new or early-career governors,
- it provides informal advisory input to strategic areas, drawing on governors' external expertise without blurring governance-operational boundaries, and
- it raises internal visibility of governance, building trust and mutual understanding between senior staff and the Council.

225. We **recommend** that a governors' engagement framework is developed. Elsewhere, governors are assigned different portfolio areas. **This is a priority recommendation. (PR4)**

## Student voices

226. Enabling Council members to effectively hear the student voice is of course wider than the student members on Council, and we received a number of comments suggesting that this is an area that could be enhanced. Strengthening student engagement in governance could improve both student satisfaction and representation. Wider student perspectives would also assist Council members in being able to understand the current quality of the overall student experience.

227. As part of efforts to enhance governance effectiveness, significant progress has been made in developing a comprehensive Student Voice Framework. Importantly, student representation extends well beyond formal roles on Council. Student representatives actively contribute to Academic Board and its current subcommittees, and they will play a key role in various governance bodies within the new faculty structure. Beyond formal committees, students are systematically engaged in a wide range of initiatives, including institutional projects, working groups, and task-and-finish groups. They also participate in an established engagement framework that fosters regular interaction with key University officers. A core principle of the Student Voice Framework is to ensure continuity and provide meaningful development opportunities and clear progression routes for student representatives, enabling a pathway from local programme rep roles through to positions such as President of the GSU (Goldsmiths Students' Union)

228. Due to specific circumstances outside Goldsmiths' control, we were unable to consult student representatives as part of this review, limiting our ability to fully assess their experiences and perspectives.

229. To strengthen the role of student voices in governance, we **recommend** the following measures, some of which we know are already being explored **(R21)**:



- Post-Council meetings: Establish a post-meeting debrief to allow for reflection on key discussions and next steps. We note that you hold pre-meeting meetings which is good practice – post meetings would further strengthen the support.
- SU induction for Council members: Incorporate a session into Council member inductions that explains the SU structure and the role of student representatives. This should reinforce the equal status of student representatives and highlight how their insights can help inform strategic decision making.
- Ongoing training for student officers: Provides structured training to support student officers in understanding their governance role, particularly during the first six months of their term.
- Strengthening SU-Council relationships: Enhance connections between the Council and SU by inviting governors to visit the SU annually, creating opportunities for dialogue and collaboration.
- Tailored support for student representatives: Engages with the SU leadership to identify how the University can better support student officers in their governance roles.

### Staff voices

230. Staff engagement in governance remains an area where further improvements could enhance inclusivity and transparency. Good governance structures should ensure that staff voices are heard beyond those who sit on Council, particularly through structured feedback mechanisms. **Appendix 11** gives some suggestions that may help.

231. Currently, staff members are elected to the Council. However, some universities – such as Durham – appoint their staff Council members through an open application process rather than election. This approach has several advantages:

- Wider and more diverse applicant pools – open applications tend to attract a broader range of candidates than elections.
- Skills-based appointments – a selective process ensures that appointees bring a complementary skill set and experience profile, helping to address any gaps in the collective Council skill set.

232. It is important to reinforce that staff Council members hold the same rights and responsibilities as independent Council members. Their role is not to act as democratic representatives of the staff body but to contribute to Council discussions as equal members of governance.

233. To ensure the effectiveness of this approach, if considered, it would be essential to:

- Widely advertise the appointment process to attract a diverse range of applicants
- Ensure the selection process is transparent and robust, maintaining trust in the appointment system

234. Earlier in the report (in the Size and Membership section) we present a recommendation on appointing 2 staff council members.

### External stakeholders

235. Goldsmiths' engagement with external stakeholders – including alumni, industry partners, and local communities – is essential for building a supportive and dynamic ecosystem around the University. Strengthening these relationships can help enhance institutional reputation, industry collaboration, and community impact.

236. Sector good practice highlights the importance of formalised partnerships and regular communication to deepen stakeholder engagement.

237. Increasing public engagement efforts – such as hosting stakeholder town halls and publishing impact reports showcasing the University’s contributions to the community – would reinforce Goldsmiths’ commitment to collaboration and societal impact. We note that Goldsmiths has a strong Civic University Agreement which could be used to help facilitate this. The table in **Appendix 11** gives some insights on this matter.

# Equality, Diversity and Inclusion

## Council EDI awareness

238. The [Charity Governance Code guidance on EDI](#)<sup>13</sup> advises that boards should be given the opportunity to understand current systems and cultures within their institutions, the broader sector, and society at large. In line with this, Section 4 of the CUC Code 2020 states that boards need to review and report on the institution's approach to equality, inclusivity and diversity.<sup>14</sup> It also states that 'as a minimum, they must receive an annual equality monitoring report'.
239. As an institution, Goldsmiths has taken notable steps to strengthen their equality, diversity, and inclusion work, for example through the establishment of its Race Justice Strategy (2022–2027) and Racial Justice Board. These developments signal a formal and public commitment to tackling systemic racism and creating a more inclusive environment for staff and students.
240. Currently, governors consider and oversee EDI matters through PODEC. EDI is reported to the Council through the annual EDI report and HR-related reports (such as gender pay gap). Specific issues, such as the awarding gap, disability provision, and findings from the Racial Justice Board, are also brought to the Council's attention. Student-related EDI work is also reported up to Academic Board. However, there is a perception that EDI discussions within the Council do not engage in comprehensive strategic dialogue or follow-through.
241. Furthermore, several Council members have expressed an interest in receiving additional EDI training, acknowledging the ongoing support needed to drive EDI goals at Goldsmiths. We believe that equipping governors with the necessary tools and continuous support is crucial for advancing Goldsmiths' EDI objectives. To underscore the importance of EDI training, as well as to ensure authenticity and articulate its relevance in the Goldsmiths context, we recommend providing opportunities for governors to hear directly from students and staff with diverse backgrounds and lived experiences. Such exposure would offer essential context and reinforce the value of EDI training, and why it should be a mandatory component of governance development.
242. We **recommend** the following measures to aid Council awareness of EDI:
- Have a student and/or staff session(s) before a Council meeting to understand the different issues they face and their lived experiences. This should be linked to when there is a relevant agenda item at the Council, so it is a meaningful and helpful interaction. This is similar to what they do at NHS board meetings when they start board meetings with a patient story.
  - Provide annual briefing sessions and/or training on EDI which may consider areas such as active bystander, allyship, disability awareness, and anti-racism. **(R22)**

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<sup>13</sup> <https://www.charitygovernancecode.org/en/6-diversity>

<sup>14</sup> 'As a minimum, they must receive an annual equality monitoring report setting out work done by the institution during the year, identifying the achievement of agreed objectives and summarising the data on equality, inclusivity and diversity that they are required to produce and publish. The report needs to consider any significant differential educational outcomes by protected groups. For most institutions, an Equality Impact Assessment and proposals for widening participation in, and increasing access to, HE will be included.'

## Council Diversity

243. Over the years, the Council has made progress in enhancing the balance of skills, experience, and diversity in its recruitment process, with notable improvements in gender and ethnicity representation. It is essential for Council to strive to reflect the diversity of the communities they serve, including both student and staff populations. Continuous improvement in this area is crucial, and it should be looked at particularly in leadership positions within the Council and its committees.
244. According to Advance HE's Diversity of Governors in Higher Education (December 2024), the sector continues to face challenges in this area. While women now make up just over 50% of external governors, representation of racially minoritised groups remains disproportionately low, especially in Chair and Deputy Chair roles. For example, only 10% of external governors are from ethnically minoritised backgrounds, despite the student population being much more diverse. Similarly, the proportion of governors declaring a disability remains well below national benchmarks. The report also highlights the value of lived experience and cognitive diversity in boardrooms, which often go unrecorded in formal demographic reporting.
245. Like many universities, there is still work to be done in continue to actively seek Council members from under-represented communities. This can be achieved through targeted advertising, providing clear directives to recruitment consultants, and developing candidates who have potential but may not yet be ready to serve on the Council. A good practice example from the sector, is participation in a Governance Apprenticeship Programme – mentioned earlier in the report.
246. Such apprenticeship programmes offer a valuable opportunity for universities to bring more diverse groups onto the Council while allowing them to gain experience. The aim is that these individuals may eventually be well positioned to pursue full Council member roles at the same university or elsewhere. In turn, the university may gain unique insights they may not necessarily get from its current set of Council members.
247. We present a series of **recommendations** on how to continue to improve Board diversity (**R23**):
- Consider making use of Governance Apprenticeship Programme.
  - When appointing Council members to committees, especially committee leadership positions, we recommend that EDI considerations (in terms of protected characteristics) should be considered as well as skills to ensure that Council leadership is a diverse group.
  - Ensure the EDI needs of Council members are considered, and that they are given appropriate support.
  - Consider use of co-opted members for all committees.
  - Explore targeted partnerships with inclusive recruitment organisations and networks, including those that specialise in working with young trustees, disabled leaders, LGBTQ+ professionals, and racially minoritised groups. Some examples include:
    - [Young Trustees Movement](#)
    - [Beyond Suffrage](#)
    - [Diversifying.io](#)
    - [Black Young Professionals \(BYP\) Network](#)
    - [Otherbox](#)
248. With recruitment and appointment processes, it is helpful to highlight 2 or 3 minoritised and marginalised demographics you would like to encourage applications from, informed by gaps you may have upon assessment of the current Council member demographic data you have.

249. We recognise that diversity alone does not guarantee inclusion. Alongside diverse membership, governing bodies must nature a culture of psychological safety and active inclusion, where all members feel able to contribute meaningfully. This includes ensuring that induction and ongoing development resources equip members to navigate differences in perspective, power, and experience constructively.

# Review of Academic Board

250. The Academic Board plays a vital role in the governance ecosystem of Goldsmiths, with responsibilities relating to academic standards, student experience, quality assurance, and the development of academic strategy. However, our review has identified a number of structural and cultural challenges that limit the Board's effectiveness, relevance, and connection to the wider academic community.

## Academic Board purpose, role and relevance

251. Academic Board has increasingly been perceived as a reporting and implementation forum rather than a space for open academic deliberation. Interviewees repeatedly described it as a “reporting shop”, where agenda items are presented for information rather than for genuine discussion or strategic input. Its distinctiveness has been eroded by duplication with other forums such as Open Meetings and the Goldsmiths Leadership Group leading to confusion around its purpose.

252. There is currently no standalone ToR for Academic Board. Instead, the responsibilities of the Board are drawn from various constitutional documents (Charter, Statutes, Ordinances), making it difficult for members – particularly new or Class 3 members – to understand their roles and responsibilities. This lack of clarity contributes to weak engagement and inconsistent expectations. We suggest renaming Academic Board to Senate. This aligns with sector norms and offers a useful opportunity to signal a refreshed relationship between the University's academic and governing bodies, positioning the body more clearly in terms of its core role within academic governance.

253. We present the following **recommendation** to strengthen the purpose, role and relevance of academic board – **this is a priority recommendation (PR3)**:

- Develop a dedicated and accessible ToR for Academic Board, accompanied by updated induction materials. The ToR should clearly articulate the Board's remit, strategic role, and relationship to Council. It should also clarify the role and expectations for Class 3 members, including the level of seniority and knowledge expected.
- Rename Academic Board as ‘Senate’ to reflect its strategic academic leadership function and to symbolise a new beginning. Also, this would align Goldsmiths more closely with sector terminology and could help with cultural reset and clarity of purpose.

## Academic Board membership and participation

254. There is inconsistency in both the composition and engagement of Academic Board. Some staff members report that the Board feels disconnected from the academic community, with limited influence and visibility. Despite a desire to reduce membership in line with faculty restructuring, many stakeholders remain concerned about representation and accessibility.

255. Academic Board currently comprises approximately 40–50 members. While Academic Board is within the typical range, there has not been effective participation. Staff report poor attendance and difficulty in recruiting members to serve on subcommittees, particularly those focused on teaching and learning, where representation is notably weaker than for research and knowledge exchange committees.

256. We present the following **recommendation** to improve the effectiveness of the membership and participation of Academic Board (**R24**):

- To reflect the academic faculty restructuring exercise that has taken place recently, we recommend that the University reduces the size of its membership of Academic Board to reflect the consolidation of certain Schools and Departments whilst being mindful of retaining a sufficient level of representation from across the University. We note that the University is already in discussions about reducing the membership of the Board and, from what we have observed, we believe the revised structure being proposed is appropriate to be able to maintain good oversight of academic assurance at the Institution.
- Ensure that future membership changes are clearly communicated and inclusive. Consider targeted communications via the staff newsletter and other channels to invite expressions of interest. Ensure recruitment materials highlight the value of serving on governance bodies, the recognition that the University places on staff engaging in citizenship (e.g. for academic or professional services promotion purposes) and the time commitment required.
- Introduce a mentoring scheme for new members to support induction, increase confidence, and encourage active participation.
- All formal governance bodies and committees should record and report on member attendance, with follow-up for poor attendance.

### Academic Board subcommittee structure and assurance

257. Currently, Academic Board oversees 11 subcommittees, but there is widespread recognition that the structure is overly complex, duplicative, and inefficient. Many have acknowledged the opportunity to consolidate. Some subcommittees, such as the Research and Enterprise Committee, are perceived as overly weighted toward research at the expense of other areas like knowledge exchange. Others, such as the Quality and Standards Committee (QSC), have struggled with unclear accountability and patchy assurance.

258. In some cases, management responses are being formulated by the LTSEC, rather than being prepared by the authors of papers, which weakens scrutiny and prioritisation. The Education Action Group has been introduced to provide support here, but the process is still maturing.

259. A further important point relates to the need for greater clarity around the delegated decision-making powers of the Board and its subcommittees. Currently, there is a tendency for subcommittees to defer decisions, even in cases where they may have the authority to act, resulting in unnecessary duplication of discussion across multiple committees. To address this, it is **recommended** that the ToR for all subcommittees be reviewed and revised to clearly define their specific responsibilities and decision-making powers. This will support more efficient governance by streamlining processes and ensuring that decision making occurs at the appropriate level **(R25)**.

260. We present the following **recommendations** to improve the effectiveness of the subcommittee structure and assurance of Academic Board **(R26)**:

- Consolidate the number of subcommittees and streamline reporting lines to ensure strategic alignment, reduce duplication, and increase the effectiveness of discussion. Use partnerships and knowledge exchange as a pilot area for consolidation, where multiple committees currently feed into Academic Board.
- Rebalance representation between teaching and research-focused areas. Consider whether the current composition and leadership of subcommittees reflects Goldsmiths' strategic priorities across education, research, and knowledge exchange.
- Revise subcommittee ToR to clearly define delegated responsibilities and decision-making powers, reducing duplication and improving efficiency.



## Academic Board governance processes and meeting culture

261. Operationally, Academic Board meetings face several challenges: agendas are often crowded, important discussions are scheduled late in the meeting, and hybrid meetings have suffered from uneven participation due to technological and engagement barriers. Although the agenda template notes the use of 'starred items' to signal discussion points, this practice has fallen out of use, and the absence of consistent signalling reduces clarity.

262. Papers have historically been dense, with decisions difficult to locate or contextualise. While there have been improvements, such as clearer agendas and better version control, there remains work to do to ensure that papers enable focused discussion, prioritisation, and action tracking.

263. We present the following **recommendations** to improve the effectiveness of governance processes and meeting culture at Academic Board **(R27)**:

- Restore the practice of starring items for discussion and move items requiring decisions or in-depth debate to the beginning of the agenda. Ensure cover sheets clearly state what is being asked of members and why.
- Hold at least one Academic Board meeting in-person each academic year, while ensuring that remote access is managed effectively.
- Require authors of substantive reports to provide clear analysis, findings, and recommendations for action before papers are submitted to committees. This ensures that subcommittees such as LTSEC can focus on oversight, not interpretation.

## Academic Board communication and feedback loops

264. There is minimal structured feedback from Council to Academic Board. Currently, reporting flows one way – from Academic Board to Council – often managed by the governance team, with no consistent mechanism for reciprocal input or response. This reinforces a perception of governance as hierarchical and top-down, and undermines the principles of collegial, two-way academic governance. Earlier we make a recommendation on how to improve this area.

## Academic Board induction, training and support

265. There is currently no formal induction for members of Academic Board nor its subcommittees. New members may attend without understanding their role, the structure of Academic Board, or the expectations of their position. This is particularly challenging for less experienced staff and those unfamiliar with governance practices.

266. We present the following **recommendation** to improve Academic Board induction, training and support **(R28)**:

- Provide a dedicated induction for Academic Board and subcommittee members. This should cover the role and purpose of Academic Board, key responsibilities, and governance context. It should also cover what Academic Board and its committees are not.
- Annual refreshers and optional briefings should be provided to support ongoing development.
- Develop a training programme for Academic Board members and its subcommittees. This could include academic governance principles, the national regulatory landscape, and effective committee practice. A training register should be maintained to track uptake and ensure all members are supported.

267. Academic Board at Goldsmiths is at a crossroads: it remains a critical component of the University's academic governance, but its current configuration does not sufficiently support meaningful discussion, strategic input, or academic ownership. This review has found a widespread appetite for reform – members want Academic Board to become more transparent, more purposeful, and more empowering. The changes now required are both structural and cultural, focused on restoring relevance, improving clarity, and building a governance culture that reflects the values and ambitions of Goldsmiths.
268. By redefining Academic Board's purpose, simplifying its structures, and improving communication, Goldsmiths can reinvigorate its academic governance and ensure that it is fit for the next chapter in the University's development.

# Conclusion

269. Goldsmiths is a university shaped by creativity, community, and a deep commitment to social justice. These values are also reflected in its governance where there is clear dedication among Council, senior leaders, and academic staff to uphold the institution's mission and to guide it through a complex external environment.
270. This review has taken place during a period of considerable institutional transition, following a major transformation programme, faculty restructuring, and changes to the composition of the governing body and, in some cases, the senior leadership. It is clear that these events have had a significant impact on the culture of governance. However, there is also a shared recognition that there is a shared commitment to refocus, and move forward with greater clarity, purpose, and cohesion and we note that there is already work underway to address this.
271. This report includes a range of recommendations – some immediate, others medium-term to long-term – that together form a roadmap for change. Goldsmiths has already begun this journey: improvements are visible, conversations are happening, and the leadership provided by the new Chair of Council provides a strong foundation for progress.
272. Governance effectiveness is not a static achievement but a dynamic, ongoing process. As Goldsmiths continues to evolve, its governance must also adapt, informed by good practice, guided by its values, and being responsive to the needs of its community. If the commitment and willingness to reflect seen during this review are sustained, we are confident that Goldsmiths can build a governance culture that is not only fit for purpose, but a source of strength, stability, and inspiration in the years ahead.

# Appendix 1: Governance Maturity Framework

	Inadequate <sup>16</sup>	Improving	Good	Leading edge <sup>17</sup>	Review findings
<b>Instrument and Articles of Government<sup>18</sup></b>	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, transparent and accessible internally to staff and students and externally to stakeholders (via the website). The constitution has been modernised and, in the case of chartered universities, Privy Council permission is required only for major changes.	<b>Goldsmiths: Good</b>  <b>Halpin: Good to Leading Edge</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. Academic and Executive delegations are not clearly set out.	Delegated powers are clearly set out for the Council, its committees and the Vice-Chancellor. Academic delegations from the Academic Council and executive delegations from the Vice-Chancellor are clearly set out.	<b>Goldsmiths: Leading Edge</b>  <b>Halpin: Leading Edge</b>

<sup>16</sup> Characteristics found in some governance failures.

<sup>17</sup> Current good practice found.

<sup>18</sup> 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 <sup>16</sup>	Improving	Good	Leading edge <sup>17</sup>	Review findings
<b>Council membership</b>	EDI awareness does not exist. Inadequate member selection processes.	Some EDI awareness. Otherwise, satisfactory recruitment processes which could be more effective.	Good EDI processes. Good-quality recruitment processes to bring a balance of skills, experience and diversity.	Good EDI processes. Capable, diverse and inclusive members appointed, reflective of the community's diversity. There are good member succession-planning processes.	<b>Goldsmiths: Leading Edge</b>  <b>Halpin: Leading Edge</b>
	No Council induction, training or appraisal.	Some induction, training and appraisal processes. The Chair is not appraised.	Induction, training and appraisal processes exist for all members, including the Chair. Student members are well supported to enable them to make a constructive contribution.	Good induction and training processes. Strong appraisal processes exist, which are used as a learning opportunity for the Council.	<b>Goldsmiths: Good</b>  <b>Halpin: Good</b>
	Members are unclear about their role and responsibilities. They sometimes put their specific interests or personal views before those of the University.	Members understand their role and responsibilities as charity trustees and governors, but sometimes act as if they are managers.	Members understand their role and responsibilities and act accordingly, in line with the principles of public life, the University's ethical framework and in the interests of the University. They act independently and impartially.	Members understand their role and responsibilities. They use their independence, impartiality and knowledge of the University's culture and business to make informed decisions in the interests of students, staff and other stakeholders.	<b>Goldsmiths: Leading Edge</b>  <b>Halpin: Leading Edge</b>
	Members do not enjoy their role, which involves firefighting and much frustration. Their personal reputation may be 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.	<b>Goldsmiths: Leading Edge</b>  <b>Halpin: Leading Edge</b>

	Inadequate <sup>16</sup>	Improving	Good	Leading edge <sup>17</sup>	Review findings
<b>Key relationships</b>	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. Senior independent trustee appointed or alternative safeguards or arrangements in place.	<b>Goldsmiths: Leading Edge</b>  <b>Halpin: Good to Leading Edge</b>  <b>Comment: See recommendation on SIG</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 their ability to work as a team. The principle of collective decision making is accepted.	Members are very experienced and have relevant skills. They act as a team to challenge and support the Executive.	<b>Goldsmiths: Leading Edge</b>  <b>Halpin: Leading Edge</b>
	Some members question the general capability of the Executive and often involve themselves in executive matters.	Members support some of the Executive's efforts but are not convinced it has the right officers for a good Executive Team. Some members still involve themselves in executive matters too easily.	Members see the Executive as capable, and respect them, but see areas for improvement. Members respect the dividing line between governance and executive matters.	Members and the Executive are engaged in a respectful, open, trusting relationship. Executive capacity, capability and succession planning are regularly reviewed.	<b>Goldsmiths: Leading Edge</b>  <b>Halpin: Leading Edge</b>
<b>Council focus</b>	There are immediate and major regulatory, quality and/or financial risks. The University's 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. The Council has the ability to respond quickly and effectively.	The regulatory, quality and/or financial risks are regularly monitored and are under control. Risk and strategic decision making is aligned and prioritised in meetings. Planned success criteria relating to decisions are monitored.	<b>Goldsmiths: Leading Edge</b>  <b>Halpin: Leading Edge</b>



Council meetings	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 in 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 outcome-driven. It operates with confidence strategically and when meeting the regulators' requirements.	<b>Goldsmiths: Leading Edge</b>  <b>Halpin: Leading Edge</b>
	Poor conduct at Council meetings. Some members dominate discussions. Poor chairing skills.	Improved discussions and conduct at meetings. Chairing has improved. Some decisions are taken outside of meetings by senior members. Staff and student members can feel that they are 'second-class' members.	All members feel involved in decisions and able to say what they want at meetings. Good chairing. Constructive challenge is evidenced in the minutes.	Good-quality, well-chaired discussions fully involve all members. Challenge and the value added by the Council is clear in the minutes.	<b>Goldsmiths: Leading Edge</b>  <b>Halpin: Leading Edge</b>
	Poor secretarial support for members and meetings. Agendas are over-influenced by the Executive.	Secretarial support for members and meetings needs improving. The Chair is involved in setting agendas, but the Executive still overly influences the process and agendas can be overly ambitious.	Good secretarial support for members and meetings, but the Council Secretary could be more senior and their independence better protected. Agendas are a result of good discussions between the Chair, Secretary and the Executive.	Strong Council Secretary with senior status, relevant experience, resources and appropriate independence in place. A Council electronic documentation system is in place.	<b>Goldsmiths: Good</b>  <b>Halpin: Good</b>
	Lengthy, inadequate and/or late Council papers. Decisions are 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. Fully formed proposals often come to the Council without prior discussion.	Some Executives demonstrate that they accept their ownership of outcomes in short, risk-focused Council papers which give good assurance. Potential proposals are discussed with the Council prior to being developed into business cases.	Short, risk-focused Council papers (using graphs and other visual methods) are the norm, along with short presentations supplemented by regular briefings. Good assurance is given to the Council by the Executive.	<b>Goldsmiths: Good</b>  <b>Halpin: Good</b>

	Inadequate <sup>16</sup>	Improving	Good	Leading edge <sup>17</sup>	Review findings
<b>Academic Board/Senate</b>	The separate but inter-related roles of the Council, Academic Council 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, Academic Council 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, Academic Council 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, Academic Council 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 Academic Council and where it can add value. Effective and appropriate consultation takes place between Academic Council and the Council.	<p><b>Goldsmiths: Good</b></p> <p><b>Halpin: Improving</b></p> <p><b>Comment:</b> See recommendations on role clarity and relationship building between Council, Academic Board and the Executive.</p>
<b>Other committees</b>	The standing committees recommended by the CUC Code of Governance are in place, but they do not function satisfactorily. There is a 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, but the quality of this communication could be improved to better meet the needs of the Council.	Committees operate to a high standard and are good at collaborating with each other. Where possible, they operate in place of the Council so as to reduce the volume of regulation approved directly by the Council. The Council gets good risk-focused assurance from its committees.	<p><b>Goldsmiths: Good to Leading Edge</b></p> <p><b>Halpin: Good to Leading Edge</b></p>

<b>Stakeholder engagement, culture and equality, diversity and inclusion (EDI)</b>	Members do not connect with the University staff, students or units outside of meetings. The Council is felt to be remote and from the staff and students reports and is not adequately Council. focused on students or staff interests.	Members have minimal connection with University staff, students or units. The Executive conducts staff student surveys and on these to the	Members regularly connect informally with University staff, students and units. Staff and student surveys and relevant action plans are discussed at the Council. There is clear evidence that staff and student views are reflected in decision-making processes.	Members regularly connect informally with University staff, students and units. There are also formal Council mechanisms to maintain proactive communications between the Council and these stakeholders, including representative bodies such as the Students' Union, and these also inform the Council's decisions.	<b>Goldsmiths: Leading Edge</b>  <b>Halpin: Leading Edge</b>
	Stakeholders are not mapped. Stakeholder strategy does not exist and stakeholder information is not published.	Minimal awareness of stakeholders beyond the above Executive surveys. Required regulatory information is published for stakeholders, e.g. value for money, gender pay.	Stakeholders are mapped. A strategy has been developed and is starting to be implemented. There is some good stakeholder reporting. The relevant sections of the website are regularly reviewed.	The University is accessible, transparent and relevant to its local communities. The Council takes responsibility and sets goals for the social, environmental and economic impact of the University. Good stakeholder information.	<b>Goldsmiths: Improving/Good/ Leading Edge</b>  <b>Halpin: Good</b>
	Incoherent corporate culture. and A values statement exists, but the is not used by the Council or not the Executive.	The Council discusses and agrees the values of the University, but does monitor the culture of the University.	The Council sets and takes responsibility for the corporate values and culture, but could improve its proactivity and monitoring processes.	The Council lives and monitors the corporate culture, checking that behaviours and decisions are consistent with the University's values.	<b>Goldsmiths: Good</b>  <b>Halpin: Good</b>
	The Council lacks EDI awareness.	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.	<b>Goldsmiths: Leading Edge</b>  <b>Halpin: Good to Leading Edge</b>  <b>Comment: See recommendation on EEDI Oversight Committee</b>

	Inadequate <sup>16</sup>	Improving	Good	Leading edge <sup>17</sup>	Review findings
<b>Council reviews</b>	The only reviews are those commissioned by the Regulator.	There are occasional Council effectiveness reviews which focus on compliance.	The Council has occasional external reviews of its effectiveness against the HE sector. The Council has regular internal reviews to improve its performance.	The Council regularly has external reviews of its effectiveness against the best in HE and other sectors. The Council has regular internal reviews to improve its performance.	<b>Goldsmiths: Good</b>  <b>Halpin: Leading Edge</b>

## Appendix 2: Academic Assurance Framework

	Inadequate <sup>15</sup>	Improving	Good	Leading Edge <sup>16</sup>	Review Findings
Values and culture	There is a lack of respect and there may be poor behaviours. There is a demonstrable lack of trust and transparency. Values are not demonstrated in the work of Senate.	Values are demonstrated and behaviour is, for the most part, good but there is a tendency towards lack of trust and less transparency. There are examples of processes and decision making that are inconsistent with the values.	Shared values and culture work and operate on the basis of mutual respect and trust. Transparent and open in interactions and communicate effectively. Values and culture are frequently considered in governance processes and decision making.	There is positive engagement in strategy development and decision making is agile and effective and values-based. Effects on values and culture are considered throughout governance processes and decision making.	<b>Goldsmiths: Improving</b>  <b>Halpin: Improving</b>
	Council/Board, Senate/Academic Board and Executive operate with a very different culture and a different set of values.	Council/Board, Senate/Academic Board and Executive share stated values and refer to them in their work. The culture of the different bodies differs in style, and this sometimes causes difficulties.	There is a shared set of values that is demonstrated clearly in the culture of governance across the institution. However, this may be vulnerable to changes in leadership.	The values and culture of governance at the institution has been embedded at the institution and is considered in recruitment, induction and training of staff and governors. The culture of respect and trust allows for open discussion and challenge between Senate and the Council/Board.	<b>Goldsmiths: Improving</b>  <b>Halpin: Improving</b>
Strategy	There is a perceived or actual disrespect for Senate's role in developing and delivering the institution's strategy. There is either no strategy or one	Senate is partially but inconsistently involved in Strategy development. The strategy does not appear to be fully co-owned.	Strategy is developed together and consultation and engagement are evident. There is a good, shared understanding amongst Senate members	The strategy is created and owned across the institution. It is reviewed appropriately and there is evidence of appropriate challenge and the ability to	<b>Goldsmiths: Improving</b>  <b>Halpin: Improving</b>

<sup>15</sup> Characteristics found in some governance failures

<sup>16</sup> Current best practice found

	Inadequate <sup>15</sup>	Improving	Good	Leading Edge <sup>16</sup>	Review Findings
	which is not shared and understood across the institution.		of the strategy and a desire to work together to deliver it.	learn and change. Senate plays an active role in strategy creation, delivery and reporting.	
Decision making	There is no delegation framework for Senate and its committees. Lack of clarity as to where and how decisions are made.	Delegated powers are not clearly established and so confusion sometimes as to who exercises authority - the Council/Board, Senate or Executive. Confusion as to what is delegated to Senate committees. Some confusion as to how and where decisions are made – this results in repetition and delay.	Delegated powers are clearly set out showing what is reserved for the Senate and its committees. There is a clear understanding of how and where decisions are made within Senate and its subcommittees, and how these connect with Council/Board and Executive.	Delegated powers are clearly set out showing what is reserved for Senate and its committees and how these interface with Council/Board and Executive. There is regular review of delegations. All involved in Council/Board, Senate and Executive understand how decisions are made and alignment to them is high. There is agility in decision making by Senate.	Goldsmiths: Improving  Halpin: Improving



	Inadequate <sup>15</sup>	Improving	Good	Leading Edge <sup>16</sup>	Review Findings
<b>Decision making continued</b>	Decision making is hindered by difficult relationships and a lack of clarity of roles or mistrust. When mistakes are made there is a blame culture. There is often a view that 'The university' is not living its values and decision making is frequently challenged on that basis.	Decision-making practice is sometimes inconsistent or challenging. When mistakes are made there is a tendency either to blame or to quickly 'move on' without learning.	All are clear as to how decisions are made and work together to make them effectively. Mistakes are reviewed and lessons learnt.	Decisions are co-owned, and their impact is reviewed effectively. All parties wish to learn from the impact of their decisions and improve decision making in future.	<b>Goldsmiths: Improving</b>  <b>Halpin: Improving</b>
<b>Communications and engagement</b>	There is a very low level of understanding as to how the university is governed and the role of Senate/Academic Board. There is little or no communication and engagement with internal stakeholders. Internal stakeholders may be actively highlighting the lack of engagement and discontent may be high.	There is some communication with internal stakeholders. Some information on academic assurance is provided however it is 'buried' in the website and/or not actively shared. There is patchy engagement with stakeholders and/or engagement is limited to some parts of governance and some decision making.	There is a good level of internal stakeholder communication and engagement and a desire to improve. Good information is provided on academic assurance and the work of Senate for those interested. Academic assurance and the role of Senate/Academic Board is referred to in communications by the VC and Chair. There is a commitment to involving stakeholders in decision making and examples of their inclusion in academic assurance.	There is a shared stakeholder engagement plan. Council/Board, Senate/Academic Board and Executive understand their respective roles in stakeholder engagement and demonstrate a desire to engage. Internal stakeholder views are considered throughout processes and internal stakeholders are involved in decision making. Creative methods are found to improve internal stakeholder understanding of academic assurance and the work of Senate/Academic Board.	<b>Goldsmiths: Improving</b>  <b>Halpin: Improving</b>
<b>Academic assurance</b>	Council and Senate/Academic Board are unclear of their roles with regards to academic assurance. Senate is failing to provide academic assurance to Council. There is a high level of	Senate/Academic Board reports on academic quality but the Council/Board does not adequately understand the risks or feel comfortable challenging.	Board gets good risk focused academic assurance from Senate/Academic Board and feels comfortable challenging it. The Board receives sufficient	Academic quality is at the heart of governance. It is given appropriate time and the right levels of skills exist at a Council/Board level. The Council/Board have considered whether	<b>Goldsmiths: Improving</b>  <b>Halpin: Improving</b>

	Inadequate <sup>15</sup>	Improving	Good	Leading Edge <sup>16</sup>	Review Findings
	mistrust. Poor reporting between Senate and Council/Board. Little time is spent at Council/Board or its subcommittees on academic assurance. The Council/Board is failing against the OfS principles.	There is insufficient HE expertise on Council/Board and its subcommittees. There is insufficient Council/Board or subcommittee time dedicated to academic assurance. Council members lack confidence to challenge in this area. Senate provides patchy assurance.	induction, training and briefing on academic matters to undertake its assurance role with confidence. There is HE expertise on the Council/Board and/or its subcommittees. Senate operates effectively and 'owns' academic quality.	they need to have a specific subcommittee focused on Academic Assurance. The respective roles of Senate/Academic Board and Council are well understood and operate effectively. This is communicated internally.	

## Appendix 3: Interview and Observation List

### Interviews:

Interviewee	Role
Irene Adeyinka	Independent Council Member
	Member of Audit and Risk
	Member of People, Organisational Development, and Equalities
Dr Ronke Akerele	Independent Council Member
	Chair of People, Organisational Development, and Equalities
	Member of Nominations and Governance
Professor Moorad Choudhry	Member of Remuneration
	Independent Council Member
	Chair of Audit and Risk
Professor Susan Dilly	Independent Council Member
	Chair of Nominations Committee
	Member of Finance and Resources
Aaron Porter	Independent Council Member
	Deputy Chair of Council
	Chair of Strategy Review Group
	Member of Nominations and Governance
	Member of Remuneration
Andrew Laurence	Independent Council Member
	Chair of External Relations
	Member of Strategy Review Group
Dr Clare McConnell	Independent Council Member
	Member of Finance and Resources
Fiona McLaren	Independent Council Member
	Member of Audit and Risk
	Member of Nominations and Governance
	Member of Remuneration
Ben Morton Wright	Independent Council Member
	Member of External Relations
	Member of Finance and Resources
Pam Raynor	Independent Council Member

	Member of Audit and Risk
Philip Stoltzfus	Independent Council Member
	Chair of Finance and Resources
	Member of Strategy Review Group
Tom Sleigh	Independent Council Member
	Chair of Council
	Chair of Remuneration
	Member of Nominations and Governance
Professor Frances Corner	Vice Chancellor
	Chair of Academic Board
	Chair of Health and Safety
	Chair of Honorary Degrees and Fellowships
	Member of Nominations and Governance
	Member of Finance and Resources
Professor Paul Rowlett	Interim Deputy Vice Chancellor for Education and Student Experience
	Member of Academic Board
Professor David Oswell	Deputy Vice Chancellor for Research and Knowledge Exchange
	Member of Academic Board
Kelly Mills	Elected Member of Professional Services Staff
	Member of Nominations and Governance Committee
Professor Richard Noble	Elected Member of Academic Board
	Member of Nominations and Governance Committee
Professor Jamie Ward	Elected Member of Academic Board
Elisha Lualua	Chair of the Student Assembly
Luca Di Mambro Moor	President of the Students' Union
Philip Henry	Interim University Secretary and Director of Governance and Legal Services
	Secretary to Council
	Registrar and Secretary
	Secretary to: Finance and Resource/Audit and Risk/Strategy Review
Sarah Martyn	Head of Secretariat
Dr Naomi Thompson	Faculty of Society and Innovation
	HOD Member of Academic Board
Sian Prime	Faculty of Society and Innovation
	HOD Member of Academic Board
	Member of Academic Partnerships Committee
	Research and Enterprise Committee
Dr Ragupathy Venkatachalam	Faculty of Society and Innovation – Academic Staff

Professor Catherine Rottenberg	Faculty of Creative Arts and Media – Academic Staff
Dr Adam Alston	Faculty of Creative Arts and Media – Academic Staff
Dr Claire Finburgh Delijani	Faculty of Creative Arts and Media – Academic Staff
Dr Richard Crownshaw	Faculty of Creative Arts and Media – Academic Staff
Emily Rosamond	Faculty of Creative Arts and Media – Academic Staff
Margaret Bird	Interim director of People and Organisational Development
Andrew Winter	Interim Academic Registrar and Director of Student and Academic Services

### Observations:

Meeting	Meeting Date	
Audit and Risk Committee	26 February	10:00–12:00
Finance and Resources Committee	6 March	11:00–13:00
Academic Board	12 March	14:00–17:00
Council	19 March	15:00–18:00

# Appendix 4: Team Biographies

## Project Director – Susie Hills

Susie supports HEI leaders and teams, often during times of significant change. With a background in senior-level fundraising, she has since worked with universities, schools and educational institutes on assessments to achieve fundraising goals, develop fundraising operations and transformational campaigns, and deliver leadership training.

Susie spent over seven years in the senior management team at the University of Exeter leading the University's first international campaign, 'Creating a World Class University Together', raising over £25 million and quadrupling annual philanthropic income. Her fundraising clients include University of Sheffield, University of Manchester and Cancer Research UK.

She is also a champion of good practice governance and is responsible for developing Halpin's cross-sector governance expertise. She has led high-profile, complex and highly customised reviews of governance processes which have informed strategy and led to operational change. Recent clients include University of West London, Sunderland University, Leeds Trinity, UUK, QAA, University of Westminster and the Royal College of Art, London Institute of Banking and Finance and University of Bath.

Susie is a Trustee of the Halpin Trust, and has been a Governor at Exeter College and Plymouth College of Art. Known for her thought-leadership, Susie is in demand as a conference speaker and writes regular commentary for the higher education sector.

In 2019 she was named as one of Unilever's '50 Leading Lights in Kindness' in the Financial Times. Susie is the kickstarter of the hugely successful Kindfest, which debuted in 2020 and is now an annual event.

## Osaro Ootobo – Lead Consultant

Osaro worked as a governance Consulting Fellow with Halpin for over a year before joining as a full-time Consultant in September 2021. She has completed reviews with a number of UK HEIs, including the Universities of Sunderland, Manchester, Liverpool, Exeter, Durham, Brighton and Sussex. In 2020, Osaro researched and authored Halpin's research project 'UK Universities' Response to Black Lives Matter' and chaired a follow-up webinar. In 2022, Osaro was the lead researcher and project manager, working with Unite Students on a landmark project examining Black students' experiences of university accommodation. This significant piece of work [continues to live on](#) and deliver impact.

Osaro served as trustee and Deputy Chair at the British Youth Council, working alongside fellow trustees and staff to help young people make social and political change. From lived experiences, she created the 'Make Diversity Count' campaign, which is calling for all UK organisations to have transparent and effective anti-discrimination policies and procedures for long-term change.

While studying at the University of Hull for her undergraduate and Masters degrees, she was elected for three successive years to work in the best interests of students: she was a postgraduate student trustee and a two-term President at Hull University Students' Union (HUSU). She was their first ever Black woman President, and the first Black two-term President at HUSU.



## **Professor Gavin Brooks – Senior Advisor**

Professor Gavin Brooks has over 40 years of experience in the higher education and health sectors, including almost 20 years of senior executive-level leadership within different higher education institutions. He has considerable experience of leading and delivering transformational change programmes, including: strategy development, establishing and restructuring academic and professional support service departments, digital technology programmes, and governance reviews.

Until April 2022, Gavin was Provost and Deputy Vice-Chancellor at Buckinghamshire New University (BNU), where he had overall responsibility for the day-to-day operation of all academic aspects of the University, across all of its campuses, and had direct line management responsibility for 11 senior leaders in different areas of the University.

Prior to joining BNU, Gavin was at the University of Reading for 21 years, where he held a number of key strategic leadership positions, including: Head of two academic schools; Dean of Faculty; Pro-Vice-Chancellor (Teaching and Learning); and Deputy Vice-Chancellor. He also has held a number of external appointments, including Chair of the Buckinghamshire Skills Advisory Panel (2020–22) and Chair of the Study Higher Uni Connect Board (2016–22).

Currently, he serves as: College Principal External Examiner for Royal Holloway University of London (since 2023); Principal External Reviewer for University of Sunderland (since 2024); and as Vice Chair of Corporation Board at Newbury College and University Centre Newbury (since 2022).

Gavin has considerable experience of conducting and delivering academic and professional service governance reviews and strategic projects for a range of FE and HE institutions.

He is a Principal Fellow of the Higher Education Academy.

## **Beth Adams – Senior Project Manager**

Beth is responsible for monitoring all Halpin projects to ensure work is delivered on time and on budget, and is carried out to the highest standard. Beth is committed to upholding Halpin's culture of kindness, honesty and sustainability, and utilises her skill set to ensure Halpin meets its commitment to provide consultancy that delivers impact and positive change for the higher education sector.

Beth brings to Halpin extensive project management and stakeholder management experience from the television industry where, as a Production Coordinator, she demonstrated her skills in administration, logistics management, compliance, health and safety, and budget control.

Prior to the television industry, Beth held roles with the Devon and Somerset Law Society and Together Drug and Alcohol Services.

She currently sits on the Board of Trustees for the Exeter Phoenix Arts Centre and holds a degree in Theatre (BA Hons) from Lancaster University.

# Appendix 5: Academic Assurance Committee Terms of Reference

Taken from the Sheffield Hallam University website in June 2024 – the terms of reference were updated in April 2023.<sup>17</sup>

## Sheffield Hallam University Academic Assurance Committee

### Terms of Reference

#### 1. Purpose

- 1.1. The Academic Assurance Committee (AAC) is a committee of the Board of Governors, and its purpose is to provide independent assurance as to the quality and standards of the University's academic provision and associated assurance of regulatory compliance.

#### 2. Delegated Authority

- 2.1.1 To approve, monitor and report to the Board of Governors (as appropriate), subject to recommendation by Academic Board:
- the University's compliance with regulatory expectations including, in particular, the Office for Students Conditions of Registration relating to access and participation (conditions A), quality and standards and student outcomes (conditions B) and protections (conditions C)
  - an annual review of the quality of the University's academic provision
  - the University's response and compliance with external academic expectations and frameworks
  - assurances on the outcomes and integrity of the University's academic awards and student outcomes
  - regulatory and assurance reports including annual compliance statements for research concordats whereby the University is a signatory
  - outputs of regulatory and assurance processes.

#### 2.2 Other delegations

- 2.2.1 To test assurance that academic governance is appropriate and effective.

- 2.2.2 To receive:

- Academic Board's annual review of effectiveness
- a record of Academic Board meetings
- other records and reports as deemed necessary by the Academic Board or University Executive.

#### 2.3 Chair's Action

In circumstances where action is required and it would not be timely to wait until the next meeting because a delay would impede the business of the University or the functioning of the Committee, the

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<sup>17</sup> <https://www.shu.ac.uk/about-us/governance/board-of-governors/committees/academic-assurance-committee>

Chair may be approached to take action after consulting with the University Secretary who will liaise with the appropriate

University Executive Board (UEB) lead. Details of any action taken will then be reported back to the Committee.

### **3. Duties**

- 3.1 To advise the Vice-Chancellor and Board of Governors on:
- 3.1.1 the University's compliance with external quality assessment operating models and reporting requirements
  - 3.1.2 the continuous improvement of the student academic experience and outcomes
  - 3.1.3 the validity, integrity, and credibility of the Academic Awards Framework, Academic Regulations, and associated policies
  - 3.1.4 the University's engagement with national requirements for standards, quality and learning and teaching
  - 3.1.5 any other matters referred to it by the Board of Governors or the Vice-Chancellor relating to the academic character and portfolio of the institution.
- 3.2 To receive reports from Academic Board, including in relation to:
- Admissions Policies
  - Academic Collaborations and Partnerships
  - Academic Quality and Standards
  - Academic Regulations and Policies
  - Annual Statistical Reviews on Student Casework
  - Apprenticeship Provision
  - Student Academic Experience and 'Student Voice'
- 3.3 To consider any significant changes to the academic activities of the University relating to taught and research provision.
- 3.4 To make representation in the consideration of risk and relevant internal audit reports pertaining to academic quality and standards.

### **4. Constitution**

#### **MEMBERS:**

Independent members of the Board of Governors x 4  
Academic Board member of the Board of Governors  
External Co-opted member x 1  
Students' Union President or nominee

<b>Total membership</b>	7
<b>Quorum</b>	3 of whom at least 2 must be independent governors
<b>Secretary</b>	Ben Machin, Governance Senior Advisor

# Appendix 6: Guidance Note – Senior Independent Governor (SIG)

A Senior Independent Director/Governor/Trustee (SID/SIG) now appears, in some form, in the governance codes for all sectors:

- The UK Corporate Governance Code
- Code for Sports Governance
- National Housing Federation Code of Governance
- NHS Foundation Trust Code of Governance
- CUC Code for University Governance

The codes all operate on an ‘apply/comply or explain’ basis. The Senior Independent Governor (SIG) is new to the CUC Code and, as a result, many universities are considering either whether they wish to appoint one, or how they are going to ‘explain’ that they have considered this and decided not to do so.

Given that the SIGs have long been part of good governance in other sectors, one might ask whether some of the governance and reputational issues that have arisen in higher education in recent years may have been avoided had we had this role in our university governing bodies. Indeed, [the Halpin review of governance at the University of Bath](#) in May 2018 recommended that the University appointed a Senior Independent Governor, and [the Advance HE governance effectiveness review at De Montfort University](#) in March 2020 stated that the University ‘should consider’ appointing a SIG.

The SIG is described very similarly in both the UK Corporate Governance Code and the NHS Foundation Trust Code of Governance:

*‘The Council of directors should appoint one of the independent Non-Executive Directors to be the senior independent director, in consultation with the Council of governors. The senior independent director should be available to members and governors if they have concerns which contact through the normal channels of chairman, chief executive or finance director has failed to resolve or for which such contact is inappropriate. The senior independent director could be the deputy chairman.’ – NHS Foundation Trust Code of Governance*

*‘The Council should appoint one of the independent non-executive directors to be the senior independent director to provide a sounding Council for the Chairman and to serve as an intermediary for the other directors when necessary. The senior independent director should be available to shareholders if they have concerns which contact through the normal channels of chairman, chief executive or other executive directors has failed to resolve or for which such contact is inappropriate.’ – UK Corporate Governance Code*

Later in the UK Corporate Governance Code, the role of the SIG is described as leading the non-executive directors to appraise the Chair’s performance annually, and on such other occasions as are deemed appropriate. It also states that the SIG should attend sufficient meetings with a range of major shareholders, to listen to their views in order to help develop a balanced understanding of the issues and concerns. The SIG is thus another way to provide a listening ear to ‘stakeholders’.

The Financial Reporting Council outlines how, ‘when the Council is undergoing a period of stress’, the SIG ‘becomes critically important’. They are expected to work with the Chair and the rest of the Council and/or shareholders to resolve issues that are deemed significant.

The following examples are given as to when a SIG may intervene:

- There is a dispute between the Chair and the CEO
- Shareholders or non-executive directors have expressed concerns that are not being addressed by the Chair or CEO
- The strategy being followed by the Chair and CEO is not supported by the entire Council
- The relationship between the Chair and CEO is particularly close, and decisions are being made without the approval of the full Council
- Succession planning is being ignored.

SIGs are commonplace in the context of NHS trusts or housing associations, but less so in the charity sector, where the [Good Governance Code](#) mentions the role of senior independent trustee only in relation to larger charities:

*‘A vice-chair, senior independent trustee, or similar, who provides a sounding Council for the chair and serves as an intermediary for the other trustees if needed. This person may be the deputy or vice-chair of the charity.’ – **Good Governance Code***

Again, given some of the recent high-profile issues relating to governance in the charity sector, the question arises: if these charities had had a senior independent trustee in place, would trustees, staff and stakeholders have had another route to air their concerns?

A key question we might want to consider is whether and how a SID or SIG might differ from a Vice-Chair or Deputy Chair role. While the charity guidance might suggest that the two can play a similar role in other sectors, they are clearly defined, separate roles with different functions. The benefit of a SID is that they are independent of the ‘front bench’. They are not the next Chair-in-waiting and do not cover for the Chair in their absence. As the CUC Code states, the SIG is *‘different to the Deputy Chair who should be part of the leadership of the Council and deputise for the Chair as well as take on specific duties which are assigned to them’*. As such, they are a valuable sounding Council at all times, and in times of crisis are invaluable.

So perhaps the question should not be ‘Should we have one?’, but rather ‘Why would we not have one?’ Why would we decide **not** to have an additional route to enable voices to be heard or concerns to be raised? Why would we not have in place a role that could help enable us to handle a future governance issue?

Universities are facing huge uncertainty, and executive leaders and governors are having to make difficult decisions, often outside of ‘normal’ governance cycles. Having another mechanism to mitigate the risks that could arise, and giving governors and stakeholders another means to express any concerns they may have, has to be a step forward.

# Appendix 7: Guidance Note – SIG Role Outline

Taken from the University of Hertfordshire website.<sup>18</sup>

## Senior Independent Governor – Role Description

### 1 Purpose of Role

- 1.1 The role of Senior Independent Governor has been established by the Council to provide support to the *Chair* in his or her leadership role.
- 1.2 The Senior Independent Governor may be an Independent or external Co-opted Member of the Council (other than the *Chair* or the Vice-Chairman of the Council) or an external Governor serving in another category or membership.
- 1.3.1 The Council has assigned the role of Senior Independent Governor, ex officio, to the *Chair* of the Audit and Risk Committee but the Council may reassign the role of Senior Independent Governor to another Governor who meets the criteria set out in section 1.2.

### 2 Duties and Responsibilities

(The duties, responsibilities and other matters highlighted in these terms of reference are additional to the duties and responsibilities of the Senior Independent Governor as a member of the Council of Governors and as a committee *chair*.)

- 2.1 To be available to any Governor, whether individually or collectively, should they wish to raise concerns that they have not been able to resolve through normal channels, for example, via the *Chair* of the Council, the Vice-Chancellor or the Secretary and Registrar. These concerns might include, but are not necessarily limited to, concerns about Council and/or committee governance arrangements which it has not been possible to resolve through normal channels.
- 2.2 On behalf of the Council, to ensure that the views of Governors are sought annually on the performance of the *Chair* of the Council and to be responsible to the Council for the annual appraisal of the *Chair* of the Council and for feeding back to *them* the findings of the annual survey or opinion.
- 2.3 To become involved on any exceptional occasions when the Council of Governors, Governors (individually or jointly) or the Appointees of the Council (individually or jointly) have concerns about the performance of the *Chair* of the Council.
- 2.4 At the invitation of the *Chair* of the Council or the Council itself, to become involved, in very exceptional circumstances, when the Vice-Chancellor has failed to resolve matters of concern.
- 2.5 To undertake such other duties as may, from time to time, be assigned by the Council to the Senior Independent Governor.

### 3 Remuneration

In addition to the normal entitlements of a member of the Council, the role is a voluntary one.

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<sup>18</sup> [https://www.herts.ac.uk/data/word\\_doc/0006/234672/2021-01-01-role-description-senior-independent-governor.doc](https://www.herts.ac.uk/data/word_doc/0006/234672/2021-01-01-role-description-senior-independent-governor.doc)

# Appendix 8: Desk Review of Governing Instruments

## Goldsmiths' College: review of governing instruments

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

### Documents reviewed

- Charter and Statutes
- Ordinances
- Annual report and financial statements (year ending 31 July 2024)
- Standing Orders March 2025
- Council/committee membership and terms of office
- Council Register of Interests 2024/25
- Terms of Reference and Membership of Council and its committees
- Council and Council Committees Code of Conduct 2024/25
- Conflicts of Interest Policy
- Sample of agendas/minutes/papers for Council and its committees, dating between October 2022 and December 2024
- Recruitment to Committee Vacancies 2023
- Information available about governance on the College'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

There is a wide range of terminology used in the various governance documents we reviewed. For consistency, in this report we will use the following:

- 'College' for Goldsmiths' College, Goldsmiths', University, or Goldsmiths, University of London
- 'Warden' for the Principal or Vice-Chancellor
- 'Independent member' for co-opted, lay, lay independent, or external members of Council
- 'Deputy Chair' of Council for 'Vice Chair' of Council

### Overall conclusions

The College's governing instruments are in a state of transition. There have been some recent updates to the Charter, Statutes and Ordinances, although there is still some work to do on those with the aim of streamlining them and reducing the need to seek Privy Council approval for amendments. A lot of the content of the College's other governance documents is good, although much of it (particularly on the website) is very out of date and would benefit from a holistic review and rationalisation.



It is clear that the difficult issues faced by the College in 2023/24 contributed to delays in implementing key governance documents such as the College's Strategic Plan and a Schedule of Delegation, although work is underway on those.

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 College are specifically as a result of its governing instruments.

### Governing instruments

The College's main governing instruments are a Charter made in 1990 and amended in 2007, 2010 and 2024 (the latter by way of a Supplemental Charter); Statutes made in 1990 and amended in 2003, 2007 and 2024; and Ordinances which were last updated in March 2025.

The grant of the 2024 Supplemental Charter followed the change of relationship with the University of London and the granting of university title to the College. On this latter point, we note that the College's entry on the OfS Register states that 'The provider does not have the right to use 'university' in its name', and so we suggest that the College should ask the OfS to update this. We note also that Council has recently been considering whether the College should adopt a new legal name to reflect its status as an independent university, and this will require further amendments to the governing instruments.

- Charter

The Charter sets out the overarching governance framework for the College comprising the Council, the Academic Board, the Warden and such other senior officers as are set out in the Statutes.

The Council is the governing body of the College and has general control over and responsibility for the conduct of its affairs, and such other powers and duties as may be conferred on it by the Statutes. The Council is required to take account of comments or representations on the affairs of the College made to it by the Academic Board, which, subject to the powers of the Council, is responsible for the academic work of the College in teaching, examining and research.

The powers of the College are set out in the Charter, and include the College's power to award its own degrees, although we understand that this power is not used other than for partnership provision and that most students receive a degree of the University of London.

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 universities have added such provisions into their governing instruments and this might be something to consider the next time the Charter is reviewed.

- Statutes

The Statutes set out the constitution of Council and the Academic Board, provisions about the Warden and other officers of the College, the 'model statute' employment provisions applicable to academic staff, and some general administrative provisions.

As noted above, the Statutes have recently been updated, although only in part and they would benefit from further review and amendment. We understand that the intention is to get rid of the Statutes altogether, retaining in the Charter only those provisions over which the Privy Council wishes to retain jurisdiction and moving the rest into Ordinances or Standing Orders (thus providing greater flexibility to make changes, as the consent of the Privy Council is not required). The alternative (and a more common approach) is to retain the Statutes but to update and modernise them so that they contain a minimum amount of detail, with the rest in Ordinances.

In addition to updating job titles etc. in any updated Statutes, the recent amendments to the Statutes which combined previous Statutes 15 and 16 have also led to some cross-referencing errors, which should be corrected.

Statute 14 provides for the appointment of the Secretary to Council, who is appointed by Council 'after consultation with the Warden' (an unusual requirement which we have not seen elsewhere). Any updated Statute 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 Board act in accordance with the College's governing instruments<sup>19</sup>.

- Ordinances

The Ordinances cover academic governance (the powers of Council and the organisation of the College, staff employment, academic titles and posts, research and the administration of academic departments).

The recently approved changes to the Ordinances inserted a new Ordinance 1 setting out the powers of Council, which has been copied directly from previous Statute 4 (leading to some cross-referencing errors). There were also some amendments to other Ordinances dealing with the academic structure of the College (faculties, departments etc.). The first paragraph of Ordinance 4 (previously 3) has been updated to refer to Heads of School, which seems odd given that there are no longer references to Schools in Ordinance 3; although paragraphs 4.2 onwards still refer to Heads of Department.

There is nothing in the Ordinances about the role of the College's Executive Board; this is not unusual, although some universities 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.

#### Other governance documents

- Statement of Primary Responsibilities

The College has adopted a Statement of Primary Responsibilities which it publishes on its website under the heading 'Purpose and Responsibilities of Council'. The Statement has clearly been updated recently as there are some references to the OfS, but it states that it was last reviewed in 2013 and still contains out-of-date references to HEFCE and the SFA.

The Statement does not follow the CUC model<sup>20</sup> which, while not compulsory, has been adopted by the majority of universities. It also equates the 'primary responsibilities' of Council with those matters which Council has decided are 'reserved' i.e. which cannot be delegated, whereas these are two separate things. The list of reserved powers set out is far more comprehensive than the standard list of non-delegable powers adopted by most universities, and would appear to run counter to the unfettered power of delegation included at new Statute 5(4).

We would recommend that Council should review and update the Statement of Primary Responsibilities, with particular consideration given to which of Council's powers and duties should be expressly reserved to Council; this is not to say that Council has to delegate everything else, but a shorter list of non-delegable powers would provide greater flexibility. This could take place in conjunction with the work on the Schedule of Delegation (see below).

- Strategy

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<sup>19</sup> CUC Code, para 5.1

<sup>20</sup> CUC Code, Appendix 2

The responsibilities of Council as set out in the current Statement of Primary Responsibilities include the approval of a Strategic Plan, and monitoring the College's performance against that Strategic Plan.

The College does not currently have a Strategic Plan, although we have seen a recent document setting out the 'top level narrative' for the strategy to 2033, encompassing the College's mission, vision and strategic objectives. The College's website states that a new institutional strategy is being developed in 2024/25.

- Standing Orders

The Standing Orders are described as the 'standard operating procedures' for the conduct and responsibilities of Council and its committees and were last updated in March 2025.

The Standing Orders specify that, unless overridden by the Charter, Statutes, Ordinances or Regulations, the rules of procedures set out in the Standing Orders apply to all College committees. 'Committee' is defined as including Council and all College boards, committee and subcommittees. This gives rise to some confusion in places, where the drafting is clearly intended to apply only to committees/subcommittees, such as paragraph 8; although the recent amendments to the Standing Orders have clarified that a number of provisions do not apply to Council.

There is a numbering error in paragraph 3.3 of the updated Standing Orders which means that the cross-reference in paragraph 3.1 is incorrect; the second sentence should be paragraph 3.4 and the third sentence paragraph 3.5 (as in the previous version).

We note that the previous wording about the appointment of committee secretaries has been removed, and we cannot see anything which specifies who is responsible for such appointments, although the Registrar and Secretary is included in each committee's terms of reference as approved by Council.

There is nothing in the Standing Orders (or elsewhere) about Council or its committees making decisions by way of written resolution, which is now commonly done (via email circulation) in cases where previously Chair's action would have been used. In addition, the Standing Orders do not contain anything about conflicts of interest or the requirement for members to declare if they have a conflict at the start of each meeting, which is sometimes but not always an agenda item; although we note that the Conflicts of Interest Policy is drawn to members' attention at the first meeting of each academic year.

We have commented further on the Standing Orders in the section on meetings below.

- Council and Council Committees Code of Conduct 2024/25

The Code of Conduct applies to members of Council and its committees and is shared with members at the start of each academic year. It contains useful information about the role of Council and its members, expectations of confidentiality, decision making including when a vote may be taken, and the categorisation of agenda items.

Some of the detail of the Code is out of date: for example, there are references to 'starred and un-starred items' of Council business, but this classification is not currently used in Council agendas. Also, the reference to the College's charitable objects as set out in the Charter is now out of date and should be updated in the next edition of the Code.

We note that at its meeting in September 2023 the NGC considered an amended version of the Code, but the minutes of its meeting in March 2024 noted that the Code of Conduct had been delayed 'but would remain on the action tracker to ensure that it was not lost'. It isn't clear what happened to that revised version, as the 2024/25 version does not include those proposed amendments.

In addition to the Code of Conduct, there is a considerable amount of useful information about governance and the role of Council members on the College's website. While some of this information is

out of date, a lot of it is very good, particularly those sections about public interest governance, the governance structure (with an excellent committee diagram) and the roles of the key people within the College's governance structure. The glossary of terms used in governance is extremely helpful for anyone who is unfamiliar with the sector.

Unless their attention is specifically drawn to it at induction, it seems unlikely that the website information will be read by members of Council. It might therefore be sensible for Council to consider the development of a 'Handbook for Council members' which contains the Code of Conduct, the website information and other pertinent information such as the Conflicts of Interest Policy and the annual review process.

- Conflicts of Interest Policy

The Conflicts of Interest Policy is published on the College website; it isn't dated, although the terminology needs to be updated as there are still references to HEFCE etc. It states that it applies to all staff and members of Council/committees, although there are also references to 'members of the College', and later on it appears to be referring only to staff members. There are also some words missing at paragraph 6.1, and a gap where there is a reference to the College's policy on personal relationships (a policy which will need to be put in place in order to comply with the forthcoming new OfS condition of registration on harassment and sexual misconduct).

We would recommend that the policy is reviewed and updated in line with good practice.

The College does maintain a Register of Interests of members of Council which is updated annually, although it does not extend to co-opted members of committees or to senior members of staff, which is standard practice. The current Register of Interest does not appear to be published on the College's website, as required by the CUC Code<sup>21</sup>.

- Role descriptions for members of Council

We have seen formal role descriptions and person specifications for members of Council and (co-opted) committee members which were included in recruitment packs for a recruitment exercise carried out in autumn 2023. It is not clear whether Council has adopted formal role descriptions for the Chair and Deputy Chair of Council and Chairs of committees, but this is something to consider if not already in place.

The 'roles and responsibilities' section of the College website contains some brief information about the roles and duties of members of Council, student and staff members of Council, the Chair and the Deputy Chair. Some of this is out of date and should be reviewed and updated. One point we would query is the statement that student members of Council are permitted to represent the particular interests of the student body, even in circumstances where those interests could be perceived as different from those of the College as whole. This is not the generally accepted role of student representatives on university governing bodies, and goes against the principle that members' primary duty as charity trustees is to the charity (College), rather than to those who elected/nominated them.

We understand that the NGC maintains a Council member skills matrix, although we have not seen it. The Chair of Council carries out an annual review with each member of Council which we assume feeds into that document.

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

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<sup>21</sup> CUC Code, para 3.2

#### a) Schedule of Delegation

The College does not currently have a formal Schedule of Delegation in place; there is a document (linked to the Finance and Resources committee terms of reference) which sets out some financial limits for officers and the committee itself, although this states it was last updated in 2013.

The NGC considered an early draft of a Schedule of Delegation at its meeting in June 2024; it isn't clear what has happened to it since then. In finalising the Schedule it is important to ensure that the delegated powers set out are reflected in the terms of reference of the committees and other bodies to which powers are delegated.

#### b) Fit and Proper Policy

The OfS Regulatory Framework requires all members of a university governing body (and those with senior management responsibilities within the institution) to be a 'fit and proper' person<sup>22</sup>, and the CUC Code specifies that 'the governing body needs a formal process to ensure that its members are fit and proper persons'<sup>23</sup>.

Some universities have put in place a policy which sets out how they assess whether someone is a fit and proper person e.g. what checks are carried out, how often those checks are refreshed etc., and this is something which Council may wish to consider. In addition, many universities now require members to sign a fit and proper person declaration on an annual basis at the same time as they update their register of interests, which again is something Council may wish to consider.

#### Membership and proceedings of Council

- Membership

The constitution of the Council is set out in Statute 3(1), which specifies that Council shall consist of a maximum of 28 members, with independent members in the majority, made up as follows:

Class 1	Chair of Council, who shall be an independent member
Class 2 <i>Ex officio</i> members	Warden Pro Wardens Clerk to the Goldsmiths' Company President of the Students' Union
Class 3 Elected members	Three members of the Academic Board, elected by the Academic Board One member of the senior academic staff, elected by and from the senior academic staff One member of the non-academic staff, elected by and from the non-academic staff One student who shall be one of the elected officers of the Students' Union as provided for in the Byelaws of the Students' Union
Class 4 Members co-opted by Council	14 members who are not staff or students of the College
Class 5	At the discretion of Council, one member who may or may not be a member of staff or a student

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<sup>22</sup> OfS Regulatory Framework, Annex B IX

<sup>23</sup> CUC Code, para 5.9

As noted above, the Statutes were recently amended and updated, although only to some extent. Statute 3(1) was not amended, and so is still out-of-date in terms of current job titles and roles (for example, Pro Wardens are now Deputy Vice-Chancellors). The idea of different 'classes' of membership is also now outdated, not least because it could suggest a hierarchy amongst Council members when this does not exist in law. The Chair of Council is now usually just one of the independent members, rather than being in a category of their own. In addition, the term 'co-opted' as used in Class 4 is now generally used only for external members appointed to Council committees, rather than full members of Council; a definition of 'Independent Member' was in fact added to the updated Statutes, but the wording of Class 4 was not updated.

There are some anomalies between the current position and what Statute 3(1) prescribes:

- There is currently said to be one 'elected member of academic staff' elected 'by the academic staff', whereas Statute 3(1) specifies that this should be a member of the senior academic staff, elected 'from among their own number' i.e. by the senior academic staff; the Recruitment to Committee Vacancies document specifies a member of senior academic staff but elected by all of the academic staff.
- The Class 3 student member is described as *ex officio* when that is not the case; it is also not clear that the current incumbent is in fact one of the elected members of the Students' Union as set out in the relevant bye laws.
- Statute 3(1) specifies that there should be 14 Class 4 members, whereas the College currently specifies that it has 12 members in post and 1 vacancy.
- The process for the election of the staff members of Council is not set out in the 'Standing Orders, subject to any more specific arrangement prescribed by Ordinance', as prescribed by Statute 3(1); it is set out in the Recruitment to Committee Vacancies document.

We would therefore recommend that Council should review and update Statute 3(1), to remove the references to classes of membership (and to completely remove Class 5, which isn't currently filled). Council should also consider whether it wishes to reduce its size (28 is large), particularly in view of the number of current vacancies; other universities have reduced the number of staff members, which is currently high at 8–10 (depending on the number of Deputy Vice-Chancellors in post). A provision allowing for 'up to' 14 independent members would give greater flexibility over numbers. Council may also wish to consider changing how some members are appointed: for example, many universities have moved away from elected staff members to a system where staff members are appointed on the recommendation of the Nominations and Governance committee, or have introduced wider categories of student members to reach a wider student voice.

- Term of office

The detailed provisions in Statute 3 about Council members' terms of office were removed in July 2024 and replaced with a statement that 'matters concerning procedures for the appointment and demitting of office of members of Council shall be as prescribed by the Standing Orders'. Paragraph 3 of the recently-updated Standing Orders states that elected or appointed members of committees (which includes Council) shall serve for a term of three years after which they are eligible to apply for reappointment for a second and final consecutive term (presumably of three years, although this isn't stated), although Council may determine that there is an exceptional case for reappointing a particular individual beyond two terms (no maximum is specified). The (Class 3) student member serves for a period of one year and is eligible for reappointment as determined by the body that appointed them; they cease to be a member on ceasing to be a student.

The table of Council membership provided to us does not reflect the above 3 year initial term with a 6 year maximum (which was also specified in the previous version of the Statutes) – it shows 2 members appointed for an initial term of 4 years, and 8 members whose maximum term is said to expire after 7 or



even 8 years. Most universities follow the CUC recommended maximum term of 9 years,<sup>24</sup> and so Council may wish to consider specifying a longer maximum term. This does not mean that all members will necessarily serve the full 9 years, as reappointment will be subject to the member's contribution and the skills/expertise required by Council.

Paragraph 11 of the Standing Orders also provide that a member's term of office can also be extended for an additional year if they take a leave of absence from Council, and that in such a case the member may nominate an appropriate interim member to serve in their place for the duration of their period of leave, at the discretion and approval of the Chair. This is an unusual provision which we have not seen before. Council must ensure that any such 'interim' member complies with the OfS fit and proper person requirements.

We note that the provision previously in Statute 3.10, that the maximum term of office of anyone appointed as Chair of Council would start to run again from the date of their appointment as Chair, was removed in July 2024, which reflects current good practice.

Current practice appears to be for the term of office of Council members to commence on 1 September. This is also referenced in the provisions governing 'casual' vacancies in paragraphs 3.5 and 3.6 of the Standing Orders. While administratively convenient, many universities have moved away from this model so as to avoid losing a number of experienced Council members at the same time. Council members are instead appointed throughout the year, whenever a vacancy arises, so that their start/finish dates are staggered. In view of the fact that 5 independent members are due to complete their second term of office in August 2025, and a further 5 in August 2026, Council may want to consider amending these provisions to provide for the full 3 year term of office to run from the date the Council member is appointed/elected.

- Remuneration

Independent members of Council are not currently remunerated and there is no power in the College's governing instruments which would allow this. 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. Chairs of Committees, due to the time commitment involved. If this is something the College may wish to do in the future it should note that Charity Commission approval is required; the Privy Council would consult the Charity Commission as part of the process of amending the Charter or Statutes.

- Senior Independent Governor

We note that Council has not appointed a SIG. Such an appointment is recommended as good practice by the CUC Code<sup>25</sup> as someone who can help advise the Chair of Council, be an intermediary for other Council members and help facilitate an annual appraisal of the Chair of Council. Council may therefore wish to consider such an appointment (which should not be the Deputy Chair of Council as they are part of the leadership of the board).

- Removal of a Council member

The recent amendments to the Statutes removed the previous references to the circumstances in which a member would cease to be member of Council, replacing them with Statute 3(4) which specifies that procedures for the 'demitting of office' of members shall be prescribed by the Standing Orders. However, the Standing Orders do not currently contain any provisions about a member ceasing to be a member (on bankruptcy, for example), other than where a member's election or appointment is dependent upon a pre-existing membership of another specified committee and that pre-existing membership comes to an end. So, for example, a Class 3 member of Council who ceases to be a member the Academic Board.

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<sup>24</sup> CUC Code, paragraph 5.11

<sup>25</sup> CUC Code, paragraph 5.8



Council does have the power to remove a member 'for such reasons as the Council may think fit' – this power is now set out in Ordinance 1.1(23). This sets out an outline procedure which includes giving the member a reasonable opportunity of being heard by Council and of being represented, 'subject to such provisions as may be prescribed by the Ordinances' (there are currently none), and at least two-thirds of those present at the Council meeting voting in favour. Ordinance 1.1(23) does not apply to *ex officio* or elected members, which can be problematic – the CUC Code specifies that 'the governing body...needs the power and process to remove any of its members from office, and must do so if a member breaches the terms of their appointment'<sup>26</sup>. This is particularly important because of the OfS regulatory requirement that all governing body members must be fit and proper persons.

Paragraph 3.4 of the Standing Orders does specify that a member of a committee who is absent from three or more consecutive meetings of the committee shall cease to be a member, but states that this provision does not apply to members of Council 'because attendance at Council is covered by the Statutes'. However, the relevant provisions of the Statute were removed in July 2024.

In view of the various anomalies highlighted above, it would be advisable for all of the provisions about members' eligibility and the power of Council to remove members to be reviewed to ensure that they are coherent and work together.

- Meetings

The provisions governing the conduct of meetings are set out in Statute 5 and the Standing Orders. We note that the heading of Statute 3 was amended in July 2024 to include 'quorum, voting and attendance', but there are no provisions in the revised Statute 3 about any of these matters.

The Standing Orders specify that there must be at least 3 meetings of Council every year, and include provision for special meetings to be called at the request of the Chair or no fewer than 5 members. The Standing Orders also contain standard provisions about the circulation of papers and minutes, although there is nothing specific about who is responsible for setting the agenda (including whether members of Council can propose items for inclusion), and it might be helpful to add this. Changes to the standard agenda in June 2024 added timings for agenda items, which is good practice.

The agenda for Council's first meeting of the academic year includes a number of Council-related items whereby Council is required to note its ToR Standing Orders, Conflicts of Interest Policy and code of conduct, as well as the schedule of business for the forthcoming academic year, which is good practice. There is a standard cover sheet which is used for most Council papers, which clearly sets out the decision required from Council; and an action tracker which is reviewed at each meeting. Agendas do not include the usual reports or other background documents which are not for discussion but for information only (often known as 'starred' items), and this may be something to consider given the length of Council papers.

The quorum for meetings of Council is 12 or such larger number as Council may from time to time prescribe. It is usual to specify that the quorum must also include a majority of independent members, otherwise there is scope for a governing body meeting to be quorate when it consists almost entirely of internal members. Members are counted in the quorum if they attend the meeting through telephone/video conferencing, and we note that the majority of meetings of both Council and its committees continue to use a hybrid model.

The minutes show a fairly large number of people 'in attendance' at meetings. The membership of Council already includes a high proportion of College staff, and if a large number of other staff attend meetings this can have the effect of inhibiting contributions by members of Council, particularly those who

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<sup>26</sup> CUC Code, para 5.9

are external to the College. It is therefore important to ensure that members of College staff attend Council meetings only where their input is specifically required.

Paragraph 7 of the Standing Orders states that the provisions for the transaction of reserved and confidential business shall be 'as set out in the statements of Goldsmiths' Policy approved by Council from time to time'. We have not seen any such statement of policy, and this is something which Council should put in place if it hasn't already. We note from our review of meeting papers that the majority of Council business during the academic year 2023/24 was classed as reserved, and agendas for Council meetings were separated into 'open' and 'closed' sessions, although the headings did not always make it clear which items fell into which session. Two separate sets of minutes were produced, although there is sometimes confusion in the minutes whereby open agenda items are recorded in the closed minutes. While a considerable amount of Council's business in the 2023/24 academic year could reasonably have been classed as 'closed', there were quite a number of items which did not appear to fall within the 'sensitive item of business' category, such as the recruitment of a new Chair of Council, reports from committees, OfS returns and amendments to constitutional documents.

Statute 18 provides that Council may from time to time determine levels of confidentiality to be applied to the proceedings of committees, but in doing so shall have regard to any legal obligations on the College in respect of rights of access to information. Council should not only ensure that only those agenda items which are genuinely confidential are classed as closed, but also that any closed minutes are reviewed after a period of time (say 12 months), to determine whether the reasons why they were deemed confidential are still applicable. If not, they should be reclassified and published on the College website.

Statute 9 provides for a power of Chair's action, whereby the Chair of Council (or a committee) may take action on behalf of that body in any matters being in their opinion either 'urgent or non-contentious'; the action must be reported to the appropriate body at its next meeting. On reviewing the reports of Chair's actions taken, it seems to us that some of the actions taken did not fall within either the urgent or non-contentious category, for example, the appointment of committee Chairs, or the approval of an overseas partnership. There is also an unusual provision in paragraph 4.3 of the Standing Orders which in effect allows decisions by Chair's action where a meeting is not quorate; the decision is 'deemed to be the Chair's decision taken on the advice of members present'. This provision should only be relied on where a decision is genuinely urgent and it has not been possible to call a quorate meeting. As stated above, many universities now use a written resolution procedure to approve urgent matters rather than relying on Chair's action, given the ease and speed of electronic communications.

### Council committees

Statute 5(4) provides that Council may delegate any of its powers, functions or duties to any person, committee or body, and that it may revoke or alter a delegation. Slightly different wording is set out in Ordinance 1.1(18) (formerly Statute 4.18) which includes one restriction: Council may not delegate its power to reach a decision about redundancies under paragraph 10(2) of Statute 16 (which should now refer to Statute 15). Other than this, there is (unusually) nothing in the Charter, Statutes or Ordinances which specifies any of Council's powers or functions that are non-delegable, although as noted above the current Statement of Primary Responsibilities contains a long list of reserved matters and we have recommended that these are reviewed as part of the work on the Schedule of Delegation.

Council currently has 12 standing subcommittees, as follows:

- Academic Board
- Audit and Risk
- Finance and Resources
- Nominations and Governance
- Remuneration
- People, Organisational Development and Equalities
- External Relations

- Health and Safety
- Honorary Degrees and Fellowships
- Joint Negotiation and Consultation
- Strategy Review Group
- Ethical Committee for the Acceptance of Gifts\*

\*This committee is not listed on the College website nor included in the organisational diagram; it appears to meet on an ad hoc basis to consider proposed donations to the College, although we have not seen its terms of reference.

The information about Council committees on the College's website is generally good, with links to the current terms of reference for each committee and details of the dates and times of meetings. We note that the 'Council and committees' page also includes a section headed 'Senior Staff', which doesn't seem to fit (and there is a separate section of the website covering the Executive Board).

The number of 'Council committees' is more than at most universities, although in fact a number of them are not true committees of Council in that their membership includes a minority of members of Council, or in some cases, such as the Health and Safety committee, only one member of Council (the Warden). In some cases (e.g. HDFC), the membership includes at least two independent members of Council but those positions are currently vacant. We assume that this is because of the current number of vacancies on Council itself and the consequent difficulty in finding people to serve on committees.

We suggest that it would be sensible for Council to carry out a review of its committee structure to determine whether all of the above committees need to be committees of Council, or whether some of them are in fact internal College management committees which do not require the involvement of Council members.

Council is responsible (Ordinance 1) for the establishment and composition of committees and for the appointment of members of committees. Members are appointed to committees by Council on the recommendation of the Nominations and Governance committee. Paragraph 3.1 of the Standing Orders specifies that elected or appointed members of committees shall serve for a term of 3 years and are eligible to apply for reappointment to a second and final consecutive term. Paragraph 8.4 states that non *ex officio* Chairs of committees will be approved by the Chair of Council, but in fact this is done by Council itself on the recommendation of the Nominations and Governance committee.

The terms of reference of a number of the committees specify the membership as including 'external' or 'independent' members. This term appears to encompass both independent members of Council and co-opted members from outside the College, which is quite confusing, and it would be clearer to separate out 'independent members of Council' and external 'co-opted members' in each committee's membership. The number of such members on some committees is quite high, and it is clear that the College has had difficulty in recruiting members to fill current vacancies. It is more common for the power to co-opt members onto committees to be discretionary, in order to fill particular skills gaps, rather than the committee membership always including co-opted members.

The Standing Orders state that all members are required to participate in committee induction prior to taking up post, and that Chairs of committees will receive an induction into their role and responsibilities. This is good practice.

All of the committee ToR are in largely the same format, which makes them easier to navigate and update. Paragraph 2 of the Standing Orders states that the terms of reference and composition of committees shall be defined and approved by Council, and that committees may make recommendations to Council to change their terms of reference or composition. The terms of reference of the Nominations and Governance committee also include making recommendations on the composition and terms of reference of Council committees. Paragraph 2 also states that changes to committee ToR will take effect from the following 1 September unless there are exceptional reasons, although committee ToR are, in fact, generally approved after 1 September at the first Council meeting of the academic year.

Other than those of the Remuneration committee, none of the committee ToR include reference to the committee carrying out an annual review of its ToR, and it would be helpful to include this in order to tie in with the Standing Orders. In addition, it is also common to include provision in ToR for the committee to annually review its overall effectiveness, and this is something that Council may wish to add next time the ToR are reviewed.

The ToR all list the committee secretary as a 'member' of the committee, which should be corrected. In addition, the list of those 'in attendance' at committees is generally far fewer than those who actually attend meetings, and we would suggest that attendance is reviewed and the ToR updated.

Most of the committees do not have any delegated authority to make decisions on behalf of Council, but instead act as monitoring and advisory bodies. This is not uncommon, although as the responsibilities on Council have grown in recent years it may wish to consider delegating more decision-making power to committees.

Reports from committees is a standing agenda item for Council, with reports provided in a standard format (or sometimes by way of an oral report from the committee Chair) from those committees which have met since the last Council meeting. Council do not appear to receive the full minutes of committee meetings, which in many universities are made available to all members through a shared portal. Council also receives an annual report from the Remuneration committee (as required by the CUC Remuneration Code<sup>27</sup>) and an annual report from the Audit and Risk committee (as required by the CUC Audit Code<sup>28</sup>).

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

a) Audit and Risk

The ToR of the Audit and Risk committee state that they 'follow a framework prescribed by the sector Regulator', and that they follow the requirements of the Regulator 'as set out in Annex C of the Regulator's Terms and Conditions of Funding'. The OfS Terms and Conditions of Funding 2024/25 do not contain an Annex C, nor do they prescribe a framework for audit committee ToR. We assume that what is being referred to here are the model ToR published by the CUC in the CUC Audit Code<sup>29</sup>, as the ToR do generally follow that model. However, they still contain out of date references to the Funding Council and it would be sensible for the committee to review and update them in line with the current CUC Audit Code.

The committee includes 'up to 7...independent members appointed by Council', of whom 3 must be members of Council itself'. In fact, the list of members includes the Chair (an independent member of Council), 5 'independent' members and 1 'other' member. There is also some confusion in the wording about 'other members', for whom there is a slightly different appointment process; do they include the 'independent' members who are not members of Council, or only the one 'other' member?

There is no reference to the internal or external auditors being in attendance at meetings of the committee, although the minutes show that they do attend. In addition, it is good practice for an audit committee to meet with the auditors at least once a year without management being present, and Council may wish to specify this in the ToR in addition to the committee's current power to meet with no attendees present.

b) Finance and Resources

The ToR start with a statement that the financial limits set out are taken from the 'Financial Authority Limits List' initially approved by Council in June 2006. It seems unlikely that the limits have not been

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<sup>27</sup> CUC Remuneration Code, Element III

<sup>28</sup> CUC Audit Code, para 42

<sup>29</sup> CUC Audit Code, Appendix 1

reviewed by Council more recently than 2006, and it would be sensible to clarify that the limits are those current in 2024/25. The ToR link to a table which maps the committee's ToR against Council's primary responsibilities and agreed financial limits and which states that that it was last reviewed in 2013. The financial limits set out in the table do not all correspond with those set out in the ToR – the table appears to be out of date and should be updated (or, more helpfully, combined with the Schedule of Delegation as referenced above).

Note: on a related point, the Financial Regulations published on the website state that they were last updated in 2014 and still include out of date references to HEFCE etc. Again, we assume these are not the current version and the website should be updated.

The link in the ToR to the Standing Orders refers to those of 2014/15 and consequently does not work. There are also references to the approval of a supplementary Standing Order in 2012 but it is probably no longer necessary to include the date.

We assume that the member of academic staff and member of professional services staff on the committee are appointed by Council on the recommendation of the Nominations and Governance committee – it would be helpful to state this specifically. The reference to the 'Audit' committee should be updated to 'Audit and Risk'.

#### c) Nominations and Governance

The terms of reference specify that the remit of the committee extends to the appointment of Heads and Acting Heads of Department on the Warden's nomination. It is not usual for the appointment of Heads of Department to be a matter for the governing body or its nominations committee, and Council may wish to consider whether this is an appropriate role for the committee.

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.

The membership of the committee seems quite large, at 12, although 'the member of Council elected by the academic staff' could be the same person as 'the elected academic staff member on Council' if the latter is appointed. The reference should be to the elected member of the 'senior' academic staff, as mentioned above. Again, it would be sensible to specify that Council is responsible for appointing those members who are not members *ex officio*.

We note that the committee has its own risk register, which is good practice and might be extended to other Council committees.

#### d) Remuneration

The ToR specify that the committee is responsible for setting remuneration for all members of the Executive Board. As the membership of the Executive Board is not set out in any of the College's governing instruments we would recommend for clarity that the terms of reference should list the specific posts covered by the committee's delegated authority.

We assume that paragraph 2 should refer to 'Deputy' Vice Chancellors.

It is not clear why the Deputy Chair of Council chairs the committee when the Warden's remuneration is being discussed, particularly as the Deputy Chair may not be a member of the committee (unless the membership is amended to include the Deputy Chair *ex officio*).

The ToR state that the committee has the authority to authorise a severance payment to a member of the Executive Board but includes a note which states that the arrangements for officer action on behalf of the committee for the authorisation of severance payments will be in the Financial Regulations. The Financial Regulations refer to approval 'in exceptional circumstances' being given by the Chair of the Remuneration committee and the Chair of the 'Human Resources' committee; we assume this means that other than in



exceptional circumstances severance payments are authorised by the committee, but this could be clarified.

#### e) Academic Board

The Academic Board is created by the Charter, although in the governance structure it is classed as a committee of Council. In accordance with paragraph 6 of the Charter the Academic Board is, 'subject to the powers of the Council, responsible for the academic work of the College in teaching, examining and research'. Its constitution is set out in Statute 6 and its powers in Statute 7 and Ordinance 6. The powers do not include specific reference to providing assurance to the Council on matters of academic governance, although the Academic Board's terms of reference do include a requirement for it to provide 'assurance to Council that the University is striving for and maintaining the highest provision'.

The Academic Board 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)'<sup>30</sup>.

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

We have not seen any 'explicit protocols' between Council and the Academic Board, although this is not unusual. The Financial Statements 2023 note that, 'Arrangements for enhanced reporting by the Academic Board have been put in place this year, including Council receiving a written report on impact and risk at each of its meetings'. The report is in the same format as the reports from Council committees, with a summary of the matters discussed and decisions made at Academic Board meetings rather than a formal assurance report to the Council on matters of academic governance. However, we note that the Academic Board did provide an additional (short) report on the role of two of its subcommittees in assurance quality and standards to the December 2024 Council meeting.

There also appears to be a joint meeting of Council and the Academic Board at least once a year, although we have not seen any papers or minutes for such meetings.

Formal assurance is given by an annual report on quality and standards from the Academic Board to Council. The report for 2023/24 states that it 'describes the key areas in which Academic Board has taken action, or given consideration to, matters which have a direct relationship to academic quality and standard during the 2023/24 academic year, and is presented for Council's assurance'. However, the report is only two pages long, when we would normally expect to see a much more detailed annual assurance report.

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

#### Public information

The information available on the College's website about governance is easy to find and fairly comprehensive. There is a short summary of the role of Council and its committees, and biographies of

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<sup>30</sup> OfS Regulatory Framework Annex B, paragraph IV

Council members. There are also links to the governing instruments and to the terms of reference of committees. We have commented above on the published information about the purpose and responsibilities of Council; there is also an extremely useful page where a number of finance and corporate governance policies are made available, and another page with documents which the College is required by the OfS to publish.

As is often the case, some of the published information is out of date and should either be updated or removed from the website. For example, the Statutes are still those dating from 2021, and the Ordinances and Standing Orders have not been updated following the recent amendments to them. The governance pages include a document dating from June 2022 entitled 'Appointment of non-executive members of Council', which clearly relates to a specific recruitment exercise and should be removed.

There are some gaps in the information published by the College. The CUC Code requires the College 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, which we have not been able to find. In addition, the CUC Remuneration Code requires the College to publish an annual statement on senior remuneration<sup>31</sup>. The Remuneration committee does produce an annual report for Council, and the College's financial statements for 2023/24 do contain a 'justification of the Warden's remuneration', but this does not cover all of the information required by the CUC Remuneration Code, nor can we find a standalone document on the website.

Council should also note 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<sup>32</sup>. This is referenced in the Code of Conduct, which provides that 'open agendas, papers and minutes will normally be uploaded to the website'. Minutes (but not agendas or papers) of the open meetings of Council dating back to 2012 are available on the College website, although the most recent are from September 2024 and no committee minutes are published.

We recommend that the College 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**  
**April 2025**

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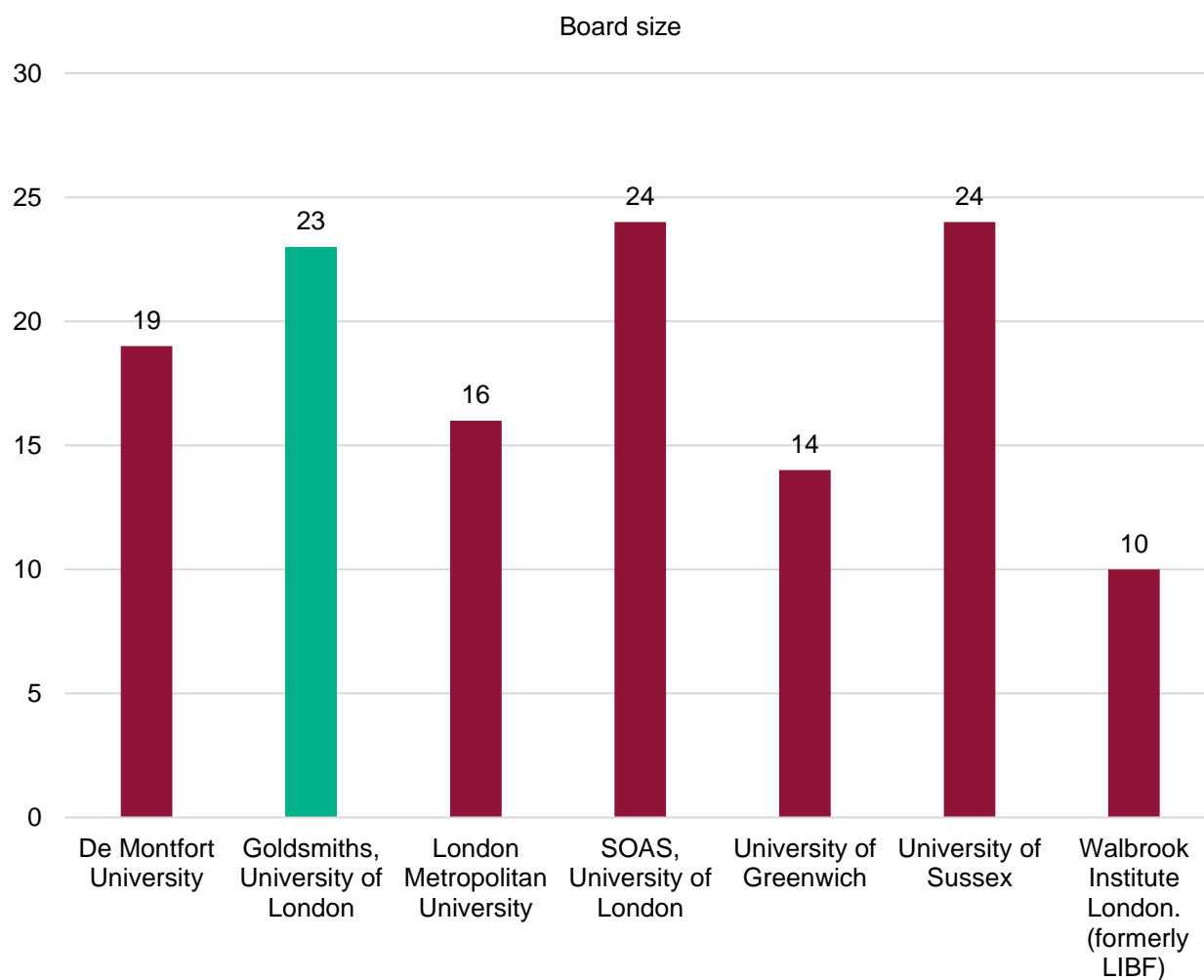
<sup>31</sup> CUC Remuneration Code, para 12

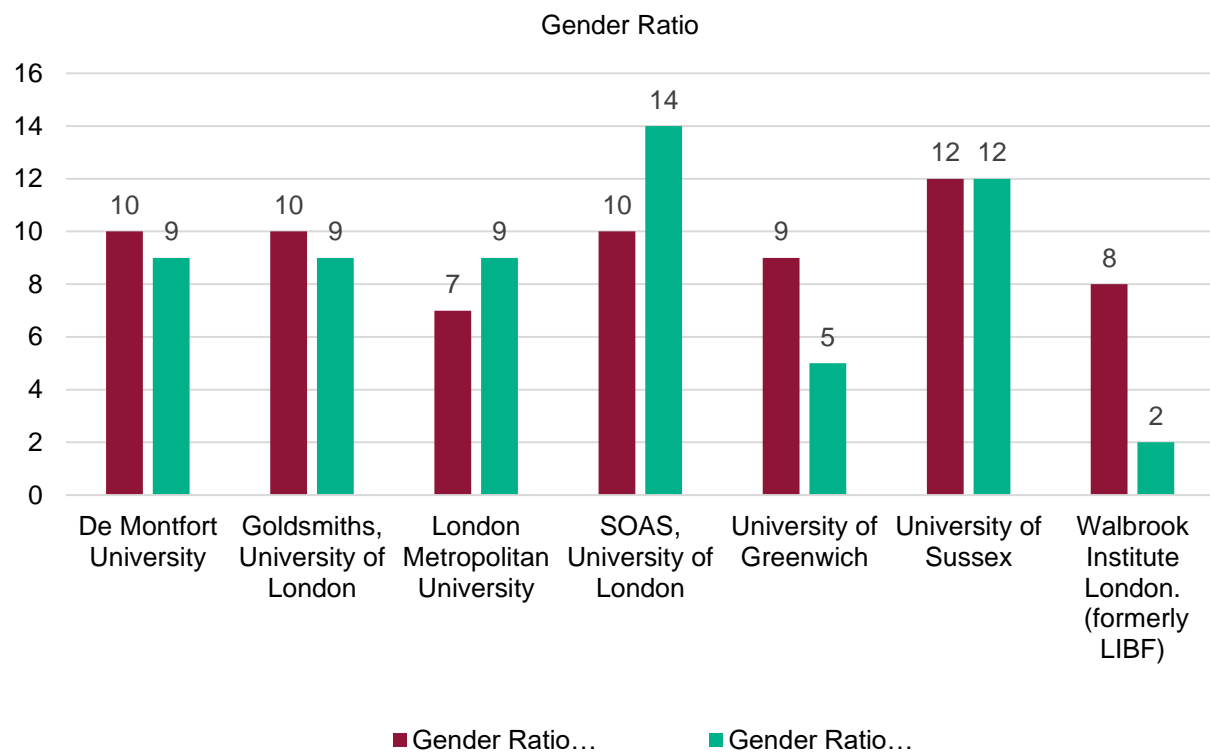
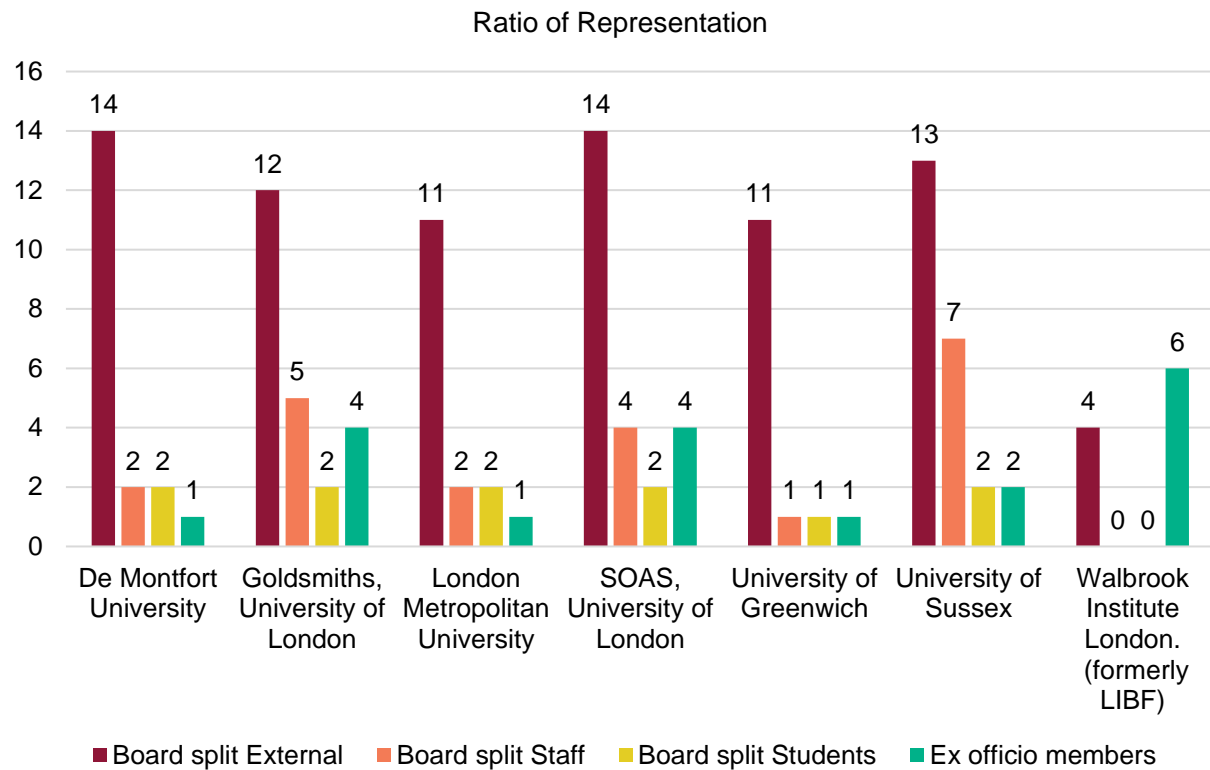
<sup>32</sup> OfS Regulatory Framework, para 446

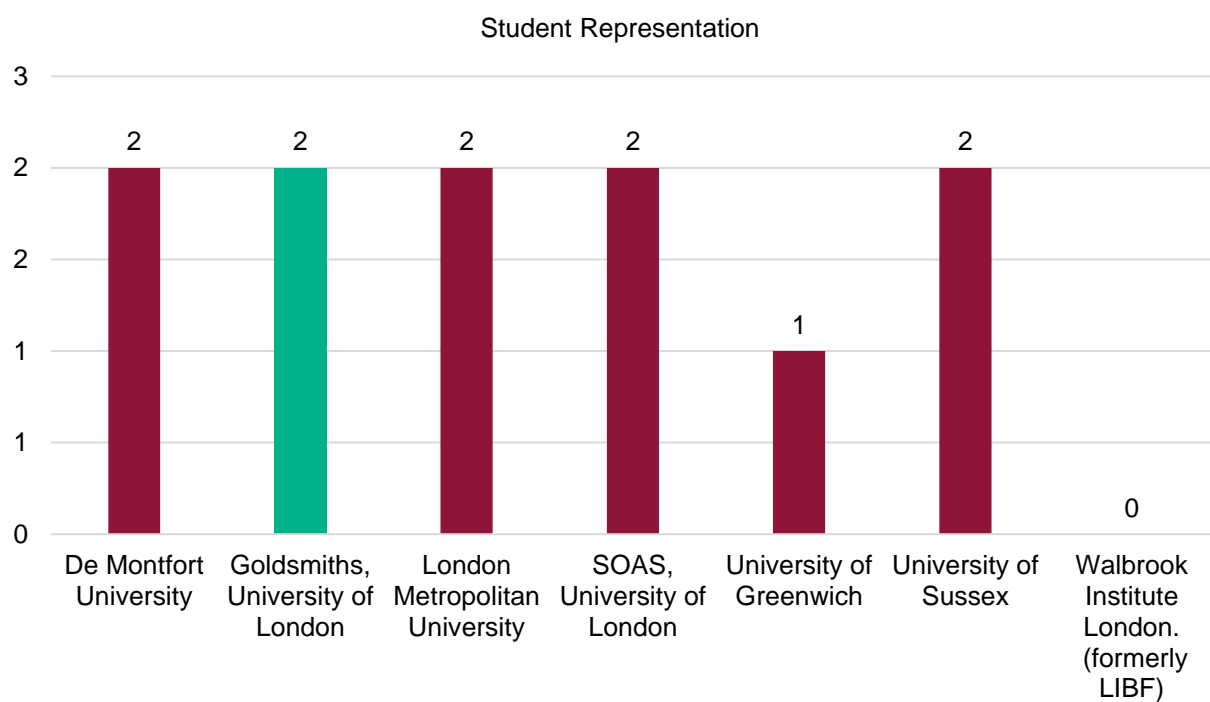
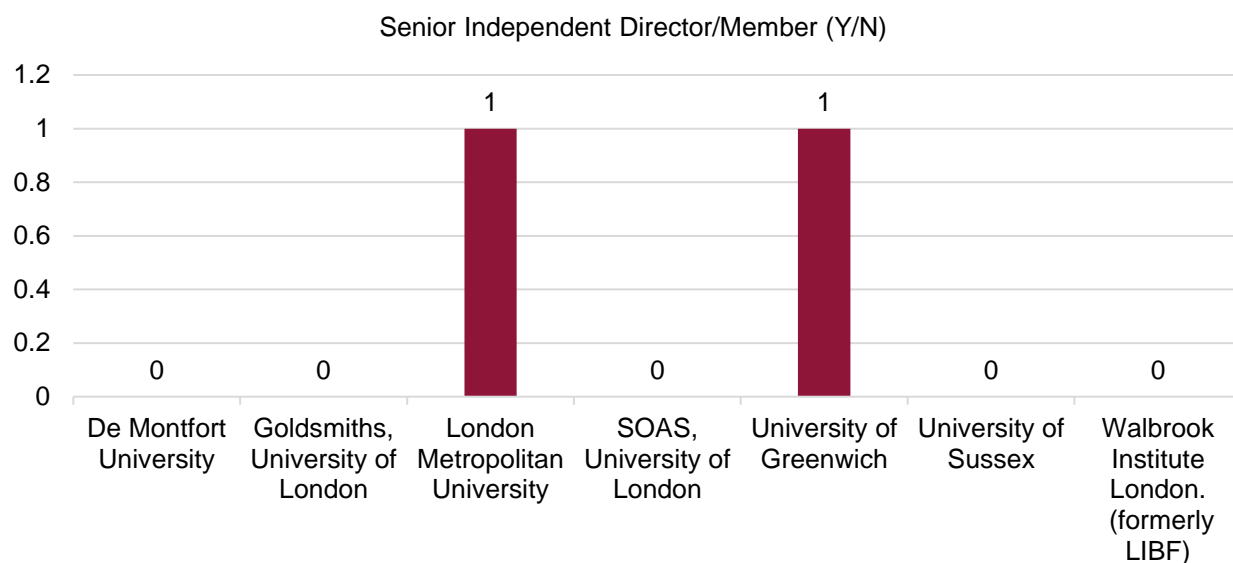


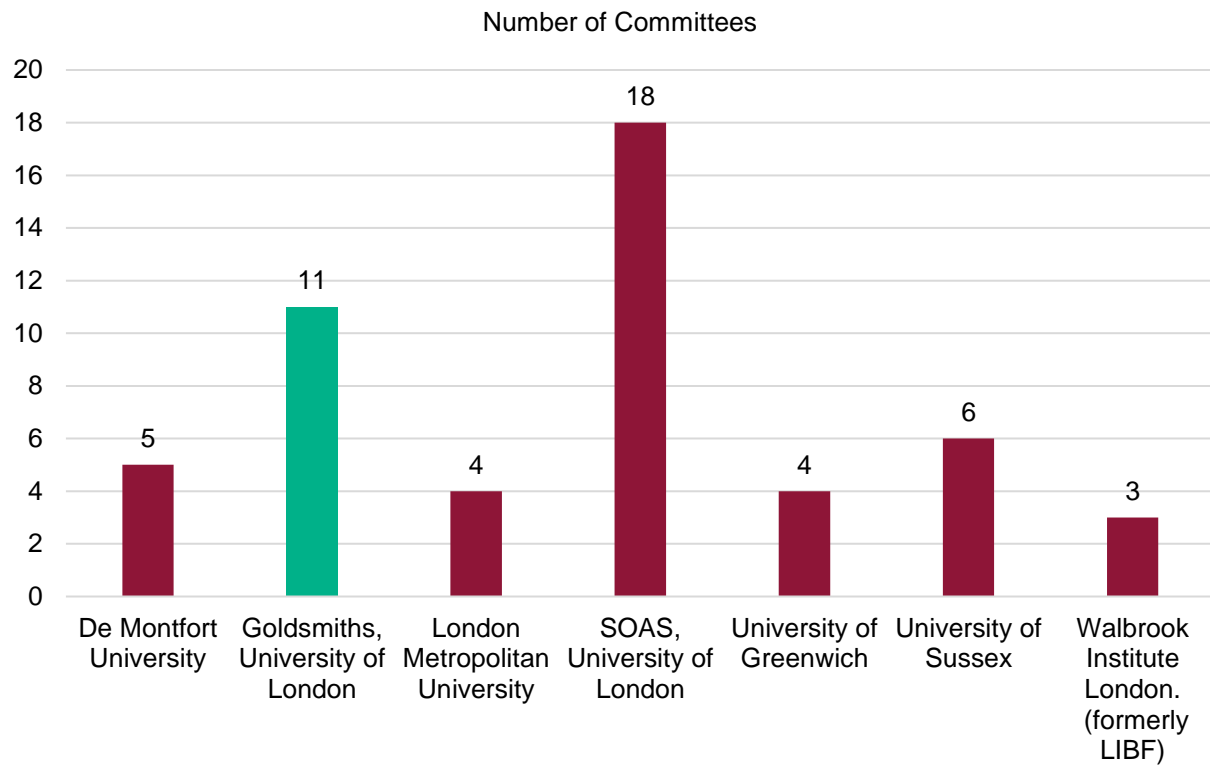
## Appendix 9: Comparator Institution Benchmarking

As part of our work, we conducted a small benchmarking study with six comparator institutions. Considering the data gathered from the survey and interviews, we have focused the benchmarking results on the composition of the Council and on size and membership and the number of committees.









Goldsmiths	University 1	University 2	University 3	University 4	University 5	University 6
Audit and Risk	Audit and Risk	Audit and Risk	Audit and Risk	Audit and Risk	Audit	Audit
Finance and Resources	Finance and Performance	People, Finance and Resources	Finance	Finance and Resources	Remuneration and Nominations	Resources and planning committee
Nominations and Governance	People and Culture	Governance	People and Governance	Strategy and performance committee	Senior Executive Team	Governance and Nominations
Remuneration	Remuneration	Remuneration	Remuneration	Remuneration (2 committees, A and B)		Senior Staff Remuneration
People, Organisational and Development and Equalities	Nominations			Chair's Committee		People
External Relations						Academic Assembly
Health and Safety						Curriculum Quality Assurance
Honorary Degrees and Fellowships						Doctoral School Management Group
Joint Negotiations and Consultation						Equality and Diversity
Strategy Review Group						Health, Safety and Security
						Honorary Degrees and Fellowships
						LMEI Board of Trustees
						REF Steering Group

Goldsmiths	University 1	University 2	University 3	University 4	University 5	University 6
						Research and Enterprise committee
						Research and Ethics panel
						SOAS Collections and galleries advisory panel
						Student Experience and Engagement
						Student Outcomes Panel
						Teaching, Learning and Student Experience committee

# Appendix 10: Development Board Guidance

## Purpose of the Development Board:

- Provide strategic oversight and direction for philanthropic and fundraising activities,
- leverage external networks, particularly within the arts, creative industries, and Goldsmiths' global alumni communities,
- advise on ethical fundraising practices and ensure alignment with institutional values and risk appetite, and
- act as ambassadors for Goldsmiths' development ambitions across wider sectors and audiences.

## Key Features of the Proposed Board:

- Membership to include a mix of internal and external members with significant experience in key areas including but not limited to philanthropy, creative industries, cultural leadership, fundraising, social, political, environmental and economic expertise.
- A Council member with interest or experience in this area should sit on the Board to ensure alignment and transparency with governance structures.
- Meetings to be scheduled regularly and aligned with the governance meeting cycle, with a link into the Finance, Strategy and Resources Committee.



# Appendix 11: Good practice in stakeholder engagement and communication

Activity	Format	Audience
1 'Meet the Board' Town Hall-style event <sup>33</sup>	Online meeting	All stakeholders
2 Termly blog on governance activities by a Council member	Blog on governance website	Staff and students
3 Council chooses three important pieces of information to share after each meeting, which are passed to the Communications team for dissemination	Social media, internal staff and student updates, staff meetings, etc.	Staff and students
4 Biannual stakeholder survey and interviews	Online	External stakeholders
5 Council/Exec meetings held in partner/key stakeholder offices and an informal meeting of teams organised	Meeting – in person	Partners/key stakeholders
6 Themed business breakfasts	Meeting – online/in-person hybrid	Executive, senior academics, partners, stakeholders
7 Attendance at partner/stakeholder events, e.g. AGMs	Meetings	Partners/key stakeholders
8 Stakeholder engagement training as part of induction	Online/in person	Council and Executive
9 Council briefings – an invitation to heads of department and other senior managers to give a briefing on their area or a key project before the Board meeting, to allow for more informal discussion	Online/in person	Council, Executive and staff leaders

<sup>33</sup> Town Hall events are used frequently in corporate settings. For example, Rolls Royce held its first 'Meet the Board' event for employees in 2017. All employees were invited to apply and 350 were selected by ballot to attend the meeting, which was held on the same day as the shareholder AGM.

# Appendix 12: Steering Group and Review Scope

## Steering Group

- Tom Sleigh, Chair of Council
- Paul Rowlett, Interim Deputy Vice-Chancellor (Education and Student Experience)
- Sarah Martyn, Head of Secretariat
- Philip Henry, Interim Secretary to Council and Director of Governance and Legal Services
- Professor Susan Dilly, Independent member of Council
- Professor Frances Corner, Vice-Chancellor and Member of Council
- Aaron Porter, Deputy Chair of Council
- Susie Hills, Project Director
- Osaro Ootobo, Lead Consultant
- Beth Adams, Senior Project Manager
- Professor Gavin Brooks, Senior Adviser

### The lines of enquiry for the review were agreed as follows:

1. The size, composition and terms of reference of the Council and its subcommittees. The suitability of the statement of Primary responsibilities and the enhancement of constitutional documents to facilitate effective decision making and good and agile governance.
2. The skills, diversity and experience of the membership and arrangements for recruitment, induction and development of members. The diversity of Council and the payment of honoraria.
3. The arrangements for Council and subcommittee meetings, timetabling of business and suitability of information provided. The effectiveness of decision making and the Council dynamics.
4. The level of support and challenge for the Executive and the responsiveness of the Executive. The interface between governance and the Executive, and between Council and the Academic Board.
5. The effectiveness of academic governance arrangements in enabling Council to discharge its responsibilities in this regard.
6. The impact and visibility of the Council to stakeholders and its effectiveness in communicating with them and understanding their views.
7. Innovative and dynamic models for governance or governance practice which could be applied at Goldsmiths.

# Appendix 13: Focus Group Engagement

Information on the review was broadcast on a webpage on the Halpin website that was published on 28 February 2025. The SU was asked to circulate this webpage information through their student newsletter and it was included in all staff communications and available through the Goldsmiths staff intranet. This webpage included information on the review, links to submit anonymous feedback that went directly to the Halpin review team and register interest to contribute to a discussion group under the following stakeholder groupings:

1. Academic leaders
2. Professional Service leaders
3. Staff Union representatives
4. Students' Union Officers
5. Student representatives
6. Executive Board

Goldsmiths provided a list of 95 names of key contacts across all of the stakeholder groups and we approached them privately to invite them to contribute to the review.

The expression of interest survey closed at the end of March with a total of 29 responses.

Following the survey closure, registration links were sent to all of those who expressed interest in attending a session, and then each of the 95 key contacts for the stakeholder groups were approached and encouraged at least twice by the Halpin team to register for a session in late April.

For each session, we received the following engagement:

<b>Academic Leaders</b>	28 April 2025	4 signed up	3 attended
<b>Professional Services Staff 1 of 2</b>	28 April 2025	2 signed up	2 attended
<b>Student Officers</b>	29 April 2025	2 signed up	2 attended
<b>Student Representatives</b>	29 April 2025	7 signed up	5 attended
<b>Professional Services Staff 2 of 2</b>	30 April 2025	5 signed up	4 attended
<b>Staff Union Representatives</b>	28 April 2025	2 signed up	0 attended

A total of 22 people signed up for focus group sessions, with 16 in attendance.

We received 10 contributions to the anonymous comment survey through the webpage.