

The Role and Function of Chairs of University Boards and Councils

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Submitted in accordance with the requirements for the degree of
Doctor of Philosophy

The University of Leeds
School of Education

October 2007

The candidate confirms that the work submitted is his own and that appropriate credit has been given where reference has been made to the work of others.

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Acknowledgements

I would like to record my profound thanks to all members of my supervision team in the School of Education since the inception of my research. Dr David Smith, Dr Paul Sharp, Dr Patrick Weigand and Dr David Yeomans have encouraged me, urged me on when I flagged or became disheartened, as well as showing kindness and patience well beyond reasonable expectation.

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To my wife Angela, however, must go the most thanks: for all her support during the many hours that I have been absent on research done in my spare time - evenings, weekends and holidays - when she had every right to see me; for proof-reading and many other unpaid secretarial services; and above all for her understanding of my obsession with this research, where others have been bemused. My debt is too large ever to be repaid.

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Glossary and Note

Higher education is replete with acronyms, which inevitably feature here, but I hope that I have explained within the text somewhere what each means. Some obvious terms I have shortened - using “VC” for vice-chancellor, or “RAE” for research assessment exercise, “CEO” for chief executive officer, and “MD” is managing director, for example .

The quotations for my respondents are their words, amended only to remove reference to identifiable people or institutions. When they used the words “board” or “council” I have changed this to “governing body” to avoid confusion. Again, for the sake of simplicity, I have also used the term “registrar” to denote those with that title and those with titles such as “university secretary”. It is important to note that each is a senior post holder and secretary to the governing body, working closely with senior management and governors. Similarly, I have used the older term “lay” governors of the pre-1992 universities to include “independent” governors of the post-1992 universities. There is no difference between these external, non-expert governors and the word is nice and short.

The case studies reported here are presented anonymously. In some cases this has meant concealing distinctive characteristics and attributes of particular individuals, including gender, and institutions. This results in some loss of data but was judged necessary to preserve anonymity.

Abstract

This qualitative research explores the role and function of chairs of university boards of governors and councils - their governing and ultimate decision-making bodies. It utilises in-depth studies of a small number of English universities, using as primary sources the chairs and other corporate leadership figures. Through interviews, supported by secondary source material from the universities, it reveals the interior workings of decision-making in higher education corporate governance, and the key role of these chairs.

The research shows chairs as significant leadership figures in their universities, independent of management, and with distinctive domains of their own, the boundaries of which are contestable, particularly at the interface with the management domain. Their authority is considerable, yet contingent, derived from multiple sources, and reified through leadership of the lay majority of the governing body.

The chair's role is shown not to be determined by the university's mission, though chairs demonstrate a level of 'super-commitment' to their university, its values and academic work. Chairs determine how much time they will spend in their university, and it is considerable, engaging with extended, often informal, networks of contacts as well as in formal duties. Drawn from senior figures in employment, they look to their working experience to guide their conduct as chairs. The chairs are proactive in undertaking their work, appointing vice-chancellors, engaging in the determination of institutional strategy and monitoring its implementation.

The chair/vice-chancellor dyad is confirmed as a significant, mutually beneficial working relationship: chairs in this study provide support, mentorship and advice, but also require accountability, as the de facto 'managers' of their vice-chancellors. The research shows that chairs may draw considerable authority from this association, in terms of engagement in, and information about, the university and its core academic business.

Governance/management domain boundaries in the case study institutions were not as clearly differentiated as is often assumed in the governance literature, but are shown to be blurred, ambiguous, shifting and evolving.

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Chapter 1

Introduction

This thesis explores the inner world of the corporate governance of UK universities, focusing on the role and work of those at the head of university governing bodies - the chairs. This is, as we shall see, predominantly a confidential world, in which discussions and agendas deal with policy, personal and commercially sensitive matters vital to the future of their university's business and to the individuals in it. Hence it is a world that remains relatively little explored or understood, and there is a dearth of material about the internal workings of governing bodies and their committees.

The corporate governance of a higher education institution is, according to higher education's national Accountability and Audit Code of Practice, 'the means by which strategy is assessed and monitored, managers are held to account, risks are managed, stewardship responsibilities are discharged and viability is ensured', (HEFCE, 2004). It is more than that, however: Fielden (1978) described university governing bodies as political fora, concerned with the exercise of institutional power - the legal right to undertake actions - and authority - the recognised legitimacy of such actions. They agree investment and disinvestment, they can make or break careers, create or destroy jobs, contribute to or damage the development of regions - indeed these bodies are critical components of their universities' life, work and environment.

Central to the operation of such bodies is the governing body chair, whose work is defined by the Council of University Chairmen's guide for governors (CUC, 2004, p. 20) as to take responsibility for the leadership of the governing body and ultimately to the stakeholders of the university for its effectiveness. Through the exercise of this leadership function, the chair is expected to play a key role in the business of the institution, without becoming involved in its day-to-day executive management. To fully understand university governance, it is important to establish what precisely this expectation implies for the role and function of the chair, whose position, in the words of a contemporary guide to higher education law 'has taken on increased importance in the light of concerns about the role of the governing bodies themselves' (Farrington and Palfreyman, 2006, para. 6.07). It is equally necessary to understand how those occupying the office of chair interpret their roles and

responsibilities; to explore how they set about their tasks; to identify those with whom they work in undertaking their role, and how. In short, the delineation of the position of the governing body chair in the contemporary university is critical to comprehending how and why UK universities as corporate institutions function in the way that they do, in the 21st century. These are the principal issues addressed within the research, explored directly with the chairs themselves, their fellow governors - lay and staff, vice-chancellors and chief executives, registrars and senior academic and management figures in university leadership.

Chapter 2 indicates the gaps in the existing literature on corporate governance, which fails to provide any comprehensive explanation of the corporate chair's work. Until relatively recently, as Charkham's review of corporate governance in six countries indicates, governance has been little researched compared with management (Charkham 2005, Chapter 1, p.5). Higher education in particular has possessed little governance literature on the detailed operation of its corporate governance grounded in empirical research, and whilst studies in the last decade or so have begun to correct this imbalance, the role of governing body chair has remained illusive, with no empirical research undertaken by engagement with the subjects directly. This reflects a similar lacuna in international study of higher education's corporate governance: in the USA, for example, Hirsch and Weber's magisterial review of governance in higher education mentions the chair only once, and only then in passing (Hirsch and Weber (Eds), 2001). 'Good practice guides' to governance do exist and provide useful information, but contain limited data about the work of chairs. The CUC governors' guide, for example provides three small paragraphs on the role of the chair, respectively reminding chairs of their responsibilities, cautioning them on the role of the governing body, and warning them of the responsibilities of the executive head of university management, (CUC, 2004, p. 20). The CUC's report on good practice in six areas of the governance of higher education institutions, refers only in passing to the governing body chair, and then principally in respect of the relationship of the chair to the executive head of the institution (Fielden, Middlehurst and Schofield, 2004, para. 5.3).

1.1 The Research Problem and Research Questions Addressed in This Research

There has been much change in university corporate governance over the last decade, and a significant research problem in relation to governing body chairs emerges: despite what had been said and done during this period, there is a knowledge gap at the centre, because little is known about the role and function of what is, arguably, the leading figure in corporate governance of universities, the governing body chair. The way in which chairs perform their role, and the significance of the office of governing body chair, has never been explored in detail.

This research seeks to remedy this deficiency by investigating in depth the work of a number of governing body chairs, as seen by those most knowledgeable, namely the chairs themselves, and by those who work most closely with them in the governance of universities. In so doing, it helps to shed light on hitherto hidden, almost secretive, aspects of university governance and leadership.

In addressing this research problem, it focuses on four major research questions.

The first question is: *What position does the governing body chair occupy in the corporate life of the contemporary UK University?*

The second question is: *What functions does today's governing body chair perform in undertaking the role?*

The third question is: *What is the nature and significance of the relationship between the governing body chair and other senior leadership figures, especially the vice-chancellor?*

The fourth question is: *How significant is the chair to the development of the contemporary university and its governance?*

These are the issues picked up in later Chapters, in which I seek to discern the extent to which the chair's role has evolved, and to identify the major influences on that evolution. In particular, I look for evidence of how the boundaries of the chair's role are negotiated and observed, what are the sources of authority and influence of the chair, and seek to identify the chair's role and position in university corporate governance. In exploring the chair's functions, I look at what and who defines those functions, how generic they are, or how specific to particular universities and their

missions, and to identify the impact of the chair's work on the university. When looking at the chair's relationships with other senior leadership figures, I am concerned with the non-executive leaders as well as executive leaders, and the negotiation and observance of these relationships. In examining the significance of chairs in university development, I explore the extent to which the chairs determine the direction and operation of their university, the chair's influence on academic activities, and the extent to which changes relate to the evolution of university corporate governance more widely.

It is important to note that a real issue for this research, and an indicator of the awakening of interest in the area, has been the developments in governance practice contemporaneously with the conduct of my research since the fieldwork was undertaken in 2002. The CUC governors' guide has had a further iteration, and a template for a role description of the chair of university governing bodies emerged after my research interviews were completed, (CUC, 2006a). There was a question as to whether these publications should be ignored within the research analysis, for the sake of 'purity' and to avoid contamination of the project, or whether account should be taken of them. It was evident to me that much of this emerging material was in fact the culmination of developments already perceptible at the time the research was carried out, and it has therefore made sense to take account of such material in this thesis. To ignore these developments would be to overlook a major feature of the research, that is, the pace of development and evolution of contemporary governance, and I believe that the utility of my research is enhanced by such reference.

1.2 The Domain

A concept which emerged early in the analysis of this project was 'the domain of the chair' and this is referred to within this thesis. Stewart's (1991) study of UK National Health Service general managers and chairs, developed as he states, an earlier 1974 domain concept - the area in which a job holder acts as if he had responsibility - to incorporate demands and constraints, and to provide boundaries to the distinctive domains of managers and chairs. In the context of universities, the notion of 'boundaries' within universities is not new: as early as 1974 it was used in relation to university structures, relating semi-autonomous, discipline-centred academic departments, pursuing interests and possessing authority that are different

from the interests and authority of the university, as indicated by Moodie and Eustace (1974). Indeed it has been noted that boundaries continue to reflect the essence of organisation, as Santos and Eisenhardt (2005) have suggested. The definitive work on university governing bodies utilises the associated term of 'contested terrain' of governance (Bargh, Scott and Smith, 1996) as governing bodies develop the role at the expense of 'donnish dominion'. Shattock (2003a, Chapter 6) uses the term 'extended boundaries' in discussing the limits of university operations, the physical boundaries of a regional role, and extended portfolio of university business. Carter and Lorsch (2004) use the term 'domain' in something like the way it is used in this thesis, referring to decisions and approvals of the board's domain rather than management, in considering alternative models of company board operation. In Chapter 5 I explore the notion of the chair's domain within university governance, developing the concept to include ownership and territoriality, and control of identifiable areas of activity help to distinguish between contemporary governance actors. We shall see, as Wenger (2006) has signified, continuities and discontinuities in the social landscape defined by boundaries marked by title, dress and other symbols, spanned by interconnections, and subject to complex brokerage activities between competing interests, and transactions. Participants may form close relationships and develop idiosyncratic ways of engaging with one another, in which outsiders may not intrude. They develop detailed and complex understandings of their enterprise, as they define it, which outsiders may not share, and develop a repertoire for which outsiders may miss shared references. Boundary encounters - meetings, visits, and conversations - are part of the everyday activity of communities of practice, in which coexistence is significant, and the notion of peripheries with permeable boundaries, recognises the complexities of live social organisations, such as the governing bodies of universities. Indeed, it has been argued by Paulsen and Hernes (2003) that blurring of organisational boundaries is a significant feature of modern society.

Researching within this confidential world is notoriously difficult, since securing access to corporate governance elites is problematic. As Owen and Kirchmaier's (2006, p.41) study of the changing role of the company board simply puts it: "Naturally, access to chairmen is restricted", arguably even more so than other board members because of the criticality of their role. Consequently, a tendency has been for much writing on corporate governance and chairmanship -

such as the well-respected works of Sir Adrian Cadbury (1995, 2002, 2005) - to be based either on practitioners' own experiences in a relatively small number of boards, or on large scale surveys which rarely address the detail of the microculture within which governance is conducted. On occasion, researchers have been drawn into "the pathology of corporate governance" where the focus of investigation has been alleged fraud and criminal behaviour: these and other problems in relation to research into governance elites are well rehearsed by Stiles and Taylor (2002) in their study of director roles and responsibilities in companies. More recently, Leblanc and Gillies' (2005, p.263) research into the working of corporate governance in North America has underlined the reasons for this – "Board deliberations involve discussions of sensitive and 'inside' information that, if released, could in certain circumstances irreparably harm the company and the reputation of board members and management". Their concerns apply equally to university governance, and the means by which I overcame these methodological and practical problems to achieve this first detailed study of the inner world of chairs of university governing bodies, are described in detail in Chapter 3.

The origins of the present research lay in my work in senior posts in a number of universities for over two decades, during which I became increasingly dissatisfied with the significant gaps in public knowledge about, and explanations of, events at the head of higher education institutions. Above all, there had apparently been no opportunity for those actively engaged at the highest levels in university governance to 'tell the story' of their work, and for that to be subject to analysis and interpretation. This research is concerned with chairs of governing bodies, agreed by the Lambert Committee on the relationships of business and universities to be the leading figures in university corporate governance (HM Treasury, 2003, p.100), and as indicated by Kerr and Gade's (1989) USA study "truly the key person on the board". Here I seek to reveal the changing role and function of the chairs, whilst shedding light on some critical elements of universities and their operation.

1.3 Developments, Influences and Pressures on University Governance

As Bargh, Scott and Smith (1996) have indicated, any study of contemporary university governance can only be properly seen in the context of the major

developments in UK higher education in the recent past, from which many underlying major 'drivers' to those developments are derived. The resultant growth and transformation of higher education over some six decades to bring about a vastly enlarged university sector, accompanied by social and political forces, created what Scott (1998) has referred to as 'massification' and globalisation of higher education, and earlier, (Scott, 1995) to the growth of 'the learning society', 'lifelong learning' and 'the knowledge economy'. By the end of the century, the higher education system was substantially more heterogeneous in the UK than even in the 1960s, and unrecognisable to that seen in the aftermath of the Second World War. The very concept of the university has itself been evolving, so in the last decade it has been described variously in terms that previous generations would have reserved for very different, commercial enterprises. Readings (1996) referred to 'the corporation'; the central government Department of Education and Science, quoted by Shattock (2003a), as 'a dynamic self-determining institution'; Shattock himself (2003a) uses the term 'a multi-faceted, multi-product organisation'; Burton Clark, (2004) refers to the 'entrepreneurial university'; Dickson (2004) signifies universities as nothing less than 'privatised global investment'. Shumar (1997) applied to universities the term 'commodification' whilst Taylor, Barr and Steele (2002) referred to 'consumerism' and 'academic management', and Morley (2003) to 'business orientation'. These provide some clues as to the changing organisational structures needed to oversee such entities, and their forms of governance. Scott's (1998) question becomes ever more relevant: "how will global universities, if they emerge, be governed, managed and funded?" In fact, as Lambert argued (HM Treasury, 2003, p. 96) the same pressures and influences, which have affected other aspects of universities, have also impacted upon the profile of institutional leadership and the contribution of governors and governing bodies to that leadership. Mackinnon's (2004) implied answer, from the University of Saskatchewan, is that we have now arrived at the position of privatisation of public support for higher education worldwide as a driver for change, blurring the difference between private and public bodies, and requiring forms of governance and administration concerned with stewardship in an international market economy. If true, it may be the harbinger of changes to structures of university governance to embrace organisational models such as those which exist within corporate

organisations generally, and are increasingly seen amongst international private sector providers of higher education.

The origins and development of modern university governance have been well summarised by Shattock (2006), outlining alternative ‘models’ of governance, which have emerged in the UK and contrasting them with those of US institutions. Each model inevitably affects the role of the governing body chair, and some facets of these influences are summarised below.

The lay contribution to university governance has evolved since 1945. Up to then university governance was summarised by Richmond (1945) as “Each has its own self-elected constitution and normally conducts its affairs in much the same way as does a private corporation”, the state “leaving the universities to go their own ways” providing roughly one third of their income from the Exchequer and local authorities - “To all intents and purposes the money is given unconditionally”. Systems of institutional governance were not uniform, yet provincial universities had particularly developed with strong lay participation often initiated by local civic and commercial elites, as Bargh, Scott and Smith (1996) have indicated. University histories such as that of Burch’s (1996) for Leicester, show governing bodies chaired by strong figures who were benefactors of their institutions and powerful influences on their development, such as Percy Gee, Sir Jonathan North, and Sir Charles Keene. As in Manchester, according to Pullan and Abendstern (2000, p.7) they “provided the hard protective shell” for the institution whilst “the Senate constituted the soft vital organ of the University (and) exercised sovereignty over the function for which the University was designed . . . (the) control and general regulation of the instruction in education within the University”. At the heart of this was still the mediaeval notion of the guild, as described by Reeves (1970), and in a wider European context Escotet (2006, p.25) refers to *facultas*, or faculty, as the centre of the university’s collegiate structure. In Newcastle, McCord (2006) notes that “they continued to benefit from the support of local businessmen and industrialists, who played leading parts in administration of fund-raising, but were generally content to leave the academic matters in the hands of the academic staff, especially the professors”.

From 1945 to the 1960s the English universities were small, conservative and elitist. This was the period described by Tapper and Salter (1992, p. 226) and others

as one of 'donnish dominion', as a waning of the governing body influence, relative to that of senate as universities expanded and became more dependent on government income than funds from other sources. This necessitated (as Vaizey and Sheehan (1968) said at the time), the integration of resource planning and academic planning, led by the latter. The expansion of the university system following the report of the Robbins Committee on Higher Education of 1963 retained, as each university's major agent, "the academic, self-appointed core group of professors and vice-chancellors who exercised practical control of elitist institutions by like-minded-members of the elite" (Muthesius, 2001, p.99), who formed the senates of their universities. These were chaired by vice-chancellors, the chief administrative officers of the university, providing, as Bargh and colleagues' study indicates, significant leadership, substantially through chairing of internal bodies and also as persons of vision and status (Bargh et al., 2000). By the 1970s it was found by Fielden and Lockwood (1973) that in the previous 10 years "most senates have become involved increasingly to some extent in what has hitherto been considered as primarily (governing body) business" - namely "the direct controlling influence", where in the words of Sizer and Cannon (1999) "policy and strategic decisions lie firmly in the hands of the academic oligarchy and its subordinate leader (the vice-chancellor)."

This is not to say that the influence of the lay element in universities was negligible. In the late 1950s the University Grants Committee (UGC) encouraged cities and regions to bid for new university foundations and "Most came from committees headed by archbishops or hereditary peers; and only from Coventry was a bid led by industrialists, trade unionists and Labour city councillors" as Shattock (2003b) noted. The new provincial universities of the post-Robbins expansion from the 1960s were led by stronger governing bodies with a majority of mainly local lay members, and as Burch (1996) confirms a generation of lay governing body members who had been associated with their university. At Warwick, one of Burton Clark's (2003) few celebrated 'paradigmatic cases' of sustained entrepreneurialism, Lord Rootes played a key part in the promotion of the university's establishment, as Sampson (1965) noted at the time and Shattock (2003b) subsequently recalled, in the funding and creation of its Business School. Nevertheless by the 1970s, Fielden and Lockwood (1973) noted that governors and their leaders, the chairs, "tend to see their role more in terms of advisory capacity,

rather than directly managerial”. The governing bodies, they asserted with confidence, “have increasingly become a useful forum for debating issues of common concern to the university in the local community . . . (but) the earlier power and authority of the (governing body) as a body has diminished, or is now shared with the senate”. Such was this diminution of the role of the governing body that they suggested that serious consideration should be given to combining the roles of senate and the governing body (Fielden and Lockwood, 1973, pp.67-73). Their preferred solution, however was the retention of the duality of the two bodies, and also, paradoxically that “the role of individual lay members is probably increased in importance . . . there is scope for the involvement of lay members in various facets of university life”. So it proved for universities generally: the value of governing bodies and their chairs continuing to be recognised, despite the centre of gravity of the institutions having been effectively transferred to senates and management.

1969-1992 saw universities joined by 44 non-university polytechnics as comprehensive, teaching institutions of higher education in England and Wales, plus Scottish central institutions, all born from an existing college structure, and 64 colleges and institutes. Many of these new institutions such as Northumbria, as Allen and Buswell (2005) noted, had distinguished teaching pedigrees but developed their governance structures from a quite different set of assumptions than those of the universities. Their governing bodies, as Pratt’s notable study of the new polytechnics indicates, were responsible to parent local authorities, with internal academic boards responsible for the coordination of academic work, and directors providing clear executive leadership (Pratt, 1997). In 1989 they became independent higher education corporations, Webb’s (1988) contemporary guide indicating both greater emphasis on executive management and the injection of a majority of independent governors with business and commercial backgrounds. From 1992 they became universities retaining governance and management structures, differentiating them in constitutional terms from their pre-1992 brethren. The Model Instrument and Articles of Government issued by the Department for Education and Science (DES 1988, revised 1993), made it quite clear that the governing bodies were legally powerful entities, responsible for the determination of the educational character and mission of their universities; for the oversight of their activities; for the effective and efficient use of resources; for the solvency of their institutions; and for the safeguarding of their assets. These were based on models developed by central

government for colleges and the subject of reports and circulars for the sector since the 1960's (e.g. DES, 1966, DES, 1970, DES, 1978). Instead of powerful senates, which had in former years often dominated the universities, there were academic boards representing collegial academic values, but without responsibility for the determination of academic developments, and strengthened executive management through the vice-chancellor. Formally, at least, the only body able to check the power of the vice-chancellor and university management was the governing body. The Polytechnics and Colleges Funding Council guide for governors had earlier included, amongst other things, reference to the role of the chair of the governing body and the relationship of the chair to the chief executive. The majority of 'independent governors', were placed in a constitutional position of distinct advantage over the other categories of governing body membership, with a separate quorum, and membership of committees where staff and students were not allowed (PCFC,1991).

The Jarratt Committee Report into the management of British universities of 1985 (CVCP, 1985) attacked donnish dominion within the governance of the older universities, where there had been demands for change to what were often perceived to be outmoded practices, and to 'assist' them to deliver the higher education that society deemed critical. In many respects it proved a watershed in the development of university governance in the last part of the 20th century, although it actually said very little about governance, per se. The Report was an inquiry into efficiency and effectiveness, and was concerned primarily with the attainment of managerial efficiency through the introduction of business and commercial practices into universities, as suggested by Lysons, Hatherly and Mitchell (1998), in parallel to those being introduced in the health and other public services. It encouraged, as the Fielden and Lockwood (1973) study shows, the introduction of strategic planning, resource allocation and accountability, and line management techniques into universities which were regarded as corporate enterprises. Jarratt also endorsed changes already in train, arising from the expansion of institutions since the 1960s, and demands for 'value for money' in public expenditure, through which, it was argued by Scott (1986) "the bureaucratic university replaced the collegial university" akin to the form of polytechnic government, so that the old pattern of university governance - with the governing body as a "dignified guarantor of an institution's integrity", with senate as "the academic parliament" and the vice-

chancellor as a “consensual leader” was turned upside down. Governing bodies were expressly urged by Jarratt to assert their hitherto dormant strategic planning powers, which, with a strengthened chief executive in position, upset the dominance of the previously all-powerful senate. With the onset of ‘New Managerialism’ in the 1990s, this became a more enduring theme, seeming to Deem and colleagues (Deem et al., 2000) and Morley (2003) to be a dominant role in the management of the academic process. This also was a signal for the revival of the authority of governing bodies and their chairs, and longer-term for the possibility of further development of a relationship between chief executives responsible to the boards of directors, such as those in the private sector, and set in train changes in governance conditions, which would affect the ways in which university governing bodies and their chairs undertook their tasks. By 1992, most universities had introduced changes in the governance structures which led to an early recognition, argued Tapper and Salter (1992), of the growing significance of governing bodies, and particularly of lay members: “most British universities are not self-governing institutions inasmuch as the ultimate formal executive authority is located in their councils with a lay person in the chair and lay persons comprising the largest single element of the membership”.

From 1992 the unified sector faced change and development in UK higher education under pressure to achieve cost-effectiveness and to fulfil government expectations for the delivery of national higher education policies. There were some notable and well-publicised failures in the corporate governance of higher and further education institutions in England, Wales and Scotland, mirroring those experienced outside of education. These appeared in the National Audit Office reports from 1995 to 1999, The Quality Assurance Agency for Higher Education report in 1999 and Further Education Funding Council’s reports in 1999. Indeed, in the words of the Head of Audit and Assurance at the Higher Education Funding Council for England: “it seemed like there was a university crisis reported weekly in the 1990s” (Greaves, 2006). In the wake of institutional failures, came a perceptible growth of state regulation, largely through the agency of the national funding councils. This had a profound effect on the development of governance in that decade and afterwards. The funding council position was most starkly put by Cannon (2001) “Legislation establishing the funding councils and the framework within which the Council interface with institutions both assumes that the legal bond

is with the governing body of an institution . . . the governing body of the institution is responsible for ensuring that funds from the Council are used in accordance with . . . conditions prescribed by the Council from time to time . . . it is for institutions' governing bodies to form strategic plans, and to ensure that institutions maintain their academic vitality and financial viability . . . governing bodies will have a much more decisive role to play than that to which some have traditionally been accustomed . . . governing bodies have been afforded primacy within that framework and, if they are willing and able to fulfil the responsibilities allocated to them, the state should be able to respect the autonomy of institutions. If they cannot or will not, then the government and the funding councils might be forced to erode further the autonomy of institutions". The contractual financial memorandum between institutions and the national funding body was thus, as Shattock has indicated (2006) an instrument to make governing bodies, and those leading them, exercise responsibility for their universities.

The current period has seen a shift in governing bodies in a unified but heterogeneous sector, from a 'dignified' to an 'efficient' role as important policy arenas, preoccupied by resources, though dependent for policy initiative on strengthened university executive management. Significantly, governing body chairs were identified by Bargh, Scott and Smith (1996) as key agents in governance, alongside others such as vice-chancellors and senior governors. National regulation has been aided by toolkits of concepts and practices, substantially developed by and available from the business world, in the form of codes of practice, accounting and accountability conventions and associated devices which elevate the importance of the university governing body, and its chair. It has been through their use, promoted by the national funding and regulatory bodies since the 1990s, that higher education institutions have found themselves measured by standards applicable to companies generally, in terms of their conduct and operation. National funding and regulatory bodies such as HEFCE (2004) codified these recommended good practices in guidance to the sector, enforced by audit and accountability reviews, and the threat of sanction and intervention where failures in governance were detected. Risk management, imposed by HEFCE, arose directly from the corporate sector's Turnbull Report (ICA, 1999), and has provided a further example of the impact of company practice on higher education. It is required that the ultimate responsibility for the management of institutional risks is the governing

body's - exactly paralleling UK company practice, as the contemporary guide points out (CIPFA, 2005, Chapter 6, para. 5.25, p21). Institutions are subject to strong guidance from HEFCE (2001) with the oversight of the governing body's audit committees being an important feature. Indeed, the UK Company model since 1992 has become well articulated, its features including a distinctive role for boards of directors led by non-executive chairs, jointly providing leadership of the companies with the chief executives. As has been seen, many features of this model have been imported into university governance practice with the strong support of the Department for Innovation, Universities and Science and its predecessors: some universities are already corporate Limited Companies, governed under company law, and from 2007 more are likely to take this route, as Bennett and colleagues indicate (Bennett et al., 2006), and Newman has confirmed (Newman, 2007). These changes have reinforced, and complemented, the needs of higher education as perceived by authoritative reviews, strongly supported by the national governments which remain highly influential in determining, not only the funding, but substantial areas of operation of most higher education institutions, as the HEFCE (2005a) report on higher education in the UK states. A common feature has been the formal elevation of the governing body, led by its chair, to a position of greater prominence and authority.

A notable influence on the development of the governing body during the contemporary period was the publication in 1997 of the report of The (Dearing) National Committee of Inquiry into Higher Education (NCIHE, 1997). Its terms of reference included consideration of how value for money and cost-effectiveness should be obtained in the use of resources in higher education, and in addressing this, it placed an approving seal upon the changes in governance developments which had taken place since Jarratt. It confirmed the position of the governing body as "the ultimate decision-making body in an institution" (NICHE, 1997, Chapter 15 para.15.33), endorsed the now expanded CUC Guide for governors (CUC, 1995, para.15.35), and encouraged the strengthening and extension of the effectiveness of governing bodies by the introduction of a code of governance, emphasising that "Authority and accountability rests with the governing body" (NICHE, 1997, para. 15.42), that governing body effectiveness be reviewed periodically, and reduced in size to no more than 25 members, to enhance effectiveness (NICHE, 1997, recommendation 57, p. 243). What the current CUC guide (2004, para. 2.10-2.13)

says about the governing body chair is concise but significant, stressing the importance of the position, as leader of the governing body, playing a key role in the business of the institution. The consistent threads of efficiency, responsiveness, transparency, and accountability have underlain the demands made by the State for three decades and more, and government reaction to the Dearing Report was one of endorsement of accountable and open governance. These were followed through, six years on, in the Lambert Inquiry governance proposals - notably the responsibility of the chair for the leadership of the governing body, its coordination and operational effectiveness - following its enquiry into business-university relationships of 2003 (HM Treasury, 2003, Chapter 7, para. 7.26), adopted readily by the CUC (CUC, 2004). As with Dearing, few expected substantial reference to governance in a report on another topic, as Shattock (2004) noted, but its recommendations for a Code of Governance to which higher education institutions should be obliged to comply or explain, provided detailed prescriptions for governing bodies and their chairs (including template job descriptions for the chairs), and was enthusiastically supported by the funding councils and central government. As a concomitant, demands on higher education governance have increased: HEFCE's (2005b, p34) strategic plan for 2003-2008 specifies that "greater assurance that individual and public investment will produce personal, economic and social returns that are essential to continuing economic growth and social cohesion . . . Effective governance is crucial to ensure that the leaders of universities and colleges are appropriately challenged (and supported) as they work to set strategic direction for their institutions". Lambert reinforced the formal recognition of governing bodies and their chairs as the bodies which will ensure the performance of higher education institutions, as the pendulum has swung firmly away from the era of donnish dominion. The direction is towards that of transparent, accountable, instrumental UK higher education, recognisably now a mass system, serving, as Taylor, Barr and Steele (2002) indicate, the needs of society in a direct manner, and answerable to stakeholders.

Some such as Shattock (2002) have sought to reconcile the collegiate/professional governance model with a growing 'external' emphasis through a shared governance concept originally developed from the US model outlined by the American Association of University Professors (1966). This recognises as Lapworth (2004) outlines, lay leadership representing the external

environment, and operating internally via joint committees in consultation with senate and university bureaucracy. To external observers, this might appear to be an attempt to reassert ancient verities, rather than an acceptance of what may constitute a changed order in governance.

These developments, pressures and influences form the cultural and constitutional ferment, if you will, for my examination of the role and function of the contemporary governing body chairs, in succeeding Chapters.

Chapter 2

Literature Survey

2.1 The Concepts of the Corporate Board Chair

The notion of ‘corporate governance’ in universities is a relatively recent phenomenon. Academic and policy discourse on higher education was, and to a degree still is, carried on in terms of a dominant governance paradigm, in which all means of decision-taking in institutions, down to the operation of academic and other departments, came within the term ‘governance’, and the notion of the collegiality amongst self-governing scholars was pre-eminent (Tapper and Salter, 1992, *Oxford, Cambridge and the Changing Idea of the University*). In other organisations, much of this activity would have been considered as ‘management’ or ‘administration’. Governance, defined by Tricker (1984, *Corporate Governance*) is “the exercise of power . . . to direct, control and regulate activities”, and is conceptually different from management, where the emphasis is upon execution of activities, though both definitions are simplistic, and as Coulson-Thomas (1993, *Creating Excellence in the Boardroom*) states, they “overlap and entwine”. Universities are corporate entities, as are many others, where governance also incorporates responsibility and accountability in the eyes of the law (Tricker, 1984). Only in recent decades has the emergence of governance in this second sense become evident in higher education, as indeed it has in other areas of education, and in parallel ‘service’ activities, such as health, as they respond to changes in public expectations, and to the impact of what some characterise as ‘New Managerialism’ (Ferlie et al., 1996, *The New Public Management in Action*). With the publication of their seminal study on university governance, Bargh, Scott and Smith drew attention to this new (and contested) area where, arguably, university governing bodies ‘govern’ whilst vice-chancellors are principal officers and chief executives of those bodies (Bargh, Scott and Smith, 1996, *Governing Universities*).

In university governing bodies, the chair is, to quote a USA study of parallel structures, ‘truly the key person on the board’ (Kerr and Gade, 1989, *Guardians: Boards of Trustees of American Colleges and Universities*). How key, is a matter of some significance, if we are to understand the process of university governance and

the role of the chair within this context. To do this it is first necessary to trace the origins of the office of the corporate board chair, to examine its position in relation to the board of which he is a part, and the structures under the board's authority. That is only part of the exercise however: it is important to try to understand the conceptual framework within which the office of chair is located, and in that way to ensure that a subsequent study of the role and function of university chairs of council and boards of governors is underpinned by conceptual perspectives.

2.2 Context: Corporate Governance and Corporate Boards

Corporate governance derives much of its formal existence from law: legally corporate bodies themselves are subject to company and other laws, as competent entities which may be the subject of action in the courts. Whether those corporate bodies are concerned with private business, commerce or industry, or as partly or wholly publicly-controlled and funded bodies, such as most UK universities, or other charitable, non-profit making organisations, the common facet of the corporate entity, is that of formal responsibility for the organisation it embodies (Handy, 1996, *Beyond Certainty: The changing worlds of organizations*). This responsibility may extend to the personal – and members of corporate boards may find that their actions may lead to individual accountability, as well corporate, shared responsibility (Mansell, 2000, 'Rethink on governor risks', *Times Education Supplement* 25 February 2000).

Corporate bodies are not just legal emanations, however: the 21st century corporate body is the product of the 19th and 20th centuries' efforts to secure 'the emancipation of the company' (Harding, 1966, *A Social History of English Law*) and to provide a framework for economic organisations to operate in national and international economies. Such bodies have their roots in political and social structures which emerged long before commercial and public laws existed to facilitate capitalist production as the dominant mode of economic organisation. From these social structures emerged concepts related to governance of political and social organisations which extend to states, to supra-state and international entities (MacIver, 1964, *The Modern State*) and within states, they extend to the most parochial of levels, to localities and to the public and the private arenas.

The private sector corporate board in the UK may be constituted in a variety of ways: company legislation circumscribes its formation in many countries but this is rarely tightly prescriptive, reflecting the pragmatic needs of companies to organise structures of governance and authority, management and operation, to facilitate company ends (Grady, 1999, 'No more board games', *The McKinsey Quarterly*, No. 3). In the public sector, boards are subject to much more prescription, their composition defined, and appointments controlled. For health bodies, the Department of Health 1994 *Code of Accountability for NHS Boards*, and for higher and further education, *Education Reform Act 1988* and *Further and Higher Education Act 1992* acted in this manner. This meant for a considerable period, tightly-prescribed operational parameters and a 'public sector' ethos with state-orientation, eschewing the 'commercial' considerations of a private sector that was seen as fundamentally different in the way it functioned.

However, changes have occurred in the public board operation over the recent period. Political science recognises that in the last quarter of the 20th century, old forms of government in western democracies were being replaced by new structures of governance. Effectively, this is governing without government, and a much more contested vision, involving self-organising networks within states 'hollowed out' and subject to challenges at supra-state and sub-state levels. In the UK, public boards, regulated and controlled by central government, nevertheless operate in ways familiar to private corporations, and in environments where private board norms of operation are expected (Rhodes, 1997, *Understanding Governance*). The tensions in this new form of operation have been worked through for more than a decade, and are still evolving, in regulatory regimes, indirect state planning through 'funding' bodies, and the new emphasis on standards in public life, which captures the new boards in its remit (Clarke and Newman, 1997, *The Managerial State*). The UK government's Committee on Standards in Public Life considers universities, as higher education corporations, further education corporations and health trusts to be 'local public spending bodies', though their income may (in the case of universities) be predominantly derived from national and international (and to an increasing degree, in universities) private sources (Committee on Standards in Public Life, 1996). The creation of 'quasi-markets' and competitive bidding for public funds, national 'guidelines' of increasingly-perceived mandatory status, with multiple auditing of performance of core functions as well as financial structures, has stressed

the corporate responsibilities of public bodies, and given rise to new internal structures, processes and procedures (Rhodes and Weller, 2001, *The Changing World of Top Officials*).

Given these latter developments, it would be a considerable leap of faith to state that corporate bodies and corporate governance can be considered as a whole, without the artifice of a private/public sector divide to complicate matters. Certainly, the vision of the corporate body and its activities is neither simple nor uncontested. On the contrary, the same period, which saw the recognition of new governance in place of old government, also saw critical attention being paid to corporate governance in the UK since the Cadbury Report and its successors (Cadbury, 1992, *The Financial Aspects of Corporate Governance: The Code of Best Practice*). But it would be equally naïve to assume that governance in the private sector is unchanging. It remains, as Tricker (1984) described it, as ‘hotly contested’, not least from ‘stakeholder’ critics in terms of their lack of accountability. But the dissolution of the old functional boundaries still leaves a considerable area for debate as to the degree to which corporations can properly be regarded as similar, irrespective of their core institutional objectives. This is something that studies of corporate governance cannot afford to disregard. In terms of legal liability, however, the approach of recent moves has been to seek clarification of responsibilities of board members, and to reflect upon rights and obligations of legal owners and, though contentiously, ‘stakeholders’ more widely (Sternberg, 1999, *Corporate Governance: Accountability in the Marketplace*). The UK Companies Act 2006 reforms targeted directors’ activities and emphasised the legal mandate of boards over their management, as indicated by Scanlan and colleagues, *Companies Act 2006: A Guide to the New Law* (Scanlan et al., 2007, Ch. 4, pp.53-77).

This recent history of UK corporate governance, significant though it is, is but one aspect of a much bigger topic, that of the determination of international corporate boards’ real work, and worth. Their place, at the interface of the external and internal coalitions which are those who make decisions, and who seek to influence them, in the organisations for which boards are responsible (Mintzberg, 1983, *Power in and Around Organizations*) creates a form of organisational schizophrenia, particularly for the non-executive director with no formal managerial remit. The literature reveals that they are expected to be ‘insiders’, facing the external world, as well as ‘outsiders’ representing the external world, and bringing

influence to bear on it, in their companies (Institute of Directors, 1996, *Good Practice for Directors: Criteria for NHS Boards*; and Shattock, 2006, *Managing Good Governance in Higher Education*). Their responsibilities are considerable, yet the instruments available to them to fulfil these responsibilities are practically few. They are seen, ideally as the ‘brain of the organisation’ (Monks and Minnow, 1995, *Corporate Governance*), holding company management responsible for its performance, something that legal reformers campaigned for, for non-executive board members (Blake, 1999, ‘It all depends on who’s pulling the strings’, *The Independent on Sunday*, 12 September, 1999). It was substantially realised in the UK Higgs Committee Report (Higgs, 2003, *Review of the role and effectiveness of non-executive directors*) and subsequent codification (Financial Services Authority, 2003, *The Combined Code on Corporate Governance*). It is also something which organisational and management studies emphasise as inherently difficult: for ‘managerial hegemony’ theorists, who argue that the management runs the board, it is the opposite of what really happens (Mace, 1971, *Directors: Myth and Reality*). It has to be said, however, that there is an increasing awareness that failures at board level have economic and personal consequences for organisations (McKinsey and Company, 2000, *Investor Opinion Survey, June 2000*), brought up to date in the UK case of Northern Rock (Farrell, 2007, ‘Northern Rock’s Chairman quits’ in *The Independent*, 20 October, 2007). The emphasis of much management study of executive leadership concentrates on the role of the chief executive, and there is much evidence that chief executive officers, underpinned by their management structures and commanding and controlling the information flow to their boards, are greatly advantaged compared with non-executive board members. In public bodies, as in private ones, the chief executive is seen to have a leading, if not dominant role (Dargie, 1998, ‘Public Management: The Role of Public Sector Chief Executives’ in *Public Administration*. Vol. 76, pp. 161-177; Peck, 1995, ‘The Performance of an NHS Trust Board’, *British Journal of Management*, Vol. 6, pp. 133-156), and most recently in the 2007 Northern Rock case (Daneshkhu and Croft, 2007, ‘Northern Rock Executives face MPs’ questions’, *Financial Times*, 16 October, 2007). Quite often, public and private sector boards’ actions are portrayed as being too little, too late (e.g. Tompkins, Vass and Brigley, 1998, *Governance Processes in the Public Service*; and Carver, 1997, *Reinventing Your Board*).

Corporate governance is, as has been said, a contested area, one of paradox and too little studied (Tricker, 1984), a comment still considered relevant in the new millennium (Stiles and Taylor, 2002, *Boards at Work*). It is one where principal actors' roles are intimately interrelated. In their research into UK corporate governance players, McNulty and Pettigrew see the role of 'strategists on the board' in the case of non-executive board members, separate from the managerial elite with whom they work (McNulty and Pettigrew, 1999, 'Strategists on the Board', *Organization Studies*, Vol 20, Issue 1). This is the dynamic context in which a study of the role and function of chairs of corporate bodies, private and public, is located. For universities, as corporate bodies, this context is important to an understanding of decision-making and organisation, because contrary to the 'ideal' model of autonomous universities characterised by the popular view of Oxford and Cambridge, most British universities are not internally self-governing institutions, as ultimate formal executive authority is located in their governing bodies, with a lay person in the chair, and lay governors comprising the largest single element of the membership (Tapper and Salter, 1992; and Department of Education and Science, 1988, *Model Instrument and Articles of Government of Incorporated Higher Education Corporations*).

2.3 Chairs of Corporate Boards

The corporate body having a legal life, it might be expected that someone bearing the title of chair of the body would also have a legally defined role. In fact there is little or no reference in UK Company law to the role of the chair. To some (Carver, 1997) this is because the chair has no separate status or function. Boards, to Carver, exist as boards, and chairs, though they exist, should not attempt to interpose themselves between board and management, or board and 'owners', be they shareholders or others. A meeting of a board may elect a chair, and change the chair at the next meeting. The Companies Act 1985 prescribes so few duties for company chairs that this would not prevent such a minimalist view of chairs being taken in practice (Croner's Company Administration, 2000, pp. 2-187). This is unchanged by the Companies Act 2006 (Scanlan et al., 2007, *Companies Act, 2006: A Guide to the New Law*, p.404). In public bodies not covered specifically by the companies' legislation, there is equally little guidance (see, eg, Department of

Education and Science (1989) Model Articles and Instrument of Government for Higher Education Corporations). Despite this, it is much more widely accepted that chairs of companies fulfil a role of considerable, if not first, importance in the organisations they chair. They are frequently described as ‘key players’ (Bargh, Scott and Smith, 1996) or even ‘senior rank combatant of the CEO fighting the same war’ (Hogg, 1994, ‘Who Governs?’ quoted in Pettigrew and McNulty, 1995, ‘Power and Influence in and Around the Boardroom’ in *Human Relations*, 48(8), pp. 845-873), holding an office of considerable power. To look to the locus of this influence and power, we must turn from the law to other sources, to studies of organisational operation, and to studies of governance more widely. From these may be derived a number of concepts which are briefly described under separate headings below.

2.4 The Chair of the Corporation

The description ‘company chair’ is not uncommon, and business journalists will often use this to describe the position of chair (eg ‘Greenbury quits early from M&S’ in *Daily Telegraph business news*, 23 June 1999). The term has a presidential ring about it, and sometimes is accompanied by additional titles such as ‘president’, or in some UK universities, for example, ‘pro-chancellor’ (Farrington and Palfreyman, 2006, *The Law of Higher Education*). It implies a separated, overarching status and power relationship with the other corporate members of the organisation, and its permanent management. It carries with it an echo of ‘separation of powers’ beloved of constitutional historians, most famously in respect of the polity of the USA, where leadership of the executive branch is the president, with the legislature and courts as countervailing constitutional forces (Montesquieu, 1748, *L’Esprit des Lois*). There are many examples which can be drawn from corporate life where chairs are referred to in a similar manner. In health trusts, it is not uncommon for chairs to define their roles in terms of “leading the authority” (DHA guidelines) and to have a perceived representative function, representing, that is, the patients’ interests to a health bureaucracy (Stewart, 1991 ‘Chairmen and Chief Executives: An Exploration of their Relationship’ in *Journal of Management Studies*, 28(5) September 1991). The symbolic, and real, power of this concept may be substantial.

When we look for sources of this notion, however, they are few. There are no generic job descriptions for the position of company chair. Indeed, the notion of 'president' is often linked with the position of chief executive. USA universities, for example, are often led by someone called 'president', who, though they may also be a director or board member, carry the presidential title by virtue of their chief executive role (Gerber, 1997, 'Reaffirming the Value of Shared Governance' in *Academe*, September-October 1997). Moreover, where functions accompany the chair's role, which support the chair-company direct relationship, they are often associated with additional titles. In UK universities, the title 'pro-chancellor' carries with it the duty of deputising for the chancellor as the honorary, titular head of the university, the chancellor's position itself being an archaic concept, and limited nowadays largely to ceremonial functions, without governance or executive responsibilities (Farrington and Palfreyman, 2006). Whilst it is undoubtedly the case that chairs may be granted a high-status role commensurate with that of titular head of the company or organisation, this is not based in any commonly understood definition of the position. Outside the university sphere chairs may in reality and in the eyes of the world, as Sir Adrian Cadbury avers, be chairs of their companies and not simply chairs of their boards (Cadbury, 1995, *The Company Chairman*). It is just as likely, however, to be linked to the fact that the role of CEO and chair may, notably in the USA, still be held by one person whose position at the head of the company may be uniquely powerful, compared with other board or executive members. It is also linked with personal qualities that affect power elites, and to which reference will recur later in this thesis (Mills, 1988, *Controlling Companies*). In short, the notion, though it can be powerful, is entirely pragmatic, and without theoretical underpinning - it has no formal, functional association. There is no such thing in UK law as a 'company chair' (Cadbury, 1995).

Within university charters, instrument and articles of government, it is common to provide for the appointment of a chair from amongst members of governing bodies. It is only latterly that the Committee of University Chairs has produced guidance for the role of governing body chairs, and this a note of best practice, not comprehensive or prescriptive (CUC, 2006a, *Template for Role Description of Chair of University Governing Body*). A study of the role of governing body chairs needs to take into account the similarity of defined roles between universities, as well as comparable office outside the university sector.

2.5 The Chair as the Senior Board Officer

The notion of a chair as a board officer, is a familiar concept in corporate governance. A chair is commonly elected by the board from amongst its members (Croner, 2004) though selection may also feature, either in practice when boards seek to recruit to their number someone of the approved qualities, or indeed by external authority. The Further Education Unit's guidance suggests 'The governing body may wish to set up a search committee to 'head hunt' a chairman' (FEU, 1994, *Further Education Governors: Supporting the Curriculum*). Felix describes the centralised selection by the Secretary of State for Health Trust Board chairs (Felix, 1995, 'Leading from the Chair' in *British Journal of Health Care Management* Vol.1, No.5). Chairs may be one of a number of officers - vice-chairs and board sub-committee chairs and others - who are elected or selected specifically for services to and for boards (Houle, 1989, *Governing Boards: Their Nature and Nurture*).

The vice-chair function is related to deputising for the chair when the chair is unable to undertake his or her functions. It may be combined with other functions, such as chairing governing body committees. This office is often used by governing bodies as a precursor to appointment as chair, as a form of training for the chairship. It is also used by them as recognition of seniority, and as a partner for the chair, working alongside and in conjunction with the chair, in guiding and steering the governors. The treasurer's role may be self-evident, but in this corporate context is not to be confused with that of a permanent, executive, director of finance. The treasurer role is, by and large, a governing body membership function, with a specific role to maintain non-executive links with, and oversight of the vital financial function under its executive head. In the UK, this is more likely to be seen, for example, on voluntary bodies and the governing bodies of pre-1992 universities (e.g. University of Newcastle upon Tyne, 1992, *University Calendar of the University of Newcastle upon Tyne*). This is often combined with the function of chair of a finance, or similar-named committee. Committee chairs themselves may combine duties with others, as indicated above, or be selected separately to oversee a specialist function of the board, through a sub-group of the board. Committee chairs may be officers for a longer or shorter duration, dependent upon the nature of

their committee's tasks. They may often be selected for expertise on a particular issue, eg property or finance, and form, with the other officers under the chair, a group which acting in concert, may constitute a concentrated power group who effectively control the operation of the board (Institute of Chartered Secretaries and Administrators, 1999, *Good Boardroom Practice: A Code for Directors and Board Secretaries in the Public Sector*).

The secretary's role is very much linked with the company - company secretary functions being established in law, with defined legal responsibilities distinct and separate from the CEO (CUC, 2000, *Progress Report of the Working Party on the Effectiveness of University Governing Bodies*; Llewellyn, 2006b, *The role of the secretary of the higher education governing body*). As such, it is associated with the provision of professional services to the board, with a distinctive career progression pattern. The functions of principal adviser to the board, keeper of the board record, and monitor of board policy decisions and their implementation, are all part of this role, which is a senior one for the company, often combined in the same post with other senior staff functions, such as finance, legal and human resources. In public bodies, such as university governing boards, this role is considered pivotal to the functioning of the board as a corporate body (Higher Education Funding Council for Wales, 1997, *Guide for Clerks to Governors of Higher Education Corporations*).

The chair's position in this group of board officers, as leader of a 'board team', may be that of one of a number of what Pettigrew and McNulty (1995) refer to as 'power brokers', or 'strategists': indeed may appear very similar to the 'primus inter pares' notion used by constitutional historians, of the office of Prime Minister in the UK, as first amongst equals in a corporate governance hierarchy (Dicey, 1902, *Introduction to the Study of the Law of the Constitution*; Leblanc and Gillies, 2005, *Inside the Boardroom*). For the university governing body, these also offer models for the conduct of the role, which this research addresses.

2.6 The Chair as Board Presiding Officer

The most familiar and least contentious role of the Chair, as officer of the board, is that of chairing board meetings. The chair is, above all, the chair of the board (Cadbury, 1995) and the law looks upon the post of chair as one which is

exercised, meeting by meeting. This is a responsibility which the chair must exercise alone, though in the absence of the chair a deputy normally exists in the vice-chair appointment. It is also an aspect of the job of chair which Cadbury comments is furthest from the public eye, but where the chair's personal contribution is decisive (Cadbury, 1995). They are controllers of the conduct of their boards: chairs are expected to exercise authority in the way the meetings of the board operate, to orchestrate and conduct the co-operative process to optimise the efforts of the individual members of their board. The skills involved include the ability to keep discussion moving, to conclude matters successfully, and then to ensure that the board's conclusions are acted upon. The physical arrangements of meetings, the timing of those meetings and the determination of the agenda are ultimately in the hands of the chair, aided by the chief executive and secretary. The provision of the board with adequate information to enable it to arrive at informed decisions is a further responsibility of the chair (Parker, 2005, 'The Role of the Chairman', *Corporate Governance Handbook*).

The course of meetings is in the gift of the chair: the creation of the appropriate atmosphere so that participation and purpose are maintained is a key function. Where decision is needed, then it is for the chair to seek the necessary consensus, to articulate the outcome, reflecting the feeling of the meeting, summarising it, and guiding the board towards a correct decision. To an extent, then, the chair is expected to act impartially, yet also the chair is as partial as any other board member, with rights to express personal views on the matters under consideration. A major skill for all chairs is the ability successfully to reconcile the position of member and chair, and be recognised as doing this. The leadership of the board in its meetings demands listening skills, and the ability to involve board members, and to push the board into performing its role, to the extent of initiating discussions which otherwise might not take place (e.g. Vint, Recaladin Gould, 1998, *Learning to Fly: Leadership and Performance in the Boardroom*). It is worthwhile to note that these skills may be acquired by informal or formal means. The introduction by the Institute of Directors in 1999 of a public qualification in directorship confirms that board membership can be the subject of assessment by formal training methods. Induction and other skills acquisition training is emphasised by current corporate governance studies (Blake, 1999, *Dynamic Directors: Aligning Board Structures for Business Success*). It is alleged by the

Institute of Directors that most training of board members (including chairs) is informal, related to their experience in other similar posts or bodies. This clearly has implications for a study of university chairs, and of their experience (transferable or not) of other boards upon which they serve.

2.7 The Chair as ‘the Board’

There is a real sense in which the chair is the board in between meetings. Boards may well have committees to handle aspects of board-level business between the meetings of the full board – Finance and Audit being common. But these themselves have regular cycles of business, and cannot in practice be in permanent session. For more urgent items, the chairs of some corporations are empowered to make decisions which are bounded by board policies, and others are frequently delegated authority under what is known as “chair’s action” to act for the board in between meetings, and must be able to justify these actions when they subsequently are required to be approved and endorsed by the board as its own actions. The corporation is unlikely to repudiate the decisions taken by the chair: so, to this effect, the chair acts as the board itself, and is in a position of considerable power in so doing. The chair’s action is no substitute for a decision of the corporation in these matters, but there is no doubt that this differentiates the chair from other board members (Coulson-Thomas, 1993, *Creating Excellence in the Boardroom*). To some commentators, this acting as “the voice of the board” may be no more than hortatory, and cannot constitute a separate source of authority to that of the board itself: in this reading of the position, the company’s chief executive, for example, does not work for the chair, but for the board, and the chair should not attempt to place himself or herself as an intermediary (Carver, 1997). Nonetheless, it cannot be denied that this is a considerable source of influence, if not power, which is unique to the office of chair, and differentiates it from other board appointments.

2.8 The Chair as the Chief Executive’s Superior and Mentor

If, as is frequently said, the most important function of any board is the selection of the chief executive (Mintzberg, 1983, *Power in and Around Organizations*) then the role of the chair in relation to the chief executive is,

arguably, the most important one for any company. (It remains the practice of some companies, as mentioned above, to combine the two jobs, despite the advice of Cadbury. It is a requirement for UK public sector boards that this separation occurs). The choice of chief executive is one that often falls to the chair, leading the senior board members who habitually make up the selection committee. An overt selection criterion may be the ability of the potential CEO to work with the board chairman (Hamilton, 1999 'Britain faces a shortage of business leaders' in *The Sunday Times*, 14 February 1999). The relationship of one with the other is not a simple one, and may be symbiotic - the chief executive may well influence the choice of chair as well as vice versa - and to a degree it is a matter of who arrived first (Wall, 1998 'It takes two to tango' in *Health Services Journal*, 3 September 1998). The models of such relationships have been researched in the UK's NHS trusts (Stewart, 1991 'Chairmen and Chief Executives: an exploration of their relationship' in *Journal of Management Studies*, Vol 28, No 5, September 1991) where the importance of the chair as chief counsel and support to the CEO has emerged as a key feature. The domains of the two principals may overlap, but it has rightly been stressed that the chair has more power to determine their relative domains, and the potential of this cannot be lost on those looking for an indication of the critical aspects of the relationship. It does support the contention of Cadbury (1995), that the role of chair is one which affords to its holder the opportunity to determine its scope. Indeed, Cadbury himself differentiates between the two positions by describing the chair as being concerned with board and external world matters, the CEO with management and internal issues. The former is to instigate and inspire policy, the latter to be concerned with the more immediate goals and management of annual performance to attain them.

However, it is in critical times that the role of chair in relationship to the CEO is most tested. The dismissal of the CEO, the appointment of a successor, and the intervention in times of management crisis involve the chairman, above all. Despite the emphasis on partnership and cooperation between Chair and CEO, ultimately the relationship can appear to be one of superior and subordinate. For universities, this matter is also a relevant consideration, as suggested by Eversheds (1999, unpublished, *Report of a Seminar on HE/FE Governance held at Pembroke College, Cambridge*, 25 February, 1999). The rapid reduction in the average term of office of vice-chancellors over the last decades, compared with their formal contractual

term, indicates that boards, and by extension, their chairs, have had to cope with critical incidents of unacceptable performance (Bargh et al., 2000, *University Leadership: The Role of the Chief Executive*). Some have become national causes célèbre, when publicity has been given to institutional crises (exemplified in *NAO Reports concerning the Higher and Further Education Sectors*, unpublished paper presented to the CUC Seminar on the Role of Audit Committees, 4 May 1999). As important a consideration, though, is the extent to which these sources indicate that the chair-chief executive relationship may have changed to a more formalised one, requiring more of both vice-chancellor and governing body chair.

2.9 The Chair as Strategist

The role of the chair in relation to the determination of company strategy may seem to be self-evident from the previous paragraphs, but in fact it is by no means universally accepted. In his 1995 study of NHS Trust performance, Peck (1995) concluded that, as contended by the much earlier US study, boards do not set strategy (Mace, 1971). However, the formal position of most boards is to do just that as Demb and Neubauer's 1992 study (*The Corporate Board: Confronting the Paradoxes*) asserts, and the study of part-time board members by McNulty and Pettigrew supports this contention (McNulty and Pettigrew, 1999). Chairs, as the most senior board appointees, have a real role in strategic decision-making, at the deepest levels of shaping the content, context and conduct of strategy. This involves not just the formal discussion and debate of strategy at board and committee meetings, but being drawn into the process of preparation of strategy at an early stage, before the development of proposals by executive members. This underlines the assertion by Harvey-Jones that "the company takes its drumbeat from the chairman" (quoted in Cadbury, 1995), so that whilst the company's forward march is determined by the board, its pace and direction are set by the chair. In the case of university governing body chairs, this has to take into account the regulatory environment in which the institutions exist, as well as the expectations placed upon them by government policy. A key issue is whether chairs of such bodies can and do behave as their commercial equivalents do, bearing in mind also that they are predominantly unremunerated, pro bono publico appointments. The central issue of

the chair in performing as strategist is one of the utmost importance in establishing the role and function of the post.

2.10 The Chair as ‘Power Broker’

It is difficult to deny that boards are the ultimate instruments of power in organisational settings (Demb and Neubauer, 1992) though it seems universally to be acknowledged that little is known about how they work, in structural terms. The power to dismiss the CEO, to appoint to the CEO position, and to be responsible for stewardship of the company to the shareholders (or to other masters in public bodies, such as government departments, or funding councils, and regulators) are formally a board function. In reality, this falls largely to the chair, and is a source of power to holders of the office of chair in the organisation. Boards differ one from another, as chairs themselves indicate, and personal styles of chairs may differ: the chair works within a complex structure, where the balance of power may be mutable and dependant on factors which themselves change over time, but the role of the chair as, potentially at least, the most influential of board ‘power brokers’ is almost axiomatic. It is not merely in critical situations such as the replacement of a CEO that the chair is most powerful. The board chair’s ability to allocate chairs of key board committees; to chair the appointments committees for senior staff; to construct the board itself by chairing nominations committees and other key decision-making groups; to appraise other board members’ performance, are all sources of power to be used by chairs, as and when they see fit (Pettigrew and McNulty, 1998, ‘Sources and Uses of Power in the Boardroom’ in *European Journal of Work and Organizational Psychology* Vol. 7 No. 2). It is for this reason that chairs may be regarded as ‘the spring for shaping the board culture’, and though power may be substantially situational, the chair has ability to draw upon a series of instruments and to use them as user and broker of power in the company (Pettigrew and McNulty, 1995). Board culture, in universities, is itself interesting, as is the impact of board chairs upon it. Like other boards, the potential for difference between universities is substantial, as is the possibility for common approaches, possibly related to other experiences external to universities, or indeed to governors ‘going native’, as has been suggested (Bargh, Scott and Smith, 1996).

2.11 The Chair as the Residuary of Corporate Potential

In many of the factors, or concepts, contributing to the corporate chair's position, the rider can fairly be added, that the extent of a chair's influence depends upon whether the chair elects, or is permitted, in a combative sphere, to utilise weapons in his or her armoury. That they are dependent upon matters such as personality, energy, will, skill or situation has already been commented upon. When they can be and are used in combination, they amount to an armoury of corporate power. It is this potential, which is available to chairs should they choose to exercise it, which makes the position a unique one. It empowers the chair to act as the catalyst for change, or the preserver of conservative values; to draw upon external sources of power, such as shareholders or regulators; to offer incentives, rewards and sanctions; to mobilise power sources from within and without the organisation; and to determine how the vital CEO-board relationship will be enacted in practice (Pettigrew and McNulty, 1995). The chair then is the fount of residual power and influence in the corporation, here described as 'corporate potential', should he or she decide to draw upon these sources in the organisational context. In higher education, there are those who consider that this is less likely to be a real power, given the complexity of universities and the diffuseness in some organisations (often written into Charters specifying the relationships of court, council, senate, vice-chancellor, chancellor, amongst others) of organisational relationships. It will be for a study of chairs' roles to establish the degree of reality or fiction of the concept, and the difference, if any, to non-university board chairs.

2.12 The Domain of the Chair

The concept of the domain of the corporate chair was first used by Stewart in his study of chairmen and chief executives in the UK national health service (Stewart, 1991, 'Chairmen and Chief Executives: an exploration of their relationship' in *Journal of Management Studies*, 28, 5 September 1991, p.511-527). In looking at the district general managers and their board chairs, he concluded that each had a distinctive 'domain', which is in part the core of their job, with 'intersections', 'complementarities', and 'overlapping domains'. Clearly this uses the term in a very similar way to that developed in this thesis, but in a general manner, without considering the nature of the domain relationships, in practice.

The domain, if it is to have utility as a term, needs to take into account the nature of the social entities themselves, and here Wenger's study of "communities of practice", being neither individuals or social institutions, provides a useful conceptual framework for social participation, unbounded by constitutional arrangements (Wenger, 2006, *Communities of Practice: Learning, Meaning and Identity*). Thus freed of more formal distinctions, it enables us to consider chairs and others in relation to their activities and experiences, and moreover, collectively as a community, defined by practice, and with discontinuities with others, forming boundaries. These boundaries may be signalled by boundary objects, coordinating perspectives of the communities, which can take the form of processes and functions, in a very flexible manner. This very flexibility, transcending constitutional forms, suggests the sort of framework into which chairs collectively can be placed.

The notion of boundaries, and boundary issues are themselves important in considering the domain of the chairs, accepting Stewart's hazy notion of an area where the job holder acts as if he had responsibility. From an organisational perspective, Santos and Eisenhardt consider these to be a central phenomenon, based upon identity, with transactions between organisational structures, legal and formal and with boundaries of power reflective of organisations as a whole. They also introduce the concept of permeability of boundaries, with increases and decreases in influence, something which clearly chimes with the notion of the chair's domain in a developing, but competitive terrain, mentioned elsewhere (Santos and Eisenhardt, 2005, 'Organizational Boundaries and Theories of Organization', in *Organization Science*, 16(5) September - October 2005, pp. 491-508). Another perspective on boundaries is provided by Paulsen and Hernes, emphasising the ubiquity of boundaries in organised life, and boundary setting. Most importantly, they demonstrate that boundaries are often assumed to be stable but in fact are constantly changing within social systems. This is something which itself is redolent of the properties observed in the domains of key actors within the shifting terrain of university governance (Paulsen and Hernes, 2003, *Managing Boundaries in Organizations: Multiple Perspectives*).

Each of these are reflected within the concept of the Domain of the Chair which is used in this thesis, to recognise the notion as something more than a constitutional definition, but a live, evolving phenomenon.

2.13 Concepts and the Chair's Role

What conceptual framework will cope with the role of board chair, in a corporate governance arena dominated by the pragmatic, the prescriptive and (where it can be discovered) the descriptive, and where conceptuality is an illusive if not chimerical, objective? One approaches corporate governance from a 'top down' perspective, the other from a 'bottom up' viewpoint.

The 'top down' approach is exemplified in the work of Banaga, Ray and Tompkins. Though emphasising that their methodology is grounded in an accountancy approach, they draw a 'conformance-dominated' governance model, with the board seen firmly as part of an internal regulatory system, relating to an external regulatory system of shareholders etc, and to internal control systems for conformance. They seek to relate and reconcile to a leadership model in management for the 'performance' elements of the corporation, developing the core business of the enterprise, with a dominant coalition balanced against an external environment, and corporate culture, in what is described as an integrated conceptual framework. Boards confront this by facing 'the paradox of control', which they see as being secured through financial performance and control systems (Banaga, Ray and Tompkins, 1995, 'Conceptual Framework for Corporate Governance and Effective Management' in *Corporate Governance* Vol. 3 No.3 July 1995).

A second approach is to follow the case-study based approach of Pettigrew and McNulty (1995) and which we may describe as a 'bottom-up' methodology. In this approach, their study of part-time board members in the top 200 industrial and commercial firms has yielded much valuable information on the activities of what they describe as 'managerial elites' including in this term boards and their directors. Commencing from their definition of power, in terms of the ability to produce intended effects in line with one's perceived interests, its situational (and therefore dynamic and unstable) nature, they then subject the data to a tripartite analysis. This indicates context and structure; related to power sources; and to will and skill. The exploration of the three main areas through interview with board members, is conducted in the context of the (largely prescriptive and descriptive) literature on corporate governance, and subjected to qualitative analysis related to the available perspectives. Such a 'bottom up' approach is rich in exemplifications - the essence of qualitative studies - and reveals sources of non-executive power catalogued

through their interviews, both those internally generated and those external to the particular company environment. The stress which they place on the interconnected features of structure and context shaping the non-executive director role, then is moderated by reference to the use of organisational power, through will and skill. Tension-producing paradox is noted here, an interesting notion shared with the Banaga and colleagues study (1995), though approached through a different perspective, with successful alliances at board level dependent upon both strong leadership and multiple entrepreneurs. For the chair's role, this approach is immediately applicable - boardroom power is live, and the behavioural dynamics observed by Pettigrew and McNulty apply to the chairs. Nevertheless, the approach offers, through its stories and mini-case studies, a real and meaningful opportunity to explore hypotheses and to develop concepts. Its success depends of course on the continuing ability of researchers to obtain studies of board behaviour which may be more than anecdotal, may be triangulated for validity, and may build upon past work for a substantial corpus of evidence to emerge from which meaningful conclusions may be drawn. Perhaps as important is the fact that this approach offers a perspective for the viewpoint of the principal actors on how they experience their role, incorporating the advantage of ethnographic/case study methodology as a means of theory-building, and 'telling it as it is'.

The two exemplified approaches to the study of chairs, provide some reason for optimism, in conceptualisation of the corporate chair's role and function, in an area, as has been said, hitherto dominated by the prescriptive and the descriptive. The Institute of Directors' 'instruction-manual', 'how-to-do-it' approach to the chairs' job (Institute of Directors, 1996, *Good Practice for Directors - Criteria for NHS Boards*), like that of Cadbury's more personal, informed insider's view of the role (Cadbury, 1995), provides useful framework-setters, but are really no more than that. Despite their authoritative tone, they are a starting point, nothing more. For university governing body chairs, they provide useful evidence of external comparators of performance, to be taken with the caution arising from previous comments about the particular attributes of their organisations, as well as those shared with corporate bodies generally.

This is of course far from a conceptual framework, and can only contribute to the building blocks upon which such a framework might be ultimately constructed.

It cannot be predicted what will emerge from further studies, but for those whose professional lives are in the world of corporate governance, it sometimes feels that Keynes' adage that 'practical men, who believe themselves to be quite exempt from any intellectual influences, are usually the slaves of some defunct economist' (Keynes, 1936, *The General Theory of Employment, Interest and Money*) can be adapted quite easily to the corporate arena. The position of chair is altogether too important to be left to individual memoirs and journalistic descriptions: the 'practical' is greatly in need of conceptual underpinning. This provides the context of this study of university governing body chairs, as a contribution to better understanding of these important positions.

Chapter 3

Methodology

3.1. Choice of Research Methodology

A key decision in this research was to use qualitative, rather than quantitative methods. Quantitative methods by questionnaire survey had been very successfully deployed in the study of higher education governors by Bargh, Scott and Smith (1996), together with case studies, to examine amongst other matters, governors' backgrounds and perceptions of higher education, the selection and appointment of university governors, the roles and organisational structures of governing bodies, the processes of governance, including rules and decision-making, and the identification of key agents, as well as the development of hypotheses concerning changes in patterns of governance of higher education.

A significant outcome of this study related to governing body chairs, who by definition were much smaller in number, and had emerged as key agents in governance. Largely through the work of the Committee of University Chairmen (CUC), they had begun to be recognised as substantial figures in university governance, whose work was endorsed by the Dearing Committee, which confirmed simply but tellingly that "the appointment of a person to chair the governing body is obviously crucial" (NCIHE, 1997, para. 15.47, p. 240). To explore in detail the role and function of university chairs necessitated "getting inside" the subjects being studied, and drawing out themes and interpretations, which demanded methodology related to subjects' lives, experiences and behaviours, as well as organisational functioning and social and cultural phenomena, for which qualitative methods are most suitable (Strauss and Corbin, 1998).

Such methodology demands that the researcher acts as the primary instrument in data collection, and the approach chosen was in-depth interviews, dialogue with subjects of shared experiences, and in this case utilising my own expert knowledge as a practitioner-turned-researcher in higher education with over 20 years experience of university governance and still actively engaged. In my case, as a University Secretary who has worked in three post-1992 universities and with numerous chairs, governors and senior staff, as well as having provided advice and consultancy to

others, it was particularly incumbent upon me to recognise and address openly the preconceptions that I brought to the research. My professional experiences in a participant role within senior management and governance brought the potential danger that the research would be ‘contaminated’, albeit unintentionally, by the views and opinions developed as a consequence. In particular I was aware of the potential pitfall of ‘monocular vision’ or bias, of seeing and interpreting the world through the narrow professional perspective of a university secretary, obscuring other views essential to the development of a complete picture. The challenge to me was to ‘suspend belief’ and to explore as closely as possible the realities beneath previously-observed occurrences and to search for hitherto unobserved and even undiscovered phenomena.

In practice this proved far less problematic than originally conceived, because despite my own extensive experiences, such was the variety of chairs and others that I had worked with, that I had - to my frustration - been unable to arrive at conclusive views about the fundamental relationships and functions which could assist in understanding chairs’ roles.

My search for convincing explanations of phenomena was helped by my personally sceptical attitude (a) to much previous related published work on higher education governance and management (see 3.12 below) and (b) to management ‘folklore’, as Mintzberg (1973) has noted. I have also heard many ‘urban legends’ of dubious validity in respect of higher education, and considered it necessary to investigate and where appropriate, challenge them through empirical research. Moreover, the stage I had reached in my professional life meant little chance of career ‘fallout’ from the findings and conclusions of the research.

An acute awareness of the issues that I personally had to address was beneficial in another way, namely encouragement to exercise care in choice of a robust and defensible research methodology, which is described in some detail below.

My particular concern was to gain access to the more confidential aspects of the chair’s ‘work and world’ - certainly the most important and interesting of prospects - where a confidential interview with a researcher who was an experienced senior manager, prepared to provide suitable anonymity undertakings, was likely to be able to elicit high-quality data, and to probe and capture the insights of the

persons most involved, the chairs themselves. The chairs and other actors in university corporate governance working closest to them in, or close to, their sphere of operation were in a unique position to portray their work, and to provide first-hand perceptions of what I came to call their 'domain', within a still relatively little-known aspect of university operations - governance and governing bodies. Moreover, at its most critical points (known examples of which were decisions to appoint a new vice-chancellor, or to intervene in high-level strategic decisions) the role of the governing body chair is wholly confidential, secretive and rarely publicly acknowledged. The implications of this for the selection of the research instrument are considered below.

3.2. Access Issues and the Choice of Methodology

Researching the field of governance is problematic, and the research design of this research was governed, in substantial degree, as I have explained, by the need to overcome difficulties of access to boardroom elites and to meaningful board-level interactions. McNulty and Pettigrew (1999) in their seminal research into corporate governance in the private sector, noted that because of access issues, there was considerable knowledge of who sits in UK boardrooms, but much less known about what they do. Another and contemporary study explains that "boards are notoriously difficult to study. Of all the major institutions in society, they are probably the most closed. Few board meetings, if any, are open to the public and it is seldom that outsiders are invited to attend. Hence, little is really known about how and why boards make decisions" (Leblanc and Gillies, 2005, introduction p 1.). Charkham similarly confirms that precious little is known about directors and boards (Charkham, 2005). This is because secrecy has been, is and probably will always be a key feature of boardroom operations in any sector, and acts as a barrier to research, particularly when it focuses on key officeholders, and their relationships to others, who have much to lose by an exposé of what McNulty and Pettigrew characterise as 'power brokerage'. Pfeffer (1975) commented perceptively that in the context of higher education as well as elsewhere, "power is often exercised most effectively when exercised unobtrusively".

Within higher education, the paucity of detailed empirical evidence of the work of corporate governance elites signifies that the issue of access is no less

important, or problematic, since governing bodies are formally tasked, amongst other matters, with the determination of some of the most sensitive issues of policy and of the appointment, determination of performance, and pay and dismissal of the most senior staff. As a result, with certain exceptions, notably Bargh, Scott and Smith's *Governing Universities* (1996), the corporate governance of contemporary higher education has had to rely largely upon the memoirs of significant players reflecting their own experience, plus published evidence from secondary sources, such as public inquiries, e.g. Shattock's *Good Governance in Higher Education* (2006). Persuasive and influential though this work is, it is not grounded in comparative studies of governance behaviour, and constitutes essentially what Glazer and Strauss refer to as "armchair theorising" (Glazer and Strauss, 1967).

The issue of confidentiality is intensified when applied to the most senior of elite members in corporate governance, the chairs, hence Owen and Kirchmaier's (2006) note that "Naturally, access to chairmen is restricted" - a good reason why few empirical studies of corporate chairs have been undertaken, and none of university governing body chairs. Moreover, even when, as in Tomkins' single study case of Bath University's governance, it was possible to observe the working of the university governing body, it is obvious that much of the real work of governance is undertaken in confidential subcommittees and working groups, and informally outside of bodies altogether. Tomkins himself warns of the limited utility of such an exercise, not least of which is the understanding of cognitive processes of governors who say little at formal meetings (Tomkins, Vass and Brigley, 1998). This was also evident from the Leblanc and Gillies' 2005 study of corporate boardrooms generally, quoted above. As an experienced senior member of university management myself, and having worked closely as university secretary with chancellors, vice-chancellors, chairs, senior lay governors, staff governors, senior managers, student leaders and many others, I was able personally to endorse the limitations of such methodology.

I therefore concluded that the most appropriate methodology was to gain direct access to chairs and other senior actors in university governing bodies using my advantage of thorough familiarity with, and understanding of, the field of governance and senior management work. I therefore felt well-equipped to undertake "insider research" needed for the project, and was confident that my own status, maturity and experience of 30 years in higher education, would help to

facilitate both the access and the interviews themselves. This is an issue of some significance in researching high status occupations, as noted, e.g. by Burgess's field research methodological study (Burgess, 1984, Chapter 5 'Interviews as Conversations'). Through dialogue with the senior governance actors in universities, I was sure that I could obtain unique and high-quality data, unmediated and unfiltered, on the role and performance of governing body chairs.

3.3 Obtaining Access to Chairs and Senior Governance Players

Although I was known to, and had worked with a number of governing body chairs, vice-chancellors and senior university management staff personally, and had myself held national office in professional groups, nonetheless I considered it very important to obtain the endorsement of the CUC, before approaching potential institutions and subjects. Thanks to the good offices of the CUC Secretary and the warm support for my research by the then chair of the CUC, when I later wrote to university chairs, vice-chancellors and registrars to seek their participation in my research and describing in detail the aims of the project and how I proposed to conduct it, I was able to refer to this endorsement. Providing undertakings of anonymity was important to the success of the project, as noted particularly by Leblanc and Gillies' corporate governance study (2005). Registrars were particularly key to the success of the project, in assisting the identification of interview subjects within the specified categories, helped by the fact that I enjoyed comparable status to them within my own university.

3.4. Pilot Studies

Notwithstanding my confidence in the research instrument that I had selected, familiarity with governance work, and some familiarity with research interviews for previous postgraduate Master's study, it was important that I conduct pilot interviews to assist in the refinement of my data collection plans, the content of the data and the procedures that I would follow. The pilots would be used formatively to assist in developing and refining relevant lines of question, as well as needing the conceptual application to the research design. They were not pre-tests, i.e. formal 'dress rehearsals' or test runs of finalised interviews, and subsequently, much work

was undertaken in developing and refining the semi-structured interview schedules used for the full research project (Yin, 1994, p74).

Two governing body chairs were selected for the pilot interviews. Both were experienced chairs, one of a pre-1992 and the other of a post-1992 university. The latter was interviewed at a venue of his own choice, a local restaurant, and the former in the boardroom of his place of work. The questions I utilised for these interviews comprised 28 topic headings with lists of points, starting from the role and purpose of higher education in the UK, through to the role of the governing body, the role of the chair in relation to strategy, the educational mission of the university, major functions, most important tasks, critical incidents, personal skills, working relationships, and so on. Each interview was recorded and transcripts produced for subsequent analysis, and honing of the final questions to be used in the main study.

In terms of interview content, it enabled me to focus on the extent to which I could successfully engage in discussion and draw out important and confidential issues through a case study approach (which has particular strengths in this type of research), using my familiarity with university governance matters to build rapport with my interview subjects, none of whom I knew intimately. Apart from the general practice in interviewing, including use of small and non-intrusive electronic recording technology for myself as researcher, it also provided lessons in the importance of practical matters such as interview venues, including disruptions caused by other priority work for an interview subject, and the difficulty of interviewing a subject over luncheon, with inevitable disruptions caused by service and other extraneous factors.

3.5 The Research Interview Process

Following the pilot interview process, negotiations and arrangements for the research interviews proper were undertaken, and a considerable amount of time spent drafting, revising and re-revising the semi-structured schedules to be used. The full interviews were conducted between August and November 2002, with six interview subjects per university. Most interviews were conducted in the universities, two being held in the offices of the subjects away from the university, at their convenience. Interviews were between one and two hours in length and on

average took place over two days for each university. Each interview followed a semi-structured format, which was identical for each category of interviewee, with broad commonality between all, but there were some nuanced differences between categories, relating to the interviewees' area of knowledge (e.g. interviewees not on governing bodies were not asked detailed questions about governing body procedures, etc). All interviews were recorded and transcripts produced for subsequent analysis.

During the period of my research interviews, it was also possible for me to undertake a review and concise content analysis of governing body and major committee agendas and minutes for the last two years. This exercise allowed me to check out assertions by respondents on matters such as the time taken in meetings, the size of the agendas, and recurrence of particular policy items, as well as the chairs' and others' work commitments within the universities. This was supplemented by reference to published university histories, structural descriptions provided by registrars, biographical details of respondents from published sources (including *Who's Who*) and press cuttings relating to institutions. A further exercise was the observation of the major players 'in situ', to look for symbols of status, as usefully referred to in Pfeffer's *Power in Organisations* (1981), such as the important one of allocation of a chair's office in the university, the status ranking accorded to chairs by university staff, and even the familiarity of chairs with the geography of their university. An important methodological instrument was a post-interview self-reflective account completed immediately after the interviews at each university, for subsequent interrogation and validation of data emerging from analysis of interview transcripts, reflecting on the process in the institution, and the effect it had on me as the interviewer.

3.6 Post-Interview Review

A further useful device, before the completion of analysis of the interview outcomes, was an interview with another experienced governing body chair from a university not involved in the research project to clarify and check on some of the principal outcomes. The chair was a recently appointed chair of a post-1992 university and a former member of another post-1992 university. It provided valuable further validation opportunity, following broadly the content of the chair's

semi-structured interviews, and additional reassurance that these were not fundamentally flawed.

3.7 Case Study Methodology

The research design adopted was the case study approach commended by Yin (1994) and mentioned previously, comprising qualitative semi-structured interviews with a sample of chairs of governing bodies, the detailed content of which was, as I have said, developed and refined in the light of the experience of the pilot case studies. It was important that I should be aware of the potential weaknesses of this methodological approach, and the threats to its validity and reliability potentially contaminated by my 'insider' status and knowledge of the field - the other side of a coin which had enabled me to gain privileged researcher access. These include potential bias from my question content; response bias; the possibility of poor recall; and reflexivity - giving me what I wanted to hear, according to my own preconceived notions. I have generally explained my approach to control for such distortions, and particular concerns are addressed below.

3.8 Selection of the Interview Sample

Unlike a quantitative study approach, this qualitative study did not demand, nor did I attempt to draw a sample from the total population of university chairs. The main factors in selection of universities and interview subjects were therefore purposeful and strategic. The principal objective was to explore the research field in depth, rather than to attempt breadth of scope, utilising my own knowledge to maximum effect to illuminate key learning insights through detailed scrutiny, and to optimise triangulation within a small number of universities by obtaining multiple, critical perspectives by thorough careful selection of key interview categories designed purposively to provide contrasting/complementary viewpoints, and thus to test the validity of informant statements, by the building of complex portraits, of events, actions, patterns of behaviour, relationships and viewpoints. Diversity was an important strategic facet of this - in the universities themselves, and in the personalities and approaches to similar issues. It was reasoned that data richness, as well as the robustness of research findings, would be aided by subjecting the

individual “stories” to challenge from sources within their own university, but also by examining comparable situations, events and actions in other universities in the sample. According to the particular element of informants’ dialogue with me, it should be possible to establish contrasts and similarities of perspective based upon institution, category of informant, situational and other factors. At the same time, it was important that through the semi-structured format, I was able to pose probing questions, and to pull to the surface issues which might otherwise remain submerged. Convergences and divergences around particularly issues would be looked for, and tested within and between institutions and categories of respondent.

3.8.1 Selection of Universities

I considered that a reasonable representation of institutional perspective in depth could be obtained from studying four universities. It was important to avoid skewing a research sample of this size, by the inclusion of highly atypical institutions. The first criterion differentiated between pre-1992 and post-1992 universities. Although for some purposes, division of institutions along the former 'binary line' may be argued to be increasingly inappropriate, see e.g. *Patterns of higher education institutions in the UK* (2001), for the study of governance, this is potentially important. The post-1992 universities were established by the same legislation, with English institutions using Instrument and Articles of Government based on the same central government Department of Education and Science model, and a system of governance in common. Pre-1992 institutions, on the other hand, operate under constitutional arrangements laid down in and limited by charter and statutes approved by the Privy Council, or by Private Act of Parliament, but essentially grounded in a similar constitutional framework, with legal and operational differences, explained clearly in the *CUC Guide for Members of Higher Education Governing Bodies in the UK* (2004). The second main criterion was institutional size and complexity. A working assumption, based upon my own experience, was adopted for this purpose that the complexity of the activities of a university would be likely to be reflected within its corporate governance, so that the greater the number of academic subjects on offer and range of academic work, the wider the potential scope of the governing body. This argued for the inclusion of larger, more comprehensive universities and against small, specialist institutions where governance issues are potentially less complex in range. A third criterion was the location of the universities. Those located in large cities offered the attraction of

a substantial population hinterland, with more complex inter-relationship possibilities with the external environment - an area of importance to all boards and governing bodies. The 'civic'-type institutions, both post-1992 and pre-1992, therefore offered the range and mix of internal and external qualities that were more likely to represent differences more typical of most provincial universities.

For this purpose, I excluded Oxford, Cambridge and London universities from consideration because of the atypicality of their governance structures to those of the majority of UK universities. The former two retain essential features of a much older form of governance, largely excluding a lay element, as indicated in Moody and Eustace (1974), and Boone (2007). London University includes substantial self-standing institutions in their own right, with a complex internal governance structure unlike that of any provincial university. Using the HEFCE *Regional Profiles of Higher Education* (2001) publication, the largest group of the remaining 87 universities (leaving aside 27 London and two Oxbridge universities) was the 'Northern Group', self-selected by vice-chancellors, governing body chairs and registrars and secretaries of 58 institutions, including 24 universities. This was the basic unit from which selection took place, excluding the universities involved in the pilot studies, universities with which I was, or have been associated, and to be supplemented by institutions outside the region if necessary.

The sample of universities arrived at was two pre-1992 universities of 21,000 full-time equivalent student (FTEs) population and 11,000 FTEs respectively, and two post-1992 universities of 18,000 FTEs and 16,000 FTEs respectively - based in substantial cities in the North and Midlands of England. All were large enough to have a comprehensive range of taught course provision and research capacity, the latter of which was smaller in the post-1992 universities, as former teaching polytechnics. All chairs were members of the Committee of the University Chairs, and were therefore in receipt of the same CUC governance guidance, and all subject to the same national funding regime, the guidance in relation to funding, governance and other matters via HEFCE.

3.8.2 Selection of Informants

The purposive selection for categories of interview subjects was, as I have mentioned above, designed to provide optimal effective contributions from distinctive multiple perspectives, each important as sources of key information, from

diverse sources. In selection of categories, I reasoned that, as per Dean and colleagues (quoted in Hammersley and Atkinson, 1995) it would be likely to include those sensitive to the areas of concern emerging from a study, without the need to seek particular political or other viewpoints. So it proved in practice. The six categories of informant for each institution were:

- Governing body chairs - these are the principal source of life data on chairs, and the only valid source of information about their personal views on universities, contact and innovative governance, and their cognitive processes in respect of innovative governance and management.
- Vice-chancellors - the chief executives established from corporate governance literature to be the closest working colleagues/rivals of chairs, and potentially the most important source of data about the role of the chair.
- Senior lay governors - the deputy chairs, treasurers, chairs of finance or audit committees, all holding senior governing body offices, often long-serving with experience of one or more chairs and vice-chancellors, and of necessity working closely with chairs on the governing body.
- Registrars - key informants as secretaries to their governing bodies responsible directly to them, though also senior managers, and formally responsible to their Vice-Chancellor. Responsible for the records of their governing body.
- Elected staff governors - academic and non-academic members of their governing bodies, representing staff beyond their Vice-Chancellors' management teams.
- Senior managers not on the governing body - Deans or Directors of academic or management units with substantial responsibility at upper levels of management, but outside of the Vice-Chancellors' management teams.

Within each of these quite distinctive spheres, the outcome was as I had hoped, achieving a considerable diversity of experience and perspective. There were chairs who had been in post for a long time, and others who had been in their job for a relatively short period. There was a good proportion of men and women amongst

my respondents (17 were men and 7 were women). Staff governors were drawn from teaching and non-teaching staff. Vice-chancellors ranged from one who was on the point of retirement to one who had been in post for only two years, and this was also the position in relation to registrars. Senior managers represented those in charge of large academic units and one who was in charge of a substantial professional function. The scatter of diverse elements was fairly equally distributed between the four universities. As Chapter 4 (Who are the Chairs? Routes to the Office of Chair) signifies, universities were not pre-selected on the basis of known or even suspected 'issues' before them - so that salient issues, and what I have called 'mini-case studies', emerged from the interviews. Sometimes these were quite distinctive to one institution, and others were more common. The methodology chosen for the interviews was designed to capture these differences and convergences: the interview design itself, using semi-structured questionnaires whilst giving structure to the outcomes, allowed very adequate opportunity for respondents to respond in an unconstrained manner.

3.9 Issues of Anonymity

The sensitivity of the confidential data sought in these interviews, which as mentioned were taped and transcripts produced, necessitated guarantees of anonymity for interviewees, many of whom are still active in their universities. Provision for anonymity has been made to prevent identification, but without loss of the essential qualities of the persons, institutions or events. The names of the chairs have been changed, as has the gender of those interviewed where this would be likely to point to the identification of particular individuals. Personal biographical details of the chairs have not been amended, but have been expressed in non-specific language, again to frustrate identification. Institutional profiles, whilst accurate, are sometimes expressed in more general terms than would otherwise be the case, for the same reason. Where capital investments have been mentioned, for example, these have been expressed as orders of magnitude, rather than the precise sums my informants mentioned. Similar care was taken over events mentioned in the mini case studies which form an important part in the narrative. The occurrences were all factually as described, but have been designed to conceal the identities of the persons and institutions. Neither were any of the events mentioned to me

excluded selectively because of such issues. There is thereby some loss of data quality, but care was also taken to retain the essential qualities of persons, events or institutions under consideration. The quotations from respondents are their actual words, taken from transcripts of interviews, with substitutions indicated where they refer to identifiable persons, and omissions of named individuals, events and institutions. Interviewees were offered the opportunities of receiving anonymised transcripts to check or to retain, but none requested this, and the matter was not followed up.

The loss of data quality means that on occasion, the significance of a particular event, for example, may be less evident to the reader than it was to me. Here, I hope the quotations from participants in the events, or those observing them, and the language in which they expressed them, helps to redress the balance by signifying the importance ascribed to those events by a range of informed insiders. The triangulation process in data analysis was an important means of ensuring that no one mini case study event described here relied upon only one informant, and this assisted in ensuring accuracy, as well as in the weighting of the event in terms of significance for individuals and institutions. It is judged that these aspects of the research design and conduct minimised as far as reasonably possible the adverse effects on data, whilst providing the protection of anonymity in line with my initial undertakings to informants.

3.10 Data Collection and the Role of the Researcher

In the use of qualitative research methodology, it is necessary to incorporate safeguards against researcher-induced bias within the research design, during the data collection, data analysis, and data interpretation phases of the investigation. The particular issues which this research project faced were those which paradoxically were also substantial sources of its strength: namely the possession of prior, expert knowledge by the researcher as a practitioner of long standing in university governance. An important aspect is the need for awareness of potential pitfalls from the outset of the research, and a commitment to address, through the research methodology, the problems most likely to arise. Paragraph 3.1 indicates the general approach taken to ensure that this issue was satisfactorily addressed, and successive paragraphs outline the measures carefully adopted in the research design to reduce

the importation of researcher (or other) bias. Here I indicate particular safeguards incorporated into the data collection and analysis process. In the following paragraph I address matters of data interpretation.

Data collection in qualitative research can introduce bias, by prompting responses during interviews, or by reacting favourably or unfavourably through body language to their responses. The safeguards incorporated in the research design against the introduction of such research-induced bias were several-fold.

- (i) Respondents were all substantial figures in university governance in their own right, with strong views on the issues under discussion. The capacity of any interviewer, to introduce personal bias is considerably reduced when faced by respondents of such quality.
- (ii) The introduction of diversity of respondent category as an objective, ensured that any element of unwitting bias introduced by me as an interviewer was more than offset by the diversity of views and perspectives from other interviews. The element of triangulation of perspectives within the research is a substantial one, assisting in dealing with threats to validity through interviewer bias.
- (iii) The use of semi-structured schedules as guides to the interviews introduced a structure, which without being rigid, imposed limits on the ability of myself as interviewer to depart radically from the script in pursuing personal agenda issues, though the respondents could exercise more freedom, through responses to 'open questions'.
- (iv) The production and retention of recordings and transcripts of all interviews facilitated analysis, to check for unintentional bias.
- (v) The production following each institutional interviews of a reflective account of the process, including the reactions of individuals, enabled an 'audit trail' of the processes of interview to be kept, and referred to.
- (vi) My particular awareness as an interviewer of the need to "suspend belief" in the area of my own personal knowledge was, paradoxically, a commitment more explicit than might otherwise have been the case had I been less expert.
- (vii) Explicit reference to respondents and their views is made throughout this thesis, including appropriate comment on the manner of their responses, and

throughout the project, the notion of “contested domain” of governance was clearly identified.

(viii) My personal ethical and professional commitment to the project was to reveal what is happening, rather than to introduce extraneous and irrelevant opinion, particularly my own. I have indicated in 3.1 above a little of my personal history, and my awareness of the particular matters necessary for me to address. This is enlarged upon in paragraph 3.12 below.

3.11 Data Analysis and the Role of the Researcher

The process of data analysis that I adopted was initially to prepare from the transcripts of interviews a case study draft report for each university, under the subject headings used in the semi-structured questionnaires. This contained significant quotations from all respondents, describing convergences and divergences of view throughout. This was interrogated by reference to fieldwork notes, descriptions of interviewees, and my post-interview reflective account of the interview process, completed for each institution immediately after the interviews. This built a fairly comprehensive and complex institutional summary of up to 30 pages for each university. It included commentary on particular institutional issues, commentary by respondents on universities generally, and their comparisons with non-university institutions, on personalities, values etc. Where appropriate, and for comparative purposes, the summary included introductory reference to the formal position for universities as a whole, from official sources. The strength of this document was the use of significant quotations to allow the authentic voice of the respondents to emerge, telling their story about their chair and their university - to “let the data speak for itself.” There was an attempt on all major issues to use key response phrases, wherever possible, to identify and validate authentic responses, weighted according to respondents’ rather than researcher’s judgement. Space considerations precluded more extensive use of this material. Each institutional summary is filed in one large file containing transcripts, fieldwork notes, post-interview reflective accounts, biographical and other material about the University, and correspondence in relation to the interview process. These were used as the fundamental sources of data for subsequent analysis.

The next stage in the process was to subject the institutional profiles to what Corbin and Strauss refer to as “microanalysis” (Corbin and Strauss, 1998, Chapter 5), of all examination and interpretation of data from interviews, field notes, written material, and published references. This involved particularly: (a) subjecting informants’ statements to interrogation by reference to other informant accounts, of particular incidents, events, actions - of themselves and other actors in the corporate governance of their university; (b) examining informants’ interpretations of incidents, events, and actions - their own and other actors; (c) identifying potential 'mini-case studies' for subsequent reference, and potential general applicability to universities; (d) as researcher, to draw upon and allow an interplay of my own knowledge and the data from interviews and other sources, to verify as objectively as possible their statements, (e) to commence the process of “theoretical sampling” - purposively looking within the data for instances of similarity or difference - between universities, categories of respondent, similarity of events - and making preliminary deductions in relation to causality.

This was a key process, necessary to draw out the mini-case study material, which was rarely presented in such form by my respondents. Rather, it was a matter of patiently piecing together parts of the stories involved to make a whole, and to subject them to further testing. The mini-case studies were not preconceived, each one emerging from responses to questions, and virtually self-selected for inclusion, so that material in each major area was accompanied by case study illustrative matter. No case study material was omitted where there was substantial information.

A third stage was to interrogate different profile data by reference to published accounts of university management and governance, by reference to governance material generally, emerging during the period of analysis. The process involved conceptualising events and happenings through comparative analysis, and effectively coding under headings established from the semi-structured questionnaire.

Arising from this activity was the production of comparative accounts using the institutional profiles as primary source material, with reference back to transcript statements for verification purposes, to arrive at some consolidation of individual accounts under the fundamental headings of the semi-structured questionnaire

format. These were initially anonymised, without reference to people or universities except in code. This was later revised to include names and institutions, to facilitate clear and open identification and verification of data, and outcomes. Throughout the stages of analysis, reflective commentaries were produced to identify and test issues and preliminary conclusions, and to relate them to contemporary developments in corporate governance where appropriate.

The final element of analysis was to arrive at conclusions and write up, following a process of review, checks and challenge by my research supervisors throughout the data analysis.

3.12 Validity and Reliability Issues Generally

It is legitimate and proper to address the validity and reliability concerns in relation to this, as with any other qualitative research. The first is whether I am measuring what I am purporting to measure, and the second whether the conclusions would be the same if the research is replicated by another researcher. In terms of validity concerns, I hope that it has been possible to establish the trustworthiness of the researcher, an important aspect of methodology dependent on the researcher as the primary source of data. To support this, triangulation methods have been extensively referred to, both in terms of the research design and its conduct, including interviews, observations, and secondary sources, including interrogation of the research outcomes using sources published during the period of the research.

The choice of chairs plus other respondents from distinctively different areas of university operation were a particular means adopted to achieve triangulation and verification of data, and to enable comparisons of viewpoint to emerge. Early response filing was adopted showing “chairs’ viewpoint”, “lay governors’ viewpoint”, “registrars’ viewpoint”, etc, across institutional boundaries to facilitate comparisons by category of respondent, and thus to test for individual participant category responses. These could be then set alongside institutional profile responses to elicit contrasts and comparisons. The alternative perspectives are visible in the presentation of material within the thesis, not artificially imposed, but allowed to ‘surface’ naturally, as the analysis of data unfolded.

The extensive 'audit trail' of process, decision-making, and evidence has been referred to. In relation to reliability issues, an explanation has been provided of the focus of this research, my own role as researcher, the reasons for the subject selection, and the context in which data has been provided and collected. The purposeful and strategic objective of institutional and subject selection has been provided, together with a detailed account of the transactions and processes followed, to permit comparison with other research subjects. Triangulation methods of data collection and analysis have been provided, and the analytical process described above. Full details of the process, including the maintenance of detailed handwritten notes, transcripts and original recorded conversations are available, as are all semi-structured questionnaires, for replication. Above all, through the extensive use of informant quotations, an attempt was made to allow the data to speak for itself, insofar as this is possible, and for interpretive elements to be clear.

It is worth recognising here the means adopted to deal with elements of potential bias arising from my own position as a senior manager in a university, possessed of expert knowledge in the area of university governance. The advantages of this have been indicated – access, shared vocabulary, seniority – and in an ability to approach the task with some sophistication. From the very first consideration of the project there was explicit recognition of the possible downside of this - that I might consider that possession of expertise signified knowledge of 'the answers', for which I might unconsciously be seeking corroboration through this project. Controls which were incorporated in the research design indicated above, and elsewhere in the text of the thesis, ensured validity and reliability and were also designed to address the risk of researcher bias. Explicit triangulation of six distinctive categories of respondents in each of the four sample universities provided a rich diversity of views and further minimised researcher bias within the analytic categories adopted. Semi-structured interviews carefully constructed and administered to elicit views on the chairs, not on other categories of informant - notably in my case the registrars - provided further measures. The use of direct quotations from the interview data to enable the voices of individual respondents to emerge wherever possible, unmediated by researcher comment, added an additional layer of protection against researcher bias.

Arguably most important of all, however, is the explicit ethical commitment of the researcher not to permit personal preconceptions to distort the research; and at

each stage of the research to adopt measures appropriate to ensure its proper conduct. My stance was clear, and may be inferred by reading the thesis. I am concerned that discourse (academic and policy) on university governance has been of a rather descriptive nature, based more on informed practitioners' accounts than on empirical research. I believe that universities, as subjects of social enquiry, do not deserve 'special' status in the sense of exemption from rigorous social science research methodology, however uncomfortable that may be. I am above all committed to illuminating to public gaze areas of arcane knowledge, formerly the preserve of a small number of initiates - be they chairs, vice-chancellors, registrars, deans, staff governors, lay governors or other category of governance actor, or observer.

This commitment has been explicitly maintained throughout my research project as a key to addressing my own bias and is carried through to each successive stage.

3.13 Generalisability

The choice of qualitative research methodology and the reasons for its selection and conduct are indicated in 3.1 and successive paragraphs above; paragraph 3.12 deals with validity and reliability issues generally. The objective of the research, and outcomes of such a methodological approach, is richness of data - in this case in an area where no empirical evidence has previously been available - and in the significance of the research outcomes. Nonetheless it also imposes a need for care over the generalisability of the conclusions drawn, beyond the sample institutions to the sector as a whole: these are reflected in the appropriately cautious claims for generalisability made in Chapter 7.

Chapter 7 particularly notes (paragraph 7.1) the existence of other sources of influence - beyond and within governing bodies - on the complex entity that is university governance, and which were outwith the terms of my research enquiry. I have no doubt that these are worthy of further research, to challenge and complement the conclusions that I have arrived at here and to complete a more comprehensive picture of university governance in the contemporary period.

Chapter 4

Who are the Chairs? – Routes to the Role

4.1. Introduction

This chapter profiles the governing body chairs in the context of their universities and their personal ‘stories’. Each university in the research has its own unique history, albeit that in constitutional terms, they operate within similar legal frameworks, within the UK's higher education environment. Each chair, too, has his or her individual biography and personality, which inevitably impacts upon the conduct of the office of chair, although, again, within the bounds of a broadly specified system of governance and the place of that office within ‘the system’ and the office’s domain.

This research, as with any ‘snapshot’ study of universities at any one time, shows institutions at different points in their particular cycle of development. The responses of their academic, management and governance representatives and the systems, processes and personalities involved within them reflect institutional reactions to the external and internal environments in which they operate.

This study of governing body chairs examines their similarities and differences, attempts to identify underlying themes, and to explore the existence and nature of a ‘chair’s domain’, in relation to those of other major higher education corporate governance players. We start therefore with brief profiles of the universities studied, and their chairs, to introduce them and to provide context for the later chapters that examine in detail the nature and character of each chairs’ domain, and the chairs who occupy those domains.

There is a methodological rationale, too. Chapter 3 has described in some detail how the research was explicitly designed to interview senior governance players with similar, if not identical positions within the universities, and sought to provide some comparative perspectives. It is perhaps inevitable that some of the contrasting institutional perspectives can become blurred, and the individual voices of categories of respondent confused, in hearing the responses of each category articulated. The demands of concision, not to say the sheer tedium of repetition, requires such treatment, but the danger is obvious: it is that of imposing an artificial uniformity as an artefact of the research design.

To offset this danger, and to assist in maintaining institutional and chair identity, I set out below some salient features of each case study university and each chair for reference, and to help relate the outcomes of the data emerging later from this study to individual institutional and personal chair backgrounds.

Of course, there is another important reason for looking at the personal history of the chairs in context. It is to assist in the task of identifying the extent to which this prepared them to undertake the duties of governing body chair; to view the various expectations of them in the conduct of their office; and to assist in interpreting the subsequent explanations of their activities as chairs. The profiles therefore incorporate some reflections on these matters. Where these reflections include comments that seem more appropriate to the concluding chapters, I ask readers to note, to suspend judgement and test the comments against later evidence from the research.

A final reason for the exercise is to extract, from the institutional and personal stories, themes and issues that can shed light on the interview data, to assist in mediation of that data by the reader and to avoid important aspects of the research being overlooked or sidelined. A warning: this chapter does not conclude with a heading 'Themes and Issues', which are neatly and precisely followed through in Chapters 5, 6 and 7. Rather, it ends with some more modest conclusions, as befits its place in the research.

4.2. The Universities and Chairs in the Research Sample

Four university governing body chairs comprised the main subjects of the research: two were from pre-1992 universities ('old'), and two from post-1992 universities ('new'). Chapter 3 (Methodology) details the criteria for the selection of the particular universities including size and comprehensiveness of their academic programme; comparability of institutional 'type'; and exclusion of Oxbridge and London Universities as 'non-standard' by most criteria.

A feature of the sample selection was, as mentioned above, to seek diversity of experience and perspective so as to facilitate comparisons of governance practice in respect of chairs, across a wide and differentiated higher education sector. The selection criteria did not, explicitly or implicitly, include 'known' strategic, policy or

constitutional issues currently being faced by any of the institutions. What transpired from the research itself was that each had indeed faced such issues, which emerged strongly, assisting to illuminate aspects of the chairs' domain as they became visible.

4.2.1. Case Study – Old University 1

4.2.1.1. The University

The university was a large and ambitious 'civic' university, given its royal charter in the late 19th century, a member of the Russell Group of research-intensive universities, committed to the pursuit of learning through research, scholarship and teaching. It was located in a large site at the heart of a large city.

Its students were studying predominantly full-time in over 11 subject areas, including humanities, science, social science and medicine, representing strong links with education and training for the professions. Although not the largest in student numbers in its region, in terms of income it earned substantially more than any other university there, and had collaborated actively with other nearby universities.

What could be discerned from the study was a university with a proper sense of its own worth, and its importance to its city and region. Nevertheless, when the chair took office, it was facing a massive decision in relation to its institutional structure and size, and there was uncertainty and dissatisfaction amongst its leading staff at the inability of the university to enhance its future research standing, and recognition of the need for change to address this. At the time the research took place, the university had, in response to its perceived challenges, embarked on a project of strategic institutional change and expansion, which would affect all areas and aspects of its structure, governance, management and operation. This was explicitly to answer critical development demands and its growth trajectory, affecting its significance as a major research-based institution.

Its current vice-chancellor was of long standing in his office and of national repute, having been appointed by a governing body led by the current chair's predecessor.

4.2.1.2. The Chair

Brendan, chair and pro-chancellor, chaired a governing body of 30, with several sub-committees. The university's governing body had recruited him four years previously, as its next chair-elect, rather than being elected from amongst lay

members, which is the more usual means of appointment. (CUC, 2004, para. 2.16 and 2.37).

A search committee had been formed to find a successor to the previous chair. He was a distinguished national figure in a profession and in higher education funding matters, as well as a major figure in city life - according to the senior lay governor interviewed in this research “a local business person interested in universities and devoted his life or part of his life to that”. However, he was coming to the end of his normal period of office.

The vice-chancellor indicated that “We looked around for a distinguished person who was willing and had the time to be chair: a number of names were considered and Brendan was short-listed”. Brendan explained with engaging candour that “I think (the previous chair’s) natural successor was somebody - who happened to be one of my closest friends - who didn't want to do it” so Brendan himself was identified by the chair of the search committee as “somebody, I think, who has the skills to do it”.

Brendan was also “by chance” (his words) a friend of the university’s vice-chancellor - and of the deputy vice-chancellor. The senior lay governor interviewed confirmed that Brendan’s appointment “came about because he is local, and the reality is probably that he is also very well known to the VC and other members of the governing body, I would say principally the VC. The upshot is we got another magistrate, part of the ‘magic circle’ (running the city and region) and he has turned out to be very good”.

Brendan had already served as a chair of the governing body of a national educational body and was the chief executive of a large, nationally-known firm in the city, a former national president of a professional body holding honorary degrees and fellowships from several UK universities. He named amongst his closest friends academics and university leaders. He therefore came to the job with a considerable body of knowledge of higher education, and took on the job because of “slight flattery, I suppose, plus the challenge. Everything that I could read and see suggested things were going to change fundamentally, and I like to change and I liked being involved”. In addition to friendship ties with the most senior management of the university, “I was very proud of the university: (a close relative) did her postgraduate (study) here”.

Brendan acceded to the chair, after a year of working as a member shadowing the existing chair. “I spent that year, which was very rewarding, listening more than talking - seeing a lot of the 'young thrusters' in the university, and actually looking at the way it was structured, which troubled me from the very beginning - not because it wasn't working well but one had to question whether that was what we need in the 21st century”. Moreover, despite his friendship links, Brendan clearly had independent ideas as to the needs of the institution, and its governance - some governors, he considered, “have behaved like governors of schools: I am afraid that you cannot run an organisation with 6000 staff and a turnover greater than a large airport as though you are running a school - it is a very different organisation.”

An urbane and friendly personality, Brendan was clearly both a powerful and subtle operator, well-informed about universities, equipped and determined to play a major part in implementation and management of the most significant changes that the university was likely to bring about in its recent history – and, as we shall demonstrate below, prepared to extend the domain of the chair in order to do so.

4.2.1.3. Case Study Notes

The current chair demonstrated an extraordinary level of commitment to, and knowledge of the university, grounded in warm family and personal links with the institution; and as a professional and community leader, he was an example of their civic pride in a major institution within the city in which he worked. He extended his knowledge of the university, after appointment, by direct discussions with academic staff, to arrive at an independent judgment of the institution and its needs.

The chair's recognised high personal community standing and professional status, accompanying his level of commitment, clearly made him a force to be reckoned with, and he quickly recognised that changes were needed in the university, and demonstrated a willingness and ability to exercise a leadership role, in response to these change needs.

The vice-chancellor's strong and outspoken defence of the academic domain, and denial of a legitimate governing body domain - with the sole admitted exception of appointment and dismissal of a vice-chancellor - was unique within this research. Recognising as he did the individual merit of his university's chair, the vice-chancellor also claimed implicitly to have embraced the chair within his management domain. In the practice of governance, however, he conceded

substantial domain territory to the chair, and expected his own successor to do so in the future.

The university was 'traditional' in its approach, with a considerable 'academic domain' largely occupied by powerful devolved academic units and the professoriate. The domain of the vice-chancellor was bounded to a considerable degree by this academic domain, which he influenced largely by persuasion, "carrying the institution with him", in his words, with financial and other inducements.

Decision-making within the university more nearly typified a 'shared governance' model: shared, that is, between chair/governing body, vice-chancellor/executive and devolved structures of the academic domain, with overlapping, mutable, domain boundaries - plus other external influences. Examples were: fundamental institutional decisions involving all domains; the chair's 'hands on' approach to pressing for university modernisation; marketing strategies; and influences on international strategic involvements.

The chair recognised the nature of the institution, and respected the importance of the academic domain, aiding and progressing strategy emergence and implementation.

The senior lay governor and other members of a governing body leadership group played an important role in governance leadership, assisting the chair to negotiate the boundary extension of his domain.

4.2.2. Case Study – Old University 2

4.2.2.1. The University

The university was a medium-sized 'civic' granted its charter in the 20th century but with roots dating back to the 19th century. It was situated in leafy outskirts, some 20 minutes walk away from the middle of a city once famous for the manufacturing industry that had prospered there. The university offered programmes in a range of subject areas, including social sciences, science, humanities and medicine. It was not a member of the Russell group of research-intensive universities, although possessing some distinguished research areas, and aimed to be a leading research and teaching institution, cultivating the links between research and teaching. Within its region, there were an almost equal number of

larger and smaller universities, although in terms of income it was (just) the second largest.

The university had always been considered an important part of its city, but there was a clear sense that the previous decade or so had seen a certain loss of institutional direction, and of competitive edge compared with some of its bigger, research-orientated universities in the region, and possibly in relation, too, to the growth of newer universities there.

This sense of malaise and drift had been accompanied, according to some respondents, by the tendency of a former vice-chancellor to spend much time away from the university on national business, and a previous chair of governors whose home and business was not in the city.

The university's current vice-chancellor had been selected by the governing body, strongly led by the current chair, to lead, re-focus and re-energise the university, and to increase its competitiveness. At the time of the research, he was about to be appointed for a second term to continue this work, which had been characterised by a growing reputation within the university for his vigorous development activity and a directive management style, something to which the institution had not formerly been accustomed.

4.2.2.2. The Chair

Hedley, chair and pro-chancellor, chaired a governing body of 32 members. It had more than 8 sub-committees, and five joint committees with senate. He had served the university for 10 years as a governor, the last four years as chair. He was a former managing director of a large, international manufacturing company based in the city in which the university was located ("chief executive of a £250m turnover company" was Hedley's own description of his work) who had taken early retirement at age 58, following a restructuring of his company, and the appointment of a new company chairman.

His predecessor as chair had also followed a distinguished career in an international manufacturing company, holding several non-executive directorships of many other companies. Hedley described his predecessor as "A very distinguished person: I don't think this was ever recognised, and I don't think that the former vice-chancellor did, either". However, when he had decided to retire from

the governing body, soundings amongst other members concluded that: "There was a feeling that the chairman before me was a sort of 'absentee landlord'."

The registrar confirmed that lay governors thought that "Outside the regular meetings of the governing body it was actually difficult to make contact with the chairman, and they sensed that such contact as there was between meetings, was VC to chairman. He was remote from the university and never became fully tuned in to it. The mood at the moment was that our preference would be to have somebody local involved and Hedley emerged as the natural candidate: he just impressed everybody with his command of the university".

The senior lay governor also confirmed this: "I felt that it would be appropriate to have someone who knew something about (the county), and its business, such as it is . . . I felt we needed probably somebody who knew something about the locality and who would be prepared to devote quite a lot of time, because of major issues that needed to be sorted out".

Hedley's route to the chair came via a period on the governing body. He had been invited by the vice-chancellor, though agreed to join only after some persuasion. "At first I said 'No, I didn't have the time to do that' - I was very busy occupied with my business. Eventually he prevailed upon me and I joined. There was the sense that the university needed the support and interests of people who were involved in business, or whatever, around the city".

From the start, Hedley had been very critical of the way in which the governing body functioned: "When I came along it was a (large) body of (over 50) people run by the very autocratic chairman. Before the first meeting there was a tremendous pile of papers (but the meeting) was all over in 50 or 60 minutes. I was gob-smacked actually". He complained to the vice-chancellor and chairman subsequently that it had not been necessary for him to read all the papers because there was no discussion of agenda items, and the meeting had served no useful purpose. "They looked slightly shocked" and subsequently they tried to stimulate discussion on issues in front of the governors. It was Hedley's wish to be an active governor because "If it had continued to go on like that I wouldn't have been able to continue with it, it was dreadful".

His appointment as chair occurred after discussion with the vice-chancellor, concerning Hedley's imminent retirement from his business occupation. "The next

thing I knew he was inviting me to become the second pro-chancellor in the university, as well as vice-chairman. So I said I would be happy to take it on, because I wasn't sure how I was going to spend my life". Within 18 months the governing body chair had decided to retire due to ill health, and Hedley was 'sounded out' by a member of the governing body committee formed to find a replacement chair having, according to the registrar, "impressed us by his contribution to the various committees; and when the moment came when we needed a new chair, was the obvious candidate from among the local people".

Hedley was a relaxed, affable and very intelligent man, who gave the overriding impression of immense commitment to the university, an admiration for the academic world, which was very different from that of his own business. He was disarmingly modest about his own intellectual attainments, which were not inconsiderable. He epitomised the spirit of the local business and civic leaders who had been responsible for the origins of his university. He had joined the governing body, he said, because of that "Civic pride, the sense that the university needed the support and interests of people who were involved in business or whatever in the city made me feel that it was something worth getting involved in."

Clearly, Hedley was an involved, purposive and active 'hands-on' chairman, in the words of his vice-chancellor. He had personally acknowledged the need for the introduction of a considerable programme of change in the ways his university had been operating, and had been elected to office, he believed, because there was "growing frustration among governing body members to get the kind of processes of change going in this university; that was beginning to be recognised". Given such a mandate, Hedley clearly understood that it was his task to ensure that necessary changes were introduced.

4.2.2.3. Case Study Notes

Until three years previously, the university's position in its development cycle had been one of perceived poor performance in relation to regional competitors. The earlier sense of malaise had characterised its most senior management, accompanied by a growing perception amongst senior lay governors of the inadequacies of the university, and the need for corrective action by the governing body.

The current chair's appointment was substantially due to this recognition by senior governors of the need for institutional change, and a different style of

governance, more 'connected' with institutional needs and with those of the university's external environment.

The appointment of the current chair had clearly been a matter of 'the right man at the right time' - a happy conjunction of the availability of a highly qualified corporate leader, willing to undertake a positive governing body chair role as its leader, able to promote a 'change initiative' response, through his governing body leadership, and to push hard against domain boundaries to achieve this.

The chair had played a leading role in the appointment of the current vice-chancellor, in defining the latter's remit, and in the active management of the subsequent relationship between the chair and vice-chancellor.

The chair expressed an extraordinary level of admiration for, and commitment to, the university, a sympathy with its academic objectives, a commitment of time within the university, a palpable sense of 'civic duty' and pride in the university's significance to the wider community. He also spent a large amount of time within the university and its environs, being visible, particularly, to senior staff.

The chair's leadership of the governing body included a careful reflection upon, and recognition of the importance of other corporate leaders within the governing body and the skills which individual members could bring to governance - notably the treasurer, pro-chancellor, former treasurer - within a leadership group, plus "two or three who are developing in the slipstream, as it were", according to the registrar, all of whom undertook responsibility for the governance work of the university.

The university itself maintained a 'traditional' university ethos. Its senate was of over 220 members, including all university professors, and operated through 16 committees. Staff suspicion of management intervention within the academic domain influenced their expectations of the chair's domain within the university, seeing him as an external agent for the control of the management headed by the vice-chancellor, as the latter pressed for an expansion of his management domain. The senior management view of the chair's role was of a figure rather closer to management, offering to it "very interesting and creative observations. It is not running the show, but bouncing the ideas off", according to his registrar.

Major decision-making was shared between the chair/governors and the vice-chancellor/executive, so that governors' broad vision of institutional direction and

mission was responded to, articulated and extended by the vice-chancellor; the chair, together with the treasurer and governing body leadership group maintained a 'hands-on' approach to financial strategy. On the other hand, the vice-chancellor and senate were clearly in control of academic affairs, and the chair respected this as a territorial boundary to his own domain.

4.2.3. Case Study – New University 1

4.2.3.1. The University

The university was a large post-1992 university originally formed from four colleges, situated in the centre of a large city. The university's origins were as a comprehensive teaching institution, to which it remained committed - including the participation and representation in higher education of non-traditional groups of diversity, noted also for its strong commitment to local and regional needs. It offered courses in 10 subject areas, including business and management, science, and subjects allied to medicine, with a substantial proportion of part-time students.

Its former vice-chancellor had been a charismatic chief executive, with whom many of its current staff had worked, but whose capacity for organisational management was generally seen as limited. In consequence, its current vice-chancellor, who been appointed less than two years before by the governing body led by the current chair, was addressing many issues which had not been a high priority for his predecessor. This included a programme of fundamental restructuring of the institution's management style - including empowerment of staff themselves to introduce change - though it did not attempt to change the university's essential character and strengths, and its close relationship with its immediate social and commercial hinterland.

4.2.3.2. The Chair

Godfrey chaired the governing body of under 20 members, with six subcommittees. He was chief executive of a charitable company providing capacity building, education, training, advice and support to the disadvantaged and excluded groups, organisations and individuals. He was a co-founder of a networking and communications forum for community groups and small voluntary organisations. Godfrey had been appointed as chair of the regional committee of a national community fund and deputy chair of a 'high-tech' start-up company, founded by the

university. Very socially committed, he had formerly been politically active, but had not taken part in any political activity for some four years.

Godfrey had strong views on the chair selection process. The previous chair had been 'elected' informally following a series of soundings - described by the registrar interviewed as "some fairly sophisticated arrangements in place - albeit informal - about succession arrangements, which for a variety of reasons hadn't come to fruition and reached the situation whereby there wasn't an obvious and natural, totally understood successor". Godfrey himself was forthright in his criticism of this non-democratic process.

Passionately supportive of the objectives of the university, Godfrey had originally been invited to become a governor of the university by its governing body chair and he had continued as a governor when the chair was replaced. He served on the governing body ("and on every single committee in the university" in his words) for eight years before appointment as chair-elect. As a governor, he had been characterised by "enthusiasm and commitment, of the willingness to serve and willingness to support in time and effort", according to his registrar. The senior manager put it as "He was perceived as a senior lay governor who would be prepared to speak his mind, challenge the status quo, ask the awkward questions that often need asking, but are rarely asked; the one governor who would tackle those difficult issues, prepared to be assertive and ask other governors and managers the sort of things that were relevant".

Godfrey's recruitment to the governing body had been through his close working relationship with the then chair, who was also the chair of a large national commercial business, described by the registrar as "in the early days, quite a figure around the place", and his replacement chair, who was himself the former managing director of a same business, which was located in the city. Godfrey's own company did most of its work in the region in which the university was located, and provided services to board colleagues' companies, which had forged long-term friendships.

The previous chair was also a benefactor of the university, and his company had been known for a commitment to equality of opportunity. This matched with the University's own socially-conscious commitment to the promotion of, access to and participation in higher education, a value strongly shared by Godfrey.

At the time of his election as chair - it was noted by the senior manager - his qualities were distinctive: he was younger and of a different occupational background to the lay majority. His personal style and character were largely seen at that time as positive attributes - though perhaps one reason his registrar described this as “a tough experience” for Godfrey. He was introduced by his vice-chancellor as “Most definitely a person of some distinction”, and by his registrar as a forthright person, who saw his role as a chair as a summons to active engagement in the work of the university, and as a strong supporter of its vice-chancellor and his programme of change and restructuring.

4.2.3.3. Case Study Notes

The institutional context was not one of fundamental change of institutional direction or purpose. However, uncertainty had been created three years earlier by the departure of the former prestigious governing body chair and subsequent retirement of a charismatic and powerful vice-chancellor.

The chair showed an extraordinary commitment to the values of the university, sharing a philosophical 'match' with the institution, its particular academic character and mission. He had also spent a large amount of time and effort as a governor and subsequently as chair within the university, and claimed with some justification to be the most well-known chair the university had known.

The chair was clearly idealistic, self-confessedly not part of the university's independent governors' network, which was well-integrated within the commercial and business community of the city. He was able to take a fresh and different approach to governance compared to that of his predecessors, and to pose questions that had not been raised before. Although he had served a considerable time as a governor, he had not chaired any sub-committees before becoming chair, and as we shall see lacked awareness of the significance of the governing body's domain boundaries or of the critical dependence of the chair upon other key independent governors.

An important ingredient in this case study was the threat to the chair in his role as leader of the governing body carried in by his initial insistence upon continuing as chair of and “unswerving support” (his words) for a subsidiary company of the university. The chair also evinced very strong support for the relatively new vice-chancellor in driving restructuring of the executive management of the institution.

This support was welcomed and encouraged by the vice-chancellor, but others were critical of his 'drift' into the executive management domain, rather than maintaining a discrete, bounded distance from operational areas.

The chair's personal style of chairing the governing body leadership was seen by the senior lay governor to be too directive, insufficiently sensitive to other members, and by the registrar as unable to 'read' subtle signals, in relation to his own behaviour and conduct.

Determination of major matters within the university was largely within the vice-chancellor's ambit, with the chair adapting a 'strategy monitor' function and safe keeper of the university's mission, seen as a means of validating strategy proposals presented to the governing body. The chair was clearly frustrated by his inability to negotiate an extension of the boundary of his own domain and to become active in the domains of the academic community and university management.

The chair was finishing his term of office, following elections for governing body office according to procedures that he had introduced.

4.2.4. Case Study – New University 2

4.2.4.1. The University

The university was a large post-1992 university, originally formed through the amalgamation of two colleges, and enlarged by mergers with several colleges of teacher training. It was situated on several campuses around the centre of a large industrial city. The university's particular commitments were to the provision of professional and practical skills and qualifications in higher education, and to contribute to the economic and cultural development of the region in which it was located.

Its students studied academic subjects in a wide spread of categories, across business and management, engineering and technology and education. Amongst the largest of universities in its region in student numbers, it had a substantial number of part-time students, and was also in the upper quartile of the region's universities in terms of funding. Historically, it had been successful and innovative in the development of new teaching and learning methods, whilst at the same time maintaining its commitment to the values of a comprehensive institution of higher

education, with firm roots in its community. There was no sense of demand for fundamental change, or instability amongst its management.

The university's vice-chancellor had been appointed by the governing body led by the current chair's predecessor, although the current chair had been a governor before the vice-chancellor took office.

4.2.4.2. The Chair

Muriel chaired a governing body of 25, with four sub-committees. She had been a governor for many years, and chair for three. She was not yet 50, and still active in her profession as a managing director in the media industry.

Her selection as chair, the senior lay governor averred, was a matter of "old-style heroics" guided by the former chair a leading industrialist and member of the tightly-knit city business community, a benefactor who had made endowments to the university. "A much more powerful figure than Muriel", according to the registrar, he had worked closely with a former vice-chancellor in picking Muriel for the task, then, as the senior lay governor said, had "consulted all the other governors, providing a most definite steer that she would be the most appropriate candidate, who emerged democratically elected". Others confirmed that there had been two candidates about whom the then chair had consulted, and Muriel had emerged as the one in whom most members expressed confidence. The vice-chancellor interviewed described this informal process as one in which "There isn't a formal vote, it's a bit like choosing the Pope, I guess: she had the confidence of members and has my confidence as well."

Muriel's connections with the university pre-dated her membership of the governing body: she had been chair of one of the university's academic schools' advisory boards, connected with her professional work. The senior manager was in no doubt that she had been originally invited to the governing body because of her professional connections, and the interlocking relationship between members of the governing body and "city leaders", a strong network populating city and regional development bodies, as well as the governing bodies of the two universities in the city. The registrar added that Muriel's position in charge of a major employer in the region, and employment associated with a major academic area of the university, had also been a factor in her appointment.

Her appointment to the governing body had originally come, according to Muriel, following a telephone invitation “out of the blue” by the former vice-chancellor, claiming with real (or mock) modesty “It is still a mystery as to why he contacted me or how he contacted me, or who gave him my name”. After dinner with the vice-chancellor, the chair and two other senior governors, she had agreed to join the governing body.

As a member of the governing body she worked closely with its then chair, and Muriel’s appointment as deputy chair of the governing body occurred following another surprise telephone call from the vice-chancellor, followed by governing body discussion and agreement. She had served for six years as deputy chair before appointment to the chair's position.

Muriel's acceptance of office in the governing body fitted in with her own personal career development, broadening from technical to general management in her employment to strategic management, the management of change, people and finance. During this period, she also joined the board of directors of her company. She saw the concurrent development of her own career and role in the university as being a “two-way process”, of benefit to herself and to all the organisations on which she served. The registrar suggested that Muriel was attracted to the university’s mission commitment to the needs of industry, the professions and links to the community.

Muriel was currently a member of the regional business and cultural networks, holding positions on a substantial number of other regional bodies covering development, business, banking, literacy, arts and culture. In interviews she gave extremely clear views of her role, but would not be drawn easily into discussion of actual events, preferring to stay with general statements of principle. Although there were important issues of institutional agenda to be faced, Muriel chaired the governing body of what was essentially a stable institution, aware of its core objectives, without reference to any major changes either in strategy or in management considered necessary or contemplated.

4.2.4.3. Case Study Notes

The university context was one of relative stability and continuity, within a clear mission. No cataclysmic crises were faced by the chair during her period of office, the institution being characterised by historically strong management, pre-

dating the current vice-chancellor. There was nonetheless an indication of a need for the institution to engage in 'the management of change', and this was defined by the senior lay governor as the university adopting good modern business practice in the delivery of its products - graduates, research, consultancy - into the 'market'.

The chair and vice-chancellor both laid strong claims to extended personal domains, but in interview were cautious and conservative, respectful of the domains of the other and aware of their own domain boundary limitations. The vice-chancellor's natural caution and domain awareness had been reinforced by experiences of challenge and contestation during a previous industrial dispute. The chair was limited, by her geographical location away from the city, and by multiple professional and network commitments, in the amount of time she was able to spend within the university, and hence to matters of domain extension.

There was a significant role for leading lay governors, and notably for the senior independent governor within a governing body leadership group in support of the chair, recognising both the limited time that the chair could give to the occupancy of her domain, and the financial skills of other lay governors. Major decision-making was shared within chair/governing body domain (e.g. determination of financial targets and 'business'/commercial orientation, estate development, and interest by the chair in the professional expert area where she was a major employer of university graduates) and vice-chancellor/executive domain. Again, a strong 'strategy monitor' role was occupied by the chair, using the mission as the template against which to measure management's policy proposals.

4.3. Starting Point – Chairs need time and have to be available

A first clear requirement for governing body chairs in this research was to be able to devote a large amount of time to the work. The tension created by the time demands placed upon governors here and by the increasingly onerous burden on these unpaid offices was recognised in the CUC good governance research (Fielden, Middlehurst and Schofield, 2004, p.23). It is this factor, which they state cautiously has caused concern for the continuance of the "voluntary principle" of unpaid community commitment.

This time issue was evident in all four cases, Brendan, acknowledging that for him being chair had become virtually a full-time job, one that fortunately he could afford because of his seniority within his professional employment. “Had I realised how onerous it was, it has become, the person who conned me into taking it over” - he left the implicit threat unspoken. His vice-chancellor confirmed the initial condition of his appointment as being able to spare the time to do the work of chair. Hedley's university similarly needed “someone who would be prepared to devote quite a lot of time, because there were major issues that need to be sorted out” his senior lay governor explained. It was particularly noteworthy that Hedley could only contemplate the chair's role once he had retired from active work. The previous experience of his university had been of a chair with many other commitments, based outside of the region, who could spend less time within the university than was widely considered to be needed.

Godfrey stressed the amount of time he spent within the university, although apparently able to fit in with his other work – “my e-mail is in the public domain, so I would encourage people if they want to talk to me to go on-line. I get lots of invites to things and I try to go to a fair number of them”. Muriel confirmed problems of lack of time created by the fact that she no longer worked and lived in or around her university's city, which meant that “I don't get an awful lot of opportunity naturally to rub shoulders with other governors at meetings - and other chairs before, I would guess, had far more opportunity to be able to go off line at different meetings for 10 minutes and discuss a university issue, so I tend to try and do most of my relationship in a more structured way using the meetings we have in the diary to maximum effect”. It is possible that the effectiveness of her chairship - which was not questioned - was aided by the fact that, of the universities studied, hers was the most stable and, though busy, the least demanding of the four on her time.

As Bargh, Scott and Smith (1996) confirmed, time is the vital resource required for governorship: this is even more so for chairs, whose time commitment to their universities is much higher than other governors. To a degree, this may be dependent upon the individual circumstances of each university, so that the time commitment demanded of the chair varies according to the activity pattern within the institution, with no direct correlation between time availability and effectiveness. Nonetheless, in evidence from the sector ten years on, a UK lay governor presenting

“Lessons from the Corporate Sector” at the OECD Institutional Management in Higher Education seminar held that the occupation of the unpaid governing body chair is becoming more demanding, with the distinct possibility that only those retired from full-time employment will be able to spare the time commitment necessary (Allan, 2006).

4.4. Next Step – Previous affiliation with the university

A further point may be drawn from this study of governing body chairs, again supported from anecdotal evidence within the sector, is that they are likely to have had previous strong working relationships with the university concerned. Brendan’s professional affiliation, involved him in links with one academic department as an employer representative before becoming governor and chair. Muriel also retained strong links with the academic department and her senior manager was convinced that “The chair is from industry and her involvement with the university was obviously to do with the fact that she was in a regional media company which is linked with a major development area and university”. Godfrey’s links with university, though less specific, were wide before he became a governor, including working within a cognate training and development occupation, but he appeared mainly to have informal - family and friends included - links rather than formal working associations. Hedley alone signified no previous specific employment link with the university before joining the governing body, though as his registrar and staff governor recalled, he was managing director of a major employer of qualified manpower in the area, with a likely interest in graduate employment.

On this point, there is a definite departure from the company board practice commended by the Combined Code (Financial Services Authority, 2003), where independence from the operation of the company is considered desirable in non-executive board members. Although the issue was not directly addressed in these terms within my research, such concerns as were expressed by respondents in relation to the independence of chairs were directed at the closeness of the chairs’ working relationships: prior association with the university was on the whole felt to be beneficial, signifying the chair's commitment to the institution. However, such links may potentially pose problems for that independence and impartiality in the chair, mentioned above, which is a stated requirement of good university

governance within the CUC Guide (CUC, 2004). All universities are subject to funding council published financial conditions and strictures on matters of financial probity to safeguard against such risk (HEFCE, 2004).

It is clear that if in all cases employer or other links were helpful in recruitment to the governing body, they were neither a necessary nor sufficient condition to guarantee appointment as chair: Muriel's university senior manager certainly attested to the fact that her appointment was considered to be achieved by virtue of other qualifications.

4.5. The 'eyes and ears of the university in the region' - is 'being local' necessary?

This study of chairs also confirmed the importance of their links with professional and social networks in their region, and beyond, most of which preceded their appointment as chair.

As Shattock has reminded us in his study of management of successful universities, a significant aspect of university governance is the role of lay governors as 'the eyes and ears of the institution in business, government and professional circles that university staff would not normally penetrate' (Shattock, 2003a, p.105). This was supported by the survey conducted by Bargh and colleagues of governors where "active citizenship" was still apparent, 56% of them were also members of other public bodies (Bargh, Scott and Smith, 1996, p.46).

A matter quite explicitly mentioned by respondents during my research was the positive benefit for a chair in possession of local and regional knowledge: in all cases the chairs were, or had been until recently, employed in the area in which the university was situated. Indeed, it might be considered that - given the criteria of current employment experience amongst governors, and the need for chairs to be available regularly and frequently for their governing body work - such regional employment was most likely even if not absolutely required. Muriel, who currently lived some way away and now worked in another city, had previously worked within the university's city, knew the locality well, and had been part of its business network.

The advantages of this were pointed out both by Hedley and others from his university. "We needed somebody who knew something about the locality" said his senior lay governor, and Hedley modestly acknowledged that in his selection, his governing body had "decided to go for the local boy, rather than the more prestigious". This contrasted markedly with the disadvantages facing his predecessor, of whom the registrar indicated: "There was a problem of remoteness which was a real issue for members, because they felt that outside the regular meetings of the governing body, it was actually difficult to make contact with the chair, and a sense that such contact as there was between meetings, was vice-chancellor to chair".

Brendan, too, enjoyed a high profile within the region and had held the highest national office in his profession. He had worked in the university's city for 20 years, and was very well known there. He was described by the senior manager interviewed as "an eminent and respected businessman in the area", one of "the top five or six professionals" within it. The senior lay member emphasised the importance of the chair being "local", and part of the "magic circle" which were influential in the city affairs.

Hedley made clear the importance of his "running a large company in the city, and just the sense that the university needed the support and was interested in people who were involved in business, or whatever, in the city". His senior lay governor "just felt that we needed somebody who knew something about the locality; the county's business, such as it is" with local network connections.

Muriel was very active in organisations in professional, voluntary and employment terms, based in the region and numbered amongst her regional interests, membership of numerous voluntary and statutory bodies. She had formerly worked in her university's city, and had worked and lived in the region all her life. Her senior lay governor stressed the importance of "facilitating, hosting, contacts, networking all those kind of things - Muriel with her particular skills like 'regional government-type hats' - she is very good at that". It was notable that Muriel attributed her appointment to other bodies substantially to her holding high university office.

Godfrey had long experience of working with a wide range of public and private organisations within the city, of former political activism and of serving on

local bodies. Personal, family and professional contacts with the university had enabled him to develop a substantial knowledge of it before becoming a governor. He referred to the importance of networks to which governors belonged: “an amazing network: people live in certain areas, they have friends in common and they socialise together”.

Whilst all chairs were based regionally, in each case they also undertook national and/or international work, and brought this to bear in the way they viewed their university. Hedley’s firm had operated internationally, which until his retirement had limited his availability as a governor, and prevented serious consideration as chair. Godfrey undertook work in Eastern Europe. Brendan was national chair of his professional organisation, represented it internationally, and professionally represented clients over the UK, and spoke of using his international links to inform his view of university international policy. Muriel was in charge of a major national organisation, based in the region. All therefore could claim a wider perspective to complement their local or regional viewpoint: the recruitment of experienced chief executives as governing body chairs, operating regionally, nationally and internationally, seemed to offer considerable benefit to the universities themselves, particularly given the increasingly global nature of contemporary higher education.

4.6. Chairs’ occupations – do they need to be chief executive material?

The occupational profiles of chairs are significant in providing a guide to the way they are likely to conduct the office of governing body chair, perhaps most importantly what they want to do with their office of chair, and how effectively they will operate as chairs. Leblanc and Gillies use a simple success/failure typology, as ‘conductor chairs’ or ‘caretaker chairs’, though there are no generally agreed key performance indicators for chairs (Leblanc and Gillies, 2005, p. 208).

There has been no published research into the backgrounds of university governing body chairs, but in relation to governors as a whole, Bargh and colleagues produced valuable data, which is interesting to compare with the biographies of the four chairs in this research (Bargh, Scott and Smith, 1996, Chapter 3).

It is significant that all the chairs interviewed were in employment, or had been employed full-time at the most senior level (i.e. chief executive) in their respective organisations. Muriel and Hedley were, or had been, managing directors, the former in the communications media, the latter in industry; Godfrey was a chief executive in the voluntary sector; and Brendan was the chief executive of his firm. Three were still actively engaged in their employment, and one retired, although when he had first become governor he was still in full-time employment.

The pressure placed upon busy senior figures to exercise effective personal time-management in such circumstances is obvious: the paradox is that the retired are able to give a substantial time commitment, yet universities value governors with a variety of current employment experience, as contemporary recruitment advertisements for lay members of governing bodies typically show. One stated that its members would be “drawn from a variety of backgrounds, including industry, the professions and the public and voluntary sectors”, who were “interested in contributing their experience and expertise to the further development of the university” (Independent, 26 February, 2004). Another expected that “Governors will bring a wide range of complementary skills from a variety of professions and employment at very senior levels . . . and be prepared to spend time and effort in applying them to the governance of the institution” (Sunday Times, 7 May, 2007)

Nowhere in any university governing body membership known to me is it an explicit requirement that the chair should be employed at chief executive level within their own organisation. However, it is reasonable to conclude that, at least implicitly, this was an important consideration in the selection of chair in these universities.

If we look for parallels elsewhere, it is noteworthy that the university chair's position here is interestingly similar to the practice in private sector companies, which often recruit chief executives as non-executive board members, and senior executive post-holders may be a relatively shallow pool from which to draw such directorships. The Higgs Review of non-executive directors in UK corporate boards points to company board experience as the main, sometimes only, competence demanded of potential candidates (DTI, 2003, p.24). Chief executive officers of corporate bodies have themselves worked with, and within company boards, and in the words of a study for The Chairman's Forum: “Companies like having on their

boards people who are ‘in the thick of things’” and this regularly includes chief executives (Owen and Kirchmaier, 2006, p.27). Equally, they signify some of the dangers of having chief executives on the board, one of which is a problem which active chief executives may have in recognising the non-executive nature of their board role, and inclination to stray into the domain of the chief executive. This issue will be referred to later in this study.

Bargh and colleagues’ study of university governors, criticises universities for drawing governors from too narrow a section of society, and thus depriving their governing bodies of the experience derived from wider social structure. They found 40% from a professional background, 35% from industry, with 20% possessing commercial experience, and only 4% from the voluntary sector. One fifth of the governors in their study were retired (Bargh, Scott and Smith, 1996, p.45).

In this research, the chairs studied were drawn from different occupations - manufacturing industry, communications media, the professions, and the voluntary sector. The pool is of course even narrower than for governors generally if CEO, not merely senior executive appointment, is to be an assumed criterion for selection. The Pettigrew and McNulty (1998) studies of senior members of company boards saw them as ‘boardroom elite’ occupations, where the possession of expert knowledge and skills were the principal requisites. As far as contemporary university governing bodies are concerned, this research supports anecdotal evidence from the sector to indicate that such considerations certainly predominate when governors select their chair, rather than societal representation.

4.7. Chairs’ employment history – and influence on their model of chair role

In terms of the influence of their employment upon their conduct as university governing body chairs, there is little doubt that the chairs (and senior lay governors) here used the models of chairship observed in the corporate sector generally, to influence their view of the chairing of university governing bodies.

Hedley clearly used his experience of his own employment, including the role of chair of his board of directors, to inform his conduct, including a very clear delineation between the domain of board chair and that of chief executive: “I had a

relationship with my chairman in those days which is what I try and model my relationship with the vice-chancellor on. He was a terrific chairman and very supportive, helpful, directive at the right points, standing back at other points and so forth, and that is what I try to achieve. It is his job to run the place: it is my job to help him and to guide him in doing it”.

Muriel was also explicit, as someone who was a member of a large number of other boards in the region: “Chairing universities is a difficult task in a sense, because it has moved towards almost the private-sector corporate governance system, compared to some of the old universities, so the way that the governing body performs, and the finance, audit, remuneration and nomination committee, everything is structured very much like a PLC - so you need a chair who is a good private sector operator”.

Brendan came to the chair well-equipped in non-executive experience; he was the chair of two companies, and had already chaired the governing body of a national educational organisation so was prepared for a university chair’s role. As someone recruited specifically for the chair role - as opposed to election from existing governing body members - he had also realised the importance of developing an understanding of the university, and hence spent an induction year as a governor preparing himself through extensive discussions with staff.

Such use of corporate sector experience by these chairs as a model for the conduct of their university governing body chairship confirms that reported elsewhere, as Larsson and others testified at the 2006 OECD Institutional Management in Higher Education seminar on governance, “Most of my experience of ‘governance’ comes from public administration, business and media-experience which has a great deal of influence on my ideas on the role of governing bodies in universities” (Larsson, OECD, 2006, p.1)

An important consideration that was not expressed, is the effect of the particular experience of the chair in employment. It is, however, not unreasonable to assume that the experience of corporate governance of a comparable corporate organisation to those of universities, in size and complexity, would be a qualitatively more beneficial occupational experience as a preparation for university governance, than experience of a smaller, simpler concern. This differentiated Godfrey from the other chairs, each of whom could call upon experience of working within, or having

a substantial non-executive role in large complex organisations as a personal preparation for the work as chair, and perhaps for understanding the pitfalls, as well as opportunities, of operating within the chair's domain in such concerns.

4.8. Age profile of chairs and period of office: the implications of experiential requirements

The age profiles of the chairs within the research sample extended from Muriel, the youngest, in her late 40s, through to Hedley who was in his early 60s. Godfrey was in his 50s, whilst Brendan was turning 60.

Muriel had become a governor at the age of 39, and had been appointed as chair after seven years as a governor. Godfrey had been a governor for 9 years, and chair for 3. As chair, he was noted as being younger than his predecessors in that office. Brendan had been a governor since he was 53, and chair for five of his six years as governor. Hedley had been the chair for four of his 10 years as governor, becoming chair at age 58.

This profile distribution is not dissimilar from that of Bargh and colleagues' 1996 study, which found that 70% of university governors were aged between 46 and 65, and presents little surprise (Bargh, Scott and Smith, 1996, p.44). The Higgs Review findings in respect of non-executive directors in companies generally, found that typically, they were nearing "retirement age" of 60-65, with less than 20 directors of the FTSE 100 top companies being under the age of 45 (DTI, 2003, p.18).

Recommended good practice by the CUC - which is not compulsory - is for governors' terms limited to 8/9 years maximum, and chairs to a four-year maximum (CUC, 2004). Many earlier incorporated an upper age limit of 70 for members of governing bodies although age discrimination legislation from October 2006 now renders such limits unacceptable and the Companies Act 2006 removed such barriers for company directorships (Scanlan et al., 2007, p.54). It is interesting to note that within this research, three of the four chairs had been a governor for longer than the recommended term. One, Muriel, thought "11 years serving on the governing body is long enough anyway, in terms of the institution, never mind my

own perspective. I don't think the governors should hang around more than 10 or 11 years".

The main concern of chairs in this research (mentioned above) was the time commitment required as chair, which in itself has implications for the chair's age and period of office. Hedley made it clear that only his early retirement from his full-time work had given him time to undertake the chair's role. Moreover, he signified that the main rival to him as chair, had been an active chief executive in an international FTSE 100 company, who had been unable to spare the time necessary to the work as university chair. His senior lay governor confirmed the need to devote a considerable amount of time to the work, because of major issues before the university.

The Higgs Review on non-executive directors of corporate bodies points out, as we note later, that the requirement of previous board level experience is correlated with the age profile of members, and this provides compelling evidence as to why chairs of governing bodies might be expected to be at the upper end of the range (DTI, 2003, p.42). In the case of university governing bodies, the reasonable expectation that chairs are elected after having served at least one term as a member, have become experienced and known to other members before being elected to the position of chair, serves as a further reason why they are likely to be older, rather than younger.

Where this is not the case, it may be an indication of an increasing tendency to regard the role of chair as a special function in its own right, to be recruited to specifically, rather than to serve and be elected from membership in the traditional manner. Brendan, as we have seen, was explicitly recruited to become chair; and in Hedley's case there was evidence that this consideration was in mind at the time of his appointment as a member. Evidence elsewhere within the sector suggests that from time to time other universities directly recruit chairs in this way. If this were to become the norm, then this at least offers the opportunity to recruit chairs at a younger age, though there appears to be no published evidence of this occurring so far.

There may be an argument that governing body membership should be representative of age balance in order to reflect societal needs, and to be aware of them (including, arguably, those of the 'normal' university student age of 18-30),

though nowhere in this research was this suggested. Rather, the evidence pointed to the need for chairs to bring a profile of appropriate experience to the appointment, which in many cases points to older appointees.

4.9. ‘Super-commitment’: chairs’ educational background and view of higher education

All four chairs in the sample had some personal experience of higher education. Hedley, Brendan and Godfrey held first-degree/professional qualifications, with Hedley possessing a master’s degree and professional diploma and Godfrey a doctorate. Brendan had engaged in “a great deal of lecturing, both in the university and elsewhere and really had a fascination about higher education and how it works”, and besides this, two close relatives had experience as students of his university. Godfrey was professionally engaged in training and development activities. Muriel was alone in not having formal higher education qualifications, but her senior management role had engaged her in management education at postgraduate level.

The study by Bargh et al. (1996) of governors indicated that the largest portion of lay members of university governing bodies were also qualified to first-degree level, though higher degrees were more likely to be held by university staff members of governing bodies. It concludes that this indicates at least some personal experience and knowledge of the system of higher education, its shared values and language. This point may have limited validity, since out-dated preconceptions about higher education from an earlier age may almost be a disadvantage in a time when the system has changed from elite to a mass higher education (Bargh, Scott and Smith, 1996, p.46).

What is very significant is the strength of the common interest of all the chairs in higher education, and the very strong bonds of association with higher education and particularly the university of which they were governing body chair. Brendan indicated that he had “always had an interest in education . . . really a fascination about higher education, and how it worked”, and had previously chaired a national educational organisation’s governing body. Godfrey, in his words “actually believe quite passionately in education as a way forward. I believe in education being part

of the social inclusion agenda. I had seen the impact of the then polytechnic amongst family friends and clients really, people I had worked with all the time, and I wanted to have a bash at being part of making things better”.

Hedley described himself self-deprecatingly, as “an intellectual voyeur and far too lazy to actually get involved on a formal basis, but I like to sit around the edges, if you follow me, and see what is going on”, admiring and enjoying the company of renowned university researchers in his own university. He shared “civic pride” in his institution, as “something worth getting involved in”. Muriel’s initial interest was professional, according to the senior manager, because “The chair was from the media industry and her involvement with the university was obviously to do with the fact that she was linked with a major development area in the university”.

It might be considered that all four chairs’ enthusiasm and characteristic ‘super-commitment’ to their university arose from their appointment as chair, and thus a greater involvement in their university, compared with other members of the governing body. In fact, evidence from all four clearly pointed to an interest preceding their chair appointment, and indeed their appointment as a governor. This was consonant with other evidence from their profile of service to higher education before becoming chair, and provides an underlying rationale for their appointment and continuation in office as chair.

4.10. Governing body ‘apprenticeship’ profile

University governing body chairs in this study, like others, were expected to share the attributes of a good non-executive company director defined by the Higgs Report: this includes being well-informed about their university, the environment in which it operates and the issues it faces, a knowledge of the markets in which the university operates and a full understanding of the university itself. One of the ways in which they learned this and their ‘trade’ as a chair was by serving an apprenticeship period on the governing body, prior to election to the office. Three of the four chairs had such substantial profiles - Brendan being the exception (see paragraph 4.12.1. below)

Such an apprenticeship can be crucial since lay governing body members have limited opportunity to get to know their institution and, in the words of Muriel, to

“ensure, given that governing body members only attend governing body meetings for four to five meetings a year, how to keep in touch with the university” and to absorb material necessary to understand the operation of increasingly complex institutions. The CUC good governance research posed the problem of lack of understanding of their university as a worry for governors generally, and the needs of the chair are, almost by definition, even more significant (Fielden, Middlehurst and Schofield, 2004, p.41).

Godfrey stated, “I was committed to the institution and did put the work in, had been on every single committee in the university”. He then became deputy chair of the governing body. Hedley became vice-chair of the governing body and pro chancellor after four and a half years as governor, and after a further 18 months, was elected to the chair. Muriel had served as deputy chair of the governing body for six years before becoming chair, allowing her to work alongside an experienced and well-respected chair. Prior to this, she had been an adviser to an academic area of the university.

Service on committees is one important matter for a potential chair, as is prominence within the governing body. Godfrey’s senior manager preferred to have someone who was challenging and forthright. Hedley, too, signified that from the outset he was prepared to raise difficult issues at the governing body pointedly criticising the conduct and proceedings of the body under its then chair. He had put down a marker in relation to his intention to be a serious governor.

Chairs also demonstrate their worthiness to serve as chair, through their conduct of office as a governor. This was the way, in the words of Hedley’s registrar, that “he just impressed everybody by his command of the university. He impressed us a lot as someone who was already tuned in to the university at that point”.

4.11. Personal history: prior friendship links with governors and the management and their importance

Personal friendship links with senior members of the University’s executive management and governors were an important feature of the chairs’ biography in three of the four chairs in this study, and is interestingly at odds with the formal

advice of the Combined Code for company governance (FSA, 2003, para.A.3.1, page 7), which frowns upon such links, although as Owen and Kirchmaier (2006) have indicated, not all companies regard this as strictly necessary.

Managerial-hegemony theorists, notably Mace (1971) have argued that the selection of outside directors of governing bodies is actually controlled by management, especially the chief executive, and Bargh and colleagues' 2000 study of university vice-chancellors provides some support for this by suggesting that in practice, vice-chancellors quite often choose their chairs (Bargh et al., 2000). The history of personal links of chairs prior to their appointment as chair may help to assess the relevance of this assertion for university chairs.

Brendan indicated that he was a friend of the vice-chancellor, and the deputy vice-chancellor. His senior lay governor confirmed the importance of Brendan being well-known to the vice-chancellor and governors, and the staff governor signified that the chair and his predecessor were both "respected businessmen in the city area with whom, it is pretty obvious, the senior management team feel quite comfortable working".

Hedley had been a close friend of a pro vice-chancellor, who had initially introduced him to the vice-chancellor. Moreover, it was the vice-chancellor who invited him to become successively governor, pro-chancellor and vice-chair, though not chair, which was undertaken formally via a nominations committee. Godfrey had had a long-term working relationship with the then chair of the governing body, for whom he had previously undertaken work, prior to appointment as a governor. He then served with him on other bodies, and they became friends. He was nominated to the governors by the chair, and initially encouraged to stand for the chair's office by the vice-chancellor, who had himself worked for a considerable time with the then chair. Muriel did not indicate personal friendship links as an important part of her relationship with the university, and her initial contacts as an employer with an academic school before becoming a governor appeared to be more formal than informal. She claimed that "it is still a mystery as to why he contacted me or how he contacted me or who gave him my name" on telephone invitation from the vice-chancellor, to consider becoming a governor.

The place of the informal friendship links was undoubtedly of considerable importance, supportive of the 'social network' inhabited by the chairs. Given also

the widely articulated view of the most effective chairs as being attuned to regional/civic requirements, to use their contacts to the advantage of the university, and the degree of their 'super commitment' to their university, it is difficult to avoid friendship links with university staff prior to recruitment. Nonetheless, the expectation of independence from university management, made by university staff, is harder to sustain where prior strong friendship links exist. At no time was there any suggestion of impropriety by chairs who had such friendship links, but the existence of these bonds make considerable demands on the conduct of chairs in question, in maintaining a discrete distance from management and securing a separate chair's domain.

4.12. Formal Appointment Process

4.12.1. The First Step: appointment as a governor

In all four cases studied here, the appointment of the chair to the governing body was through formal nominations committees, though clearly the pre-existing links were influential in the process.

The development of recommended good practice in university governing bodies for the selection and appointment of new lay governors has followed that of the corporate governance Combined Code, in having a formal and transparent procedure for governor appointments. Nominations Committees are now recommended by the CUC to seek out and recommend to their governing bodies (the appointing bodies) the names of suitable candidates, having regard to the balance of membership, the needs of the institution and the skills required (CUC, 2004).

In Muriel's case the registrar confirmed that a nominations committee considered the names of all new members. Though Muriel claimed surprise at the process, an invitation by the vice-chancellor to be a governor resulted. Others indicated that this was not the casual process that Muriel implied. Her employer links matched with areas of university academic development: she was seen to be committed to the values and requirements of the university, and "brought in as an able person with a possible future as chair, nothing more", according to her registrar. Hedley's case was less formal, though not casual: "He came to our attention initially several years

ago on the basis that he was a friend of a senior pro vice-chancellor and that he was a managing director of a large local company” said his registrar. Following informal vetting by the former vice-chancellor, his governing body membership was endorsed, and the vice-chancellor invited him to become a governor. Godfrey’s appointment as governor was substantially due to his longstanding professional/friendship link with the former chair, who invited him to join the university governing body a year after he himself had assumed the position of its first chair. Nominations committee approval to the appointment was given. Brendan, unusually, was appointed from outside, as member and chair-elect of the governing body, by a nominations committee, after consideration of a natural successor to the existing chair (“who happened to be one of my closest friends” according to Brendan, “who didn’t want to do it”). He explained “The chair of the search committee suddenly came up with ‘there is somebody who has the skills to do it’. I know that that is what happened.” Formal processes followed and he was invited to join the governing body, as member and chair-elect.

The position of the vice-chancellor in selection of governors is not without significance. Most are members of their university governing body, but they are also appointed by the governing body, and formally responsible to it for the performance of their duties. Thus, the governance and executive management domains may be both separable and separated, as assumed by regulatory and funding bodies in the UK. The model is a familiar corporate governance model, though one that is not unchallenged globally, as Cadbury (2002) has indicated.

Initial informal links with, or approaches to potential governors by the vice-chancellor and his senior executive colleagues, may well imply on the one hand a modest, preliminary vetting, or at the other extreme, the existence of executive selection of, or veto power over, governing body appointments and extension of the domain boundary of the vice-chancellor into governance. Initial informal approaches from the chair, on the other hand, may imply selection by independent membership of the governing body. Muriel’s vice-chancellor signified the existence of a partnership arrangement between the VC and the chair on governing body appointments: “One of the things I have done since I arrived is to try and consciously identify people who at least are suitable for senior posts, including chair”. Muriel herself confirmed this negotiable domain boundary: “I wouldn’t put somebody on the governing body or the committee that I know the VC didn’t

approve of and I would hope that the VC would never try to put somebody on the governing body that I didn't approve of. We make joint decisions".

4.12.2. Appointment as chair: formal plus/versus informal processes?

In respect of the appointment of chairs, the position is much less transparent. Cadbury (2002) regards this as the role of the nominations committee to select a chairman that it recommends to the governing body. The CUC Code of Governance (2004) merely recommends that the appointment be considered carefully during the term of the current post-holder, avoiding domain disputes. Nominations committees broke the former ties of personal patronage associated with the selection of chairs but as Cadbury (1995, p.164) makes clear, existing chairs can continue to wield considerable influence in the appointment process.

In this research, the process for appointment as chair was a more complex one in three cases - Hedley, Muriel and Godfrey - where this was entirely separate from appointment to the governing body, as is the norm in respect of university chair appointments. In these three cases an apprenticeship period as governor and the undertaking of additional responsibilities, including as deputy chair, preceded the appointment as chair. In this way, their profile of experience within the governing body was extended and additional knowledge acquired. Even in the case where governing body/chair selection was effectively contemporaneous - that of Brendan - the events of the appointment process and the rationale entails a 'story' in which informal and formal processes interlinked.

A common starting point for the appointment of governing body chairs is the departure of the incumbent chair. It is an accepted principle within the CUC guidance that, for the good corporate health of the institution, a limitation is placed on the time that may be served in the office of chair (CUC, 2004). A decision to vacate the chair is determined by the universities' internal protocols, and is normally at the end of a maximum period of office, or before then by personal decision. The role of the outgoing chair in the appointment varies. There is often no obvious, formal role for the outgoing chair, but he/she can be in a very powerful position to influence succession, predominantly from senior members of the existing governing body as occurred in 3 out of 4 cases here. As Chapter 5 later shows, there are substantial opportunities for the existing chair to influence succession through the

exercise of powers of patronage by which candidates for succession can demonstrate their capacity and quality. All chairs in this research signified the importance of the chair's engagement in governing body appointments.

Muriel was already deputy chair when elected to the chair. A formal nominations committee existed, but it was her senior lay governor who stated that Muriel was selected for the higher office by the then chair and vice-chancellor, who consulted other governors "but there was a definite steer", and "old-style heroics". Her registrar confirmed that the governing body endorsed the proposal for Muriel's appointment to the chair without formal vote, after consultations with other governors, not excluding the possibility of a vice-chancellor role.

For Brendan, a formal process was followed. For the first time in its history, his university's governing body established a search committee to select a candidate for the chair. Previously, as the non-teaching elected governor said, the chair had always "emerged through established networks rather than any formal appointing process". The vice-chancellor, who was part of the search, indicated that "we looked around for a distinguished person who was willing and had the time to be chair; a number of names were considered and Brendan emerged via a short-listing process". The governing body subsequently ratified the appointment.

In Godfrey's appointment as chair, informal processes predominated - colourfully described by him as "a bit like a cross between the Masons and the Pope! Something happened behind closed doors and one name emerged, was put forth and accepted". As deputy chair, Godfrey (like Muriel) was not seen as chair-elect, and had personally sought at the governing body to ensure that this was so. His registrar stated that there were "fairly sophisticated arrangements in place, albeit informal, about succession arrangements" but a 'natural' successor to the then chair ("through very serious illness and eventual death") had been unable to take up the succession.

Without an obvious successor, other names of senior governors emerged. "This is not really a story of how Godfrey came to be chair," said his registrar, "but it is the story of how at the time there weren't totally obvious candidates, so from amongst the governing body we needed to find somebody to serve: somebody had to show themselves willing to serve, or mixture of those things. I suppose Godfrey came into the frame, and indeed wished to be in the frame". Godfrey indicated

informally to his vice-chancellor his keenness to take the chair, and the VC undertook to have his name considered. Subsequently, the chair told Godfrey that another governor had emerged as the preferred choice: Godfrey had queried this outcome, which brought about the vote in a confidential ballot (“basically, we had an election but it wasn’t a declared or formal election” said the registrar) when Godfrey emerged as the victor.

Godfrey was dissatisfied by the secrecy of the process (“more about informal but very confidential soundings” according to his registrar), and later as chair Godfrey introduced a formal, secret balloting process for the offices of the governing body. His senior lay governor found this preferable, but it resulted, paradoxically, in Godfrey being ‘de-selected’ as chair in favour of another governor when his first period of office ended.

At the time of Hedley’s election to the chair, a nominations committee sought a replacement for the retiring chair, and Hedley stated that he was approached informally by a senior lay member and former office-holder to establish if he was prepared to accept the chair if offered. Hedley was told that there was also another candidate being considered. His senior lay governor indicated that others, including the then vice-chancellor, took soundings about the characteristics required of a new chair. It had become clear, as the registrar confirmed, that the chair should be more active and involved than his predecessor and that Hedley was the preferred choice. His name was put forward to the governing body and approved without a vote. Hedley was quite clear, however, that he had been “elected to be chair to start driving through processes of change” that governors recognised the university needed.

The research into these cases revealed the importance of informal and formal procedures in chairs’ appointments, with an emphasis upon the informal, confidential processes. The degree of formality varied, but even the most formalised processes were preceded by informal enquiries; some were more obvious about the nature of the office as well as the best candidate; all sought and encouraged expressions of interest amongst candidates. These were variously by existing chairs, senior governors and vice-chancellors, the latter in two out of three cases where appointment was from within the governing body. The current chairs’ roles varied in this process: in two, there appeared to be no role at all, and in two, there was

involvement by the chairs. In all cases, vice-chancellors were involved to a significant degree, asserting an extended management domain boundary.

Three out of four universities studied had nominations/selection committees where candidates for chair were considered. However, none of the chairs interviewed had themselves been subject to formal voting into the office. In each case, after confidential soundings amongst governors, the process was managed by a small group of people, including the vice-chancellor and registrar. Most respondents in the research appeared to accept this as a process necessary to ensure an appropriate appointment, with a minimum of disturbance, though in Godfrey's university, views were mixed. The balance between formal and informal processes advocated by Cadbury (1995) in appointments to board membership, and the sharing out of responsibility that he found useful, is in these cases firmly balanced in favour of the informal, confidential elements of the process. The outcome was the emergence of a single preferred candidate, without formal voting of the governing body. The process was subsequently formalised, and final appointment by the governing body secured.

4.13. Why do they become chairs?

4.13.1 The chairs' stated reasons – super-commitment plus the management of change?

Biographical information, and the process of nomination, selection and appointment offer substantial clues as to why chairs take up their office: admiration for education, civic pride and in particular the super-commitment to their university were amongst them. They do not, however, provide the entire justification for accepting what Brendan described as “the onerous duty” involved in chairing the university board.

Most chairs suggested that the office was not something which they had explicitly planned to hold. Brendan candidly said that it was not intended for him to obtain office, but that the ‘natural’ appointee did not want the job. Muriel professed outright astonishment (“you could have knocked me down with a feather!” she said), when the job was first offered to her. Godfrey mentioned that it was something he had thought of, but never considered as likely to happen. Hedley said it didn't occur

to him that he would ever take up chairship of the board, and that a more prestigious rival could not spare the time to undertake the work.

All saw the chair's role as important, socially valuable and were clearly proud to occupy the post. Yet at the same time, they considered that few people in their university outside of the governing body and its immediate environment were aware of their role and function, and others interviewed tended to confirm this. For the chairs, however, such appointment represented a logical extension to their commitment as a governor and to higher education.

There was also another substantial reason why the chairs took up their office: they did not wish merely to preside, but to bring about change within the universities. Muriel indicated that her university presented a "management challenge" and the "management of change" was also something that Brendan too found attractive and important: this was something with which, as chairs, they both sought to be actively engaged. Similarly Hedley considered himself to be explicitly mandated to introduce changes by election to the chair, and Godfrey saw an opportunity to improve the university, about which he knew much from his experience both as governor and prior to becoming a governor. Domain extension was clearly an implicit, if not explicit, agenda item for each. Associated with their perceived need for institutional change, was also a need to change the style of governance, and particularly the chairing of their boards, and two of the four, Godfrey and Hedley, were both critical of their predecessors' conduct of the governance, notably their "hands off" approach. They were proud of the fact that their own styles were of active participation in governance from their position as chair.

Muriel's appointment as chair fitted well with her career aspirations, and developing interests in her business life, together with a first opportunity to extend to non-executive board membership, the next logical step in her career path and to other non-executive appointments at least partly consequent upon her holding university office. Hedley stated that the work of chair filled a void in his life created by his early retirement from his work, and undertaking a socially useful activity. An extension of personal external networking relationships was also hinted at by a number of chairs, although more likely to be considered by other respondents as reasons for chairs accepting the appointment. Brendan and Muriel were also both

keenly interested in the provision of higher education and training for their professions/employment, with which their universities were both engaged.

Remuneration was clearly not involved in any of the appointments: their work as chairs was unremunerated, except for the payment of expenses. All chairs were in relatively well remunerated occupations, or had recently retired from them, and finance was not a relevant consideration.

4.13.2. Reasons for accepting office: others' perceptions – passion, proactivity and status?

For the most part, non-chair interviewees commented on the “how” of chairs' appointments rather than the “why” question. In the case of Hedley, his senior lay governor suggested that time and motivation were of significance, and supported Hedley's contention that the office was undertaken purposively, with explicit objectives in mind: “I was elected to be chair to initiate and start driving through those processes of change. How from a non-executive position you guide and influence and push through all sorts of deep changes that are necessary - and it is deep, we are talking here about the psychology of professors and lecturers, something that is so imbued to the entire texture of this institution - is a very interesting thing”. His vice-chancellor, too, supported this view in commenting of his chair as “someone from business involved with the university and being able to develop the university, that is an attribute that he brings”. The registrar, in stressing Hedley's selection as someone “who would be involved”, with “a clearer graphic mission that we are in a market situation”, confirmed Hedley's wish to use his office positively.

Others within his university supported Godfrey's view of the chair's office as a vehicle fulfilling specific social objectives, his senior manager confirming the perception of him as “the one governor who would tackle difficult issues and who was prepared to be assertive.” The registrar confirmed his qualities of “enthusiasm and commitment and a willingness to serve, put in the time and effort (for a) tough experience.” His teaching staff member also agreed the nature of Godfrey's appointment from amongst “dynamic, educated people” with a commitment to the community. Godfrey's senior lay governor supported the fact that chairs “are heavily involved and have very strong views themselves”. In this case, however, it was also seen as problematic, because the chairs' responsibility “is not to put those

views to the fore, but actually to get other people's views to the fore and only speak up if they genuinely believe that issues are not being met". The vice-chancellor confirmed that Godfrey as chair "is very passionate about this university, he cares about it deeply and contributed greatly to it" and "the obsession was, he was there for a purpose".

This wish of the chairs to engage in the management of change was also confirmed, to varying degrees, in the views expressed by their senior lay governors, this being also associated with the capacity of chairs to implement such change and hence to push hard at domain boundaries that acted as barriers to change. Hedley's lay governor confirmed that the chair needed "to devote quite a lot of time because there were major issues that needed to be sorted out". Muriel's described her as "a very good chair who is very involved" and Brendan's signified that the previous chair's view was to be totally supportive whereas Brendan was "a bit more proactive". Godfrey's lay governor considered that his hands-on style was problematic, straying into the domain of the university executive under its vice-chancellor, but acknowledged his close involvement in university matters. His vice-chancellor confirmed the problems of domain negotiation. "He grappled for a long time between what is governance and what is management. He spent a lot of time when he first became chair going around seeing officers regularly, but he did not appreciate that it could be interpreted in different ways and he had to change".

Muriel's vice-chancellor stressed the importance of the chair having the confidence, not only of the governing body but also vice-chancellor, and by implication, a wish to work closely with the vice-chancellor. Her registrar considered Muriel's commitment to the university mission to be a significant factor in her appointment as governor and chair "she has been attracted to the position that this university has in the sector, being very keen on application of knowledge and of links with the community - of being out there and being very close to the emerging needs of industry and the professions". The senior lay governor signified Muriel's motivation as "a very good chair who is very involved, she does take a serious interest in what the academics are doing". Her elected staff member considered Muriel's commitment to proactive work with the community generally as part of her reasons for accepting office.

A clue to Brendan's reasons for accepting office on the governing body was to be "part of the 'magic circle'", the magistracy, that his senior lay governor considered dominated his city's economic and social bodies, and particularly that he knew the vice-chancellor and board members. For his vice-chancellor, the fact that he was "a distinguished person who was willing" complemented this picture. The senior manager's description of relationship between the vice-chancellor and chair as "just a little bit too cosy" adds to the portrait of a highly personal commitment by his chair. On the other hand, the elected staff governor suggested three reasons for Brendan taking office: "some broad empathy with what the academic institution is about"; "as a way of improving their own standing . . . the chair is recognised in the City . . . as having status"; and "the attraction of helping to lead a successful venture".

4.14 Conclusions

In this chapter I have concentrated on the profiles of universities and chairs studied in this research, and the "how's" and "why's" of the appointment, as well as their preparation for occupancy of the chair's position. We have also looked at the attributes, qualities and experience of the four chairs in the research sample, with a sidelong glance at university governors generally, the practice of corporate bodies more widely in appointment of chairs, to give a little perspective.

In considering the selection and appointment processes, first as governors and then as chairs, we can see that notwithstanding the development of formalised procedures and processes, for this generation of chairs at least, and perhaps for later generations, informal personal processes played a strong part in their appointment to the governing body and to its chair. Patronage exercised by the existing governing body chair was influential in the appointment of Godfrey and Muriel as governors. Friendship links with the vice-chancellor and senior staff were important in the recruitment of Hedley and Brendan to the governing body. Previous association with the university in one form or another was important in the appointment of all four chairs.

Moreover, the place of unpredictable factors in appointment has to be noted. Neither Godfrey nor Brendan were first choice candidates for the office, but were appointed because their respective natural successors were ill, or rejected the offer.

Hedley acceded to his office at least partly because of the retirement due to ill health of his predecessor, and there was no doubt that he was the obvious choice of his governing body to succeed. Muriel professed surprise at her own election, although seemingly groomed for chair's office by her powerful predecessor.

The occupational profiles of the governing body chairs in the research were clearly different from those researched by Bargh and colleagues in 1996, where local authority and public bodies were seen to predominate in external governor representation (Bargh, Scott and Smith, 1996). The work experience and natural world of these chairs is largely that of private sector employment, and Godfrey, who came from the voluntary sector, in practice ran a consultancy and training business. The outlook of the chairs, and their perspective of the university whose governing bodies they led, characterised that of the employment world in which they worked. The expectation of Hedley, Muriel and Brendan certainly, and Godfrey perhaps less clearly, was that of their university operating within the marketplace. All four shared an activist impulse for change and reform to promote their university's competitive advantage as a substantial part of this.

Another aspect was the model for the conduct of the office of chair which they brought to their tenure. Hedley and Brendan quite explicitly used models which they found in private industry to guide their own conduct. Muriel learnt her conduct of the chair from her predecessor, himself an industrialist working in the private sector. Godfrey understudied chairs drawn from the private sector.

A matter intimately related to these attributes of occupational experience, was a second marked change emerging from the work of Bargh and her fellow researchers (Bargh, Scott and Smith, 1996). Their external governors identified personal qualities as a prime reason for becoming governors, whereas internal members were likely to want to participate in changing the institution - reflecting a 'fault line' running through the governing bodies, between passive and active elements. The chairs profiled here were all 'activists' seeking a positive, proactive role in governance and the management of change within their universities, and to engage in institutional leadership in the management of change. This was substantially corroborated by the views of the non-chair respondents in my research.

In the attitudes the chairs brought to their occupancy of the chair, they reflect changes in corporate governance identified by Stiles and Taylor in their study of

directors' roles and responsibilities - namely that "the role of the board has potential for active involvement in the running of the organisation, and that this involvement depends on the degree of co-operation and trust that exists between board members and the relationship the board has with management and shareholders/stakeholders" (Stiles and Taylor, 2002, p.1).

As Chapter 1 indicates, universities in the UK have been and continue to be susceptible to trends and movements in corporate governance both national and international, exhorted and required by the changing national government framework and its agencies, and by cross-fertilisation of corporate governance concepts and practices generally. In the profiles of chairs, we see these changes begin to emerge in a tangible manner, in their expectations of their office and their wish to extend their domain to achieve necessary changes in university performance.

In Chapters 5 and 6 we examine the conduct of these four chairs as corporate leaders of their universities; and we seek to examine whether their expectations, attitudes and experience have materially affected the domain of the chair of university governing bodies. The chairs and their stories, the universities and their histories, clearly play a part in this, and form a perspective through which to view this later material.

Chapter 5

Perceptions of a Contested Domain: Boundaries and Relationships

5.1 Introduction

In Chapter 4, I profiled individual governing body chairs in the context of their universities, their personal stories, preparation for and route to, the office of chair. In this chapter, I go on to look through the statements articulated by the chairs themselves and those of other senior actors in university governance and management - at their perceptions of major elements identified from the literature for the domain that the chairs occupy, and its boundaries. Starting with the core elements - the best recognised and least contested areas of the chair's territory - I move through less well-known elements to those where there is most contention about the legitimacy of territorial claims for the chair. In so doing, I also reflect on some of the major issues emerging from university governance in the contemporary period, as well as good practice guidance for governance, insofar as they relate to the mapping of the chair's domain. As we do this, it is useful to keep in mind a number of points in relation to the chair's domain described in Chapter 1, and reflecting organisational behaviour generally.

'Domain' in this context incorporates the areas over which the chair exercises authority and power. This domain concept implies boundaries, clear and not so clear, with areas of activity outside the chair's domain, territories that are occupied by others. Paulsen and Hernes (2003) have signified that boundaries in any organisation are the subject of evolution and boundary "blurring" in modern society, where multiple sets of boundaries can exist, and changes in organisations may signal a growing complexity of boundaries, with some boundaries changing more often and more rapidly in time and space. As Hernes reminds us, such organisational boundary changes are to be expected (Paulsen and Hernes, 2003). Those who assume that domain boundaries in organisations are stable are obliged by new realities in organised life to recognise that this is not the case.

University leaders, like other organisational leaders, need to pay attention to domain boundaries as perceived by the members of their organisations, both those drawn purposely by organisation management for whatever reason, but also those

evolving more or less unconsciously due to social interaction and shared experiences within the universities. Santos and Eisenhardt (2005) have noted that boundaries reflect the essence of an organisation, and ‘managerial cognition’ as they say, or in this context, ‘governance cognition’ and understandings about where boundaries lie, are as important as constitutions, rules and regulations; all help to determine organisational identity, which can emerge from several sources, and can evolve over time, shaped by interactions within the university and its governance.

A note on the way in which I present the material in this chapter is appropriate here, I think. It is important that the voices and the words of the participants are clearly heard, rather than mere summaries. Sometimes, these emerge more clearly from category of respondents – notably, of course, the chairs themselves. This provides a perspective from the particular ‘office’ in governance. At other times, the voices are more identifiably institutional, with each university perspective providing the clearest articulation, and facilitating inter-university comparisons. On occasion, similarities of perspective between universities, or individual players help to highlight particular aspects of the chair’s domain, so two or more are best presented together. I have therefore used all methods of presentation, not I hope in an arbitrary manner but selectively. If I have succeeded, then the fascinating characters of my respondents, as well as the intriguing developments in their universities, may just start to emerge.

5.2 Initial Perceptions of the Chair’s Core Domain

Chapter 1 described the generalised descriptions of the chair’s domain in published governance guidance for UK higher education - or to be more precise, those domain elements that exist within such guidance. Some of these were published after my research fieldwork was completed, but as I have said previously, to take a purist view and to ignore these later references would be to deny resources, which are few enough anyway, in relation to governing body chairs. Reminders are made throughout the text, as and when necessary. A starting point for interviews conducted with chairs and other respondents, was a request that they identify the chair’s principal roles. What emerged was some preliminary domain territory which was examined in greater detail later. It identified variations in perceived domain territory, sometimes based on role-specific perspectives, independent of institutional

context. The domain construct was not part of the dialogue with respondents, but rather something which emerged in subsequent data analysis.

So, what about these views? Hedley's - long-serving and experienced - represented all chairs except Brendan. Of first importance was Hedley's relationship with his vice-chancellor – “when the chair makes the most important contribution, to take a lead when it's necessary to appoint, and in extreme circumstances to 'un-appoint', the VC . . . the responsibility of that is just huge” accompanied by “acting to steer and support the vice-chancellor in every way that I could”. Hedley's senior lay governor, by contrast, felt that important though the chair's relationship with his governing body was “the most difficult job for the chair is actually operating the governing body, they are strange bodies; you can never predict what's going to happen.” This latter view incidentally was supported by his vice-chancellor and registrar. A third view, from Hedley's staff governor, was of a chair “independent of management . . . to monitor management . . . active overseer” whilst recognising the need for “a constructive relationship with the VC”. This was something which aligned closely with the senior manager's view of a chair to lead the body which “asked the awkward questions” of the university's management.

Brendan's dissonant view, was in emphasising his principal domain area as being “to develop and implement the strategy of the University, to have ownership of that strategy together with the other executives and non-executives” (Hedley had reflected the importance of this, as his second domain priority – “to take a very basic strategic role in the university”). Brendan's senior lay governor considered the chair's domain territory as contingent on context and “generally determined by what the university is trying to do and the stage of the cycle it is in”. In an apparent role reversal, his VC - unexpectedly - took the stance that the other three universities' chairs took, - a first role “to appoint and if necessary dismiss the VC, I think that is the most important function”, his registrar emphasising leadership of the governing body, whilst his senior manager stressed the role of independent oversight - “keeping an eye on what they (the vice-chancellor and registrar) are doing” and his staff governor expected the chair to be “a check and balance on how the institution is managed”.

5.3. The Chair in the Governing Body: Perceptions of Mutual and Complex Domains?

The chairs' domain - its territorial heartland - is the governing body itself, a deceptively simple notion. The role of all corporate body chairs is to chair meetings of the bodies of which they are members - reflecting somewhat Cadbury's definition that 'the heart of the job of chairman is to get the best out of their boards' (Cadbury 1995, p.30). Moreover, "the board controls the company, but the chairman leads the board" (Heidrick and Struggles, 2006), and for ensuring its effectiveness on all aspects of its role (Financial Services Authority, 2003, p.5). The CUC Guide (2004) echoes the combined code as does the CUC chair's role template (2006a). Governing bodies are complex entities, with substantial committee and subcommittee structures wielding influence and power, as Bargh and colleagues have noted (Bargh, Scott and Smith, 1996) each operating within a constitutional framework of rules and regulations, structures and processes, and beyond that to academic and support staff, structures and procedures so that the domain of the chair potentially extends to considerably more than just presiding over meetings of a group of 20- or 30-strong board. The legal claim for the chair's authority, is as we have seen, insubstantial and is ultimately bounded by the governing body itself, complicated by contested rival territorial claims of, for example, the vice-chancellor/university management, the senate/academic board and others. To complicate matters even more, the governing body itself can be seen as a field of contest for rival domains, with the chair enjoined in the battle for domain territory.

The three critical elements of governing body operations are the determination and organisation of the agenda; the appointment of members and officers; and the chair's relationships with members and officers. The first tests the chair's opportunity to define the very governing body operational arena by setting out its business, and the structure of its debates. The second concentrates on the chair's power to determine the personnel on the governing body, and hence the power of patronage. The third relates to the capacity of the chair to manage governing body leadership through the development of working relationships with others. These by no means constitute a comprehensive description of all aspects of operation of the governing body, but provide some important pointers as to the domain of the chair within that of the corporate body generally.

5.3.1. The Governing Body Agenda: Who Seems to Control It?

The residual power of the corporate body chair to determine issues for debate and discussion is a substantial one, should the chair determine to use it. A contemporary survey of corporate governance in the UK emphasises that 'One of the key roles of the chairman is to structure the agenda of board meetings in a way which insures that the board focuses on important issues and is not distracted by process' (Owen and Kirchmaier, 2006, p 32). It is formally the duty of the chair, assisted by the secretary, to be responsible for ensuring that the necessary business of the governing body is carried out efficiently, effectively, and in a manner appropriate for the conduct of public business (CUC 2006a, para. 1(a)). Llewellyn's (2006b) current research, however, suggests that the role of the secretary may be more directive than this formal position indicates.

Perceptions of this within our case studies show interesting variations of the position. Brendan considered "I don't prepare the agenda - that is done by the aides to the vice-chancellor and the registrar . . . (but) if I want something on the agenda - which has happened only once or twice - it is done". Hedley's position was not dissimilar, "I see the agenda in draft form about three weeks before the meeting sent to me by e-mail; if there's anything I want to talk to anybody about I can do so at that point, if I want to bring anything on the agenda myself, I can at that time, and so I've got a measure of control". Muriel's was of a more recognisable domain claim, with her chairing of "what we call a board officers' meeting" at which the agenda was organised, amongst other work. Godfrey saw this as an arena of contest, since "by chairing the governing body I determine the agenda, but it's a fight every single time. I am just supposed to be a good chap and rubber-stamp it!" Senior lay governor perceptions were interesting. Brendan's credited him with "the related ability to set the governing body agenda; he has initiated reform of the papers the governing body get", Hedley's considering that he "takes a close interest in the agenda, to make sure the important strategic issues come forward. I don't think he just receives the agenda", while Muriel's thought "the secretary and the chair, I believe" determined the agenda, but certainly "I know that the chair sets the agenda for financial standards" with some freedom for contributions from others; and Godfrey's emphasised the joint role of the chair, vice-chancellor and registrar in this. Vice-chancellors tended to stress the mutuality and co-operation of management and chair in the agenda formation, Hedley's admitting "I suppose it's like anything else

and finally rests with the chair of the governing body”. Muriel's VC insisted on the importance of the relationship between the chair and herself in “the planned side of the business” whereas Godfrey’s thought that, contrary to his view, “the chair on advice from the governing body” determined the agenda.

It was widely acknowledged that the chairs collaborated with the vice-chancellor and the registrar to formulate the governing body agenda; chairs themselves, senior lay governors, registrars and senior managers strongly agreed on the importance of these senior permanent executive officers in shaping the final issues to be discussed and debated in the governing body. Undoubtedly, the degree of management influence led staff governors to suspect management dominance. Hedley’s was forthright - “the business is driven by the management; and not by the governing body - very rarely does somebody bring something up not on the agenda - always a reactive meeting and it is not good”. Muriel’s considered that “A lot of the things that need to be discussed are dictated more by the executive and the VC than by her (the chair). She would agree the agenda but she wouldn't actually construct it”. Godfrey, as we have seen, supported this ‘managerial hegemony’ perception, referring to his predecessor’s situation where “the previous VC more or less controlled everything and the previous chair didn't have a problem . . . he'd turn up, do the chair and then he would go away again”.

5.3.2. The Appointment of Governing Body Members and Officers - Perceptions of the Chair’s Patronage Powers

This is a critical area of potential domain contest. Modern good governance precepts as indicated in the Combined Code (FSA, 2003) demand the operation of formal nominations committees, to ensure the benefits of transparency and openness in the conduct of public business. It is equally accepted good practice within universities (CUC, 2004, para.2.49) for nominations committees to seek out and recommend the appointment of new lay and co-opted members to the governing bodies. On the other hand, the determination of governing body membership is a key concern for any chair: Cadbury, in his classic ‘The Company Chairman’ (1995) emphasises the important duty of the chairmen to see that their boards are made up of the best people available, and to ensure that there is an established formal process for bringing nominations forward to the board. Chairs of university governing bodies are critically concerned to obtain compatible fellow governors, so as to meet

the requirements of recommended practice (CUC, 2006a, para.1d) to develop good working relationships, to ensure that collectively they exercise responsibility and act as a corporate body. In fact the CUC template for a chair's role acknowledges that in order to do this, the chair must be formally and informally involved in the process for the recruitment of new members of the governing body (CUC, 2006a, para. 1b, 1d, and 1f). The CUC recommends that the governing body chair should normally chair the nominations committee (CUC, 2004).

This reflects the fact that processes for the appointment of governors, and within governing bodies the appointment of lay officers, have become formalised and more transparent in universities, just as they have in the corporate sector generally during the last decade. The Governance Code of Practice within the CUC Guide (2004) recommends that vacancies be publicised with a clear indication of skills, knowledge and experience required, both within and without the institution.

It is increasingly usual for universities to advertise nationally, as did one in January 2007, for 'experienced individuals to join the University Council and help us to define our future'. Staff and students, as well as members of the governing body, are recommended to be invited to submit names for transmission to the nominations committee, which should have regard to the balance of membership in the needs of the institution, and may keep a 'skills register' against which to assess the field of candidates (CUC, 2004).

All four universities in this research had nominations committees, although a number of chairs and lay governors had been appointed before this innovation. Perceptions, therefore, straddled the less-formal to more structured nominations processes, although in all, there was widespread perception of the key position of the chair in recruitment and appointment of governors. Muriel's university was interesting in showing perceptions of the appointment process, and was very similar to Godfrey's. Muriel, who chaired the nominations committee, considered it to be "absolutely crucial", but went on to concede this as a shared domain between herself and her VC: "it requires both the VC and chair really on every appointment to the governing body and committees, we do that together . . . we have an extremely good working relationship and we make joint decisions". Muriel's VC emphasised: "one of the things we have done since I arrived is to try to identify people who at least are suitable for senior posts including chair". The registrar's perception was rather

different: the chair and other governors were drawn from members of a small, highly-networked regional/civic group - "a lot of our governors meet over and over again in other networks . . . they interrelate through all these groups". The chair, she said "is a member of the nominations committee so she has a voice there . . . people listen to her views but she does not make the decisions. The committee makes the decisions and I think if she was arguing about something that was really out of line with what the other members felt, she would respect their views". The senior lay governor's recruitment to the governing body, eight years previously, in a pre-nominations committee era, was: "the VC approached me: I knew the chair, we knew each other well and we have worked on the governing body together, but she didn't approach me". The staff governor's view of the chair's position was "with the nominations she would be the one to approach them - an example would be our Chancellor's appointment. The chair informed the governing body about her nomination . . . the full governing body gave it their approval".

In other universities in this research, less emphasis was placed by chairs on the formal processes. Brendan's perception was that as chair, he identified "committed members of Court (the wider group of university 'friends' beyond the governing body) some of whom you might wish to fast track . . . because . . . one needs succession planning". This was "slight hypocrisy", because he was not a member of his nominations committee. Hedley, who also had a nominations committee, said his latest governor had been recruited because "I happened to sit next to him at dinner and got chatting to him and he was clearly interested in the governing body . . . so his name was on the list".

All vice-chancellors claimed the appointment of governing body members by consensus involving themselves in informal vetting, supported by what others said. Typically, Hedley's VC saw that "basically, any people whose names are brought forward, he and I meet for lunch", something confirmed by the senior lay governor and registrar. The elected staff members in all universities were very much peripheral, and their perceptions were coloured accordingly, as Hedley's said "it's not something that I have any kind of involvement with", although his perception was that the chair was involved in the process.

A complementary vital aspect, is perception of the chair's place in the appointment of governors to key offices, committee chairs and the like, who with

the chair are often regarded as forming an “inner cabinet”, in the words of Hedley’s VC. Brendan’s view was that “In terms of my deputies, I think that that's really my decision. As far as other members are concerned, the ones that you are with at a very senior level almost choose themselves in terms of the chemistry between you, some of whom you might wish to fast track as I’m trying to fast track the deputy that has just been appointed”. Nonetheless, he did not claim this as his sole domain, acknowledging that some were arrived at through informal meetings with his VC and registrar. The elected staff member’s perception, like his registrar, was that “these senior lay posts rather emerge following consensus among key players”, in this case largely the chair, the VC and the registrar.

5.3.3. Looking at the Chair's Domain and Governing Body - Leadership Relationships and Others: Boundary Delineation

Cadbury (1995, p.110) indicates that “chairmen work with and through their other board colleagues”, and that “Their links with other members of the top team, are therefore important, starting with the deputies.” Cadbury's “top team” are those concerned with governing body leadership. Further evidence was provided by Higgs (DTI, 2003), emphasising the importance of the role of the non-executive members of company boards, - described in university terms as “the ultimate form of executive authority in most British universities” (Salter and Tapper, 2002).

A study of the domain of the chair must take into account relationships with other major players in governing body leadership - Bargh, Scott and Smith’s (1996) ‘core group’ and Hedley’s VC’s “inner cabinet” on whom the chair relies for essential support in the control and conduct of the governing body. The CUC confirms the importance of these relationships, in emphasising that the chair establishes, inter alia, through a good working relationship with the chairs of governing body committees, that the work of the governing body is carried out properly, efficiently and effectively (CUC, 2006a, para.1(b)). Moreover, it states that the chair should ensure that collective responsibility is taken for decisions, should encourage all members to work together effectively, and seek to build consensus among them (CUC, 2006a, para. 1(d)). A chair study also needs to take note of the characteristics associated with Shattock’s (2003a) good governance components, including providing technical and professional expertise, the possession of a longer term viewpoint, the ability to act as a critical friend, technical

expertise on governance, ability to read the external environment, and others. This section looks at respondents' perceptions of governance leaders and the extent to which, with the chair, they are critical to the maintenance of governance, and governing body confidence in the chair.

Chairs, senior lay governors, staff governors, and vice-chancellors in three out of four universities in this research considered that chairs rely upon a small number of senior members - invariably the lay governors who form the majority of every governing body - to enable them to exercise their office effectively. This operation differentiated between individual institutions, and in some cases the leadership 'system' operating in an institution looks rather different, dependent upon the place of the respondents in the governance hierarchy, and how well-informed are their expectations.

Brendan's Governance Relationships

Brendan simply saw that, as chair, "what you do is you choose five or six key people who you work up a relationship with and then you try and pick up the shortcomings of the others". In this way, the business of the governing body could be controlled, through the help of a small number of active members. His VC saw it as the chair's job "to advise key members of the governing body of the issues coming forward, or to respond to phone calls from them". These key members took part in "a regular officers' meeting, quite separate from the governing body, so that the officers always do know whatever they want to", before every governing body meeting and in the middle of each academic term. The registrar who worked closely with the VC, indicated a managed, controlled process: "Two deputies, the treasurer and with the chair to balance the group, plus the VC, plus myself, have regular structured meetings" designed to co-ordinate governance leadership. By contrast the senior lay governor painted a rather different picture of a more informal arrangement: "if there is something that is bothering me I will ring him up and talk to him . . . I will go and see Brendan if I have got an issue . . . I have extremely good access to people in the university and I would regard Brendan as only one of these". His staff governor's perspective was of an even vaguer notion of a core leadership group on their governing body. He emphasised the chair's relationship with other lay governors: "we have got probably about 17 lay membership, which isn't too large a number for the chair to keep in touch with . . . keep in contact between

meetings with these, not meeting as a body . . . and taking soundings . . . being responsive to any concerns that there might be”.

Hedley’s Governance Relationships

Hedley, like Brendan, drew attention to the importance of working with a small number of senior governors - two fellow pro-chancellors - as particular confidants: one, the treasurer “a very important member of the governing body, he and I worked together very closely really . . . to take a very firm line with the university over several years to change its financial direction”; another “a bright, clear-thinking manager”, was available for advice on key topics. To this his vice-chancellor added one more - a former treasurer, to form an “inner cabinet” of three. His registrar signified these did not meet routinely: “He will meet with some members on the local social circuit, but . . . if anybody wanted a meeting on that particular subject you would do it through a number of committees”. The senior lay governor, the treasurer - like Brendan’s and his registrar - portrayed a relationship of informality in the senior governance coordination - being “more case-specific: one where there is an ongoing issue, is to do with the non-academic pension scheme, he has built a relationship with one or two who have firm ideas on that. If I’ve got a financial concern about something I will talk to him about it”. The senior manager met lay governors in joint committees, but his perception was “there was no sense of an 'in-crowd' or 'out-crowd'.”

Muriel’s Governance Relationships

Muriel viewed her deputy chair and the chair of the finance and employment committee as the group of three “board officers” whom she met monthly, and communicated with outside of the university. Her VC claimed to have promoted coherent board leadership amongst the four senior governors: “I introduced governing body officer meetings, chair, deputy chair, chair of audit, chair of finance and employment committee so that I can keep them briefed informally”. The lay governor confirmed: “we have very powerful committees here, the chair of the audit committee is extremely important, the chair of finance and employment is extremely important” and the chair and herself as deputy chair, needed to “understand each other - because, coming at the issue from different directions, it could (otherwise) be absolutely impossible”. Muriel's registrar emphasised the importance of informal links: “Probably eight or 10 of the governing body are involved in a whole number

of civic groups or regional groups and so there is all that informal networking going on. I suspect that Muriel would probably do a bit of more managed interaction if she felt it was needed, but an awful lot of it just happens". The staff governor saw his chair as meeting committee chairs "a lot more regularly than quarterly, she is in the university a lot". The senior manager, viewing governance from a distance (though a former elected governor) considered that the chair "worked more closely with a small group, possibly according to the issue . . . I would expect that there is an inner group".

Godfrey's Governance Relationships

It was noteworthy that the chair did not operate with a senior governor group, and Godfrey's relationships with key governors such as committee chairs, were characterised by "a degree of brusqueness which has led to some tensions" in the words of the staff governor, and by the senior manager as demonstrating "a few tensions between the committee chairs and the chair". Godfrey acknowledged that "a number of the governing body members share a network outside the institution to which I don't belong", his VC describing his interactions with key governors as "undertaken with difficulties sometimes." His registrar differentiated between best practice which was where "the chair perceives them (all key officeholders) to be the first among equals, the 'equals' part being very important", and the practice of her chair, who was "perceived by colleagues to speak the language of inclusivity but actually to be quite dictatorial". As we might imagine, Godfrey's senior lay governor (and chair of the finance and employment committee) testified to the absence of effective governor leadership relationships with the chair, who "has done very little in getting to know the governors, he has not taken on board the fact that the whole of the governing body are responsible, and not just one person". The senior manager, indicated that "I don't think there has been in existence an 'inner sanctum' of half a dozen people who drive the university's policy: it hasn't worked like that in this period of office".

5.4. Financial Responsibility and Perceptions of the Chair's Domain

5.4.1. The Significance of Finance in University Governance and Management Domains

The power of the purse is a significant one in defining the locus of authority within any organisation, and very significant influence on the operation of the university is determined by the formal responsibility for a university's finances, and university constitutional documents making it clear that governing bodies are ultimately responsible. The general duties placed upon governing bodies, and outlined by the CUC (2004), are: ensuring the solvency of the institution and safeguarding its assets; approving the financial strategy; approving annual operating plans and budgets which should reflect the institution's strategic plan; ensuring that funds provided by the Funding Council are used in accordance with the terms and conditions specified in the Funding Council's Financial Memorandum; ensuring the existence and integrity of risk management, control in governance systems in monitoring these through the audit committee; and receiving and approving annual accounts (audited financial statements).

The Funding Council also requires (HEFCE, 2005) the governing body to ensure that the institution has adequate and effective risk management, control and governance, and for its activities to be provided with economy, efficiency and effectiveness.

The chair's responsibility in this vital area is described by the CUC, namely to ensure that the governing body exercises efficient and effective use of resources of the university for the furtherance of its charitable purposes, maintains its long-term financial viability, safeguards its assets, and establishes proper mechanisms to ensure financial control and the prevention of fraud (CUC, 2006a, para. 2(c)). Chairs are encouraged by the CUC to monitor institutional performance through the use of key performance indicators and in their latest document on this topic, the first recommended indicator is institutional sustainability, defined as the ability to "finance its long-term costs in such a way that it is not creating liabilities for future generations" (CUC, 2006c, para. 3.9). Given the admission in the same document that annual monitoring of universities' sustainability is largely by use of financial ratios, the very great significance of finance for chairs is further emphasised,

particularly when another recommended key performance indicator relates to the financial health of the university, defined as “short-term (three years’ timeframe) and therefore deliberately focuses on aspects of financial performance and key financial risks with consequences in this timeframe” (CUC, 2006c, para. 3.66), explaining that “this is more familiar territory for most external governors, and an area where they have a strong contribution to make” (CUC, 2006c, para. 1.11).

The chair, as the leader of the governing body, has considerable legal responsibility and authority, but this is not simple, because the statutes and financial regulations of each university delineate financial decision-making authority of university officers (CIPFA, 2005). The vice-chancellor has a special position as accounting officer, answerable directly to the funding council. In pre-1992 universities, lay treasurers have specific financial responsibilities and possess a degree of independence from the chair; in post-1992 universities, finance committee and audit committee chairs are senior lay governors with formal financial responsibility, usually with financial expertise, commanding at the very least considerable respect from chairs, and able to report directly to national funding bodies in certain circumstances (HEFCE, 2004). Finance directors are senior university managers with financial expertise and responsibility, and secretaries to governing bodies have legal responsibilities in relation to the implementation of funding council financial memoranda (CUC, 2004, paragraph 2.16).

5.4.2. Finance and the Governance Domain

It is clear that financial authority and responsibility in universities is a substantial issue for governance and management domains alike, and all groups interviewed in this research appreciated this. The importance of this area is heightened, to the extent that in addition to the accountability requirements placed upon corporate universities is added the requirement to comply with public sector norms of probity and care; and increasingly, to exercise entrepreneurial skills in an international market, where the difference between private and public sectors become blurred, and where traditional models of a “state-led pathway is clearly not one appropriate for changing complex universities in the fast-moving environments of the 21st century” (Burton Clark, 2004, p.169). The HEFCE financial memorandum tightly prescribes the extent to which in any one year institutions may

post a loss in the annual financial accounts, without becoming an institution deemed to be 'at risk' (HEFCE, 2003).

The financial responsibility of governing bodies is complicated by the fact that they are excluded from the core business of academic activities which lie elsewhere with university management, senates and academic boards. Urged by the CUC to question and challenge academic assumptions (CUC, 2006(c)), governing bodies, as Dearing's "ultimate decision-making bodies" (NCIHE, 1997, para. 15.42, p.238), must exercise indirect authority, including financial decision-making. In order to fulfil their role as responsible for their institutions, governing bodies must have effective means of exercising the remote levers of financial controls, to ensure compliance with the mission and educational character.

For the chairs, charged with governing body leadership, this has obvious implications: their own effectiveness is impaired if they are unable to secure effective financial accountability of their universities, and a firm place for financial responsibility within their own domain.

5.4.3. Finance and the Chair's Domain

Chairs and other respondents showed an acute appreciation of the key significance of finance, effective financial performance, and accountability concerns although in the chairs' initial allocation of domain priorities, this was not at the top of the list of any. All chairs in this research were active members of their finance committee. Some of the 'stories' told illustrating the impact of finance on their roles and domains illustrate this fact, but first we should listen to some of the claims made by the chairs to illustrate their commitment:

Hedley: "I come from a background of being a chief executive of a quarter of a million pounds turnover company, so you can imagine that that would be a constant preoccupation of mine, and indeed it is, and I am always at pains as to what the current situation of the university's finances are, and where we are headed. Whilst the treasurer has specific responsibilities in this area, it seems to me that as chairman I have a very important responsibility to have oversight of that ... I can tell you most days of the year what our current cash position is, for instance."

Muriel: "The governing body has the ultimate responsibility for financial security of university. I think all the responsibilities of the governing body are

magnified when it comes to the chairman's responsibility because the governors rely on me, and my deputy and chair of the finance committee, but ultimately the buck stops with me. I have to be assured about the university's operating budget and its proper financial strategic position on a very regular basis”.

Muriel's registrar confirmed that “She is quite vocal in the finance committee and makes her views quite strongly known, uses phrases like ‘I would like to see more of this’ or ‘I think you should be doing that’. So she is quite assertive and I think members of the committee and the chair take quite strong cognisance . . . she's reasonably knowledgeable about financial matters, having been a chief executive and she knows how to read balance sheets (some governors don't). She can express quite a strong view”. Her staff governor confirmed the importance of finance in governing body discussions under its chair (“the one issue that was sacrosanct”), confirming Muriel's “absolutely minute grasp of financial issues - the chair and the governing body realise finance is paramount”. Hedley's registrar indicated that his chair's formal involvement in financial matters included: “chair of policy and strategy committee, he is a member of the finance and general purpose committee and any regular budgetary reporting. It's a management committee which reports into the F & GP. We have smartened up quite considerably over the last number of years. The chair and I were very clear that this VC would not want to continue the old budgetary system. Hedley was certainly aware and supportive of the change and it was driven through”.

Others shared their chairs' perceptions of the significance of financial responsibilities as a core domain duty of chairs. Hedley's senior lay governor (treasurer, it may be recalled, with expert knowledge in this area and former partner in a nationally-recognised major accountancy practice) considered that “He is on the finance and general purposes committee and that is absolutely central - my feeling is it is so crucial that he needs to be at a level where he can see what is going on. I would see him as having a special focus”. His staff governor saw his chair as being “fairly involved in any financial decision . . . it's the chair of the governing body and members of the governing body who are responsible for the financial health of the university”; and the senior manager's perception was that “my sense of the role of the chair is that it is very much hands-on” in relation to financial scrutiny. His vice-chancellor confirmed that “when we had deficits, he asked quite a number of searching questions of senior management”. This included, shortly after the

appointment of the VC, the fact that Hedley, in his words “Sat down and wrote him a note about what I considered was the detail issue, like changing (senior staff) and he changed the (senior staff) and now (they) are extremely able.” Indeed, Hedley’s preoccupation with financial matters included, in his own words: “Informally, if I bump into the finance director or some other contact, I will say to him 'how are the finances looking? Is everything going to plan, etc? Then we'll talk about it”.

Muriel’s senior lay governor (her deputy, with financial expertise himself) considered the chair's role as “A trustee of public money, to ensure that money is spent wisely and properly. I don't think you could ever get away from the fact that the money coming into the university is from the taxpayer”. Moreover, he considered “any good chair of any organisation, whether it be public body or private, has got to be able to have a private conversation with the finance director, and say ‘are the figures correct, are they being fudged, are there things going on that we don’t know about in terms of probity?’. Muriel’s vice-chancellor saw her chair as being concerned substantially with “the overview of the financial strategy”. The senior manager was in no doubt that the chair, “in supporting the governing body, the director of finance and the vice-chancellor, must determine all the criteria of financial performance and the monitoring arrangements that go with that”, adding that on a particular current proposed capital investment to relocate one academic school, the chair “will be very concerned and involved, it’s part of his area of interest”. Moreover, the registrar signified that Muriel’s interest in financial viability extended to being “fairly influential and very strong in arguing for what she wanted, in relation to the appointment of finance director, 18 months ago”.

Neither Godfrey nor Brendan claimed financial expertise in this way but both affirmed the importance of their financial domain responsibility as chairs, and for their governing body. Brendan’s perception of his role was to maintain “an overview and strategy - in terms of finance, the generation of finance. I think it is an important part of the chair’s role.” For Godfrey, his role was “Basically trying to maintain the overall solvency of the institution and making sure that it can't do anything to jeopardise the business, questioning the distribution of resources within the institution, understanding why resources are being diverted, where the responsibility lies and so on”. Others were in no doubt about the importance of finance to the chair - Brendan’s senior lay governor regarded it as “one of the things he has to be interested in, and financial resources one of the key things to direct

strategy”; his registrar signified that Brendan’s predecessor as chair “never missed a finance meeting, and actually had more influence than the treasurer”; and his elected staff governor noted that, Brendan “clearly has to be well-informed” on financial matters. Brendan himself confirmed that he had been personally involved in the appointment of the finance director. In Godfrey’s case, his senior lay governor emphasised that Godfrey had regular meetings with the director of finance, and was heavily involved in the lobbying of government and others over additional funding, although his vice-chancellor signified that he was primarily concerned with “the overview of the financial strategy, not the detail”.

These perceptions of the chair’s domain also shed an important light on the governing body, and other significant governance actors. We now move on to the domain of other lay officers of the governing body with financial responsibilities.

5.4.4. Finance and Shared Domain of the Chair with the Senior Lay Governor with Financial Responsibility

All university governing bodies are required to have major committees with financial responsibility, and their chairs - whether treasurer or not - each have major financial responsibilities defined within the university’s delegations, statutes, ordinances and regulations. Governing bodies are required by the national funding councils to have an audit committee, with independent standing and considerable responsibility for financial affairs, audit and accountability. As for company board membership generally, as indicated by Owen and Kirchmaier (2006, p.26), “Numeracy is vital for all non-executive directors”. Muriel’s registrar commented critically about governors’ ability to read and understand company accounts, but this is becoming a normal expectation for non-executive members of all corporate boards, including those of universities. Chapter 4 indicated that members are recruited to governing bodies with such expertise in mind. Even where the governing body chair is ‘financially literate’, it is clearly necessary to have another senior governor as a financial expert to fulfil the governing body’s financial responsibilities and major strategic financial decision-making.

The most visible form of the ‘domain sharing’ of financial responsibility was the extent to which the chair was heavily dependent on a senior lay governor as a close confidant in financial and strategic matters. Many interviewed stressed the importance of such key senior governor/chair partnerships, if proper financial oversight were to be exercised.

Muriel, self-confessedly where “the buck stops”, also indicated domain sharing of governing body leadership in finance with her deputy and finance committee chairs. “We (the three lay leaders) ask for a proper financial strategy to be presented to us, which we then discuss and adopt: and like all strategies we refine and check against time and development . . . Then of course the governing body, and in particular the finance committee, has the job of making decisions for various capital projects; and then in both the finance committee and the governing body (we have) reports from internal cost centres on performance against budget. So there is an absolutely comprehensive, robust, reporting system”. Her vice-chancellor considered that on financial detail “the chair of the finance committee is much more involved . . . formally she (the governing body chair) does not have a first-line responsibility”. “This was confirmed by the senior manager who considered that in financial management, “I don't think she is going into a significant level of detail”. Perhaps the most graphic illustration was from Muriel's senior lay governor, who indicated that “when we were doing the annual budgeting or the annual planning process, there were discussions as to the aims and objectives of the university. We had a debate about whether the surplus should be 3% or 2.5%, or whatever. Muriel had a big input into that. The governing body has said that we will have to operate within a surplus”, and there was no doubt that the triumvirate of chair, deputy chair and finance committee chair led the governors, so Muriel “along with other members of the governing body, set this attitude that we would operate within an operating surplus”.

Hedley, hyper-active in financial matters, was quick to acknowledge his active partnership with his treasurer, when it came to financial affairs and their shared domain responsibilities. “He and I work together very closely really. We had, for instance, to take a very firm line with the university over several years to alter its financial direction, in the sense that we were making losses and we needed it to make profits. He and I would meet before a finance and general purposes committee meeting that was due to look at the budget and we would say 'look, we have got to take a firm line on this, we really have to make certain that people understand the situation - and then we would pursue that through meeting after meeting until we got to the point when we eventually made some progress and we are now reasonably comfortable in a profit making situation. This is the way that I work with the treasurer”. The senior manager acknowledged “my sense is of a role

of a chair that is very much 'hands-on' " but also recognised that "the chair and the treasurer scrutinise" financial and resources issues.

The other two chairs, admittedly less 'hands-on' on financial affairs placed reliance upon other governors in this area, conceding domain territory to their lay financial experts. For Brendan, internal finance was a key matter for "the relationship between the treasurer - a very distinguished accountant - and the director of finance". He also turned to others to provide alternative financial and commercial perspectives. "I look to a number of people around - especially (the senior lay governor interviewed) - very, very able, much more able than I am in terms of corporate finance, understanding the figures, asking the right questions, saying that he doesn't think the attention to the detail is enough, putting him next to the head of finance, putting him next to the treasurer, getting him to do a paper which is provocative, because he is a slightly Machiavellian character - one uses him". This senior lay governor confirmed - "I would as happily talk about finance to the chair as I would to the treasurer . . . I don't see any one of the officers saying 'that's not my department' ". In this, Brendan worked in similar fashion to Muriel, whose senior lay governor with financial expertise stressed that the chair's job was to "ascertain what role you want a particular governor to play . . . I have had several debates before a meeting as to what role she wanted me to play", particularly in relation to financial matters. From his senior manager's perspective, Brendan "relies heavily on the finance director of the university and the treasurer - we always seem to get a very good treasurer, a very respectable, sharp individual that is an aware person, always does a very good job". Similarly, the staff governor suggested that in financial matters the chair would "leave much of the day-to-day worrying, or maybe, week-to-week worrying to the director of finance, VC and on the lay side, it is a job for the treasurer". With this in mind, the registrar's perspective that Brendan "comes on to the finance committee but he doesn't get involved at all in any of the details" is understandable. Godfrey confirmed that, in matters of financial oversight, "the chair of the finance committee is very influential in the governing body". This he attributed partly to the fact that "I don't have an accountancy background, and half the governing body do and therefore they listen more to the views of the chair of finance". At the governing body, "the chair of finance is the one reporting the details" and "he is the one who would come in for regular meetings with the director of finance". The registrar confirmed that the governing body "would place reliance

on the chair of the finance committee as being the one who has the more onerous task, and indeed the chair of audit in a different capacity, looking on probity and compliance-type issues”. The senior manager put it precisely, describing the chair as “the second most informed person” on the governing body in relation to university financial matters. Domain territory is definitely conceded here by the chair, though even then, within a minimum financial domain requirement for all chairs.

5.4.5. Finance and the Shared Domain with the Vice-Chancellor and Executive Team

A very significant degree of responsibility for the finances of any university is in the vice-chancellor’s domain, as chief executive and accounting officer, with public accountability shared with the governing body (the “capital officer” mentioned by Muriel’s senior lay governor), and specified in the financial memorandum with HEFCE (Shattock, 2006). The chair conducts much university business with the VC, and as Muriel signified, is responsible for developing financial strategies. In addition, he or she is the formal academic leader of the university, but is rarely expected to be a professionally qualified financial expert.

The vice-chancellor depends upon the expertise of the finance director, a qualified accountant, and senior member of the management team, frequently featuring in respondents’ comments in this research. They provide direct briefings for the chairs and other senior lay governors, and all chairs were involved in making this key management appointment. Hedley signified earlier to his VC how important permanent managers were, by making the appointment of senior management a top priority on the VC’s post-appointment tasks. The finance director is in a key position to exercise authority within the financial regulations and generally to influence the conduct of financial affairs, financial developments, and in devising financial strategies placed before governors for final decision. Being financial experts amongst senior management teams led by vice-chancellors, they have, and are perceived to have, a very powerful and special financial domain position within a university relative to other senior managers, as well as governors.

5.5. Perceptions of Strategy Determination and the Domain of the Chair

Decision theory defines strategy as a whole set of plans to cover all contingencies, such as complete instructions (Raiffa, 1997). This compares with the more common assumption of strategy as the long-run objectives and plans (in contradistinction to tactics) of particular parties and in relation to particular conflicts. University strategies appear to conflate the two concepts. Strategic objectives contained within plans of institutions are defined by the CUC (2006c, para. 2.6) as relating to outputs or outcomes at the relatively high level and medium-term, and others being more operational in nature. University strategy covers a spectrum of operations, including the input of original thought in the proposal of a particular strategy, the drafting of the strategy in detail, the approval of the strategy through appropriate decision-making bodies, the allocation of responsibility for strategy implementation, and accountability for strategy, whether holding another responsible for strategy or being responsible oneself. It is possible for all those involved at each step legitimately to stake a major claim on strategy, as a defining characteristic of their domain, but there are clearly qualitative and quantitative differences. In assessing chairs' concerns with strategy, it is necessary to assess at what point in the 'strategy spectrum' their domains are located. Concerns over strategy and strategic planning are inherently complex: indeed there are those, notably Barnett (2002) who suggest that the setting of long-term strategy and planning are not just difficult for universities, but even seemingly out of place, since institutional autonomy is so threatened by external planning and funding agencies.

In this research, when I asked the chairs initially to identify their fundamental activities, Brendan considered this to be his first task, but all other chairs identified strategic developments as a close second. Hedley considered that "one of the most fundamental things that a chair has to do is to take a very basic strategic role: I have attempted to provide that". Muriel indicated her second major preoccupation as: "the strategic development at the university, I am constantly discussing strategic issues with the VC on a one-to-one basis and constantly discussing strategic issues with the senior team". Godfrey, very much university mission-driven, saw this as "questioning and imposing a rigour in terms of any developments, sometimes

making suggestions, retaining the spirit of what we are about, I think, in strategic development”.

In my research I clearly had touched here an issue of concern to chairs, vice-chancellors, governors and staff of universities - understandable given the change agenda of the period during which the research was carried out, and the rapidity of the changes noted in Chapter 1. In fact, major strategic developments faced each university, though some more so than others. The future direction of institutions, the relationships within leadership groups - governors, managements, staff and students - as well as their personal futures, were bound up within these strategic concerns.

It becomes clear that the extent to which the chair contributes to the strategic development of the university is a critical test of the office. The CUC (2004, para. 2.30) lays down a major domain claim for the governors, making it clear that: “the governing body plays a key role in the strategic development of the institution. It should be involved in the development and approval of the institution’s strategic plan, which influences and guides all decisions coming before the governing body”. The domain of the chair and of the governing body is thus formally determined by an engagement with strategy, and this is emphasised by the CUC chair’s role template. This indicates that the chair is responsible for ensuring that the governing body exercises control of the strategic direction of the university, through an effective planning process, and that the performance of the university is adequately assessed against the objectives which the governing body has approved (CUC, 2006a, para. 3(a)). In this, the perceived corporate governance best practice, as indicated by others, is being followed: “Effective governance will be as much about putting in place strategies and policies that earn satisfactory returns to shareholders, as it is about monitoring the activities of the management of the enterprise to conserve or maintain shareholders’ wealth” (Leblanc and Gillies, 2005, p. 250). As the governing body leader, it might reasonably be expected that the chair is closely associated with all major strategic decisions, albeit that the supreme decision-making bodies in universities are not directly concerned with core academic work, where the vice-chancellor, his or her management team, faculties and academic schools and the senate/academic board or its equivalent formally provide the direct influences.

5.5.1. Strategy, the Governing Body and Chair's Domain

Brendan's Case

Brendan's university provides a significant example of development and implementation on a substantial scale, as signified in Chapter 4, and we can examine perceptions of the extent to which this falls within his domain. "My function", he said "and the governing body's function is first of all to determine what the strategy and the priorities are. We did not have a formal strategy committee before I came: I set it up and it was chaired by my deputy. A formal strategy has been worked on for the last two years; it is in documentary form, and being discussed. I think I played a major part, together with the Academic Registrar. It's my responsibility to make sure that the governing body own it, the VC is signed up to it, together with all the other senior executives. Then it's a major part of assessing performance by looking to see how that strategy has been implemented".

As for the initiation of significant projects of strategic importance, Brendan considered that: "I hope everybody feels that they can initiate: in the main I would expect my VC to be the person, together with his team, that initiates strategy, because they are the hands-on individuals, and they are the ones who are expected to come up with their strategic proposals". On the major institutional initiative - a five year project and mentioned briefly in Chapter 4 - its origins were complex, but Brendan's perspective started with his year as chair-elect. During this time, "I asked to see all the heads and we went out to dinner. I put the same question to each one which was, 'what task are you giving me, as a new chair?' - and funnily enough, one of the things they all said was 'for heaven's sake can you try to get this (particular decision) through?' So, without undermining the position - one has to be very careful about the VC needing to be seen internally (to lead it)", he pressed ahead. His claim was clearly a major one: he had drawn from senior academics in the university a strategic policy direction, obviously under debate in the academic community. He did so independently of the chief executive, the vice-chancellor. Subsequently the strategy was approved.

The VC recognised Brendan's major involvement in this initiative. "He took the view and he made absolutely clear that he was determined that it would happen. So I naturally agreed that he would be a member of the group that would make and articulate academic goals, what our strategic policies were, how we intended to

finance these things. I have to say that Brendan was right, and he was right to insist on making those strategic goals explicit, because it was easier to present to the governing body and to the community - and they all said 'yes, this is really what we want to do' ". However, his university was "a huge, complex, multi-layered organisation" in which "I would say there are five areas in which policies are initiated", and strategic decision-making, and perceptions of it, reflected that complexity. "When we decided on the initiative, Brendan said to me, 'This is going to be a governing body decision, isn't it?' and I said, 'Of course, it is a governing body decision more than any other decision in all the years I have been a VC, but I wouldn't even put it to the governing body until I have a 90-95% support in senate.' He said, 'Well, senate can't decide,' and I replied, 'No, it can't decide, and I'm not coming to the governing body with the proposal until it and the community are willing to live with it' and Brendan accepted that absolutely. So yes, it is a governing body decision, but the governing body would never have been allowed to make the decision if I hadn't been able to deal with the academic community".

Other respondents acknowledged the chair's strategic contribution, but on the authorship of the major strategy, it would seem that several members of the university could make legitimate domain claims. The senior manager, for example confirmed that "Brendan has been much more proactive in trying to make sure that the university has a sense of strategy and strategy formation" but on this particular strategy "there were a number of people who thought it was a possibility worth thinking about. I was one of those people, to be honest with you. I think that similar views were being expressed, so he (Brendan) must have picked up some vibes about that. I think that the vice-chancellor quite wanted to be able to leave something behind when he retired." The staff governor was sure that Brendan "will certainly have had his input into the determination of the recent strategic plans, because he felt very strongly personally that this is something the university lacked". On the other hand, the senior lay governor recognised that "initiating strategic change or some big change in an institution like our scale is not something that is done on a phone call: there is a momentum. On this project we have been consulted, but the main issues are being dealt with by the full-time staff: that is not my call." As for Brendan's involvement, he was aware that "There is a strategy working party, Brendan has formally gone through a review which has in my mind been very powerful; and they have helped to articulate the things that need to be done, it's been

a debate.” On strategy initiation generally, he considered that it was likely to come from “The VC probably”, admitting, however, that “strategy is a difficult thing to talk about, because it gets implemented by things you don't do, or things you do do, etc.”

Muriel's Case

Muriel's example was about a lengthy internal debate on the new multi-million pound building for one of the university's schools where “there has been a lot of internal debate about that move over the last few years, partly influenced by whether we can finance it, and also partly influenced by what sort of school the new building needs to accommodate. Are there any changes in the school academically? Is there a convergence of interests between the school and other schools, where the physical infrastructure investment needs to reflect? And the timing issues, and of course the financing of it. As chair I have been very conscious that I wanted to make sure that all those lines converged, and make a decision before my term is finished, because the debate started even before I became chair, and if you're not careful you can keep talking about it forever”. Hence “I set one of my targets, before finishing as chair, that we would have made a decision and have a strategy and have a set of actions about the school. We made the decision about committing ourselves to the spend (£x million) ,we had earlier committed ourselves to the same site and now we've got a timeline and a set of actions that will deliver it. So when I retire as chair, at least that decision has been made”. This may have been the same school in which the senior manager earlier indicated Muriel had a particular interest. I mention these in Chapter 6, in relation to Muriel's links with university staff.

Other Cases

No other university engaged in strategy formation and implementation in as dramatic a manner as Brendan's: Muriel's, still substantial, had a more “typical” feel about it. All chairs considered strategy of the utmost importance to their domain. A powerful general message emerging perceived the need to establish appropriate processes and structures to ensure that institutional strategies were devised. Hedley was elected as chair with a mandate “to initiate and start driving through those processes of change”, and in fortnightly meetings with the vice-chancellor was “trying to spend as much time as we can on the long-term, long-range matters. At the moment, for example, we are grappling with the growing trend for mergers in

the university sector, and wondering what, if anything, we should be doing about it, and trying to define the direction that will be right for this university". In the appointment of a vice-chancellor, he added "a chair would, I hope, naturally appoint a vice-chancellor whom he considered would take the university in a strategic direction that he feels it should be going." He too, was considering issues relating to a new (£y million) building, its funding and relationships between university schools, usage and VAT implications. Muriel's vice-chancellor applauded the fact that "the chair has decided to move back to thinking the strategy for the next five years", adding that "she would prefer it if we presented it and the governing body signed it off". The senior lay governor affirmed "I admire the chairs that I have been involved with here - the discipline of staying within the strategic arena". Godfrey, active within a university which engaged governors in workshops facilitating strategy and implementation ("very much a partnership" according to his senior lay governor), was more narrowly focused about his own claims regarding strategy. He defined his domain as mainly "holding the line, providing flexibility to develop and grow but retaining the spirit of what we are all about, in approach", by reference to the university mission.

5.5.2. Strategy Formulation Versus Strategic Planning Processes: Perceptions of the Chair's Place

Whatever their claims for policy formation, all chairs perceived a clear part of their domain to be the promotion of effective processes for strategy determination, and promoting debate, dialogue and approval of strategy by the governing body. Brendan was concerned to establish a strategy committee for this purpose, as his registrar put it "to see that the recommendations from the strategy group are put through and approved by the governing body, and then have gone through the implementation, to see that we maintain progress, that we keep the big picture in mind". Muriel equally considered that a large part of her domain commitment was "to encourage the VC and the team to have a very good robust strategic planning process, and the governing body's ability to contribute to that, not to lead it, but to really add value to it". Then afterwards "to see that strategy being continually kept refined and always interpreted by actions (and action plans that have little meaning without targets, which are properly evaluated and measured) so that we check progress along the strategic line". Godfrey's sole claim was to question and evaluate strategic proposals. Hedley had his own distinct understanding of the

university's mission, considered in relation to its strategic plan, "My role in that and the role of the governing body was first of all to ensure that it got done, secondly to scrutinise it and think about it and see whether it made sense - whether it was self-consistent, whether it was achievable and whether it was an appropriate direction for this institution to go, given where we are."

Vice-chancellors' perceptions were certainly that the domain boundary of the chair was limited to the driving of the strategic planning process, rather than in strategy formulation. Brendan's VC considered his commitment to their major strategy initiatives exceptional, and agreed with his registrar that his requirement of strategy group was more usual, which "would make particular academic goals, what our strategic policies were, making the strategic goals explicit, proceed in a sequential order, spell things out - even if they were totally obvious to me." This was reinforced by the staff governor who described the chair as having "help(ed) to influence and oil the wheels, to ensure the strategy is formed", and by the senior manager as "a keen driver to get the management of change project off the ground, to be more explicit about the direction of things than in the past." Godfrey's VC, concerned that "to be absolutely honest there has been no strategic thinking in this institution in a long time", considered that "the strategy, the long-term thinking - to try and understand what it's all about with my senior team - that is really my responsibility". This having been said, he also arranged "to have informal meetings with the chairs of the main committees and the chair over supper to talk about the issues, to actually chew over the issues and ask questions as they occur, and to get early advice". Ultimately, however, long-term thinking was a VC's responsibility, "That's what they rely upon me to do. If I don't do it, I'm out." Muriel's VC indicated the paradox of the chair and governing body responsible for strategy, but as part-time non-executives "they cannot have a full understanding of the context of the operation, at the end of the day they don't actually determine strategy, without clear input from me and my colleagues".

The limits to the chair's domain in initiating strategy were also aired by others. Typical was Muriel's registrar, who considered that the real role of the chair, and the governing body, was to engage in discussion and dialogue with a vice-chancellor and the executive group "once it had done its early thinking and can defend its arguments and go with a reasonably tight set of analyses and arguments to the governors". Hedley's registrar emphasised the informal role of the chair in relation

to strategy with “very interesting and creative observations to make”, so that the chair was “not running the show” but “bouncing the ideas off” him. Senior lay governors shared this view. Hedley’s saw the vice-chancellor’s senior management group initiating strategy, which was “saying what we have done well, we haven’t done well, what we’re to do about it” and the chair’s role was very much getting to grips with that, forcing people to think about it”. Godfrey’s saw the chair limited to the function of being able to “debate and tweak” strategic plans, with a “slightly more active role” than other governors.

5.6. The University Mission and the Domain of the Chair

The mission of an organisation is a succinct description of its principal goals, aims and objectives, and the CUC Code of Practice (CUC, 2004, Part 1, para. 4) provides for the approval of mission or strategic vision by the governing body. This underlines existing provisions in the constitutions of universities through charters, instruments, articles of government. The CUC chair’s role template reminds us that the chair’s responsibility is to ensure that the governing body exercises control of strategic development (CUC, 2006a, para. 3 (a)); moreover, it signifies that the chair will have a strong personal commitment to the values, aims and objectives of the university (CUC, 2006a, para. 5(a)).

5.6.1. Perceptions of the Chair's Commitment to the University Mission

The question here is ‘Is the chair’s domain in some way determined, or frequently affected by, the mission.’ All my respondents expected the chair to demonstrate a strong commitment to their institution's mission, in its broadest sense - including its values, vision for the future and broad institutional policy directions. All chairs articulated, in varying ways, a degree of identification with the institution, its aims and objectives which was extraordinarily deep, and most certainly affected their decision to become a governor and chair.

Brendan “was very proud of the university” and his personal and family links supported his commitment. Hedley felt it was “something worth getting involved in”, and had “a sort of civic pride about it - an institution that in some sense the city and the people of the city had set up - not that long ago, actually”. The nature of academic life and endeavour fascinated him: “the people here are very bright - I am

an intellectual voyeur, and like sitting around the edges, and seeing what is going on". This was accompanied by a sense that "my belief that the university system in this country is going through profound changes; this university, I think, was late to recognise the nature and direction of those changes". Muriel signified that her interest in the university was "related to the brand of the university" and influenced by "my understanding and knowledge of the university, the way in which its roots in the city have influenced industrial practices and suchlike". Godfrey's commitment was because "I believed quite passionately in education as a way forward; I believe in education being part of the social inclusion agenda. I had seen the impact of the then polytechnic over the years amongst family, friends and clients really; I enjoyed working with the former chair. I shared a lot of his value system, and thought I would like to be part of that again".

Others testified to the extent of their chairs' commitment. Muriel's registrar confirmed her belief that she "has been attracted to the position that this university has in the sector - she is very keen on application of knowledge about links with the community, in being 'out there', and being very close to the emerging needs of industry and the professions - very much where this university has come from. There is a strong linkage really between most of our governors and the mission." In relation to mission-identification, the vice-chancellor was "absolutely overwhelmed by the commitment of all my governing body", without which "it wouldn't work otherwise". For the senior lay governor, the mission was important: the chair would need to "morally and ethically sign up to it, I think." Brendan's VC considered "One clearly wouldn't appoint a chair unless they share the goals and aspirations of the university", linked in his view with the need for compatibility with the VC's goals and aspirations - "otherwise you would have a conflict, then somebody has to leave". The senior manager saw that Brendan "has gone around all the faculties and tried to get some understanding about what that they are all about, to understand something about the kind of rich tapestry of intellectual endeavour. He must have an understanding of the papers that get submitted to the governing body". Godfrey's VC testified to his commitment, "he cares about the mission deeply and has contributed greatly to it." His senior lay governor considered that a chair should be "totally conversant with (the mission), and agree with it, and live and breathe it. If they aren't, they shouldn't be the chair". The senior manager equally expected a "coincidence between values and behaviour, there shouldn't be a mismatch between

the values and character of the institution that the governors have decided and endorsed”.

Hedley’s case was rather different. His VC agreed “the mission is very broad, and we haven't changed the mission statement: I couldn't say that he was necessarily matched up in that way”. The senior manager noted “The mission had changed through a review process by the new VC three years ago, and Hedley’s role in policy-making will have changed from one VC to another; his overall responsibility, to the outside world, hasn’t changed”. His registrar offered an interesting slant upon the situation - the considerable impact of a chair’s personal views, when there had been clear university mission. He described Hedley’s contribution as: “a ‘Hedley factor’, it is what he brings to us - a clear graphic vision that we are in a market situation - image and brand and all those things”.

5.6.2. Do chairs use the Mission in their work as chair?

Following from the chairs’ commitment to the mission, is the question of whether they used the mission as a tool in their regular conduct of their office. Godfrey did just that, and as indicated in the section on strategy, he saw his role as its guardian. One of the first questions he asked when considering major proposals was: “Does it fit with our mission?” He followed this up by providing “leadership and support to the governors, in keeping them on track with the academic character and mission”. Godfrey’s senior manager expected that “the chair’s role should be influenced by the general thrust and direction of the university”. His registrar, for example noted: “we are very careful to be sure that people who become governors will actually have an empathy with, an understanding of what this university is all about . . . the chair will therefore be expected to articulate and defend and argue for this type of university generally, the institution specifically, at any moment in time”. The vice-chancellor, however, took a different view, that Godfrey’s activities were coloured by his personal commitments: “it's a function of this particular chair and his personal background and his views, and the immediate past history of the institution”.

Muriel was committed to “the brand of the university”, and in looking at the way it worked said, “I would be influenced by my understanding and knowledge of the university, its roots, the ways in which it operates, so it would be a totally different picture if I was at (another) university.” Her senior lay governor drew

attention to the fact “that the chair has played a major role in helping to shape the mission and vision, shaped in the context of the environment in which we operate”. The activities of the chair, he saw, were to a degree determined by the mission: “if you were looking to position the university, for instance, in this context you have to participate in those activities. If its mission is to get involved with small business enterprises, then again you have to mix socially with the chambers of commerce, so in that context your activities would have a different focus”. The VC signified the importance of “representing our institution, the ambassadorial role” in a mission context, which could affect his role if “the chair felt that one particular aspect of the mission were in some ways threatened”.

In the cases of Brendan and Hedley, there was less obvious use of the mission, as such. Hedley’s university mission was considered by all to be somewhat vague, and in consequence his input into the redefinition of the mission was important. Brendan also considered “ ‘the mission’ is probably too woolly; my function and the governing body’s function, is first to determine what the strategy and priorities are, to reach agreement and then to add value to implementation. It needs to be much more specific than the mission and it needs to be understood and owned.” His senior lay governor was equally pragmatic: “Do I think the role of the chair is generally determined by what the university is trying to do, and the stage or cycle it is in? I think the answer is clearly ‘yes’ - but it is totally contingent on the people, and the cycle you are in, and the role that they see for themselves.” Brendan’s predecessor, he said, had different views, the former would say “‘my job is to be totally supportive’ and Brendan is a bit more proactive.” His registrar signified “we recruited a chair knowing that he was farsighted and energetic. The current chair was responsible for initiating a strategic review, and that in turn led to a redefinition of our ambition to be indisputably one of the leading universities”. In this sense, as he said, “that is indeed to do with the redefinition of strategy and mission.”

5.6.3. The Mission and Defining the Domain of the Chair

The majority of respondents, including those most committed to the importance of the mission to the chairs, distinguished between this commitment and the practical effect of the mission in defining the domain and conduct of the chair. Even strongly mission-committed chairs and registrars considered that the chairs’ core domain and conduct was dominated by requirements generic to governing

bodies as a whole. Godfrey's view was that if the university reviewed its mission and became a different sort of institution "I think the function is still the same, it is still supporting the vice-chancellor and protecting the decisions of the governing body in respect of their core functions, in a very comprehensive way, informing and enabling". Muriel, stressing the need to be sensitive to the academic culture of the university, nonetheless signified dominant generic competencies required by the chair. "Everything here is structured very much like a PLC, which is fine, so you need a good private sector operator, to take good decisions, effective decisions, decisions that stand the university in good stead". Hedley, as we might expect, considered that his role was determined "more by the processes of change that need to be carried through" than by mission, and Brendan thought that if the university mission changed "I think the essence would be the same, but the strategies would be different, your task is still there as the non-executive chairman".

Senior lay governors' perceptions differed. Godfrey's and Muriel's emphasised the importance of mission in chair role definition, although Godfrey's signified that, fundamentally, "The best chairs are political people, able to smooth troubled waters and keep people on board", rather than seeing the chair's activities as mission-driven. Brendan's and Hedley's perceived the chair definition as concerned with strategy - as Hedley's said, "His strategic thinking is very much focused on what needs to be done at this university. Making sure that we make a surplus, so that we can invest and improve. We have been trying to pull out of a period of some years of deficit and a lot needs to be done". Rather than mission-focus or strategy, sheer manageability of the institution was an issue here. Brendan's conceded that that "what the university is trying to do", is important and pointed to the difficulty of translating this into chair's role definition, musing thoughtfully "These are large institutions and you don't manage them, you don't tell people what to do. There was a crisis, but there were some steps taken and the institution appears to have turned around. Whether it is a success for the VC, or something else happened, but certainly governance has changed - I certainly see a different institution."

For vice-chancellors, the chair's role was not mission-contingent. For Brendan's "it doesn't matter because I have a view that all these matters are executive and the governing body is there to back the VC until the day they choose to sack him". Hedley's VC considered his role to be simply "someone from

business involved with the university and being able to develop the university". Godfrey's VC pointed to his chair's problem: he had "grappled for a long time between what is governance and what is management" and created confusion. Muriel's asked rhetorically "Is the nature of the mission of the institution determining the role, responsibility and character of the chairman?" to which he answered: "Probably not".

Staff governors, for different reasons, saw little practical effect on the chair's domain arising from a change in mission. They were best encapsulated by Hedley's staff governor who was concerned above all, not for mission, but for a chair representing ultimate accountability: "somebody, somewhere, has to own the university, and if things go wrong, somebody for the executive to be accountable to, who would have an independent interest in the welfare of the university".

5.7. Perceptions of the Chair/Vice-Chancellor Relationship and the Domain of the Chair

The initial identification of the chair's domain, we saw earlier, for three out of four chairs considered its most important feature the maintenance of the relationship with the vice-chancellor. The general context in Chapter 2 signified that in any corporate body where the roles of chair and chief executive are separated (as in universities) the relationship between the two is the most critical relationship for that organisation. Cadbury himself considered that the chair and chief executive were "the two most powerful figures in a company" and, thought "the individuals concerned have to be in touch with each other as often as it is necessary to maintain the unity of purpose and to build a relationship of trust" (Cadbury, 2002, p.121). He noted that: 'both jobs are at times lonely and the chairman will be the only person with whom chief executives can share certain problems and vice versa'. The Independent Commission on good governance in the public services agrees (Langlands, 2005, para. 2.2, p.10) that the chair and chief executive share in the leadership role, where 'the chair's role is to lead the governing body, ensuring it meets an effective contribution to the governance of the organisation; and the chief executive's is to lead the organisation in implementing strategy in managing the delivery of services. A good working relationship between the two can make a significant contribution to effective governance', he notes, adding that they 'should

negotiate their respective roles early in the relationship (within a framework in which the chair leads the governing body and the chief executive leads and manages the organisation)' (Langlands, 2005, para. 2.2, p.11). The notion introduced of negotiability in domain determination between chair and vice-chancellor is explored later - where domain boundaries are explored, territorial advances made and areas conceded. This chair/chief executive relationship, according to Felton and Wong begins with: 'The natural starting point . . . define the roles of the board and of management. Boards, at minimum, must fulfil their oversight responsibilities under the law', but adds that 'many want to go further by acting as adviser and coach to the CEO'. They suggest that the respective roles of the chairman and CEO should be defined by their board, after which 'it is largely up to them to develop an effective working relationship . . . to agree on their respective roles' (Felton, 2004, p.48).

The relationship between the chair and the vice-chancellor is no less important in universities, as Bargh and colleagues remind us, (Bargh et al., 2000, p. 97). But only relatively recently has the CUC attempted to address this in stating "for the governing body to be effective, there must be a constructive and challenging working relationship between the chair as the executive head of the institution . . . The relationship should be mutually supportive, must also incorporate the checks and balances imposed by the different roles each has within the institution's constitution" and in a brief section on the role of the head of the institution in relation to the governing body, reminds us of the vice-chancellor's responsibility for executive management, and specific responsibilities in relation to the governing body business, but no more (CUC 2004, para.2.12 and 2.14, p.20). The later chair's role template emphasises "recognising the proper separation between governance and executive management," (CUC, 2006a, para. 3(c), p.2). Bargh and colleagues describe the relationship between these two officers, echoing earlier studies, as a complementary one, but significantly in using this phrase add a question mark. They agree that "the relationship is important to the successful management of the institution and effective working relationships with council or governors", where there is 'a process jointly managed by the chair and the vice-chancellor' (Bargh, et al., 2000, p.99). The nostrum of 'the chairman's role as being responsible for the board and the chief executive's as being responsible for the business' (Cadbury,

2002, p.117) leaves open a wide range of duties which could be undertaken by either or shared, because 'there is so much common ground between the two posts'.

This chair/vice-chancellor relationship is the heart of what Stiles and Taylor's study of corporate governance in large public companies describe as 'the dynamics of board process'. They see an area fraught with difficulty, since the roles of major actors such as chief executives and chairs are ambiguous, and tend to overlap. Even where formalised, the ambiguity persists, if only because of the complexity and uncertainty of board outcomes, so that responsibility for particular actions will frequently not be clear-cut. Thus, 'there is a constant process of negotiation between the two individuals over time', which if not handled well contains 'a strong potential for the two individuals to slip into a struggle for power' (Stiles and Taylor, 2002, p107). Whilst we have to be wary of crude translation of company analogues, nonetheless, Shattock suggests that chairs may be expected to contribute significantly to areas often thought to be central to the executive domain: providing technical and professional advice; taking the long view; acting as referee for internal arguments; acting as critical friend; advising on technical expertise of governance; and reading the environment (Shattock, 2003a, p.103). Moreover relationships between chairs and vice-chancellors, as we see in the case of Hedley, may be affected by factors such as who has preceded whom into their respective offices. In this section however, I concentrate on the ongoing relationships by looking at individual university cases, for comparative purposes.

Brendan's Case

Brendan had a clear conception of his role as "The senior non-executive, who also makes sure that the executive are doing their job, rewards them for doing it, and lets them get on with doing it without being too intrusive: that's me." His relationship with the vice-chancellor, whom he stated headed the executive role, was however a 'partnership', where the formality should be buried in my view by the 'chemistry', a 'talking relationship', without e-mail correspondence, but where every Sunday he and the vice-chancellor met socially. For his part, the VC, although confessedly dismissive of governance generally, acknowledged that Brendan's personal contribution was "absolutely vital", as one of the three most crucial people to the university (the others being himself and his registrar.) Informality was the key: "He is a strong character, so it's not a relationship where

we have to be sensitive to each other's sensitivity. We talk a lot. Our wives are very friendly". The senior lay governor equally confirmed the importance of "collaboration" between the VC ("full-time, the accounting officer, ultimately responsible for the academic and financial management of the university") and the limited domain of the chair ("part-time, his formal role is just the chair of meetings, and his capacity for leverage very limited"). Nonetheless, he added "because the chair and lay officers have important powers in terms of supervision, and agenda setting, I think they are influential". The staff governor shared the view that the chair's domain was "to see that it is done, not actually arranging it himself", noting that in the governing body "I always observed the chairman and VC 'singing from the same hymn sheet', although they don't always see eye to eye on things". His registrar stressed the chair's support role for the VC and himself: "father or mother confessor, friend, counsellor to the vice-chancellor". The relationship should not be too informal because "there might be a point at which the chair has got to say something difficult and hard to the vice-chancellor, like 'vice-chancellor you've got this wrong', or even worse, when the vice-chancellor is losing the confidence of either the governing body or the academic community". The relationship was thus a subtle one, made more ambiguous by matters such as the constitutional ambivalence inherent in the funding council's requirement of a VC being the accounting officer of the institution, and also responsible to his governing body (Shattock, 2006). The senior manager contrasted the VC - "hands-on, being here 26 hours a day" - with the chair - "a bridge between the university and the city, and good adviser and sounding board, a very nice man and incredibly intelligent. He is not trying to make the decisions, he is trying to make sure the process we have for making decisions is a good one."

Godfrey's Case

Godfrey defined his role in terms of his vice-chancellor: "I do see him at the chief executive, and he is responsible for everything, he is the paid full-timer, he is there every day". His own role was to "ask him questions and expect to give me the answers. If he had a problem, I expect him to come and share it with me; if there's something going on, I expect him to alert me to it". He expected "to support the VC and then if necessary to help him understand what's going on in the best way to the other governors, and to support them making the right decisions". Formally, Godfrey understood that: "I am the only one in the institution that can say 'no' to

him, and whereas staff might be overawed by the VC that is not so with the chair. Really I have freedom that no one else does". He acted to a degree as the VC's line manager, undertaking an annual appraisal, reporting to the remuneration committee, approving his leave of absence and external appointments. The vice-chancellor's perspective was to see "a proper tension between the two of us. It's not the relationship of one being subservient to the other. It works well." This equality included a good personal relationship: "we argue about things, sometimes he has a point, so I give in and vice versa". It will be recalled that the VC had indicated what he thought was Godfrey's difficulty in recognising the boundary between governance and management activity. Certainly, he described it as "a continuum" with considerable room to negotiate in the middle bounded by "a wavy, wobbly line, where both sides choose where it is". The chair was located in the middle of this "mishmash", where decisions were made on factors such as "actual character, and personality, and (available) time of the VC and the senior staff and the chair". His senior lay governor saw between the chair and the VC "a commonality in the setting of the strategy and direction of the university", with a limited chair's involvement, and then only "if things are going miles off course", or are "going to hit the press". In practice, however, she conceded that "things are blurred" resulting in "a general tension on both sides" by the current pressure on the university budget, providing the vice-chancellor with less freedom than hitherto. She warned that it was important for the chair not to become "too friendly with people who work with the VC". The elected staff governor expressed a similar concern and "some people perceive it as being too close a connection; perhaps it seems that voicing a critical opinion might be seen as disloyal - the distinction between loyalty and being uncritical". The registrar, too, indicated that the chair and vice-chancellor relationship needed to be "good, but a working relationship". Having said this, "both have got roles that are defined, there are overlaps in their roles, and have to deal with it on an ongoing basis, with external help from the governing body or wherever". Moreover, she averred, "I don't think it should be seen that the chair is the boss. I don't think it's quite that simple, but not quite equal, either. I see it as checks and balances, it is a check on the power of the VC". From a slightly more distant perspective, the senior manager emphasised the need for clarity between the executive and governance, when the chair "is presumed to have a very close and supportive relationship to the chief executive".

Muriel's and Hedley's Cases

Muriel and Hedley - from very different institutions, nonetheless reflected similar attitudes towards their vice-chancellors - possibly because each had been, or were, very energetic chief executives themselves. Muriel considered that "the VC is running the university, there's no doubt about that and anyway I suppose the chair of the governing body is the one who is keeping him controlled. The VC has got to be accountable to somebody". Hedley equally saw that the VC's job was "to run the place" and the chair's job was "to help him and guide him in doing it". Both empathised with the VC's solitary position, reflecting comments in management literature on this issue: for Muriel it was "an incredibly lonely job, it is probably lonelier than being the Chief Executive of a (multi) million business, so I think a chair's role is to be always, in the modern term, coach or mentor. We talk a lot, virtually every day". Drawing on his own experience as chief executive, Hedley had needed a chair "in whom I could feel completely confident in order to discuss things with him, to be able to sound him out, we had to make sure that I wasn't about to make some stupid mistake, and that's what I hope I am able to bring to the vice-chancellor". His VC echoed the relationship between the two, which was a regular working relationship, not formal or stuffy, where he could obtain "support, judgment, advice and help - all those things" from his chair. His senior manager described the relationship as one of "mentor/critical friend", which for his registrar this meant "a kind of validating, testing ground for ideas that emerge from the senior management team".

Both chairs emphasised the complementarity of the chair and vice-chancellor roles: Muriel described them as "two halves of a whole, really. Neither of the roles can be sufficient in its own right to make sure the university runs properly. You absolutely need both, there is really a sort of umbilical cord between them, so that if one of these jobs starts to fail, the other is affected". This meant that "both have got very clearly to set out areas of responsibility and areas of operation, and the trick is to respect each other's space and responsibility areas." From the VC's appointment she had "laid out ground rules that there was no agenda on either side, absolute transparency, and a very proactive approach to looming issues and problems. I was not prepared to be chair if I was to wrestle with politics or game-playing that I guess happens in some universities". Hedley's VC endorsed his view on the need for clarity in the chair/vice-chancellor relationship, noting that "Hedley has a good idea

of the difference between governance and management, thinks about where lines could become blurred. I have heard him say in meetings ‘this is definitely management territory, not governance’”. His registrar gave a similar tribute to Hedley and his treasurer “both of them have a clear concept of where the dividing line is, we are able to make very free and effective use of them, knowing that they would not overstep the mark or get themselves involved as part of the decision-making process at executive level”.

Muriel’s VC indicated that his seeking advice from the chair often meant “checking that your analysis and actions are correct”, in an open relationship in which “if she has concerns about anything, she would tell me, and the other way about - including if she had concerns about the way I was actually managing the institution”. However, her registrar signified that despite the emphasis of the chair on clarity between governance and management, “now and again” the chair (and other governors) became too involved in management decisions on operational matters, as a result of management mishandling of something. Her VC was “overly defensive and probably overly detailed in what he reports on” and “because he is quite cautious, he is not a gung-ho manager and therefore he probably consults the chair on things that other VCs do not bother to, which increases the ‘grey area’ ”.

It is understandable therefore that Muriel’s VC volunteered that “I’m accountable to the chair of the governing body”, and this was spelt out by the senior lay governor who saw this as including interrogating the VC and his executive, whilst always working “to underpin and not undermine the chief executive”. Thus poor performance in an academic school would result in “a robust debate with the vice-chancellor as to what is going on and what she should be doing - but at the end of the day, it is his decision”. Muriel’s senior manager clearly understood that “the chair of the governors is the VC’s boss and there are no two ways about it: she is the only person who can get rid of the VC, or changes the VC’s terms and conditions, appraises the VC, and would be instrumental in determining salary, so all that formally puts her in that position”. Hedley’s VC did not mention accountability, and only his registrar mentioned this specifically, when he agreed that “the VC is the Chief Executive, and is accountable: there has to be someone to whom the VC is accountable - to the extent that the VC has a boss, I would say, yes, the boss is the chair”. For others, this meant that as the senior lay governor said, the vice-chancellor and chair are “operating on slightly different levels” with the VC working

“within the framework that has been agreed”. The senior manager, acknowledging the fact that “the chair of the governing body appraises the VC”, considered the relationship based on the fact that “the power does rest with the VC in the institution”, and saw that in the chair “it is very useful to have senior people with wisdom and clout equal in seniority and wisdom to the VC”. Moreover, the registrar mused over the concept of accountability of management and governance: “if we go bust, does the chair of the governing body resign?”

5.8 Conclusions

First are the initial perceptions of the chair’s core domain. Initial impressions can be both informative and misleading: they can get to the clear essence of issues and concerns without the clutter of detail, which emerges in the longer interviews. However, they are also first thoughts, without the reflexivity necessary for balance and robustness. This is how we should look at the initial perceptions of university corporate governance actors and observers of the chair’s principal domain area - as a potential indicator of governance landscape and domain territory, but with a caution to be added about the degree and depth of insight afforded.

Most immediately, this exercise revealed the multifaceted nature of the chair’s domain, with domain perceptions differing according to the individual respondents’ perspectives, which in relation to the governing body chair were often quite different, and informed (or not) accordingly. Next, perspectives were often substantially identifiable with the category of respondent, and in themselves were indicators of priority differentiation, and similarities according to respondent category. Finally, some initial themes were established early on, which recurred, and were explored in greater depth throughout the fieldwork interviews.

Constitutionally, it might be expected that the chair’s first concern will be leading the body from which they derive their formal authority. The evidence of this research did not support this position, however. The chairs in this study showed a primary concern with relationships with their vice-chancellors - from the VC’s appointment, through a constructive engagement, to the management of departure - all connected with the area of action of the university executive, under its vice-chancellor. Staff governors and senior managers tended to share this view, though

they see it largely in terms of control - looking to the chair to provide a check against arbitrary exercise of executive power by the vice-chancellor.

The second domain element that we conjectured (on the basis of the initial identification of priorities by the chairs) to be an important domain element for the chairs is the development and implementation of strategy. Often associated with executive activity, in corporate governance generally, substantial emphasis is also placed upon this as a board activity, and the CUC have confirmed what company governance practice generally signifies as a governing body priority task (CUC 2004, para.1, p.13, CUC 2006d, para 1.1, p.1, Cooper, 2003, para 1.4.1, p. 1/9). By contrast, senior lay governors, working with the chairs through the governing bodies and their committees, see the chair's management of relationships with their governing bodies as of prime importance and this is a view shared by vice-chancellors and registrars, where it may appear that chairs are likely to be kept at some little distance from the executive sphere of activity (and hence less likely to intrude upon it).

On the topic of leadership of the governing body, it is clear that the chair's authority to control the agenda is in practice largely delegated to senior management to exercise, and conceded to the management domain. Chairs do have an input into this exercise, though on the basis of the evidence in this study it is not the powerful chair's instrument that some consider, including the authors of the Combined Code (Cooper, 2003, para.3.2.2, p.3/3), although when they wish to have a matter debated, the agenda usually reflects their wishes.

On the other hand, it appears that chairs retain considerable powers of patronage in appointments to, and within the governing body, albeit that this is shared with the nominations committees of the governing body and that the vice-chancellors can maintain their own domain commitment by exercising a strong influence on governing body appointments. Nonetheless, the chair's patronage gives chairs the ability to facilitate advancement of individual governors within their governing bodies, and even to select their own successors.

A critical aspect of chairs' governance leadership is a capacity to work with and to lead key, senior lay governors - what experienced American corporate governance authorities described as "the board within the board" (Coyne and Rao, 2006) and what a vice-chancellor in my research described as an "inner cabinet".

Chairs unable to work with their (invariably informal) senior governors' groups deny themselves access to important sources of authority and support. These senior governors are often current, or former officeholders, and chairs of key committees, and a financial expert is, ex-officio, a very influential member of the group. Whether called treasurer or not, the chair relies very considerably upon this senior lay finance expert, in the exercise of the formal financial responsibility of the governing body.

No chair can exempt the exercise of financial responsibility from their domain, and all chairs spend considerable time and effort on financial matters. However, financial responsibility is too onerous and time-consuming to be exclusively a chair's prerogative - in fact the chair is more likely to be "the second most informed person", conceding domain territory to the senior finance governor. Nonetheless such is the significance of finance to any corporate organisation that chairs like other senior non-executive directors of other boards, need to pay substantial attention to the financial 'bottom line', and governing body chairs in this research are no exception. Finance responsibilities are also shared substantially with the vice-chancellor and the executive team domains, something necessitated by funding body regulation incorporated within the Financial Memorandum (Shattock, 2006).

When it comes to the chair's engagement with strategy, it has already been seen to be a high priority accorded initially by chairs, as part of their domain, which has a number of facets, supported by corporate governance experience generally, as signified by Stiles and Taylor (2002, p.66). The first, and uncontested element amongst all my respondents, is the involvement of chairs in ensuring that strategy is devised, and that the governing body considers and agrees strategic proposals made by the vice-chancellor and senior management. Moreover, this often amounts to the chair requiring that an internal debate takes place, and ensuring that a robust strategic development and planning process occurs. Vice-chancellors considered that at this point the chair's domain boundary is encountered, and chairs and others were largely content with this on a regular basis.

However, strong evidence is provided of a more active chair's engagement in strategy formation when the need arises, playing a very substantial part in decision-making, and having the final word on proposals being brought to the governing body. We are not considering here the imposition of strategy by a chair on an

unwilling university, but domain extension into proactivity in policy formation, complementing and sometimes competing with the domain involvement of university management under the vice-chancellor, and the engagement of the university more widely, showing negotiability over the executive/governance domain boundary, in a manner probably considered unthinkable in previous decades.

The examination of the relationship of the chair's domain to the university mission indicates widespread agreement amongst my respondents, confirming that chairs are extraordinarily committed to their own university's values, vision and aims, as part of that 'super-commitment' mentioned first in Chapter 4. University mission plays a significant part in the chair's recruitment in the first place, and it is hard to see chairs as willing to undertake their role if they were uncomfortable with the university's essential purposes. There is also considerable evidence to show that chairs frequently use the formal mission statement as a measuring stick against which to judge policy proposals coming before their governing body. In the day-to-day activities of chairs, however, they are not essentially mission-contingent; the regular activities of chairs are substantially generic, and related to the responsibilities and activities of their universities as corporate bodies.

Significantly, though, where university aims and purposes are in need of fundamental review, chairs may well fill a vacuum created by management inactivity, and become involved in helping to define essential university directions, and certainly to lead the appointment of vice-chancellors who shared their sense of purpose. In normal circumstances, however, this is something which chairs expect of, and are happy to leave to the academic community, led by their vice-chancellors, to develop.

Finally, perceptions of the chair/vice-chancellor relationship confirm the need for close and constructive, yet challenging relationship between these two complementary posts, vital for the good order of university management and government at a corporate level. These reflect the need for chairs to balance what Garratt and others referred to as the 'conformance' (i.e. largely accountability) and 'performance' (i.e. policy formulation and thinking) roles of the governing bodies that they chair (Garratt, 2003, p.47). The respondents point to complex, subtle and sometimes contradictory features of a relationship which at its heart includes the notion of 'critical friend', the meaning of which very much depends upon which of

the two words, emphasis is placed. Given the strength of evidence emphasising chair/vice-chancellor negotiations of their respective territories (“a talking relationship” is deemed to be essential) it is difficult to see how the clear distinction between management and governance that many of my respondents advocate, can in practice be maintained, and in such circumstances the avoidance of domain boundary disputes is a very difficult thing to achieve.

Chapter 6

The Realities of the Chair's Domain:

Exemplars of the Performance and Practice of the Role

6.1. Introduction

In Chapter 5, I reviewed perceptions of the chair's domain, examining some key features of the domain landscape identified by the chairs and other governance players: their initial perceptions of the chair's core domain; the operation of the chair within the governing body; the financial responsibility of chairs; the place of the chair in the determination and implementation of strategy; the relationship of the university's mission to the chair's domain; and the impact upon the chair's domain of the chair's relationship with the vice-chancellor and chief executive. In this chapter, I develop further these perceptions, extending the examination of domain territory into aspects of the performance and practice of the areas of the chair's role at the interface of the chair's domain with the university's academic life. We see first the engagement of the chair with the core academic priorities of the university - teaching, learning and research amongst them; then the involvement of the chair in the academic life of the university - the conduct of its business involving students, teachers and managers. Next, I return to the interface of the chair's domain with the executive action of the university, normally associated with senior management. This includes the commercial and external activities - the 'extended periphery' of entrepreneurial activity (Burton Clark, 1998). Then I examine the influences affecting the chair's domain development: the sources of the chair's authority, opportunities for domain extension, and development constraints - including in this additional, 'external' perspective views of the chair's domain. Finally, I identify the driving force of the university and return to the critical chair and vice-chancellor dyadic relationship, examining some essentials of their respective domain characteristics.

As in Chapter 5, within topics I have presented evidence from my respondents according to how I consider the 'lived experience' of the chair is most effectively shown. Sometimes this is best illustrated by way of single institutional 'mini-case study' perspectives, utilising the views of respondents of one university to build the picture. This is cross-referred to other institutional experiences as appropriate. At

other times, it is more appropriately presented in terms of respondent category across all four universities - be they chairs, vice-chancellors or others: where institutional context is not obvious but it appears appropriate, it is presented within the statements themselves, or in commentary. Sometimes there are shared perspectives from more than one institution, but less than all – and again this data is used to develop a particular topic, and where appropriately is interrogated by reference to other institutional/personal perspectives.

6.2. The Chair's Domain and the Academic Community

Here I explore two important indicators of the extent to which chairs relate to, interface with, and are part of the university whose ultimate decision-making body they chair: the first addresses academic priorities and the second academic life. Together, they help to assess the claims of the chair to domain territory in respect of academic core business.

6.2.1. University Academic Priorities and the Chair: Constitutional Domain Perception versus Reality?

Academic priorities are central issues in modern universities, and any study of the chair which ignored them would be oddly unbalanced. A differentiator between the governance of most large corporate bodies and higher education institutions is that, whereas the former's main responsibility is their company's core business, university governing bodies are little involved with core activity - research, teaching and learning. Governance authority is shared with the 'collegium' - represented by senates, academic boards, and other internal academic bodies in which academic expertise is the principal component. It is also shared with the vice-chancellor as chief executive, responsible with his/her executive team for leadership and management. In some institutions the VC is identified as responsible for the determination of the academic programme. Universities retain many of the characteristics of Mintzberg's professional organisation, dominated by highly trained professional specialists, with all the attendant difficulties of coordination and jurisdiction, and those of his diversified organisation, with headquarters-controlled, and multiple-enterprise functions - but almost equally difficult to govern (Mintzberg, 1989). This places a large area potentially beyond the domain of

governing bodies and their chairs, and there lies a conundrum, which we cannot ignore. Notwithstanding this formal 'separation of powers' provision, the ultimate determination of the mission - its statement of fundamental direction - is the responsibility of the governing body and is of considerable significance to chairs in the daily performance of their role. The CUC chair's role template, which appeared after this research was completed, confirmed what all four chairs here revealed - that they have a strong, often fervent, personal commitment to higher education and to the values, aims and objectives of their university (CUC 2006a, para. 5a). More than this, we have seen that they also use the mission as a governance measuring-rod for new policy developments, and Muriel, Brendan and Hedley had played a considerable part in establishing their institution's direction.

The CUC signified what a governing body is ultimately responsible for: overseeing the institution's activities; determining its future direction; fostering an environment in which the institutional mission is achieved and the potential of all learners is maximised; ensuring compliance with statute and regulation; and taking all final decisions on matters of fundamental concern to the institution; appointing and monitoring the performance of the vice-chancellor; ensuring and monitoring systems of control and accountability, including finance and risk; monitoring institutional performance against plans and key performance indicators (CUC, 2004, p.13) and as the corporate entity of the university, they have overarching responsibility *for* the institution, and *to* its stakeholders. To the chairs' consuming interest in university central business, therefore, is to be added decision-making authority, by virtue of governors' powers, to influence indirectly the academic programme. The CUC Code of Governance requires that governing bodies conduct effectiveness and performance reviews not less than every five years, as formal and rigorous evaluations of governing body committees, senates/academic boards and committees. Such performance reviews are expected to reflect upon the performance of the institution as a whole in making long-term strategic objectives on short-term key performance indicators, and wherever possible be benchmarked against institutional performance in comparable institutions (CUC, 2004, p.15).

The CUC's Report on the Monitoring of Institutional Performance and the Use of Key Performance Indicators (CUC, 2006d) extends and makes this commitment specific, by urging governing bodies to evaluate the academic profile and market position of their university by reference to a range of questions including those

about teaching/research balance, academic distinctiveness, integration of academic and strategic planning and medium-term academic ambitions (CUC, 2006c, para. 3.28–3.33). Another significant academic area for evaluation by the governing body is the student experience and teaching and learning by reference to issues such as the academic programme and assessment structure’s fitness for purpose, the effectiveness of internal quality assurance processes (CUC, 2006c, para. 3.34 to 3.40, p. 2). The Report articulates in detail the CUC template provision for the chair, to ensure that the governing body exercises control over the strategic direction of the university through an effective planning process, and that university performance is adequately assessed against the objectives approved by governors (CUC, 2006a). The template goes on to say that the chair will be asked to play a major role in liaising between key stakeholders and the university, or in fund-raising.

Whilst chairs are urged to recognise the separation between governance and executive management, it is not unusual, as noted in Chapter 1, that in the practical conduct of institutional affairs such domain boundaries tend to be more fluid, as - in Wenger’s term - governance actors ‘develop ways of maintaining connections with the rest of the world’ (Wenger, 2006, p.103). The CUC template urges chairs to establish a constructive and supportive but challenging working relationship with the vice-chancellor, but says little about the chair’s relationships with the academic community (CUC, 2006a).

The Chairs

All chairs maintained adherence to the formal, constitutional separation of their office and their governing bodies from the determination of academic priorities, although sometimes the tension that this created was almost palpable. Brendan, for example, said “I don’t see my role as ‘hands-on’ there” - yet here was a man enthused by the academic work of the university, and a powerful influence in university strategy. He was “very interested in the mechanics of how they teach, what they teach, why they teach. I’m very concerned that we should do well in the research assessment exercise.” He held firm views on education for the professions: “the training of professionals has not been good in this country, in giving them an understanding of business - I am quite ‘hands-on’ in trying to develop the university’s business school” was his admission. Muriel took a considerable interest

in the development of specific academic areas but maintained “I don’t get involved in the academic priorities in an individual way”. She too enjoyed vicariously “listening to the senior academic staff or the VC or her team, and encouraging them to debate”, and sought to ensure that her university was “understanding and debating its academic priorities”, but “I want to be part of that, only by listening and learning”. Hedley played a major part in setting the central direction of his university, was famously clear about the difference between governance and management, and on this matter he was equally consistent: “I generally take the view that academic matters are basically for the senate and the academics”, he said. Like Muriel, his strong interest in academic issues was “as an observer, but not as a participant”. In the national research assessment exercise (RAE), “what I was concerned about was ensuring that everything was done to achieve the best possible outcome, and that I saw what was going on: I was entirely happy that there was nothing else we could do” adding “that’s the only thing a chair can do, it is very specialised”. He would attempt to exert influence on academic issues only if “in a situation where we had a department that was financially, in my view, not viable.” His registrar testified, however, to Hedley’s detailed informal involvement in a matter of academic policy. “This week there has been a discussion about the range of degree courses we offer, and one of our issues in terms of recruitment, is the increasing number of applications we get. We have a degree scheme for combined studies in arts under which you can have three subjects, and these are combined so that you can get a combined honours degree, an honours degree in the main subjects. We have been looking at how we can offer more joint degrees. So when Hedley was in for lunch with the VC, a discussion took place between the two of them and Hedley had some very interesting and creative observations to make on his view on how it would work, and how in marketing terms we could make it work more effectively. Immediately they were into an informal conversation, and they are looking at how we currently present things we do, and how we might present, and again this draws on Hedley's strength in terms of marketing, image etc. It is not running the show, but bouncing ideas off.” Finally, we come to Godfrey, philosophically and socially concerned to support the mission, and a strong-willed chair. His involvement in academic priorities was “Very little, and a lot less than I would want!”, admitting that “I probably do more than most chairs I’ve come across, but that is because of the way the structure is set up, in that governors

generally are not encouraged to comment on academic issues.” He was much better informed on current academic issues than most governors, he said, “because I live in the area and issues come up, and I have an informed base on which to ask questions.” He commented that it was the VC and his senior management, rather than the academic board (“not the most effective institution at the moment”) which developed academic priorities, so “if we decide to expand a particular provision, the VC is in the lead on that, as indeed the previous one was.”

Vice-Chancellors and Registrars

VCs were of one mind, that chairs had no place in the determination of academic priorities. Godfrey’s VC was straightforward: “not at all”, he said. Muriel’s similarly confirmed that her chair’s involvement in academic life was restricted solely to attending graduation ceremonies and key academic events. Hedley’s VC indicated that the university’s internal academic reviews allowed limited lay governor involvement “in which Hedley participates to the extent that it is possible.” Brendan’s VC stressed his own role and that of the academic community in generating and determining academic priorities: “I am much more sensitive to their views, these people who I need the support of, and it is equally my job to lead them. The power to stop me is not the governing body.” Registrars were close to their VCs on this matter. Godfrey’s stressed the need to uphold the constitution, “the terms of reference of the governing body” including the exclusion of academic policy from the governing body’s remit. Muriel’s registrar said that academic quality, standards and student admissions were “the stuff of the academic board”, conceding only the chair’s involvement indirectly “around the assets of the institution”. Brendan and Hedley’s registrars were dismissive of their chair’s role in academic priorities: “he comes to events, attends lectures” was the latter’s terse answer.

Senior Lay Governors

Senior lay governors first emphasised that the boundary of the chair’s domain stopped at academic priorities, although three out of the four agreed that this was no simple matter, but the subject of contest. Hedley’s considered that the chair’s role was “limited, if at all”, and Godfrey’s lay governor that her chair was “not greatly” engaged in this work, although adding that “if we were to take a major decision about closing a department, ultimately that will end up at the governing body”, with

chair's involvement because "we might be looking more at employment, than academic, issues". Brendan's also initially signified a firm boundary - "the role of senate is jealously guarded, and that is supposedly academic strategy" - but then drew attention to the link between determination of academic priorities and strategic considerations, where senate and governing body domains were bridged by a joint planning committee. His definition of academic strategy as "what areas you invest in and what you disinvest in", most definitely involved the chair "so in that sense I am sure, the chair is influential in making sure areas are considered" because "when you come down to it, it is 'who has got the money bags?' " For the RAE, the chair and governors had "created a big slush fund for the vice-chancellor to invest in projects that allow people to do things, to improve our performance - clearly an academic strategy move, but it was central to finance and so on". The control of the "bottom line", as he put it, provided the chair with an entrée to critical institutional and academic policy decisions, albeit at a macro level, such as "where to put the social sciences". Muriel's lay colleague, bridling at limitations to the chair and governing body domains, blamed "the sacred cow of academic freedom" which had created "a very important flaw in the structure", exemplified by the fact that "nobody on the governing body gets involved in the academic board", and hence they were barred from participation in its discussions. He considered it "an indefensible position, when academics can operate in an environment which is totally outside any formal corporate governance whatsoever: the academic boards of universities are probably one of the last bastions of a total lack of corporate governance, and I think it wrong. I don't think it is viable and going forward, there has to be some form of independent scrutiny of the academic performance of institutions like this".

Staff Governors

Staff governors were uniformly of the view about the bounded nature of the chair's domain when it came to academic priorities. Muriel's spoke for most in signifying that his chair and governing body were concerned at a macro level about the overall academic profile of the internal academic schools: restructuring of the schools had involved governors, under the aegis of the governing body's finance and employment committee. The chair was "fully aware of what is happening, and governing body members fully informed of what is happening" in relation to academic priorities, but this was the limit of his chair's domain. Brendan's governor

reported that “in real life, the faculties get on with academic life and are very involved to a considerable extent in determining what priority should be”. At university level, “academic life and priorities come down to the VC and his PVCs, his senior management team.” Brendan’s main concern, he thought, was “that there should be a proper academic strategy - the more detailed aspects of academic life and priorities I think he leaves to the others - for people who know about it - he wouldn’t interfere.”

Senior Managers

Viewed a little peripherally from the internal community represented by the senior managers, the engagement of the chairs in academic priorities appeared marginal. Hedley's senior manager indicated it as “a delicate role”, because “if the governing body appoints a vice-chancellor to run the academic show, therefore the driver of academic development is the VC”, and the only role for the chair is that of “critical friend”. Brendan’s did say that “he understands what our priorities are and I think he would probably let us know if we were mad. He came and had half a day with us and he was clearly enthusiastic about all we were trying to do: inspirational, actually. It is good to know we’ve got a man who understands us”. Godfrey's manager drew attention to the fact that lay governing body members “express pretty regularly to me how difficult they find getting a comprehensible grasp of what the university is about” and that the current chair and his predecessor had both “made a deliberate intent to get to grips with an understanding of the academic institution, by meeting directors of school and their staff - that has done something to ensure that the chair in particular is perceived as having an interest or involvement”. He also mentioned that the current chair “was very much in tune” with the university’s commitment to promoting wider access to higher education.” Muriel’s manager echoed the view of her staff governor, namely that “I would expect them (the chair with other governors) to deal with academic priorities in the context of their overall strategic planning role.” She then added “If that question is ‘do they understand academic life and understand what drives academics and understand where the value is added in the institution?’, then I guess my view will be ‘no’.”

6.2.2. The Chairs’ Domain and University Academic Life

Associated with the determination of academic priorities is the extent to which chairs participate in university academic life, as an indicator of the degree to which

their role has become integrated within academia, or alternatively sits outside the ebb and flow of university life - the traditional domain of the academic community.

It has to be said that in any large institution, even those in direct managerial authority of specific areas can indeed be distant figures, as Handy has noted: in universities, this applies equally (Handy, 1999, p. 105). The issue explored here is the extent to which chairs participate within their university, and are seen to be doing so - and without detailed diary studies, this is difficult to confirm exactly. It is this which is a signifier of a greater involvement than some of the remote figures reputed to have chaired governing bodies in the past - and commented by Hedley and Brendan here in respect of their predecessors, residing well away from the university, attending solely for formal meetings, departing immediately thereafter, and being “absentee landlords”, as Hedley indicated.

One indicator of engagement in academic life is the amount of time chairs spend in their university, and all chairs signified that their engagement was significant - Brendan was in the university for two or three days a week, on average, and evidence from other chairs made it difficult to argue with this as a normal commitment. Attendance at formal meetings was the tip of a very large iceberg, in their institutional engagement. Moreover, the chairs themselves are in control of this: neither vice-chancellors nor registrars - who worked constantly with chairs - are gatekeepers, in any real sense of the word, and chairs on the whole freely determine their university engagement.

Hedley’s Engagements with his University

Time availability was a major issue for Hedley, and as we saw, he was only prepared to take on the chair’s role once he had retired from his full-time occupation. The staff governor did not know how long Hedley spent in the university although “I suspect it is quite a lot” because the job demanded “a person who can use a lot of his time on this work”. As chair, he attended the university on a weekly basis. Hedley’s first link with the university had been personal and social. A university professor, now pro-vice-chancellor, was a long time friend, and had involved him initially in university life, including a debating society, meeting academics “who are very bright people, by definition”, engaging him in discussions with internationally-known scientists, he recalled. Formally, Hedley was a member of the governing body and chair/member of most of its committees, a member of the

university court and the editorial advisory committee of the university press. In his own words, he was “ex-officio a member of every committee there is, and I get the papers. If something seems to me not moving forward in the right way, then I will try to do something about it in some way, and going to a committee meeting and discussing it might be one way to do that. For most finance and general purpose committee meetings I always attend, policy and strategy meetings, obviously, I chair.” By comparison, the second pro-chancellor was a member of 5 committees, and the treasurer, 11. “I spend a couple of hours every two weeks with the VC, one-on-one, there are some detailed things that we need to talk about, but we try to spend as much time as we can on broad, longer-term, longer-range matters.” His registrar confirmed “he meets with the VC about once a fortnight, and they have a lunch meeting together, to chew things over (sic)”. The registrar also said “I had more regular meetings with Hedley before this VC; I still have regular meetings with Hedley, but not on a structured basis.” The VC indicated that the chair “is clearly visible on degree day, is the only lay member other than the other pro-chancellor who sits on the platform, and is also accorded a style of academic dress befitting the office. So in terms of the symbolic value, he is there and very visible.” Hedley gave examples dealt with in informal contacts, one related to staffing. “After three days of being chair, the old vice-chancellor and I sat in the back of the university car being driven somewhere, and we talked about the issues of the university. He said to me ‘One of the problems we have is (senior management)’ and I said ‘Yes, I agree. Why don’t you do something about it? In fact I think it would be a very good contribution to the university if you handled that problem before a new VC comes on board, so it would be something he wouldn’t have to do’. I couldn’t get him to do it.” As mentioned in Chapter 5, the new VC, strongly advised by Hedley, subsequently sorted the matter out. Attendance at university events was a regular chair’s commitment. “I used to attend inaugural lectures very often, one of the frustrations at the moment is that I don’t get to as many as I would like to. You get an idea of what some very bizarre or possibly remote field of study is actually about, and that’s very interesting.” Student-focused matters also formed part of Hedley’s commitment. “There don’t seem to be occasions when I can get to meet students as often as I would like to, but then the other day I got an invitation to be involved at night at the University Dramatic Society’s latest activity next week, so I’m hoping I will get to meet a few of those at that time. I occasionally meet students after a

lecture.” A further example was “Another thing which I take particularly close interest in is the Engineering Department, it is extraordinarily good and they started a series of annual lectures which are attended largely by students, and they get wonderful people to come along and explain all kinds of engineering.” Staff contacts were valued opportunities for Hedley to know university life. “I meet staff informally quite a lot, and one of the ways that I do this is that I got to be a member of the university's senior common room wine club, and got them to change the rules to allow the chair to be a member. Another is a ‘town and gown’ thing, it is very well supported, and I meet a lot of people there. I occasionally go and meet the people in the Chemistry Department or Physics Department or English Department and go and spend a couple of hours with the head of department, and wander around and meet people. I have six close friends among the professorial community and they introduce me and let me chat to other people etc, so there are networks there. I have been around the university quite a long time now and a lot of people have got to know me. If we walk around the campus, if we went outside now and walked around, we would bump into people and I’d say ‘Hello Bill’ and ‘Hello Fred’”.

Godfrey’s Engagement with His University

The VC recalled: “We have regular meetings, and he will come in with a list of things that he wants to find out more about, or what happened the last meeting, he does progress chasing as well, he sees that as part of his role. We meet every two or three weeks, depending on how much he is in the country and what I'm doing. Totally informally, but I usually end up with a pile of work to do afterwards. He does, as well.” The senior lay governor confirmed “He meets the VC very regularly, I think it’s almost weekly. Godfrey mainly deals with the VC, he obviously gets on with the registrar.” In terms of visibility on campus, Godfrey surmised that “I suppose I am the most well-known chair that we've had in the institution”, and his registrar confirmed “I think this chair, probably more than his predecessors, has been more visible and more out and about in the university quite actively pursuing that”. The elected staff governor also mentioned - “I think overall that this chair has been more visible and more informed than his immediate predecessor.” Attendance at university events was a very important commitment for Godfrey: “I try to go to as many events as I can, so if the schools put events on, I try to get to them. I get lots of invites to things and I try to get to a fair number of them”. His staff governor noted “we have a series of lectures open to all staff, and yes, the chair is often there,

as are other governors, it is very much about people who opt into a certain level of activity within the institution, who will see the chair quite frequently”. The registrar also indicated “there are the events that go on, that all our governors attend and particularly this particular chair”: about this the VC, too, commented that “Oh yes! He is certainly around those sorts of people.” The senior manager explained, about Godfrey’s staff contacts, “One of the problems in an institution like this, that is so big now, so diverse in terms of physical location, it is actually difficult to know sometimes exactly what does go on, but chairs of governors here tend to have an office made available to them so that they have got a base in the university.” The registrar explained: “For students, the chair will certainly go to various students’ union events where particular issues are debated, and students will be around at events for graduation, of course”. On formal events, she noted that the chair was the senior pro-chancellor who deputised for the university chancellor at formal graduation ceremonies. Godfrey proudly announced that “I’ve been around every school and met every head of school, and meet, on a formal, and regular basis, the VC, the senior management team and maybe some of the directors of central services”. The senior lay governor confirmed that Godfrey “has put in tremendous effort in getting to know the university staff”, adding “He does visit regularly in different departments and different schools. I think the chair puts lots more time in, without a doubt.” Particularly, the VC mentioned, “He spent a lot of time when he first became chair, going around seeing senior officers regularly.” Godfrey made much of informal university contacts: “I meet a lot of people on an informal basis. It is amazing how many I meet in the car park, and talk to when walking around”. “My e-mail is in the public domain, so I would encourage people if they want to talk to me over anything going on.” The VC also signified that “I guess the main contact is through popping in and talking to people about what they are doing: I don’t always know.”

Other Chairs’ Engagement with their Universities

Muriel particularly mentioned initiatives which she had taken to enhance communication with the students’ union. “I see them as a group of officials of the students’ union really on quite a few occasions during the year, or sometimes if we have problems and difficulties”. Moreover, “there are general situations where I would mix with students on several occasions in the year when there are quite a few students there and just mix freely and mingle with them.” With staff, “I tend to see

the staff quite a lot, as I am in the university an awful lot. When walking down the corridors I often bump into the staff and make the time to talk, and sometimes there are specific issues that the VC is aware of, where I will pick an issue with a senior member of staff. I suppose my history with the university before I was a governor, helps. I actually helped (a) school with their course planning and I was chair of (another) school, which is a postgraduate school, so I know quite a few staff in that particular school, for example. I think it's a range of part-social and part-on-official-business during the time I'm here and I'm meeting with the staff." Her vice-chancellor, expressing confidence in the chair's direct contacts with senior officers, did add "I would get terribly worried if she (the chair) was talking to the director of finance and I didn't know what she was talking about, if she had meetings I didn't know about: I would find it threatening in terms of that relationship".

Brendan confirmed that during his two or three days a week in the university, "I will stop and talk to students. I go to the students' union, in fact helped them professionally long before I had a formal relationship with the university. It is helped by having (a relative) who came to the university as well. As far as the staff are concerned, I go to what I'm invited to, as much as possible. I had an e-mail this morning from the head of a particular section asking if I can help them on a programme or initiative. One of the things I have introduced is that at our governing body meetings, when we finish, we all go for drinks afterwards and an informal buffet, and those are the times when you chat". As his registrar indicated, Brendan "Likes to understand where the academics are coming from, what motivates them and what they think is important, so that he does go to academic events as part of trying to improve, and keep up-to-date his understanding of what the academic community is about. He talks to a lot of our best academics, to help achieve ambitions, to become world-class and all the rest of it".

6.3. The Chair's Domain and University Management Life

6.3.1. The Chair and Executive Action: Incursions into the Domain of the Vice-Chancellor

The constitutional segregation of governing body and executive domains has formed a substantial component of the contested territory of university governance. This is challenged by the Higgs Review of the effectiveness of non-executives and company directors and the accountability of permanent executives to non-executives

(DTI, 2003). Moreover, the Higgs' view of governance was applied to universities by the Lambert Review (HM Treasury, 2003) and CUC Code of Governance (CUC, 2004), which also reflected the accumulated 'good practice' of a previous decade of university governance. There are those who suggest that this governance model is inappropriate to university needs and who regard this as an attempt to "transfer the contemporary joint-stock company model of a 'board solution' to university governance matters" (Buckland, 2004). They offer a more traditional, 'consensual' academic approach to governance as an effective alternative, as represented by "shared governance" models, strong on co-operation, but relatively weak on accountability, whose variants are based essentially on a triangular relationship between the academic community, the executive and the governing body (Lapworth, 2004).

The evidence from the study, however, suggests that 'activist' governing body chairs, seeking to engage in institutional leadership and the management of change, are likely to apply pressure at the boundaries of the executive domain. In this, they appeared to mirror company boardroom practice, where according to a recent survey: "Directors want to be more actively involved in three areas: what we call a company's health (its ability to survive and develop over the longer term) and its short-term financial performance, its strategy and assessment of risk, and its leadership" (Felton and Fritz, 2005, p.1). Chapter 5 examined perceptions of contest in and around the chair's domain, noting governing body leadership, finance, strategy and mission as domain areas of challenge. Here we explore aspects of the thesis of Bargh and colleagues' study that the relationship between the vice-chancellor and the chair is best described as "complementary" (Bargh et al., 2000), and show this to be complex, variable and evolving, suggesting that serious changes are occurring at the domain boundaries of these senior figures. I identify other aspects of the complex notion of the domain of the chair in relation to other members of the lay/professional leadership of the university. The reasons for a chair's intrusion into the domain of the vice-chancellor, shed light on the chair's role. 'Crisis intervention' is one such - a disastrous occurrence, whether rendering the university without a chief executive or something very similar, the scenario envisaged by most management texts for such an emergency intervention. A failure of executive management is another requiring governance support/action to rectify executive immobility. This extends considerably Shattock's concept of 'the referee

for internal arguments' role of lay governors (Shattock, 2003a). Another aspect is intervention by invitation - to lend weight to executive management on a problematic or intractable matter. Constitutional purists may reject this as undesirable blurring of management and governance functions, compromising the governors' oversight function. Who is potentially responsible, if there is an executive failure, and the chair of the governing body becomes engaged in executive work? The extent to which the practicalities of running large and complex organisations may demand more emphasis on collaboration and less on accountability, makes this question an important one.

All chairs were well aware of the existence of formal demarcation lines between their domain and that of the vice-chancellor's management team. They were cautious about ostensibly extending their domain directly into the executive management, although there was some differences between individuals as to the degree of this unwillingness. Hedley said that intervention was something that he "would try to avoid . . . think it's very dangerous if the chair starts assuming any part of executive role", whilst acknowledging that in practice the boundary was problematic because, "that distinction is a bit fuzzy anyway. I think every chairman and VC has to work out quite clearly where the line is, and not step over it". Brendan indicated that such intervention by the chair would be infrequent, but would occur at the "something has to be done" or "can you help me with this one?" level, probably related to staff disciplinary matters, albeit that it amounted to the chair entering the executive domain.

Godfrey's Case Study

Godfrey admitted that, exceptionally, he had been called upon to exercise executive authority. "Staff in a particular department asked me. (Bad staff behaviour) and management practice was rife, and the people tried the formal route and had got nowhere, and in the end they came to me. I went to the VC and jumped up and down, I really fought to get an inquiry." Firm remedial action followed, and "Having got involved to a level that I think was not appropriate, I really then had to step back and allow people to operate." His VC explained that "there was a lot of mistrust in the way they (staff) had been handled". He said that Godfrey had seen himself as the champion of the staff, but "He has (now) got more confidence in me being fair." There was little doubt that the vice-chancellor genuinely appreciated his

chair's personal support for the changes that he was making to a management which had been "a demoralised, dysfunctional team and structure which seemed to be designed to make sure no decision was ever taken".

Muriel's Case Study

Muriel could conceive of no circumstances when she would be called upon to exercise executive functions, but other respondents indicated that she indeed had become embroiled in an industrial relations dispute between senior management and the academic staff trade union. "It was industrial action . . . where frankly the VC was a bit heavy-handed", the registrar explained. Union members wrote to governors "lobbying them if they came to a meeting" and seeking support against executive action. The registrar noted "The governors backed the VC's decision, but had reservations about the manner in which it was done. In that situation, Muriel would be very careful to be her own person." The senior manager said that "The VC took a particular view and thought he had authority to act in a particular way. When it all got nasty, the governors said 'we were not properly consulted, and we didn't agree to this'. So there was an awful and constant tension about what their role is and how the chair plays her role. I don't know whether she said 'look, guys, you were consulted and you said this' or on the other hand 'we are backing the VC', because in the end the VC backed down from the position he had taken." The senior lay governor added, "From what we could see, it was a 'gung ho' executive wanting to take on the unions . . . anybody with a bit of negotiating skill could have seen it coming three weeks earlier". He explained "I think it taught the VC a good lesson, because when the chairman, and finance and employment committee got involved, it was as much as to say: 'This is the way you should have handled it, this is what we should have done'."

Other Views

Senior lay governors emphasised that the occasions when chairs would become involved in executive matters were only likely in extreme circumstances, as Godfrey's colleague said "an incompetent VC, or if the VC was ill something like that" because "at the end of the day the chair holds, and the governing body, ultimate responsibility". Hedley's considered "it would be an extraordinary occurrence, where something dreadful had to go wrong, where the VC or senior staff got themselves into a mess", questioning rhetorically, "whether he would do it . . . ?"

Muriel's, who had been involved in the contretemps over industrial relations, could think of "virtually none" since only "in the event of the VC being ill, sacked for inappropriate behaviour or whatever, I think it would be totally and utterly wrong". Brendan's colleague thought chair intervention was only permissible because the chair 'is the ultimate controller' ". He recalled that a governing body chair of an earlier generation, had saved the career of a vice-chancellor in personal difficulty, causing embarrassment to himself and his university. He had "got himself into a shambles, and he should really have gone" but through the then chair's "decent, courageous" decision to support the VC, had ensured that he remained in post, because the chair "decided the university couldn't face the search for another VC - or whatever". Godfrey's lay governor thought extreme circumstances might be: "if there were an incompetent VC . . . if the VC was ill or something like that" recognising that "at the end of the day the chair holds, and the board of governors hold, ultimate responsibility".

Staff governors were generally incredulous about intervention of the chair in executive matters. Godfrey's could only conceive of intervention by the chair in the context of risk management, where "the ultimate role" might be exercised where "the chair on behalf of governors perceives that the university is entering into an insupportable risk".

Vice-chancellors tended to minimise their chairs' intervention into the executive domain: Godfrey's VC could think of no reason. Hedley's conceded, minimally, that "visiting groups have come and asked to see the chair". Muriel's VC thought "If anything happened to me then the governing body would appoint a deputy", but then confirmed the chair's and governors' involvement in the appointment of senior staff such as pro-vice-chancellors, directors of human resources and information technology, although these were not posts that necessitated governor engagement. This was, he indicated, because of lay leaders' "particular expertise in the area". Brendan's VC conceded that the only area of intervention would be the matter of investigation of a complaint about himself, or the removal of senior members of staff of the university - though admitting that Brendan had been extensively engaged in permanent staff appointments.

Registrars generally saw executive domain intervention by the chair as permissible only in the last resort. Muriel's said this was "if there was a great

deficiency in management and some sort of huge problem in the university”. Brendan’s said “the only circumstances I can imagine is ‘shall we sell out now’,” though he also indicated that a chair in another institution had been approached directly by a group of professors expressing their lack of confidence in the vice-chancellor, and hence initiated action which ultimately led to the vice-chancellor's removal. Godfrey’s registrar considered the chair’s intervention to be “almost certainly unhelpful, either because the chair is acting in an executive way, when what he should be doing is referring to the executive, or the situation through neglect of management, or mismanagement, has got so bad that the only course of action is to approach the chair, who in referring it to executive management would tell them to get their finger out!”

Emergencies were where senior managers saw reasons for chair intervention, Brendan’s seeing “the most extreme circumstances, if the VC was caught with his pants down somewhere or other and he would have to just go, I guess the chair would probably help out for a few weeks”. Hedley’s envisaged these as: “When universities have to come up with emergency ways of managing themselves, what you have is a chair, who can step in, and also a senior pro-vice-chancellor - if the VC dies in office, or VC has to be sacked”.

It is interesting to note that in their discussions with me, the initial stance of many respondents was almost denial of domain boundary issues, maintaining that clear domain boundaries excluded the chair from the management domain; thereafter, those at senior levels in governance and management were then prepared to concede incursions of the chair into the executive domain to a surprising degree, and to offer supporting, anecdotal evidence. The territory for boundary concession included: (i) emergency interventions through serious failure of the chief executive and senior management team, where temporary sanctions by the chair are required to reform executive structures or to create executive conditions for success; (ii) more structured intervention in a policy matter of significance for the future structure of the university, needing involvement of the chair to enable decision-making to take place; (iii) tactical involvement of the chair in executive decision-making to shore up management credibility, and to aid in the making of difficult decisions by executive management; (iv) utilisation of chair expert advice, for example on appointments; (v) issues extending personal advice to VCs when independent advice

is otherwise difficult to come by; and (vi) matters for which in reality there appeared to be no justification for chairs' involvement, but nonetheless they occurred.

Vice-chancellors, who asserted most powerfully the strategic need for clear domain boundaries between governance and executive management, were in practice prepared to operate tactically with a much greater flexibility and pragmatism, in the interests of short-term considerations, conceding the negotiability of the management domain, permitting, or even inviting, chairs to engage in the executive sphere to a much greater degree. Under pressure of critical issues and institutional performance demands on senior management, domain borders begin to appear less rigid and more 'seamless' (Paulsen and Hernes, 2003, p.1) or 'permeable' (Santos and Eisenhardt, 2005, p.497).

6.3.2. The Chair and Commercial and External Activities

Commercial activities of modern universities constitute part of that "extended periphery" which Burton Clark reflected upon in his seminal study of entrepreneurial transformation (Burton Clark, 1998). Universities are developing the applications of their intellectual property derived from academic activities in research and consultancy, utilising patents, and wholly-owned subsidiary companies. The Lambert Committee's establishment in 2003 to review university relationships with commerce and industry underlined this matter (HM Treasury, 2003).

A lay chair is an obvious source of professional advice on commercial matters, given (a) the position of the governing body at the interface between the internal university organisation and the external community, and (b) the interested external perspective which the chair can bring through professional expertise. This latter expertise falls within what we have noted Shattock (2003a) considers to be a legitimate sphere of activity for lay governors. The extent to which chairs become actively involved in this "third leg" activity may say something about the way in which universities pursue this increasingly significant area and the individual capacity and interest of the chairs, but is also a sector-wide concern, as exemplified by the CUC examples of the oversight of commercial activities through, eg a business ventures group or a committee on university subsidiary companies (CUC, 2004).

It is notable that in corporate affairs of commercial companies, chairs commonly deal with external matters, whilst the chief executive runs the operation of the company (Owen and Kirchmaier, 2006, p.18). In universities, however, vice-chancellors have historically performed the role of principal representative and ambassador. The CUC template for the role description of chairs indicates an external role for them and states (CUC, 2006a, para. 4a) that the chair will represent the university externally; may be asked (CUC, 2006a, para. 4b) to use personal influence and networking skills on behalf of the university (the ‘door-opening’ role); and it will be asked to play a major role in liaison between key stakeholders and the university, or in fund-raising, coordinating this with senior officers and staff of the university (CUC, 2006a, para. 4c). All chairs in my research were well aware of the importance of their university’s commercial and external activities, and of their own value to their institutions because of their expertise, although the extent of their active participation in this area varied. There was evidence here that in advance of the publication of the CUC chairs’ template, chairs had already become actively engaged within it, sometimes more successfully than others.

Brendan’s Case Study

Nearly a decade previously, he pointed out, he had urged upon his vice-chancellor an expansion of his university’s work in China, following his own visit there, in the course of his personal professional activity. Now, he said: “(a substantial percentage) of our overseas students come from China”. He had also personally pressed the chief executive of a big Anglo-American commercial organisation to send its British senior executives to his university, rather than to a USA institution, and was active in encouraging external commercial partners of the university to engage on the correct, advantageous terms. He had cogent (and critical) views about the organisation of his own university, and of UK universities generally in relation to marketing their activities: “Cross-selling within universities . . . contacts made with one department, sales and marketing. I purposely use the terms ‘customers’ and ‘how do we sell to customers?’ ” His VC confirmed his chair’s claims, and noted that Brendan was “more interested in the external face of the university” and was “pressing me to structure the . . . university such that it paid more attention to marketing and presenting”. He also considered that “external projection” was a legitimate sphere of activity for the chair. Brendan’s registrar also confirmed his interest, having “served as board member on our principal associated

company and his experience in that and in other matters is leading to the view . . . (that) this university is not giving enough priority or paying enough attention to sales and marketing.” He also stressed the growth of “the chairman's authority outside the university to speak on behalf of the university” in a way unthinkable 20 years previously. Nonetheless, Brendan’s staff governor was wary to avoid a “situation developing where the chair was almost becoming an executive manager, because there are others here who have that responsibility”. His senior lay colleague, though, supported the chair’s views on more commercial marketing of the university: “He has a very strong interest. It’s a very important area; he knows about it.” The senior manager supported the emphasis on “someone (to be) making sure that the university is not selling itself cheap”, seeing the chair's role based upon accountability issues and governance instructions for commercial and intellectual property rights issues.

Hedley’s Case Study

Hedley promoted links between his university and an external business, because “I understood the way in which large companies think and arrange financing, basically. I was able to explain this to the university and provide a bridge between the two of them.” In terms of a public presence, “I tend to assume a more modest role; I’d rather be in the background,” but he was active in relationships with other universities, their chairs and vice-chancellors. Hedley’s VC shared the underestimate of Hedley's influence and activity in this territory: “the person who represents the institution externally is the VC, and my guess is that (the chair) would say that it is the VC’s task to portray the organisation externally; he will certainly assist in discussions and other activities when they are appropriate”.

Muriel’s Case Study

Muriel - well placed to be engaged in external and commercial activities as the MD of a communications company, and with contacts with the civic dignitaries in her city - indicated that whilst “there is broad governor contact, I only get involved if I think I ought or need to”. Her deputy chair, she noted (the senior lay governor whom I interviewed) was very active in chairing the governing body’s enterprise committee: “as a sort of holding company with the various executives . . . of the companies that we launch, and promoting commercial ventures”. This lay governor, considered it a most important role for the chair to facilitate external contacts, and

engage in networking: “all governors are expected to indulge in it but particularly the chair and . . . with her particular skills like ‘regional government-type ‘hats’ ’- she is very good at that.” Muriel’s VC also noted a representational aspect, “the ambassadorial role”, in promoting the interests of the university. The particular professional background and interests of the chair gave her a special concern for “the external image of the institution”, and this led to her successfully “pressurising” the university to enhance its professional staffing to improve its external communications. To the registrar, Muriel and her deputy chair, “have been quite a key driver” in developing subsidiary companies for commercial purposes, but also noted that because of the deputy chair's particular expertise “I suspect he is more influential in these areas than the chair would be because of the kind of person he is, and the kinds of jobs they separately have”. Muriel’s staff governor noted that she had “a big hand in monitoring” external commercial, operations whereas her senior manager described her chair’s and other governors’ involvement in external activities in a more modest way as: “more likely to act as friends and ‘door openers’.”

Godfrey’s Case Study

Godfrey signified that his involvement in external representation of the university was “minimal”, because “that is dominated by the VC and the senior staff.” Where he himself became involved this was “usually in a ceremonial way, a social courtesy”. He emphasised a clear line between governance and management on this matter, stating guardedly: “all discussions with the City Council would be done by the VC or one of his senior staff”. His governing body enterprise committee was “about to be reformed and restructured into a company; it is mostly concerned with generating enterprise”. In general, he mentioned the skills of the governors drawn from “the commercial and industrial life of the area” were “singularly underused: I think it barmy that we don’t use them more, but that’s not something I’ve prioritised to change at the moment.” Godfrey had been the chair of a university’s wholly-owned subsidiary trading company, and “because of the experiences with it, the university would not want to go down that route again.” He had accepted the previous vice-chancellor’s invitation to become a member, and then chair of the company, and retained this role after elevation to the governing body chair. The company itself, he described, “has been a very complicated and fraught situation and has involved the university putting money in”. He had stepped

down from the company chair “because people were uncomfortable with the potential conflict of interest”, and indicated that “the fact that I have been unswerving in my support for the company has upset a certain number of people”. After initial setup with national financial backing, it involved continuing financial subsidy by the university and had created a drain on university finances.

The senior manager described the conflict of interest issue as something which “more than any other has really got underneath the governing body’s operation in the last three years; it has dominated some of our governing body and committees for three or four years.” (My analysis of governing body and committee agendas of the previous three years confirmed this. The finance committee considered reports on the company at nine meetings, three of which were special meetings solely for this purpose, and the governing body at five meetings, including one extraordinary meeting to consider company matters). Whilst in governing body discussions of the company, the deputy chair of the governors had presided, but “the mere fact that Godfrey would speak on behalf of the company at the governing body, even though he wasn't chairing the meeting, has not sat well with the majority of members”. His current vice-chancellor confirmed that the chair’s strong advocacy of the company had led to “a worry I think among the governing body at one stage that he was so passionate, he understood about the company, that it might compromise the main job he had with the university”. This was compounded, in his view, by the fact that “there are very few people in the governing body who have any understanding of experience of enterprise within higher education.” He described Godfrey’s commitment to the company as acting as a major spokesperson (“he has actually travelled the UK, he has met everybody who is anybody, including government ministers” in its service). Tensions created by this “almost led to the governing body falling out with Godfrey. It has damaged Godfrey’s period of office”. His staff governor agreed that the chair’s company role conflicted with the major one of task oversight and holding executive management to account: “I would not want to see the chair being committed, working in that capacity, whilst overseeing.” This was a clear case where the chair had strayed well over the boundary of his domain, as clearly perceived by fellow governors; in so doing, he had distanced himself from the governing body that he led, and from which he drew authority.

6.4. The Chair's Domain Development

6.4.1. Sources of the Chair's Authority

The exercise of corporate leadership requires that authority be vested, ex-officio, in the governing body chair, as well as requiring a range of personal qualities and skills by the post-holder. Such leadership has become increasingly onerous, given the growth of legal responsibilities placed upon those bodies (and shown in Chapter 1), with few general instructions as to the conduct of this office. There is a notable absence of any reference to this in the latest Institute of Directors' guidance, (Webster (ed), 2007). Perceptions of the chair's domain vary, as we have seen in Chapter 5. When we examine the sources of the chair's authority, views also differ, from the formal to the personal, and often multiple views were held by individuals. There was a considerable correlation of viewpoint with office, and that is how I show them here.

Chairs

Three chairs initially considered their domain authority to be defined by constitutional documentation. Brendan said "the written constitution of the university", was the source of his authority; Hedley agreed that "in the end, and the last analysis, the statutes and ordinances and that's quite clear"; and Muriel also mentioned "within the formal, legal documentation". Godfrey's view was woolly: "the position carries its own authority". However, all appreciated that constitutional documents conferred only limited, practical authority. Hedley viewed his governing body as "as close an analogy as we can have to a board of directors. There is nothing that is outside the board's ultimate overview." The university "is owned by itself, it is a freestanding institution", providing authority for both governing body and chair. However, the chair "can only operate by some degree of consent, so I have to ensure that I can carry the governing body with me". This contingent authority, requiring continuous reification of chair authority by the governing body was appreciated by successful chairs. (I use the term 'reification' in the etymological sense of 'making material', or more solid something abstract, rather as Wenger does (Wenger, 2006, p.58.)) Brendan's view of constitutional documentation was that "anybody who is chairman who relies on that alone, is dead". He needed to engage the interest of fellow-governors to know that they are "adding value to the university", and above

all to recognise the limitations of his position: “any chair who tries to rely on his ego and the size of it to achieve respect, is dead in the water”.

Lay Governors

Three out of four senior lay governors considered the source of the chair’s authority lay in their personal and professional competencies. Godfrey’s governor saw the chair as deriving authority from the legal responsibilities, quickly adding that “individuals take on their own power and responsibility”, Brendan’s in the chair’s collaboration with the vice-chancellor, and Muriel’s through complementarity of vice-chancellor and chair roles. A charismatic vice-chancellor, needed a “low-key chair”, he said, whereas the current “managerial” vice-chancellor required a chair with “charismatic skill”. Hedley’s lay governor broadened the source of the chair’s derived authority to the confidence of the senior staff; Muriel’s went further, seeing authority as deriving from “respect from constituents” allied to trust: “if she is not seen to command the support of the workforce, I think she is dead”. “Chairship” skills, competence in leading the governing body’s conduct of its business was an important source of chair’s authority, to Hedley and Brendan’s lay governors, allied to “personal qualities”, by Brendan’s lay colleague.

Staff Governors

Elected staff, like Brendan’s, related that “the ultimate authority is vested in the chair by the governing body which he chairs”, formally delegating to the chair at each meeting the power to act on its behalf in between meetings. Godfrey’s added that no chair should “forget that their authority is derived from the governing body as a whole”. Hedley’s governor emphasised the duality - the statutes of the university, and the governing body, with domain authority bounded by being “accountable to other members of the governing body, presumably, who could insist upon his removal”. Only Muriel’s considered personal qualities and abilities, notably communication skills, and ability to represent the university, to be a source of chair authority, allying this to personal experience, knowledge and business acumen.

Vice-Chancellors

Vice-chancellors also stressed the combination of formal authority and personal qualities as sources of authority, and spoke of their chairs with very considerable admiration and respect. Muriel’s saw her chair as deriving authority

from “the governing body's responsibility and our articles of government”, plus personal perception derived from working experience. “One of the consequences of the governing body becoming more professional in its responsibilities, and a source of consultants” came from “a requirement that people have an understanding of working in large complex organisations.” Hedley’s VC distinguished between formal authority laid down in statute, and actual authority derived from the chair’s performance of his role, “as with all appointments”. He indicated that “People appreciate that they are the chair, not because they carry the label but because of what they are and how they operate; Hedley fits the latter, it’s just sheer enthusiasm, his energy, his commitment”. Godfrey’s saw his chair similarly as one who “personifies the collective view of the governing body”. In between governing body meetings, the chair exercised oversight of the university mission and corporate plan implementation, and needed to command the trust of governors. He added, tellingly, “high moral authority” and “high level of influence” rather than “any levers to pull or push” was what gave the chair authority. This derived from: an interest in the university; governing body support for the mission; and “making quite sure that everything the management does is kept on track”, combining to make “sheer force of standing and respect that the position carries with it”. Brendan’s VC considered the source of his chair's authority as substantially personal, derived from being “an extremely successful person in his own right” combined with acceptability to the academic community, by virtue of his personal and professional background.

Registrars

Registrars saw multifarious leadership qualities in combination as the main sources of chair authority. Brendan’s expressed this most comprehensively and included cognitive ability to comprehend university aspirations, to “empathise with the community and its ambitions”, plus skill to “weld the governors together as a team working to fulfil the mission”, arising from a mixture of experience, personal qualities and gifts; a strong record of personal achievement; and experience of leading a major organisation, such as the chief executive of a PLC, an ambassador, or other profession. In addition, a sense of vision and a broad outlook, as well as personal external networks/links, complemented other sources of authority. Muriel’s registrar stressed the authority deriving from her role “in making sure that the governing body delivers what is set down for it”. Combined with this, were personal and professional competencies, her own skill level, area of expertise and

the extent to which “she is supported by us in the secretariat and advised by us; and her relationship with the VC in particular and the senior management team.” This latter view was largely shared by Hedley’s registrar who considered as important “personality . . . clarity of expression, and willingness to listen . . . all personal qualities and respect for his background and experience.” Godfrey’s registrar emphasised that the chair’s authority was not drawn from the mere exercise of a specified formal role, but from interpersonal skills needed to lead the governors, a persuasive capacity, tolerance and understanding, and an ability to read subtle “signals” from governors as to what was, (and was not) acceptable behaviour in a chair. According to this view, the chair had lost authority and ultimately his own position, by hectoring governors and staff, and failing to recognise the conflict of interest described previously.

Senior Managers

For Hedley’s senior manager, chair authority derived primarily from the legal position of the governing body and the chair’s ability to lead it. Statutory authority was subject to the personal qualities and attitudes because “how they interpret the statutes are different.” Godfrey’s manager agreed: “In one way you can’t ignore the constitutional stuff”, before going on to signify the importance of “the way an individual has conducted himself and actually created an image within the institution, I think that gives an authority.” To Muriel’s it was simply the chair’s authority dependent on ability to influence governors: “she has got to carry the board with her”. Brendan’s manager supported the view that the chair derived authority from an ability “to be trusted out in the community”, the “broad constituency”, which included staff unions, to possess “some degree of objectivity, presence of mind and willing(ness) to discuss controversial thoughts”, which included not “obviously siding with the VC on everything”.

6.4.2. Constraints and Opportunities on the Role of the Chair

Having looked at the sources of the chair's authority, we see some of the domain boundaries within a governance world of constraints and opportunities, some constitutional, rule-bound activities and others grounded in the interplay of relationships between corporate governance actors. Constraints inhibit chairs from extending their domain territory, and the opportunities provide for chairs to explore and expropriate domain territory, appropriate to the needs of the moment, and the

dictates of their universities. The CUC maintains elements of both, exhorting chairs and others to “take care not be drawn into the day-to-day executive management” (CUC, 2004, para. 2.13 and CUC, 2006a, para. 3(c)), whilst on the other hand urging the need “to develop (a) constructive and challenging working relationship”, suggestive of the more fluid domain boundaries recognised in Bargh and colleagues’ study of vice-chancellors (Bargh et al., 2000).

Again, it is more appropriate to set out the responses in terms of the category of respondent rather than university.

6.4.2.1 Constraints

Chairs

Chairs themselves were divided on the issue of constraints. Muriel was most **assertive**: “I don’t recognise any constraints. I don’t take ‘no’ for an answer, so if I want to get to the bottom of something I will get to the bottom of it”. Brendan considered that few, if any, barriers existed other than self-imposed ones, derived from an awareness that his job was “not to interfere with the day-to-day running of the university - my job is to ask an account of the stewardship of executives.” Hedley considered himself constrained by the complex nature of the university, which he saw very much in terms of Mintzberg’s professional organisation (Mintzberg, 1975), and meant he could “only operate by persuasion and debate”: if he made a personal decision to change the mission, then groups of people “will just laugh and walk away. I don’t have authority of that kind”. This was different from his business experience, where corporate loyalty dominated. In universities, by contrast “the professors are more loyal to their discipline sometimes than they are to the university, and they generally do not take much interest in the way universities are run by governors or anybody else. They just want to get on with their research and communicate with their fellows around the world”. Professorial staff perceived the university “as a sort of bed-and-breakfast place, where some services are provided, but they are autonomous ‘little barons’.” Godfrey explained that a key constraint was the dividing line between “ ‘this is your responsibility; you shouldn’t get involved in that’; ‘that is a day-to-day matter’; ‘that is ‘operations’ and ‘that is executive’ ”. Sometimes, he said, chairs “have absolutely got to go further than the staff want them to go, but that doesn’t mean they are running the university: they are

not. I think that that is the major source of conflict. It's how much you question and need, before giving approval to the proposals coming forward".

Lay Governors

Muriel's senior lay governor identified the university chair's constraints with those placed on higher education by national government: "Universities" he said, "are creatures of public policy, the scope for action is almost zero, dependent on public policy, public funding." Hedley's took a simpler approach: "the boundaries are not to stray into management". Muriel's lay governor saw university organisational structures as constraints, including: "the support within the organisation," particularly "the management team or the senior academic team." The chair would "normally push the VC, push the university forward, but there comes a point when you can't do that any more. You have to stop pushing and encouraging." Godfrey's lay governor related constraints principally in terms of the governing body and members' voting power; and equally, the quality of the vice-chancellor.

Staff Governors

Brendan's staff governor drew attention to the responsibilities of university management as a constraint, as well as the time limitations for working chairs to devote to their role. 'Geography' was a further constraint, most chairs being physically apart from "where the action is going on", (although "the VC keeps on the phone pretty constantly to the chair to let him know what's going on") limiting information available, and constraining his activity. For Godfrey's staff governor - "the governing body is the crucial thing" she said. Muriel's agreed that the governing body set firm constitutional limits to the chair who "never actually makes a single decision on her own, she has got to get agreement from others, she contrives influence."

Vice-Chancellors

Brendan's vice-chancellor indicated limitations to his chair's role imposed by the nature of his university, and the vice-chancellor's ability to command the support of the academic community, and of its senate: on their major strategic commitment, "the governing body would never have been allowed to make a decision if I had not been able to deal with the academic community", we may recall him saying. Godfrey's VC said that the chair "can't tell you what to do", and did not

have access to direct means of authority within the university, constraining the chair's scope for action. Muriel's VC emphasised the limited knowledge of all lay governors on major academic issues and strategy; the formal separation between management and governance spheres; and the demands of a close working relationship with the vice-chancellor: all constrained the chair's freedom of action. Hedley's considered that constraint arose from the need for mutual understanding and accord between himself and his chair, where "the rules are not specific, and it relies on a lot of good common sense from people who occupy these roles, the chairman and VC actually working in tandem with each other".

Registrars

Registrars, such as Brendan's, considered the principal constraints arising from the distinction between governance and the executive function of management. Hedley's registrar (who described the chair's role as "pretty nailed down") was impressed by his chair's strong personal qualities and his "very clear understanding of the distinction in governance, the role of the governing body and its chair, and the role of the executive and the vice-chancellor". Godfrey's added the limitations imposed by the other governors to that of management: the ultimate constraint to the chair was loss of office, she reminded me. Muriel's also indicated the formal constraints, determined by the terms of her office and the role of the board - the leadership of "a group of two dozen, strong-minded, quite well-connected, forceful people," preventing "arbitrariness in her use of power". A further area of constraint was "ourselves" - the interaction of chair with vice-chancellor and management. A third constraint was the registrar as secretary to the governing body, in preventing a chair from acting in an unreasonable or arbitrary manner, testified by the CUC and Llewellyn's research on secretaries of governing bodies (CUC, 2006e, and Llewellyn 2006a, 2006b).

6.4.2.2 Opportunities

Chairs

Chairs were modest about the opportunities available to them as chairs, though Godfrey considered that as chair, "you do have a lot of opportunities to influence and support and guide". Moreover, "you just have a different level of information, which you can access and act upon and follow up, and people try to work with you. So if you want to understand something, people will give you the time and if you

want to be involved they will help, it's down to personal inclination really": it included "a lot of opportunities, networking". Hedley emphasised the use of chair qualities of being "very supportive, helpful, directive at the right points, standing back at others, that is what I try to achieve", in the knowledge that the chair would only operate by consent.

Lay Governors

Senior lay governors saw that chairs' contacts afforded important opportunities for action and influence. Hedley's considered: "if you are going to be successful, the contacts outside are important", Godfrey's agreed that the office of chair "opens doors, it gets you invites to things, to meet people that you might not necessarily have met", but added for the individual chair, it "depends on how influential the 'old boys' network' is".

Staff Governors

For Hedley's staff governor, the chair's opportunities arose because of "access to whatever he wants, to seek out information" and also from the status of "public achievement and recognition." Muriel's returned to the issue of the responsibility of the chair for making sure that the university was running smoothly within the law, and ultimately ensuring that these things happened on a day-to-day basis. These could constitute constraints but also provided opportunities for exercise of authority.

Vice-Chancellors

Hedley's vice-chancellor indicated that the chair's office offered opportunities from "the way they enact their role, because of who they are and how they operate". It conferred status amongst staff, and access to them, although also "he knows how people might try and use him" in this way. Muriel's VC referred to opportunities from the important representational function of the chair in ceremonial as well as other events, and her ability "to actually promote the interests of the university within government, for example, her service as a member of the regional development agency." Brendan's VC also emphasised that the chair's "external projection" role, with distinctive network connections, differing from others and enabled him to exert influence. Godfrey's indicated chair influence as "the person who personifies the university as a whole" with opportunities from "more the high level of influence, than any levers to pull or push. It is through the sheer force of standing and respect that the position carries with it. The main tool that the chair of

the governing body has got is the high moral authority, the interest in the university as a whole.”

Registrars

Muriel’s registrar indicated the chair’s opportunity to act nationally in higher education, through membership of the CUC. Also “the university’s corporate affairs activities - externally she gets invited to certain things which give her the opportunity to participate in events she wouldn’t, if she wasn’t chair. There is a small group from the university, who decided that there was an agenda of things they want to lobby and campaign.” Hedley’s registrar stressed that opportunities were personal to individual chairs, so in executive relationship matters “I agree absolutely that another chair put in the same position could easily take a lead”.

Senior Managers

Some managers were limited in their knowledge of opportunities available to chairs and saw opportunities, like Muriel’s senior manager, arising as a result of being chair. The previous chair, she said, as a person of considerable personal standing within the politics of the region, thereby derived power to influence matters internally within the university, as well as externally, compared with the current chair. “I don’t think it’s the chair, but the person in the chair and their connections which may well offer them all sorts of opportunities externally to influence on behalf of the university”.

6.4.3. Perceptions of the Chair’s Domain Within and Beyond the University

There is a considerable degree of ignorance which exists about the role and function of governing bodies, for reasons we have seen, but there are signs that this may change. The OECD’s 2006 Programme on Institutional Management in Higher Education, for example, has succinctly reaffirmed that higher education does not exist in a societal, and policy contextual vacuum: “The changing institutional contexts highlight the importance of governance and the role of higher education governing bodies” (OECD, 2006). Decisions made by university governing bodies impact strongly upon all the academic community, and we might expect to see an awareness of their work and responsibilities amongst staff, particularly in the upper echelons of management. We might also reasonably expect that the principal

governor's - the chair's - role and the domain that they occupy should be known. Nonetheless, a legitimate question - in the words of Brendan's vice-chancellor - is does it matter whether or not there is a clear perception of what the chair does and what domain the chair inhabits? The notion of "visibility" is related to this: being visible does not necessarily confer authority or power, but we should not ignore the importance of the symbolic in organisations, asserted by Pfeffer and Salancik (1978), and associated with matters of salience and perception. These are mentioned in Chapter 7.

Chairs

The overwhelming view of the chairs - somewhat resignedly perhaps - was that few, if any, understood the domain and the role they performed. Brendan's role was "certainly not" understood outside the university, and, as for within: "I suspect if you ask all the professors in the university, I would be surprised if more than half actually knew my name!" On the issue of whether others understood the role of the chair, Hedley was equally firm: "No. A lot of people even within this university are barely aware there is such a position as chair of the governing body". At social events in his university, a typical comment was: " 'who or what is the governing body, for heaven's sake? What do you do? I know we have a VC but didn't know we had a chair of a governing body'." Godfrey, too, thought the chair's role was "not well understood at all": and that most university students were unaware of either the governing body or its chair. However, staff "always think we've got more power and influence than we have. They think we can right wrongs and in fact we can't. Outside the institution I have to explain what the governing body is and what they do . . . in general it is not something that is immediately obvious to the majority". Muriel considered "it's a limited number of people internally and externally who know what the governing body will actually do, who they are, and who the chairman is, and what she does". Externally, those connected with higher education and the senior officials of the city in which the university was located "know me very well and they knew my predecessor and my successor", and so would have a better understanding.

Lay Governors

Senior lay governors largely supported the chairs' views. Outside the university, Hedley's considered that there was very little knowledge of what part the

chair played, but within it, senior staff “know what the chair is doing, but to what extent that goes down I do not know . . . I think there is an awareness of him . . . but quite whether they know exactly what his role is I would doubt”. Brendan’s was soberly realistic: few knew what the chair did - in parallel, he suggested, to perceptions of other large organisations, so that senior staff in any would be familiar with the chair’s activities, but lower down in the organisation, staff would not have so clear a picture. Muriel’s lay governor, by contrast, offered the view that chair’s role was “very clearly understood, very well-defined, I’d like to think that the constituent members of the organisation understand what the role is”. He suggested - in a rare comment - that there was a difference in this respect between the post-1992 universities and the pre-1992 institutions: “in some of the old institutions, I don’t think they have the profiles that in the newer universities the chairs do”. Equally, he considered that the role of the chair was well understood outside the university, at least partly due to the fact that the role was “much more active” than in some other universities where “the chair is anonymous”.

Staff Governors

Staff governors also reflected differences of views about the perception of the chairs. Brendan’s considered that within ‘influential bodies’, “The chair is recognised - within the university, and certainly in the city, if not the region - as having status (and can therefore) command respect within their own communities”. Godfrey’s considered that there was very little understanding within the university of what the chair did, conceding that those in business and corporations would be likely to have some understanding of a chair’s work. Hedley’s reckoned ignorance was because “most academics are so busy trying to look after their career, to the detriment of other essential activities”. Muriel’s felt that within the university community, staff “don’t have an inkling” of the identity or function of the chair or governors.

Vice-Chancellors

Brendan’s vice-chancellor signified that this issue of knowledge of the chair was an irrelevance. There were considerable differences between the current chair and his predecessor, in the way that they undertook their chair role, but: “to me, it doesn’t matter, because I have a third view, which you will have guessed already, which is that the governing body is there to back the VC until the day they choose to

sack him. I suspect that my successor will find it significantly harder than I find to simply say: ‘This is what we are doing: if you don’t like it, sack me!’” Other VCs, however, did not share this perspective: Hedley’s believed that within the university “All the senior academics around, know whatever I do, what he does, and I think that quite a number of other people would also be appreciative of what he was involved with; he’s very much around and I’m sure that a number of people know who he is. My guess also is a large number of people don’t know who he is”. Godfrey’s VC subscribed to the view that the role of the chair was not widely understood and Muriel’s indicated that “I think the average member of staff really doesn’t understand what the function of the governing body is: I think there is a bit of a problem there.”

Registrars and Senior Managers

Muriel’s registrar spoke for all when she said that most people outside of the university have only “a very vague idea of what governors are: they certainly wouldn’t have a clear idea of what the chair does or doesn’t do”. Brendan’s added “I think there is a better understanding now than there used to be” and he also mentioned that much work had been done to educate governing body members as to their duties and roles. Hedley’s considered there was no great awareness of the chair’s office in the region, contrasting this to the considerable awareness of the vice-chancellor, through the external role that he discharged, “more or less exclusively.” Godfrey’s drew the comparison between company chairs: “in the business community it is understood relatively well by those businesses that deal with others . . . a company that is used to the normal commercial structure would expect your chair of the board to be something different”.

The senior managers on the whole concurred with the view that the chair, and the role he played, was generally not well understood. Brendan’s said: “There are probably a number of people who confuse the chair with the chancellor” despite the fact that “he has really made the effort to get around every single faculty, and to get to understand the way the deans’ minds tick, and what is driving them.” Hedley’s, confirmed that “If you are an ordinary academic, the governing body means very little to you. The ordinary foot soldiers will know about senate, but not much knowledge about the governing body”. Muriel’s affirmed that inside and outside the university the chair’s job was not generally well understood, but neither was that of

governors. Godfrey's senior manager stressed, atypically, the universal use of boards in large institutions meant that there was a general familiarity with governance leadership such as that exercised by the chair or governing body, whilst conceding that there was some doubt as to the depth of knowledge in relation to specific activities.

6.5. The Chair and the Driving Force of the University

The notion of a 'driving force' may seem to be a curious one to apply in relation to chairs of university governing bodies. Indeed, less than two decades ago, the idea was an alien one in relation to any single part of higher education. Yet change in the organisation and management of higher education has been particularly noticeable since the Jarratt Report in 1985 which heralded the onset of the managerialism that Deem and colleagues' (2000) study of New Managerialism consider to be the dominant mode of operation in contemporary higher education. The research of Bargh and colleagues (2000) into the university leadership of the chief executive, included the extent to which vice-chancellors had become the main figures defining institutional culture and the university mission. The context for considering the place of the chair in relation to the fundamental driver/s of universities, is set by the corporate sector, since as the OECD reminds us "There is a growing trend for universities to emulate corporate principles of governance, to be more responsive to external pressures and to be more efficient" (OECD, 2006). Garratt's well-known critique of corporate governance, indicated that a board of directors is at the centre of a firm's 'Business Brain': "the focus and locus of the organisation's debate . . . It is where key organisational issues are identified, ideas generated imaginatively, and people given responsibility to both tackle the problems and implement solutions" (Garratt, 2003, p 37). In this context the chairman and chief executive compete for the position of the dominant force in their companies, as many contemporary accounts of boardroom behaviour indicate, such as Roberts' (2000) or Carter and Lorsch's (2003) studies of the UK and USA respectively. In universities, where voluntary lay chairs are unpaid (with perhaps one or two rare exceptions), and work under considerable pressure on their time, there is no question of the chair also occupying the chief executive's post (something possible in company boards). However, to locate the position of the chair's domain relative to

those of others at the heart of university corporate performance, institutional culture and strategic direction is important in itself. It is also useful to remind ourselves that Buckland's criticism - referred to earlier - of the application of the company paradigm to university governance, nonetheless concedes that effective governance can contribute significantly to university success, so that it is not unreasonable to assess where the chair's domain sits in relation to new major drivers of university direction (Buckland, 2004). This is particularly so when, the CUC describes governing bodies as 'unambiguously and collectively responsible for overseeing the institution's activities, determining its future direction and fostering an environment in which the institutional mission is achieved and the potential of all learners is maximised', the same document urging that leadership of the governing body is in the hands of its chair (CUC, 2004, p.13, p. 20).

In this section, there was a clear correlation of respondent views on an institutional basis, and that is how they are presented. An explanation of this is offered in the conclusions section.

Hedley's University

For Hedley, the driving force was simply "the VC": his senior lay governor modified this slightly, adding "up to present it's been the new VC, but I think with a great deal of support and encouragement from the chair. It's a partnership: the new VC with a vision of what he wants to try and achieve, coupled with the support of the chair - and indeed from all of us who just want to get cracking". The staff governor agreed on the VC, also adding deans of academic faculties' responsibility for development. This VC had recently been described as "a hands-on VC", and explained that on his appointment to the university "with the notion that I did want to develop certain things in the university" he had accepted that "in order to do so, you have to work by getting consensus and getting support from the senior management team internally, and from senior lay members and other members of the governing body, and that's the way it operates." His senior manager complemented the VC's view, locating the main driving force of the university as a complex issue, residing in the wider "senior academic community; the VC, PVCs, deans, and key committees - they are all engines". This was because "senior officers can set targets until the cows come home, but as for the people who write the books (i.e. academic staff), they are all trying to grapple with ways of setting pressures and

framework on academics.” He acknowledged that “a bad VC can screw an institution very quickly, it’s easy to change institutions for the worst; it’s very difficult to make an institution better where academics are functioning better, writing better papers, being better teachers.” Hedley’s registrar, much more simply, identified the office of the vice-chancellor as the driving force of the university.

Brendan’s University

Brendan located the driving force in the post of vice-chancellor, aided by his registrar and management team. The senior lay governor expanded this to the vice-chancellor, pro-vice-chancellors, registrar, finance director and academic registrar as providing impetus: but he also provided an alternative perspective, locating a main driver within faculties, where deans were responsible for academic development. The staff governor signified the vice-chancellor alone. Brendan’s VC indicated that the team of 12 to 15 senior managers - including himself, pro-vice-chancellors, deans, registrar, senior administrators and the vice-chancellor's executive assistant, with himself providing political drive and academic strategy coming from other members of the group. The senior manager identified the vice-chancellor subject to other senior academic leaders. There was, he said, a tension between a ‘top down’ and a ‘bottom up’ agenda within his institution, as well as that between teaching and research. The professoriate were responsible for new academic developments, with real tensions between disciplines, in the centre of which was the vice-chancellor “who has his own thoughts and is heavily lobbied”, having to make “those agonising decisions”. The registrar identified the vice-chancellor and himself as the driving force, adding however, that others in the institution were likely to hold different views.

Godfrey's University

Godfrey indicated that in future “the real driving force will be the VC and his senior management team when they bed in”, pointing to changes in this respect over time. The former vice-chancellor, he said, had been the driving force in determining the fundamental direction, but in the current temporary phase, the new VC was working with the chair to build institutional staff unity, through consultation on restructuring in an open and transparent manner, to make the university “self-propelling”. Godfrey’s VC explained this in more detail, and described the complexity of the notion of the main driving force within his university. “At the

moment” he said “it has to be me” but this was not his chosen position “because I do think any institution of this size, which is dependent for its motivation on one person, is the hardest position to be in”. He went on to explain at some length: “When I arrived I had no choice, there was a demoralised, dysfunctional team and a structure, which seemed to be designed to make sure that no decision was ever taken sensibly, certainly not by consensus, and certainly not on the basis of information and data. The place was driven by fear of the blame culture and serious consequences if one caused offence anywhere in the institution.” To address this, “I changed the structure and the mindset; I could do nothing else but drive it myself, which I have done, and tried to change by example and communication.” He had set in train a new management team structure, which would shortly “start to re-manifest, I will be the first person to hand over large chunks of responsibility to the team, because I shouldn't just be doing it, it's got to be demonstrable team effort.” The new management team “should be about management by - primarily - academics, because I don't think you could manage the university, unless you understand its culture, its weaknesses, its strength and the language.” The senior lay governor felt that the main driving force was the vice-chancellor, not because the university did not have a strong chair, but had a stronger vice-chancellor. Essentially, he believed “the powerhouse of any organisation ought to be its managing director”: consequently, “all the other people ought to be there as critical helpers, supporters, people who ‘tweak’ things, lend a hand, but the real power house ought to be the VC”. Godfrey’s registrar echoed the view that “besides the VC, the main driving force is the executive.” The senior manager also indicated that changes in the personal style of each vice-chancellor and their senior staff members was important: “I think it’s down to personalities, and key individuals taking up initiatives, as opposed to a single person”. He signified that these were increasingly influenced by the demands made on universities in terms of their financial management, which gave finance directors more prominence than hitherto. The staff governor offered a radically different ‘bottom up’ perspective: the driving force was “the group of ambitious and committed staff, whether academics or managers, administrators etc, who have committed themselves to the institution for a long time; they decide whether the policies get implemented or not, whether they actually work or not.”

Muriel's University

For Muriel, the main driving force was the vice-chancellor and the senior management team; her senior lay governor added that “It should be the academic board in my view, but I don't think it is: I think it's the VC's group, it's management rather than academic, and in many ways I think that's sad.” The staff governor focused on the VC's senior management as the main driver. The registrar saw the main driving force was first and foremost the vice-chancellor; secondly “individually or in pairs or groups or even collectively”, the VC's “group of nine”; thirdly, “a talented school director can be a driver” because “it's sort of a specialist area and it's all there to play for, so it can come from people further down in discrete areas. The VC, by contrast said plainly “the main driving force of this university has to be me.”

6.6 The Chair and Vice-Chancellor – Outline Domain Characteristics

The relationship of the chair and the vice-chancellor has been the subject of frequent reference in this research, and as Chapter 5 indicated, most chairs signalled initially that the management of their relationship was the most important part of their work. The need for a good, productive working relationship between the two has been echoed by my respondents as well as in literature, if universities are to be well led. In the context of the chair's domain characteristics, therefore, the nature of the relationship needs to be examined 'in the round'. In the final part of this chapter we look at the formal, and the informal relationship, the areas of domain boundary crossovers and the mutual adjustments necessary to the coordination and regulation of what may be regarded in the words of James Thompson as two “reciprocally independent units” (Thompson, 1967).

Evidence in this research signified the dominant factor affecting responses being not their institutions, but their occupational perspectives. Not all chairs, vice-chancellors and registrars shared the same perspective, but there was a recognisable similarity, based upon their constitutional position - and notably how closely they related on a regular working basis to the chair and the VC. They are shown collectively under respondent category.

6.6.1. The Formal Relationship

Chairs

Formal domains of chairs and vice-chancellors were acknowledged widely to be based upon their constitutionally distinct and separate functions, grounded in the notional separation of governance and management responsibilities as endorsed by the CUC (CUC, 2004, para.2.12, p.20). Hedley was clear on the difference between governance and management, but then asked rhetorically, “what does this mean?” acknowledging the seamless nature of contiguous management and governance domains. The vice-chancellor, Hedley said, “I see as very much in the role of the chief executive. He is the guy who has to pull the levers and get the wheels turning, shift the points etc”. Godfrey similarly used the chief executive descriptor, adding “he is responsible for everything, he is the full timer, he is there every day”. Brendan also was clear that his VC was the head of the executive. How did they define the chair's domain? To Brendan it was “the senior non-executive”, but others preferred to define the chair only by reference to that of the vice-chancellor. So, for Hedley, if the chief executive's role was “to run the place”, the chair's was defined as to “help and guide him in doing it”, which he did by ensuring “that the VC is defining the right strategic direction”. Godfrey's domain tasks he summarised as “asking questions and I expect him (the VC) to give me the answers”. Brendan described his non-executive domain work as to “make sure that the executive are doing their job, and reward them for so doing”, whilst Muriel, who offered the chief executive descriptor for her VC, described her domain role as “in the modern term, coach or mentor”.

Lay Governors

Brendan's experience of the VC's domain was as “full-time, he is the accounting officer, ultimately responsible for the academic and financial management of university”, by contrast the chair's being essentially “supervision and agenda-setting”, and Muriel's noted the chair's role as “to facilitate, to underpin and not undermine the chief executive”. Godfrey's lay governor saw the VC's domain as responsible for the delivery of strategy, with “a commonality” or domain contiguity or overlap with the chair's, in “the setting of strategy and the direction”. Hedley's lay colleague also saw the VC as “the chief executive of the operation”,

working in a bounded manner “within the framework that has been agreed” whereas the chair operated on “a slightly different level”, to “support” the VC.

Staff Governors

Brendan’s staff governor described the respective roles as follows: “the responsibility of the vice-chancellor is to arrange for the university to be managed and developed”, whilst that of the chair was “to see that this is done rather than actually arranging it himself”. Muriel’s was “the VC is running the university - there is no doubt about that” whilst “the chair of the governing body is the one who was keeping her controlled . . . accountable.” In Hedley’s case, the domain differentiation was through separation into areas of competence: “the VC is controlling and directing everyday activities all the way down, both academic and financial” while the chair “is entirely financial and policy”. The perception of Godfrey’s staff governor was the respective domains were those of VC and governing body where the governing body held the VC responsible, with its chair “speaking to the governing body”, as part of that activity.

Registrars

Brendan’s registrar emphasised the VC’s domain characteristics as those of chief executive, accounting officer, principal academic and administrative officer, and the chair’s domain as one of “father or mother confessor, friend, and counsellor to the vice-chancellor”. Godfrey’s considered governance and executive management of chair and VC domain characteristics as part-time and full-time respectively, with the chair providing “a check on the power of the VC”. Hedley’s saw the VC as “clearly chief executive in a company context, and accountable” with the chair’s work “governance and presiding, validating, testing”, because “to the extent that the VC has a boss, I would say, yes, that boss is the chair”, the domains here seen as subordinate and superior, respectively, in character. Muriel’s perceived the VC as the accounting officer, “responsible for the management” and full-time, whereas the chair was “just responsible for making sure we adhere to the constitution and run as we should do and oversee its strategic development” whilst “popping in and out”, in terms of domain time commitment.

Senior Managers

Muriel’s senior manager described the VC’s domain as “the running of university on a day-to-day basis”, with which “the chair of the governing body

should not meddle” albeit that (domain superiority) “the chair employs the VC”. Hedley's described his university: “the power does rest with the VC in the institution” in a core domain, but where in a seemingly supportive role, “the chair is critical” and as “the term mentor/critical friend” to the VC. Similarly, Brendan's senior manager described the VC's domain as “one of hands-on, being here 26 hours a day” with the chair as his “good adviser and sounding board.”

Vice-Chancellors

VCs' views reflected the closeness of their working relationships with their chairs. Muriel's VC noted a formal relationship in which overall domain objectives were similar, if not identical: “I'm accountable to the chair of the governing body, but at the same time she is my support, in terms of the responsibility we have for the health and future direction of the institution”. Hedley's signified the chair's domain supportive of that of the VC in “a regular working relationship, he acts as a sounding board, he can be relied on for giving support, judgment, and advice, help - all those things”. Godfrey's VC indicated potential domain boundary dispute areas, and “a proper tension between the two of us, in the sense that we have different things to protect and look at. It's not the relationship of one being subservient to the other”. Brendan's was least specific of all, describing as “absolutely vital” the chair's domain and that of himself and others as defined more by personalities than by function. Working relationships were in a sense a means through which domain boundaries could be explored and domain functions made to work, rather than domain boundary indicators. The chair was one of the three most crucial people to the university (the others being the vice-chancellor and registrar) who “could make things extremely difficult” if they were unable to work together. “A good chair is an asset”, he said, whose personal qualities were needed to complement those of the other two, “and needs to play to our individual strengths”.

6.6.2 The Informal Relationship

Chairs

Chairs were at one in describing the critical dependence of the formal chair-VC working relationship, upon their personal compatibility. For Muriel, it was a “partnership”, where “the trick is to respect each other's space and responsibility areas, to make sure where decisions need to be made”. Hedley described the joint agreement on strategic direction as “a matter of evolution between the two of us, the

constant discussion and banging our heads together”, in their fortnightly informal meetings. Godfrey described it as “I think I'm the only one in the institution that can say 'no' to him”, and whereas staff may be overawed by the VC, “I say what I like, really. I have the freedom that no one else does”. Brendan returned to the 'partnership' concept, “where formality should be buried, in my view, by the chemistry, a 'talking relationship', not one where I respond, nor does my VC, to sending e-mails to one another”.

Lay Governors

Lay governors placed less emphasis on close personal affinity. “Collaboration” was how Brendan’s lay colleague described the chair-VC relationship, which Godfrey’s described as “blurred, because it is difficult to divorce the two”, and Hedley's “it's a new VC with a vision of what he wants to try and achieve with the support of the chair”. Muriel’s referred to the importance of complementarity in organisational leadership of the two post-holders, and avoiding competition with each other.

Registrars

Registrars' perspectives were from close quarters, working with both the chair and VC. Brendan’s registrar acknowledged the need for good informal relationships between VC and chair: “the more informal, in some ways, the better”, yet the constitutional ambivalence of a vice-chancellor as accounting officer, externally, for the institution, responsible also to the governing body, required a subtle relationship and imposed limitations on the informal position. “It can't be too informal, because there may be a point at which the chair has got to say something difficult and hard to the vice-chancellor”. Godfrey's also concluded on the need for “a very good but not a cosy working relationship” between the two. Hedley's registrar signified nonetheless that a “very close and effective” relationship was possible, because “they understand each other and they share views about the institution”, with the chair a mentor/critical friend to the VC. Muriel’s described that such a relationship was “a constructive one, quite a high degree of trust, quite a lot of humour, quite a lot of warmth, a healthy sort of warm support relationship, with very little dispute over the way forward”.

Senior Managers

Godfrey's senior manager spoke of the chair's "very supportive relationship to the chief executive" and Brendan's majored on the capacity of the chair as "someone with considerable intellectual ability, to be able to bounce ideas off", involving "a little bit of tension" in their relationship, requiring give-and-take on both sides, where the chair was "the accountability person". Hedley's senior manager also pointed to the chair as "not making policy", but "critical" and a relationship with the VC facilitated because "it's very useful to have senior people with wisdom and clout equal in seniority and wisdom to the VC". Muriel's senior manager acknowledged a very close working relationship between the chair and VC, in contact at least once a week, allowing the VC to "fly kites" of strategy proposals, at an early stage. Nonetheless, she also pointed to "the really difficult tension", involving "how the VC and her team manages the governors and enables them to do what they are supposed to do and not to let them interfere with what they're not supposed to do" - an "awful and constant tension about what the governors' role is and how the chair plays her role".

Vice-Chancellors

Muriel's VC signified the necessity for mutual trust and confidence in the relationship with the chair with a "no surprises" approach on both sides "I have confidence that if she had any concerns about anything she would tell me". Hedley's pointed to a relationship which was neither formal or stuffy, partly because "the chair has brought a certain style to the governing body". Brendan's VC, considering the informal relationships as more important than the formal, recounted that they had known each other personally for 30 years, and "he is a strong character, so it's not a relationship where we have to be sensitive to each others' sensitivities. We talk a lot", but went on to point out, however, that "if we overtly quarrelled that would be an end of it". Godfrey's VC appreciated a close working relationship "we argue about things, sometimes he has a point and I give in, and vice versa."

6.6.3 Chair equals Governance: VC equals Management?

The distinction between these two organisational forms, howsoever understood, was used widely by respondents in this research to signify a fundamental distinction between the respective domains of the chair and vice-chancellor. It is based upon their constitutionally distinctive separate functions and

grounded in the notional separation of governance and executive management responsibilities, as endorsed, even, one feels, sanctified by the CUC (CUC, 2004, para. 2.12 and CUC, 2006a, para.3(c), p.2). However, Hedley who subscribed to this distinction asked the question “what does this mean?” whilst Godfrey had suggested respective domain boundaries along a “wavy, wobbly line”, determined by issues such as “actual character, personality and time.” This domain relationship was acknowledged (with more or less grace) as involving the accountability of university management, under its vice-chancellor, to the governing body and to its chair: even Brendan and Godfrey’s vice-chancellors, who preferred to emphasise the significance of personality rather than constitutional relationships, in the end accepted this point. At first consideration, this may seem so obvious as to be unexceptional. Further reflection reveals the distance which has been travelled in the last three decades in the leadership of universities. Brendan's VC, the most forthright in the research sample, readily admitted, as we have previously heard, that his successor would find it difficult to sustain his “back me or sack me” view of the role of governance. No other VC struck such an attitude, and the widespread acceptance of responsibility of the VC to the chair amongst respondents in this research was indicative of the significance of this relationship. The domains can no longer logically be portrayed as parallel, symmetrical entities, but instead as hierarchical.

Nonetheless, the territorial boundaries of these leaders’ domains remain imprecise, described as “blurred” by Godfrey’s senior lay governor, and characterised by “a general tension on both sides” notably in relation to the need for “a delivery to budget”. Most respondents characterised the starting point of the respective domain definitions as being the domain of the vice-chancellor, in specified duties. Chairs frequently used the domain descriptors such as “executive”, and “chief executive” to define their vice-chancellors’ work, characterised by being “paid”, “full-time” and “management” and even “responsible for everything”. Senior lay governors used, and expanded on the “executive” domain concept, delineating VC responsibilities as “accounting officer” and “capital officer”, and adding the adjective “operational” in relation to their work, which was also elevated to be “ultimately responsible” for academic and financial matters. Staff governors stressed the responsibility of the vice-chancellor for management, control, direction and “running the university”. Vice-chancellors on the whole avoided specific formal

reference to their relationship with the chair, except the acceptably vague difference between governance and management, and the determinant of “management territory”, in relation to what was considered to be distinctive spheres of activity. Senior managers who viewed vice-chancellors as “hands-on”, “running the university on a day-to-day basis”, also indicated the office as “academic”, and at its strongest, the office “where the power resides”. Registrars also stressed the importance of the “chief executive”, “management” and “accountability” role of the vice-chancellor.

By contrast, chairs’ domains were largely characterised within this research by matters differentiating them from VCs, rather than by definitive reference to their own duties. Chairs noted their domains as “senior non-executive”, “part-time”, “lay”, and their domain work was “governance”- however that term might be described. Hedley’s senior lay governor introduced the notion of hierarchy, with chairs “operating on slightly different levels” to vice-chancellors, others sharing a “commonality” with VCs, the former who “just chair” their board, whose work is “facilitative”, underpinning, not undermining”. Staff governors, too, considered chairs “supportive” of the executive, whilst questioning whether such support was appropriate, Muriel’s staff governor also introduced notions of hierarchy, describing the chair as the “top person”, which fuzzy as it is, denotes the relative positions of the chair and vice-chancellor, particularly when he added the concept of the chair as “controlling” the university and the vice-chancellor as “running” it. Muriel’s described the chair’s domain as that of “finance and policy”. Vice-chancellors were comfortable with references to the “support” function of their chairs, for obvious reasons, with the implicit tone of subordination. Senior managers differentiated chairs as part-time appointees, and the chairs themselves as “commercial”, but Muriel’s also described the chair as “the VC's boss - and there’s no two ways about it.” Their job, however, was “not to make the decisions”, and “not to meddle” in management, and “not to interfere”. Registrars also drew attention to the fact that chairs were part-time: “popping in and out”, as Muriel’s put it, and to the importance of the role of those who supported the chairs. Not precisely the VC’s boss, Brendan’s said, pointing to a more complex relationship, but one of ultimate superiority of the chair to the vice-chancellor, as all finally agreed.

The most significant part of the formal relationship in chairs and vice-chancellors is clearly the role of the chairs in holding the vice-chancellors to account

for their performance of their office, an undoubtedly superior and hierarchical relationship. This was “to make sure the executive are doing their job, to reward them for doing it”, as Brendan put it. At its simplest, chairs indicated that their freedom to ask questions of the vice-chancellor, and to demand answers, provided an important facility, and to speak freely to the vice-chancellor as no one else could, as Godfrey said. Chairs signified the line management duty - in respect of the vice-chancellor - of personal appraisal, recommendation of rewards to the remuneration committee, approval of leave, and external appointments. In Godfrey’s words “I’m the only one in the institution that can say ‘no’ to him”. In this, they confirmed and expanded upon the application of the CUC chairs template, providing responsibility for appraisal/review of the performance of vice-chancellors (CUC, 2006a, para.1(g)). The senior lay governors concurred that the freedom of the chair to ask questions of the vice-chancellor, amounted to supervision through “agenda-setting”, and to determine their discussion at governors level, with the requirement of vice-chancellor response. This was also described as the “facilitative” power of the chair, and an ability to hold the vice-chancellor to account via scrutiny at the governing body was also the firm expectation of staff governors, even if they anticipated that the chair and the vice-chancellor would be “singing from the same hymn sheet” in public, they expected a considerable degree of private scrutiny of the vice-chancellor by the chair. This was also the means signified by chairs in relation to the determination of significant strategic decisions by the university - the expectation of and requirement for vice-chancellors to explain, in confidence to them, strategic proposals and be subject to questioning by them. In this way the chair exercises the responsibility outlined in the CUC template, of ensuring the governing body exercises control of the strategic direction of the university (CUC, 2006a, para. 3(a)). At key stages, this meant, to the chairs, the acceptance by the vice-chancellors of chair’s guidance and advice, often in private exchange and sometimes in respect of tactical considerations, not just strategy. Industrial relations matters in Muriel’s university was one such example. In such cases governance domain concerns overlap with those of the management domain, and the “fuzzy area”, between the authority of chair and VC becomes apparent. This also relates to discussions of the external environment, which may accord with Shattock’s (2003a) expert area of the chair with commercial/professional expertise, able to offer technical expert advice to the vice-chancellor. These are also where the ‘validating/testing’ role of the chair,

mentioned by Hedley's registrar is likely to occur, in terms of the emergence of new strategic ideas. Vice-chancellors acknowledged their personal accountability to their chairs differently, including the importance of checking their personal situational analyses of their university against those of intelligent chairs with dissimilar, but equally valid, expertise. Most VCs advocated equality in this relationship, rather than the 'subordinate-superior' aspect of an accountability model. Even so, vice-chancellors acknowledged a "proper tension" in the domain relationships with the chair, even if not the "constant and awful tension" that Muriel's senior manager averred.

A second domain relationship characteristic of chairs and VCs is mentorship of the latter by the former, and throughout there was strong support for the importance of this function. Hedley and Muriel, reflecting on their personal experience, commented on the isolation of chief executives, and a VC's only independent source of advice is often that of their chair. It is curiously opposed to the first, accountability, characteristic but just as real. Terms such as "coach", "mentor", "guide", "help", are used variously by chairs, placing a premium on the close informal relationship described by Muriel, and particularly important in presentation of issues to the governing body. In this way, the chairs were able to "underpin" the vice-chancellor's position, where complementarity was at a premium, governance and management were in closest proximity, the chair acting as mediator and broker between the governing body and the vice-chancellor, as in Brendan's major strategy determination issue. This perceived "positive" connection, even "loyalty", was not viewed uncritically by staff governors who emphasised the significance of the accountability relationship between the two. On the other hand, senior managers contrasted the separate but complementary expertise possessed by chairs and vice-chancellors, which enabled the former to act as a "sounding board" for the latter, as well as acting as a source of commercial intelligence for the vice-chancellor's management team. Again the term "mentor/critical friend" was used to describe the relationship, reliant notably on the ability of each post-holder to manage, and particularly - echoing the words of Bargh and associates - an expectation from Muriel's senior manager of the vice-chancellors to 'manage up' the chairs of their governing bodies (Bargh et al., 2000, p.100), noted as having "equal clout" to vice-chancellors, who nevertheless "ran the show". Vice-chancellors valued the availability of regular informal advice and judgment from the chairs, allowing them

to test out proposals on important matters, to check out their assumptions, and generally to enjoy the relationship with their chairs as critical friends. At times, this relationship could extend into the social sphere, and involve closer friendships. Registrars confirmed the importance of the personal relationship between chair and vice-chancellor as a means of ensuring that university governance and management worked properly. The role of Brendan as “confessor” and “friend” was added by his registrar to that of counsellor to the vice-chancellor, to describe their relationship. It becomes clear that a major source of tension to those outside in the relationship between the chair and vice-chancellor, arises from the formal needs of personal, professional accountability, and the more informal requirement of the chair sustaining the vice-chancellor in office, providing guidance without overt direction, as Hedley indicated. Vice-chancellors, as he said, possessed the levers for action within the institution in their role as chief reporting/accounting officer, and were externally responsible in a way which gives them considerable authority. To this is allied the academic authority of the vice-chancellor, as leader of the academic community, concerned with core academic issues which largely are not addressed by the governing body or its chair, stressed by all vice-chancellors.

Set alongside these sources of authority, the chairs’ ability to question and determine the agenda for debate may seem disproportionately small, particularly when chairs’ continuing influence in their own governing body depends upon the ability to lead fellow governors, especially lay governors. As in Godfrey's case, chairs who disregard the concerns of governors may be isolated and without support, and less able to effectively hold their vice-chancellors to account. Similarly, the need for a “close but not cosy” chairs' relationship with vice-chancellors, indicated by Godfrey’s registrar, points to the dangers of strong personal friendship links between the two, when accountability needs to be demonstrable. Yet the necessity of chairs maintaining a separate, independent remit was clearly indicated in this research. The chair is the only person who is authoritatively able to deliver to the vice-chancellor the most crucial and delicate of messages, in relation to the standing of the latter in the eyes of the university and its governing body, as Brendan’s registrar said. The chair is also the only person who practically is able to put any question to the vice-chancellor, and to demand from the vice-chancellor a response, privately and publicly, as Godfrey said, and Muriel’s staff governor noted. There was widespread agreement amongst respondents in this research about the

importance of these functions; and as to how this balanced relationship could be achieved, respondents suggested a number of means. The first was a clear understanding as to the respective domain territories of governance, and to that of chairs, as opposed to those of management and the vice-chancellors – Hedley’s strong-point, according to all his university’s respondents, including his vice-chancellor. Vice-chancellors who make presumptions about their domain and are oblivious to the need to ascertain the advice of, and to secure their position with, the governing body and its chair before taking major management action may face inability to implement the plans, or worse - as Muriel’s VC found out. Equally, it has to be said that chairs who take less care to secure their domain in relation to fellow governors, but show an excessive interest in university management issues, effectively becoming an adjunct to the vice-chancellor, may ultimately lose the confidence of their governing body, and their office as its chair - as happened to Godfrey.

6.6.4 Two Domains – the Direction of Travel

What is equally important is recognition of 'the direction of travel' in terms of the developments of the respective domains. Brendan noted that historically “the role of the vice-chancellor has been elevated and the role of the chair has been diminished”, but explicitly noted that substantial changes were in being to alter this, as supported by evidence elsewhere in this research. The CUC template itself hints at this in terms of the chairs, indicating their role as an external representative, influencing and networking, and liaising with key stakeholders and in fund-raising (CUC, 2006a, para.4). Chairs, on the other hand, have to ensure that in developing their domain, they must take cognisance of, and coordinate with, vice-chancellors and their senior staff who share responsibilities for the area. There are no definitive guidelines for the relationship; it has to be ‘managed’ by vice-chancellors and chairs, to negotiate acceptable domain boundaries. They are affected by personal attributes of both parties, as we have seen, and hence may differ accordingly - and Brendan's VC acknowledged, the chairs themselves are likely to be strong personalities, so that ‘robust’ relationships are more likely than not. Moreover, particular circumstances of individual universities, and an acknowledged, increasingly testing external environment, add further factors to influence the relationship. This involves, “checks and balances”, preventing wholesale domain invasion by one or other party: it applies mutually, not merely to the office of vice-

chancellor. From this perspective, the relationship between chair and VC, it would appear, has become complex and symmetrical, with each office-holder, one professional and the other lay governor, standing from a position of equality - "the same degree of clout", which we have noted, whilst Hedley's registrar described the relationship as neither equal nor subordinate, and the chair is required to consider his or her own position as well as that of the VC as they seek to manage their relationship, and the domain occupation. The expectations of interested players in university governance - chairs and the vice-chancellors - varies, as has been seen, complicating the relationship according to the multiple demands made upon it. As seen elsewhere in this study, lay members of governing bodies of universities carry with them assumptions and experiences about the role of chair and vice-chancellor, taken from private industry chair/CEO relationship encountered in their professional lives. This impacts upon their conduct of the relationship, where there are undoubtedly parallels to be drawn, common factors and experiences. However, it is also necessary to reiterate the distinguishing factors of university governance - the reserved area of academic judgments which are the prerogative of the academic community, and the 'accounting officer' role of the vice-chancellor among them - which are significantly different from private sector organisations.

Nonetheless, this research confirms that the so-called 'direction of travel' in relation to domain development, is by and large towards the occupancy of former vice-chancellor domain territory by the chair. Moreover, the two domains do not align with each other, despite what is said above, as some still profess. This is acknowledged with varying degrees of nervousness and grace by vice-chancellors interviewed, who counter-claim elsewhere in this research to occupy governance territory, properly that of chairs (such as recruitment of external members to governing bodies). What is evident is that by developing the tools of governance - primarily related to assurance, chairs - assisted by members of their lay leadership group - are eroding the vice-chancellors' domain boundary and extending their own - which appears, hierarchically aligned above that of the VC in a decidedly asymmetric relationship. The extent of this domain extension will be further examined in Chapter 7.

6.7 Conclusions

This chapter summary is somewhat lengthy, because I attempt to draw together strands that have emerged within the chapter, and relate them, as a precursor to, and I hope better understanding of the final Chapter 7.

Chairs of governing bodies are formally precluded from direct involvement in the determination of academic priorities, and only indirectly able to affect what in schools used to be called ‘the secret garden of the curriculum’ (quoted in Chitty, 1989), when non-academic factors impinge, notably finance. The ultimate power of the purse is possessed by chairs and fellow governors, but as a very large steam hammer to crack the academic nut, this is not effective in guaranteeing chair formal involvement in academic priority determination on a regular basis.

In the light of what I term their ‘super-commitment’, and ‘consuming interest’ in their universities, and that they chair ‘the ultimate decision-making body’, of the university (NICHE, 1997), and are pressed to exercise active evaluation of the academic profile and market position composition of the university (CUC, 2006a, p. 25), an observer from the wider corporate sector would expect the chairs to be engaged directly in determination of core institutional priorities.

The denial of this opportunity creates palpable tensions arising from governing body chairs with responsibility but without authority. The four chairs in this study were left to act as observers not participants, to use the words of one, encouraging the academic community to debate its academic priorities, but unable to take part themselves. Lay governors share, to a greater or lesser extent, chairs’ frustration at exclusion from “the last bastions of a total lack of corporate governance”, as we have heard one say.

Their vice-chancellors are in favour of the status quo position, which protects their domain, and that of the collegium in determination of research, teaching, and associated activities, and staff governors accepted this position, too. Senior managers understand the difficulties for governors wishing to arrive at an understanding of expert academic areas, and appreciate the very considerable efforts that their chairs made to understand their universities’ core business.

Thus denied opportunities for formal engagement in academic priorities, the responses of the chairs indicated that they have nonetheless extended their

participation in the internal life of their universities, in terms of the time they spend within their university and with staff. They engage in an impressively wide range of formal and informal links with the academic life of their universities, which enables them to complement their formal constitutional authority as leaders of their governing bodies by closer association with the institutions' core objectives.

Informal engagements enable these chairs to supplement the formal briefings which they received regularly from the vice-chancellors and management, and to become aware of issues, worries and concerns of staff which would otherwise be suppressed by university senior management. Much less time is spent in direct contact with students, something that some chairs expressed as a matter of concern, and would wish to remedy.

Chairs' access to, and informal engagement with the academic domain of their universities is largely a matter over which traditional gatekeepers - vice-chancellors, registrars or others – seemingly have no control. No one is patrolling the domain boundary, or if they are, they appear unable to protect it. The chairs generally relished the freedom of their office to ask questions, to command answers from across the university, and to determine themselves how much they extended their domain by interaction with the academic community. The only control over their chair involvement, apparently, was their willingness, and time availability to undertake this work. The extension of the chairs' commitment to the universities through direct contacts with staff and students provides evidence of the intrusion of active chairs into what has hitherto been considered to be the privileged domains of the vice-chancellor and of the senate/ academic board.

In this study, there appeared to be substantial ignorance of the extent to which the four chairs exercise opportunities for engagement, or were actively in communion with a range of contacts - inside and outside their university - on which they could draw in seeking intelligence about their institution, and fulfil extended domain duties. Insofar as vice-chancellors were aware of their chairs' direct engagement with the academic community, they felt nervous about this development, as something with potential to inhibit their own freedom of action. Vice-chancellors acknowledge their chairs' maintenance of a keen involvement in the academic life of the university, formally at graduation ceremonies and other events, at key academic events and in the general conduct of an "ambassadorial

role”. However, by and large, these vice-chancellors seek to minimise the extent of their chair’s informal engagement with the academic community and to assert control over the admission of the chair into the academic community. Where possible, the vice-chancellors and their close allies seek to embrace their chairs within the executive domain, and by such co-option, to control the relationship.

Our interpretation is that the chairs act personally to promote their university’s commercial, enterprise and external activities, and are keen to see those activities extended, in line with a heightened recognition of such work in university governance over previous decades, and their experience often fits them to make a positive impact. This is not least because they appear to be aware of the limitations of university staff experience in this area of operation. Chairs’ senior appointments in industrial, commercial and other concerns, and professional profiles locally, regionally, nationally and internationally assist them actively to make contacts, and ‘open doors’, rather than merely exercising a passive, acquiescent function.

The chairs also illustrate their involvement in promoting commercial awareness and activity within their universities; providing advocacy and advice to (and “chivvying” of) vice-chancellors; and establishing and developing systematic approaches to university operations (including marketing). However, such involvement brings a very real potential for role conflict when chairs become actively engaged essentially in performance of executive domain activities. On the basis of the evidence here, it would seem that chairs drawn into such active executive participation, may be weakened as chairs of their governing body, compromised in their conformance role, of holding management to account. This emerges particularly where there is actual or perceived financial failure within those commercial enterprises.

There is an increase in external representative activities by university chairs, although they are reluctant to push the boundary of the chair’s domain too far: concerns for domain of their vice-chancellors, over the time needed for this activity, and an awareness of the potential loss of chair’s independence and impartiality in relation to their main domain activities, are all reasons for such caution. In the business and commercial sector from which chairs are drawn, as indicated in Chapter 4, it is common for company chairs to play a prominent part in the external presentation of their companies - and is an area for potential future extension of the

chair's domain, as signalled by inclusion in the CUC template for the chair's role (CUC 2006a).

The sources of the chairs' authority derive from a combination of formal and informal influences, many of which are generic to corporate body chairs. Chairs and others share realism about the authority of chairs derived from multiple sources, which can fluctuate over time, and differ according to organisational arrangements and cultures of individual institutions. Chairs interviewed are aware of the responsibility and authority conferred upon them by increasing external stakeholder expectations and demands, a trend which has been further extended, as outlined in Chapter 5, through the adoption of the CUC Codes, guidance and reports.

No guidance has explicitly recognised that the chair, as leader of the governing body, possesses more authority than hitherto, although there is evidence from the interview data that this is the case. The formal authority that the chair possesses is derived at base from the constitutional arrangements of the university, rather than from externally-generated legal constitutional guidance, and grounded substantially in the powers of the governing body itself, and increasing burden of responsibilities and accountability requirements placed upon it, described in Chapter 1.

The prime source of chairs' authority lies in their skill and ability to establish, influence and utilise the collective will of the corporate governing body which they lead, and to understand that they cannot step beyond the bounds of the authority conferred by it. Successful chairs are aware that such authority is not conferred once and for all, but needs to be constantly reviewed, renewed, and reified. The confidence of the governing body in its chair, when maintained, is a source of authority although, because of its contingent nature, the need for continuous attention is something chairs ignore at their cost.

In our sample, the renewal and reification of chairs' authority within the governing body is grounded in their ability to lead the leadership group, "the board within the board" (Coyne and Rao, 2006). Senior office holders and committee chairs are senior members of the lay majority, and as Chapter 4 shows, they are the group from which chairs are almost invariably drawn. Chairs who become disengaged from this group, risk alienation, isolation, and withdrawal of support.

Authority is also conferred upon chairs by other means. One is the leadership skill set demanded, in terms of personal qualities - listening, understanding,

persuading amongst them - that are generic to board chairs generally, but heightened by the fact that a voluntary, unremunerated and sometimes disparate governing body is one with fewer levers for the chairs to operate, to secure compliance with their own wishes. Other significant factors include the authority derived from chairs' personal vision and strength of personality, enthusiasm and "moral authority". Eminence in their own chosen field of professional activity, independent of higher education, reinforces chairs' authority, particularly when accompanied by superior technical knowledge to that possessed within the university (Shattock, 2003a). An important issue is the support of the vice-chancellor, and complementarity and compatibility of chair/vice-chancellor is itself of the importance. The support of the governing body secretary and professional staff would also appear to be of significance for any chair's credibility. Sources of chair's authority mentioned elsewhere within my interviews, included their ability to speak independently of management, and to command direct access within the university - to the vice-chancellor or any other person.

In addition to the opportunities that are offered to chairs through this means, to extend their domains, there are countervailing constraints, inhibiting chair domain extension that are real, albeit that some chairs may not wish publicly to recognise them. The executive/governance divide, however permeable the boundary when examined at close quarters, remains widely held to be the most important, formally by the CUC (CUC, 2004), and recognised by chairs in practice. The research confirms the view that the vice-chancellor's ability to command the support of the academic community as its principal officer, and chair of senate/academic board, is a restraint on the chair's freedom of action, as a lay officer in an expert, professional organisation, (Mintzberg, 1975; Bargh, Scott and Smith, 1996). Management generally, including the registrar, reinforce this position, as an influence against arbitrary action by chairs (Llewellyn 2006a, 2006b) and as source of executive influence within the university (Deem et al., 2000). Within the governing body itself, the existence of the leadership group, and the need for the chair to retain the support of the group in order to maintain authority, itself constrains domain extension.

An important consideration in evaluating the chair's position within a university is the general recognition that the driving force of the institution is the vice-chancellor and the senior management under the vice-chancellor. This has

variously been described as the “engine”, and “powerhouse”, with nuances according to institutional character, the particular circumstances of the university, and the management structure. It is certainly not untrammelled, but the executive nevertheless remains the single biggest source of institutional direction. Indeed, in assessing their critically important relationship between the chair and vice-chancellor, most chairs define their office by reference to that of the vice-chancellor as chief executive.

In our sample institutions the chair/vice-chancellor dyad, however, appears to have moved considerably from the days when the chair was regarded as a subordinate presence, through to a recognition of more complex equality, balance and symmetry, with negotiations over domain territory between people with “the same degree of clout”, as ‘reciprocally independent units’ (Thompson,1964), placing much emphasis upon informal relationships and compatibilities. The two major aspect of the relationship - that of accountability of VCs to chairs, and mentorship of VCs by chairs, though always in tension and sometimes at odds with each other, in fact both support the ‘direction of travel’ in this relationship. If the findings from the study are replicated elsewhere in the system, then it seems - though by no means accepted by all, especially vice-chancellors - that we may be moving towards an asymmetrical position, with the chair as hierarchically superior, as the de facto line manager of the vice-chancellor.

Chapter 7

Conclusions: Towards a New Model Governing Body Chair and Extended Domain?

7.1 Introduction

This chapter summarises the major conclusions of this research into the role and function of the chairs of university governing bodies in the corporate governance of their institutions, through in-depth studies of four institutions, using as primary sources interviews with the chairs themselves and other senior players in corporate governance, executive and non-executive. Secondary sources included university historical material and a review of the agendas and minutes of governing bodies and their committees.

The research examines first the formal position of the contemporary chairs and the governing bodies over which they preside, looking also at the comparable position of chairs of other corporate bodies. In both cases, this is contextualised by a review of the developments in corporate governance of universities and other public bodies over the last two decades. It looks at the routes taken by the chairs to the office they occupy, their motivation, and the occupational and non-executive experience, in particular, that they bring to the job of governing body chair, including governing body membership experience. The main body of the thesis examines in some depth aspects of the chair's work in functional areas traditionally associated with governance - such as the business of the governing body's operation including university mission, membership matters, finance, and strategy. These are supplemented by an examination of areas of operation hitherto associated less with chairs, such as the academic life and priorities of their institutions and external and commercial activities. To complete the picture, it seeks to locate the position of chair in relation to the driving force of the university, and examines particularly the key relationship of the chair with the vice-chancellor and chief executive.

What emerges is a detailed 'insider's' picture of the chair's job at the heart of what for the most part is the secretive, confidential world of corporate governance at the most senior level within universities. The unique access gained to chairs and other members of corporate governance elites who work alongside them, enables the picture to be drawn by these 'insider' respondents in textured complexity. Through

their multiple perspectives, it permits us to gain insights into chairs at work informed by ‘mini-case studies’, which emerge in evidence provided by the respondents themselves, as they discuss the chairs in their university. It also enables us to assess the chair both in relation to performance of discrete functions, in relation to other key factors associated with corporate governance and other contiguous and related areas of university operations, in what has been acknowledged as contested terrain.

It is worth noting that the study takes cognisance of influences on the chairs from beyond the largely closed world that we can see them inhabiting, whether these sources are within their universities - in departments, in committees such as senates and academic boards and elsewhere - or beyond their universities, for example in national funding councils, and other national, regional government or representative bodies. They certainly influence what chairs and governing bodies do, and can do, to a significant degree: the chairs and others in this study are not blind to this, and comment upon them. However, it is not the purpose of my research to encompass here such wider considerations, because to do so would risk loss of focus on the interior world of the contemporary university governing body chair, and the ‘lived experience’ of their office, which is my principal aim. I have little doubt, however, that these are worthy of further research.

We start with the very concept of the chair’s domain, as it emerges from, and is used within, the later chapters of the research. Then we look at some major influences helping to define the chair’s domain and its occupancy. We pass on to look at the various activities of the chairs in the research study, then the characteristics of their office and contextual influences, with some final conclusions about the model and extended domain of the contemporary chair.

7.2 The Concept of the Chair’s Domain

The notion of ‘the chair’s domain’ arose during the course of this research, initially from the need to describe succinctly the many facets of the office of chair, the duties and functions of which I have explained in the introductory Chapter 1. Like all such labels it is essentially a metaphor, but one I hope with sufficient utility and subtlety to give it some strength, grounded as it is in the regular use of related language in discourse about corporate governance and university organisation. As

the literature shows, organisational analysis incorporates the mention of boundaries as intellectual as well as physical constructs including notions of 'regions', 'walls', 'boundary changes', 'social landscape', 'landscape of practice', 'communities of practice' (e.g. Paulsen and Hernes 2003, Santos and Eisenhardt, 2005, Wenger, 2006). The power of this descriptor is enhanced by the use of concepts such as brokering - describing complex relationships between communities of practice with external bodies, negotiations, boundary encounters, boundary blurring, boundary/periphery ambiguities, and instability. 'Territory' is used in corporate governance literature to describe areas of company business as well as internal elements of companies and governance relationships (e.g. Harvard Business Review editorial, March-April 1992). Carter and Lorsch (2004) use the term 'domain' in something like the way I have used it, but in their case to differentiate broadly between management and boards of directors of companies.

Within higher education 'boundaries' were used by Moodie and Eustace (1974) to denote internal organisational arrangements and more recently by Shattock (2003a) to discuss extending boundaries of university operations, whilst Bargh, Scott and Smith (1996) refer to 'terrain' and 'contested terrain' in relation to governance, and in a later study to 'internal communities' and 'external communities' in relation to governors (Bargh et al., 2000). The domain concept has proved useful given: (a) the absence of a legally watertight definition of the chair's role; (b) the absence of a 'common superior' to determine bounded relationships between the chair and others, as Thompson's (1967) organisational study signifies, as a norm within the management of organisations; (c) the evident fluidity of roles and functions in university corporate governance, which call for an identifying descriptor implying multiple dimensions; (d) it fits in, and extends terminology used previously in relation to higher education; and (e) in common use it has a certain strength appropriate to the importance of the material being researched.

The chair's domain, in short, is that territory of the university - physical and non-physical - over which the chair exercises authority and power, relative to the domains of other bodies and officeholders, within and outside the university. It is more extensive than formal rules and regulations, although it includes them as well as convention, custom and practice; and it encompasses both formal and informal understandings amongst key players at similar or different levels. Having no definitive legal, spatial or temporal boundaries, it is able to reflect something of the

multi-dimensional interactions, and the fluidity of real-life political and social situations, rather than have recourse solely to rigid constitutional definitions. For me it is a useful tool, and one clearly capable of more extended development than I can give here. That will have to await further treatment at a later date.

7.3 Influences in the Chair's Domain Definition

7.3.1 The Distinctive Lay Governors' Voice

An aspect which has begun to emerge from these universities with much greater clarity than in the existing literature, is a distinctive 'lay' perspective, or voice. in governance - distinctive from the perspectives of vice-chancellors and university management, from those of staff governors and other representatives - academic governors and staff in particular. It is sometimes expressed by lay respondents within this research, in tones of admiration, and at others exasperation, even incomprehension, at the conduct of their university's business, the inappropriateness of academic management styles of decision-making, apparent patterns of accountability and particularly the perceived loyalties of staff to disciplines, academic peers and entities beyond their university. It is compared with the lay governors' own milieu of business, industry and the professions in which they are, or have been engaged. This same incomprehension expressed here is sometimes mutual, reciprocated in the attitudes struck by vice-chancellors, senior management and academic staff in the institutions, at an apparent failure of non-experts to appreciate the special features of universities and their work. This is the obverse of generally-expressed 'complementary skills and talents' argument for non-expert majorities on governing bodies. It also reflects Mintzberg's comments, referred to elsewhere, about the difficulty of corporately managing 'professional' organisations such as universities, characterised by dominance of those with expert knowledge at their operating core, and a high degree of horizontal decentralisation (Mintzberg, 1975). Such dynamics create particular problems for effective governance involving boards with a majority of non-executive governors. Chairs are drawn from the lay majority on the governing body, and bring similar views to their role in universities.

7.3.2 Company Governance

An important substantive conclusion that emerges from the research relates to the significant effect on university governance, the chair's domain and its occupancy, arising from the impact of company governance practices on universities. The recruitment of chairs here, drawn from the private sector world of commerce, business and industry, the extent to which they adopt corporate governance practices drawn from that sector in the conduct of their office, and the mental constructs they hold and expectations they have of their private sector activities, are important characteristics of chairs featured in the study.

A decade of developments, explored at the outset of this research, has been recorded in published reports on aspects of university development, such as the Lambert Review (HM Treasury, 2003), which confirm a carry-through of company practice to universities when findings then appear in sector guidance (CUC, 2004). However, though such emphases have been a continuing source of contention, little empirical research into university governance or management has previously been directed at how this has translated into governance practice in higher education. The present research has shown that chairs and other respondents in the sample institutions frequently record their own expectations of the office and their operational styles and practices in private-sector company terminology. This is not merely the crude displacement of a former domain and the transplantation of an entirely new, and alien, model into universities, as some commentators argue (e.g. Bennett, 2002, and Buckland, 2004, Shattock 2004, Kealey 2007). Rather, chairs and others show some subtlety in their appreciation of cross-sectoral differences, as well as similarities, and a firm grasp of the special features of higher education, and its needs, for which they have strong admiration.

As experienced chief executives or equivalent postholders and non-executive directors on other bodies, these chairs largely model their conduct on the company chairs they have known and worked with in the private and voluntary sectors. Commonsense assumptions about behaviour and the impact of personal experience on future conduct, makes it highly likely that this will be the case. This aligns with the views expressed in an OECD European higher education context by Larsson (2006). This is not only a matter of the change in the forms of governance, important though they are. It denotes support for an underlying change in the

expectations of the office, a necessary condition for domain extension to those wider areas of university activity previously considered as outwith the governing body chair's domain boundary.

7.3.3 The Chairs' Experience and Occupational Profile

The experience and occupational profile of the chairs here proves to be a major influence on the way in which chairs conduct their office. Predominant characteristics of all the chairs in the research are that they are well educated, with first and higher degrees and/or professional qualifications, and in at least two cases, honorary degrees awarded by other universities than their own. These are certainly much more highly qualified than the 'rank and file' governors researched a decade earlier by Bargh and her colleagues (Bargh, Scott and Smith 1996). They predominantly work and live in the region in which their university is located, are part of the professional, commercial and business élite of the region, and are knowledgeable about, and sensitive to its needs.

Each also has served, or are currently serving, in a non-executive capacity on other public and private sector bodies in their region. The public sector employment dominance which Bargh and colleagues reported in 1996, appears to have been replaced in these cases by private/voluntary sector employment

Each chair exhibited an impressive profile of work at executive level, have attained and are experienced at the most senior level in their employment, i.e. chief executive. Although their own employing organisation is based in the region, the organisation, and the chairs personally, engage in national and international business, so that their perspective extends beyond the region in which they are based, and they are able to tap into global networks as well as those of local customers (e.g. as signified for successful international companies by Moss Kanter, 1995).

Such are the demands made on the governing body chairs studied, in terms of the breadth and depth of their role, that experience at chief executive level may well become a minimum qualification for appointment as governing body chair, just as it is an important factor for company chairs. This comes with the added warning that CEOs do not necessarily make successful non-executive chairs, as may be shown by one case in my research (see also Felton, 2004). In addition, the normal qualification for a chair's appointment is a substantial profile of non-executive,

boardroom experience either within the university governing body, or in a very similar organisation. This is accompanied by a minimum period of service on the governing body, to ensure possession of a substantial corpus of knowledge in relation to the university on accession to the chair.

7.4 Activities of the Chairs in their Domain

7.4.1 Leading the Leaders of the Governing Body

Financial authority and responsibility in university corporate governance, referred to below, illustrates an important facet of such governance, namely the nature of successful lay leadership of the governing body, and the existence and importance of an “inner circle” or “board within a board” of senior lay governors led by the chair, supportive of the chair, and sharing the burden of governing body leadership.

Whether general or specific to universities, a feature of all successfully governed universities within this research is a chair operating within, and leading a group of senior lay governors of between three and six, demonstrating a complementarity of skills. Chairs’ relationships with their senior lay governors invariably includes those currently occupying key roles such as treasurers and committee chairs, or former holders of such office and are characterised by a number of features. These include the use, by the governing body chairs, of leading governors in various ways to strengthen their own leadership, vis-à-vis the governing body generally, the vice-chancellor, senior management, and others. Such usage includes the provision of personal advice to the chairs in the general conduct of their work as respected colleagues with sound governance (and management) experience and judgment. As individuals, and as a group, they can assist the chair to develop and demonstrate countervailing governing body strength in debate and action, to counterbalance management’s expertise and technical and professional resources from the university’s executive and administrative machinery.

Chairs here communicate with senior lay governors outside the formal university governance machinery (the “local social circuit” is the way one respondent described it, though governors’ external networks are also professional

and work-related) but rarely, it seems, in formal meetings. These communications may sometimes be known to vice-chancellors, registrars and others, but often are not.

Critically, lay leaders in the study are also employed to maintain, reinforce, renew and reify the constitutional support for the actions of the chairs, and to guarantee consensual support within the lay majority and the governing body generally. They are also engaged, where necessary, in supplementation of the chair's skill deficit, none more so than in the provision of financial skills, specifically referred to below. Not least, is the assistance supplied in providing chairs with a means of testing other governors and executive management ideas, by developing alternative viewpoints and enhancing the dialectic of debate within the university, at the meetings of the governing body and its committees.

A significant factor in their effectiveness appears to be the ability to work with and guide their core lay leadership figures, ensuring that on all critical issues, they maintain the support of a majority on the governing body - in essence, the lay majority. Thus chairs are able to solidify their leadership position, and ensure the active participation and engagement of others - especially members of the senior governors' networks - in matters vital to the university and its governing body. The leadership of the group by the chair demands skills of a high order, but when used, offer instruments of control and influence. This is assisted by the use of patronage power by the chairs in making appointments to the governing body, as noted below.

7.4.2 The Chair's Mediatory and Guarantor Role between Governors and Management

To chairs leading the lay majority, and possessed of a unique position in university governance, falls the onerous responsibility of mediation between the governing bodies that they lead, and their universities' senior management in particular. Such mediation requires a subtle appreciation on the one hand of what tasks lay governors drawn from a commercial, business professional and industrial environment are competent to undertake, and on the other those matters on which they should defer to educational experts, together with those where the better understanding of other perspectives is required, through a dialogue between lay and expert. It engages the chair in brokerage over boundary determination issues - including also dialogue and negotiation with the vice-chancellor and senior

management, determination of domain boundaries acceptable to the governing body, and decided ultimately by voting power.

Through their possession of superior knowledge, chairs in this study engaged in garnering governor support for vice-chancellorial and executive proposals at the governing body - the “singing from the same hymn sheet” notion of the chair working in tandem with the vice-chancellor, mentioned by one governor. Inherent in this is also the role of independent guarantor, engaging in the provision of a service to governors in relation to management proposals, arising from confidence in the chair’s authoritative imprimatur, and distinctively separate constitutional position vis-à-vis university management. The chair’s mediative and brokerage role is closely related to this, and juxtaposed alongside the issue of the accountability of university management to the governing body. It is part of the lay governor concern, in particular, and makes demands on the chair’s ability to comprehend and follow imperceptibly shifting boundary movements, between the executive and governance domains, when faced by operational and strategic domain issues. It is also likely to be affected by issues relating to the boundaries to freedom of action of universities generally, within a national regulatory system which is often highly prescriptive, and hence relates to external accountability matters beyond the university.

7.4.3 The Chair’s Institutional Commitment and the University Mission

This research reveals an extraordinary level of personal - indeed ‘super-commitment’- of these chairs to their university and its particular mission, denoting particularly the subscription of the chairs to, and identification with, their institution’s core educational values, vision, and aims. This is supportive of other evidence that these chairs’ institutional commitment is considerable, and related to a concern for central academic activities, as well as to the general conduct of university business. The mission provides chairs with a major tool for the exercise of leadership of the governing body, guiding it in its control over strategic developments and monitoring executive proposals and activity.

There is evidence that these chairs’ ‘mission commitment’ is active, rather than passive, and a strong sense that this is a departure from the practice of chairs of previous generations in the institutions studied. Through their office, these contemporary chairs are provided with opportunities, formally and informally, to

contribute in a visionary manner to the defining and refining of their university's aims: the proactive chairs seen here take up these opportunities, although they do not always use the 'mission terminology' of their university. Chairs are recognised by senior management in particular as having this role, and indeed may be explicitly recruited by governors to the chair to engage in determination of fundamental direction. This is a matter previously considered in the sector as the executive domain prerogative of the vice-chancellor and senior management, representing the academic community.

For the conduct of much of the chair's daily and weekly activities, however, this research confirms that it is not mission-contingent. The skills demanded of chairs - including control of meetings, personal relationships, business orientation, network and ambassadorship activities - are generic, and this allows some to portray the mission commitment of chairs as being of a lesser importance than other evidence suggests. Overall, however, the engagement with mission and aims signifies, in our sample institutions at least, that the chair's domain boundary is pushing into new territory, formerly that of the university executive and the collegium, in a manner that some commentators find uncomfortable (Eustace, 1987, Kealing 2007).

7.4.4 Academic Priorities, Academic Life and the Chair's Domain

Lay chairs, like other governing body members, are constitutionally segregated from the formal, direct exercise of involvement in the core teaching, learning and research activities of their universities. The determination of academic priorities is 'reserved business' for vice-chancellors and for the academic community, despite the fact that a governing body is the 'ultimate decision-making body' in the institution. This is something which distinguishes corporate governance of universities from those of almost all other, parallel, corporate organisations. It is a source of some tension, not least because of the high level of commitment demonstrated by the sample chairs to the academic aims and mission of their universities. The important, but ultimate influence of financial authority by chairs and their governing bodies does not guarantee participation in academic priority determination on a regular basis. Thus denied opportunities for formal engagement in academic priorities, chairs in this study have nonetheless extended their participation in university internal academic life, and this research provides some

evidence of the development of a more extended domain of governing body chairs into areas hitherto considered almost sacred to academe, and impinging directly on the professional territory of full-time educationalists.

Increased participation by chairs in academic life may be through formal, semi-formal and informal channels. It involves an extension of chairs' usual direct network relationships with vice-chancellors and members of senior management; and goes beyond this rarefied strata of management to teaching and non-teaching staff, including the university professoriate and other representatives of the collegium; to a lesser degree with the student body; and it is sanctified by chairs' visible presence at high-profile formal academic and other events within the university. It appears in the sample institutions that the chairs are no longer perceived as part of an 'external' machinery of governance, but have developed a substantially 'internalised' position in the life and work of the university.

The signs of change include an increasing involvement of chairs in the formality of the academic authority, with other senior governors, through the appendage of pro-chancellor titles, with an associated ceremonial role to play that relates to core university purposes, formerly denied to them. More significantly, there is evidence that the chairs in the study enjoyed greater university salience, a higher personal profile, and were better known within their universities than their predecessors. This is understandable, in the light of the increased amount of time that they are spending in universities, in developing direct relationships with staff, as well as the increasing significance in universities of corporate governance and related business activity. As with mission engagement, chairs in this research appear to be making incursions into domain territory of vice-chancellors, destabilising domain boundaries previously seen as firm and impermeable.

7.4.5 The Chair and Financial Authority

This research confirms the "special focus" and high priority accorded by chairs themselves to finance, financial scrutiny, financial performance and financial strategy in the conduct of their chair's role, and considerable personal time investment by chairs in the financial affairs of their university. This is unsurprising since the power of the purse in the context of higher education (and other) governance is a very considerable one, and exercise of that authority, traditional to governing bodies, is defined in the financial regulations, statutes and ordinances of

each university. Financial authority and responsibility underlines the critical nature of finance to the domain of the governing body and its chair.

However, the chair's financial authority - and hence domain occupancy of this territory - is shared, since it is too large an area to be the prerogative of any one governor or executive officer. It is shared first with the domain of senior lay governors with financial responsibility - treasurers and chairs of finance committees - who invariably have financial expertise and considerable authority in financial matters within their governing body and university more widely. The appellation "the second-best informed governor" applied within this research to the chair, relative to the lay financial expert governor, provides a measure of the dependence of the chair on lay financial expertise within the governing body.

The domain is shared also with the vice-chancellor, in the VC's role as the designated accounting officer of the university, held responsible by the national funding council (Shattock, 2006). Moreover, this is also shared with the university's finance director, as the permanent financial official responsible to and acting on behalf of the vice-chancellor in the conduct of the financial business of the university. It is this territory where all can, and do, claim considerable authority, and where domain boundaries in practice have to be blurred, and permeable. So large is the responsibility that it cannot, and in terms of prudent financial conduct of any large organisation should not, be the sole domain of any one person or office. The chairs showed an appreciation of the shared nature of this important responsibility, and particularly importantly, engage closely with those in their governing body with expert financial knowledge and responsibility, as well as permanent staff.

7.4.6 The Chair and University Strategy

This research shows the realisation of the governing body chairs' significant potential for engagement in the determination of strategy and strategic development, as part of the chair's domain territory. The chairs identified these as being high on their prioritisation of their own work - indeed one of the chairs in this research considers it to be the highest priority work that he undertakes. Furthermore, evidence is provided here of successful engagement of chairs with strategic development, as a major domain component. The realisation of the strategic potential of the chair's office - in a range between ensuring that there are processes

to develop and approve strategy, through to major participation in strategy formation and development itself - is contingent upon particular circumstances, the nature of the strategies themselves, the personality, expertise and experience of the chairs, and those of others - including, but certainly not exclusively so - vice-chancellors. At minimum, chairs' strategic engagement is a necessary condition of major strategy approval: at maximum, the chairs' engagement may be a fundamental component of its development, consideration and approval.

This territory might be expected to be the subject of contested domain claims and disputes, and is so: many of these claimants, justifiably dependent on the particular issues, state their own case for strategy development, formation and delivery. It is worth noting that such rival claims may be likely to be the case in an organisation dominated by professional expertise, such as universities, than others structured on more recognisably business or industrial lines. However, the inclusion of the governing body chair as a major player in the development of strategy, may come as a surprise to those who consider minimal engagement as the norm. On the evidence of this research, the chair's engagement in strategy can be relatively modest, but proactive and energetic chairs may extend the domain boundary of their office to encompass strategy formulation, determination and approval, in a way which was difficult to conceive only decades ago.

7.4.7 The Chair, University Management and the Governance Interface

This research provides evidence that the domain of the chair may be expanding into territory hitherto considered to be the exclusive province of the vice-chancellor, and the executive of the university - including strategy and the academic life of the institution mentioned above. The chairs here strongly consider their most important role to be their relationship with their vice-chancellor and chief executive, and are perceived by other groups of respondents as having management oversight of the vice-chancellor. There is, as has been said, sensitivity about this perception amongst some vice-chancellors in the study and others in respect of the nature of this relationship, which they much prefer to see as a collaborative one.

These chairs spend a large portion of their time in the university with vice-chancellors, which provides an opportunity for mutual, two-way influence. From the chair's perspective, it is seen to offer an opportunity for them to exercise their power to ask questions of the vice-chancellor in matters of critical importance, and

we can see that the breadth and depth of their dialogue in relation to the work of the university confirms just how effective this process can be. It is acknowledged to provide an opportunity for vice-chancellors, in a lonely position at the head of their institutions, to seek more impartial advice from their chairs than they would obtain from their senior staff. For the chairs, evidence here shows that it also offers them the chance for the exercise of influence in discussion, in relation to many aspects of the university's work which may not generally be considered as part of their domain. The significance of this opportunity and the potential for chair engagement in the executive domain, is substantial. There are further occasions on which the chairs here became involved in the executive domain, often by the invitation of the vice-chancellor and the executive, e.g. the appointment of senior staff. At other times this occurs by virtue of the intervention of others, by example those appealing over the head of the executive to the governing body, or registering complaints about the vice-chancellor in matters such as industrial disputes. At yet other times, the chair's intrusion into the executive domain is the result of an apparent lack of perception by vice-chancellors of the likely longer-term consequences of encouraging intervention by their chairs to "referee" internal executive concerns. These can include settling of internal staffing matters - evidenced by 3 of the 4 chairs in the research sample (and interestingly endorsed by Shattock, 2003a and 2005, as an example of suitable contribution by lay governors). To resolve such short-term tactical problems, VCs appear to be prepared to concede strategic territory to their chairs, which might be seen to be damaging to their own, and their executive's freedom to manage over the longer period. In the context of the leadership role of vice-chancellors as chief executives this is important, since it has been argued that vice-chancellors are beset in a turbulent and pressurised existence by the difficulties of work prioritisation between matters of greater and lesser import. It also indicates their preoccupation with short-term management to the exclusion of long-term concerns (Bargh et al., 2000). If Barnett (2003) is to be believed, then the wider concern about the "unplannable" nature of the university enterprise and vice-chancellors' appreciation of this, exacerbates their position. In the context of this research, it also suggests an additional dimension of the vice-chancellors' dilemma in undertaking their work; this is the need first to comprehend, and then to consider regulation of border encounters by proactive chairs at the periphery of their executive domain territory.

Notwithstanding such events, there remains in this study (reflecting much discourse of governance generally) a continuing, strong belief, articulated by governors and others interviewed in this sample, in a formal demarcation between governance and management, with the domain of the chair being in the former, and the vice-chancellor and university executive being in the latter. This was repeated as a mantra by some participants in this research project, as if a self-evident truth. To others, notably staff governors and senior managers who represented the university community beyond the immediate reach of senior management, the hope was for the chair to be independent of management, and able to represent wider interests than did the vice-chancellor. It is salutary then to note that the research by Tomkins and colleagues warned that in the university that he studied, decision-making processes did not adequately distinguish between the governance and management spheres, (Tomkins, Vass, Day and Brigley, 1998). Evidence here supports an argument that the boundary between governance and management domains has become so mutable as to have become almost a fiction, maintained formally to ensure that good personal relationships do not break down, but little more.

7.4.8 Public Stances on Domain Boundaries and Private Concessions

Beneath this publicly-maintained boundary 'fiction', if such it is, clearly lies a surprising preparedness, amongst those in this research who argue the case for such clearly-distinguished domains, to adopt practices of flexibility and pragmatism, conceding negotiability of a management domain element here, or permitting a chair to act within the executive's domain there. In the dynamics of the interactive relationship between governance and executive management domains, this appears as a key arena of competition. In circumstances where there are a greater number of critical issues to be resolved; where there are very considerable pressures on institutions to adapt, reform and change; and where there are greater personal pressures on vice-chancellors and executive management, it is possible to envisage an extension of the chair's domain into that of the executive management. The consequence is a likely re-negotiation and possible re-alignment in the domain territory occupied by the vice-chancellor and executive. This research provides some support for this contention, with much greater fuzziness and permeability of domain boundaries evident between governance and executive in practice than is publicly admitted.

7.4.9 Chairing, Organising and Leading Governing Bodies

It is perhaps surprising that chairs consider only as a secondary activity the one core element specified by all authorities as being the territorial heartland of the chair's domain, namely chairing, organising and leading meetings of the governing bodies of which they are the principal officer and representative. However, this is more understandable in the light of contemporary commentators on corporate governance, who draw attention to the leadership role of chairs in the corporate life in the company generally (Cadbury, 1995, CUC, 2003, Felton and Wong, 2004, Heidrick and Struggles, 2006, CUC, 2006, Farrington and Palfreyman, 2006, amongst them). The chairing of the governing body becomes just one of a number of important jobs, albeit a necessary one, in a wide range of duties.

It is certainly interesting to note that in relation to the determination of the agenda, described as a key activity in the control of the governing body (Owen and Kirchmaier, 2006, CUC, 2006), apart from one chair, and some staff governors, it was widely acknowledged in this research that the determination and much (though not all) control of the agenda of governing bodies has been conceded to university management. This is notably through the work of the registrar as secretary to the governing body, in conjunction with the vice-chancellor and other senior management. It supports the findings of Llewellyn's ongoing research in relation to the significant role of the secretary as a key player, even a 'directive influence' in higher education governance, working closely with the chair and chief executive (Llewellyn, 2006b). To a degree, this reflects the concerns of managerial hegemony expressed by Deem, Fulton and colleagues' study of New Managerialism in higher education (Deem et al., 2000), but most certainly concedes substantial governance territory to the university executive. Since it is commonly assumed that those who determine the agenda may substantially determine the outcomes of debate, this can be a very considerable domain concession, something students of government readily acknowledge (e.g. Rhodes, 2001). However it also signifies a recognition by most chairs and others that the ordinary cycle of business of universities as corporate bodies is determined as much by legal and regulatory prescriptions of external bodies, as is the regular corporate business of the university (CUC 2003). Moreover, chairs and others in this research confirm that when the chair wishes particular issues to be considered, this occurs.

Emphasis is placed by governing body members in this study on the need for the use of interpersonal skills in chairing the conduct of governing body business. The governors interviewed commended chairs on their ability to listen, to promote debate, to act inclusively, and to draw out from more reticent governors their views on particular topics. Discussions with individual governing body members, including student representatives, formally within meetings or on informal occasions, are rated as very important by the chairs as a means of consensus-building within governing bodies. A chair perceived as less successful is criticised by other respondents both for a failure to be sensitive to other governors' views, and an excessively directive style of chairing meetings with a consequent loss of chair authority and governing body consensus. The previously commented-upon development of a lay leadership group is here seen as a key to success in making the governing body effective, and to directing and leading it. However, there is also evidence here of governors not part of the leading group who can and do feel excluded, and who are less able to have access to the governing body chair than they would prefer.

7.4.10 The Chair's Exercise of Patronage and Power in Governing Body Appointments

The power of patronage in making key appointments to the governing body, and to its officeholders, is a substantial one, and chairs in this study are able to consolidate their domain, authority and power through influence in the appointment of governors and their promotion to offices such as committee members and chairs, treasurers and pro-chancellors. Formal corporate governance processes have been introduced into university governance, to enhance the transparency and openness of appointment processes, including Nominations Committees, public advertisements for appointment as governors, and recommendations made directly to the governing bodies, after evaluation and assessment according to specified criteria. Notwithstanding these changes, however, informal processes in the sample institutions appeared to remain important, and chairs are greatly interested in the governing body recruitment and appointment process. The evidence suggests that they are highly influential, at both the formal and informal stages, if not the final arbiters of appointments proposed to their governing bodies.

This reaffirms evidence from elsewhere in the corporate sector that the building of a “complementary board” effectively falls to the chairs (Roberts, 2000). In university governing bodies this may be reinforced by the position of chairs drawn from closely networked regional and civic groups, enabling them to exercise their knowledge of potential governors from other groups where they see and are seen, to assess informally the suitability of candidates. It has to be noted that in the assessment and selection process, the chairs in this research work closely with their vice-chancellors most of whom are anxious to engage in this work, with an effective veto power jointly asserted by chairs and vice-chancellors in the choice of the key leadership group of governors - the lay majority (internal governing body members are nominated or elected). This is recognition of the shared territory within the governance domain, as well as a signifier of potential territorial incursions by VCs, who generally are members of their governing bodies, and hence possess some legitimate claim to occupancy of the governance, as well as managerial domain.

However, vice-chancellors in this research have not attempted successfully or otherwise, to enter the chair’s commercial/regional network, and their background as academic staff tends to support this. VC’s networking here may be, and usually is very extensive, but it is not identical to that of the chair’s, which is distinctive, and most importantly, is likely to be that from which the majority of their lay colleagues are drawn. Any veto power exercised over governing body appointments by a VC appears to be of a long-stop variety rather than the effective determinant of the appointment.

The advancement of governors to influential positions and key offices on the governing body is something over which chairs in this research take particular pains, so that the formation of an “inner cabinet” or a “top team” is largely the chair's task. As has been noted, the power of the chair to select which governing body members to ask for assistance, opinion, and advice - or indeed to respond to their own approaches to the chair - is a significant one, in forming alliances, and in building complementary expertise to be utilised in directing the governing body; or indeed where necessary, to form a countervailing influence to that of the vice-chancellor and the management team. Indeed, this study suggests that VCs have little or no idea about how leading groups of lay governors are formed, or even how they work, outside of the governing body.

The teambuilding of the leadership group is important, as a means of reinforcing governance inner group loyalty, and in strengthening and reifying the authority of the chair as the governing body's leader. The chairs here used this largely informal power to extend their sphere of influence and management of the governing body.

It is also interesting to note the evidence of influence apparently exercised by outgoing chairs on the selection of their successors, a very significant power where used, in the determination of the long-term future direction of their governing body and university.

7.4.11 Commercial and External Activities

There is a high level of recognition amongst chairs in this research of the importance of university commercial activities, and a significant level of personal involvement by chairs in promoting them. Chairs are supportive of greater involvement in the university's external environment on behalf of their universities, confirming the subsequent CUC template claim for a clear chair role in external activities, and Shattock's (2003a) support for lay governors in this sphere of activity.

However, limitations on part-time chairs' time and most chairs' unwillingness to push hard for their domain extension in this territory at the expense of vice-chancellors, signifies here that further development of the chair domain is likely to be limited. Chairs are happy to exercise general governance oversight, to offer advice, to make introductions, and to be used to a limited degree, particularly in formal events. They clearly regard the area as, for the most part executive domain territory of the vice-chancellor and senior management.

The danger of role conflict where a chair becomes intimately engaged in the university subsidiary company, compromising the chair in the overseeing governing body, provides a barrier to the extension of chair domain and reinforces the need for the caution displayed by most chairs over their active engagement in this area. Indeed, such is the potential for role conflict in chairs who become actively engaged in their universities commercial activities, that it may be regarded properly as a part of management, not governance domain.

7.5 Characteristics of the Chairs

7.5.1 The Chair's Workload

The commitment of the chairs here in relation to time spent at their university, has been previously mentioned. It is clear that they engaged within their universities in major development activities, are required and prepared to work hard for up to two or three days each week, at the numerous tasks involved in their work as governing body leaders. The chairs are also clear that they are only able to undertake the role by making a very substantial commitment of their time and energy. Some chairs here indicate that at their accession to the office, they did not fully understand the extent of the time commitment demanded of them, although notwithstanding this, they subsequently, and willingly, have committed themselves to a heavy pattern of activity in performing their duties. None complain about the impossibility of their role, or of excessive time demand on them.

This has a number of implications, and supports the need for the appointment of governing body chairs based within the region in which the university is situated. There are other reasons, including the possession of local knowledge, but the need for accessibility is an increasingly important issue. Another implication is in respect of the ability of universities to continue to recruit governing body chairs of the level required for a very significantly demanding non-executive position, of increasing importance and salience. Given the commercial background of many chairs in this study, alternative (and paid) non-executive directorships (including health service trust boards) are often available to them, so taking up university governance positions often means a sacrifice of remunerated non-executive appointments. It is notable (as mentioned in 7.3.3.) that chairs here are drawn from chief executive material: it is just possible that this gives them a greater degree of control over their own work patterns than others at a lower level may not possess, though equally it reduces the field for appointment of chair to a very small number indeed, if this becomes critical.

7.5.2 The Control of the Chair's Day

A notable feature of the chair's domain occupation in this study, is the apparent freedom of chairs to determine their own sphere of action, their movements within the university, meetings with staff or students - in fact to construct their own

daily existence, to plan their activities as chairs, to push at the boundaries of their domain - and the concomitant lack of control exercised over chairs' pattern of work, by vice-chancellors and other potential gatekeepers. Determination of who these chairs meet, and how and when they do it, is largely in the hands of the chairs themselves, unmediated. Moreover, there appears to be nothing to stop governing body chairs becoming, effectively, full-time if they so determine, and attempts by vice-chancellors to control their chair's activities and domain occupations are likely to be by advice and exhortation, but certainly not by edict. It is theoretically possible for a vice-chancellor to instruct staff not to communicate directly with the chair, other than through the vice-chancellor, but this is impractical; effectively, from this research, it appears that no-one is patrolling the chair's domain boundary. Chairs are left substantially to determine the conduct of their office according to their own judgement of good corporate behaviour, of which most demonstrate considerable awareness.

7.5.3 The Superiority of the Chair's Knowledge Base - and the Implications

The knowledge base of chairs in this study is clearly superior to any other member of the governing body, by virtue of which chairs are provided with a source of influence and power over other governors. The direct and regular access to the vice-chancellor and chief executive, of which all these chairs avail themselves, gives them ample opportunity to obtain by informal and formal means substantially more information than even the most assiduous senior governor (with the exception of detailed financial information, where the treasurer/finance committee chair will almost certainly possess more knowledge).

This capacity to seek and demand information is widely appreciated: chairs here determinedly use such opportunities, and admit to recognition of no constraints to their actions in so doing. This helps to create an additional information source for chairs, added to their membership of all vital committees of their governing body, the time they spend in their universities, and the substantial amount of formal information which flows from these sources. This is supplemented by regular informal contacts with other members of staff as well as a high degree of personal network links, and information supply, within their institutions. Chairs' access to, and ability to draw upon other governors' professional expertise from a position at

the centre of the lay majority, provides them with a further source of independently verified expertise.

Despite this considerable body of information for a chair, it remains that the control of formal information by university management here is still a source of influence over the institution, its governance as well as its management. It places university management at an advantage over chairs and other governors, giving some support to the managerial hegemonists such as Mace (1971) and New Managerialists' (Deem, et al., 2000) assertions of the authority conferred by management control of information flows.

7.5.4 The Contingent Nature of the Chair's Authority

This research indicates that in the sample institutions the governing body chair has achieved an elevated and superior status to other governors, but most recognise that the basis of their authority (and hence effectiveness) remains in their capacity to speak confidently for and embody the authority of the governing body, supporting the assertion by Farrington and Palfreyman (2006). The chair's position remains, as one registrar said, 'first among equals': in practice, this means that a majority of the governing body, if votes are taken, must support the chair on important issues. Lay members form a majority in university governing bodies, and this study demonstrates that particular attention must be paid by the chair to this group and their opinions. Most significantly, chairs need to recognise the contingent nature of their authority, dependent on the continuing support of the governing body majority, and to consistently engage in skilfully generating, maintaining, renewing and reifying this support. Evidence from the research suggests that those who fail to carry their governing body majority with them may ultimately face loss of authority and loss of office. Chairs seeking to optimise their authority pay very considerable attention to the need for constant renewal of their authority base and leadership of the group that produces its key, non-executive appointments, 'the board within the board'.

7.5.5 The Visibility and Invisibility of the Chair

For most governing body chairs in this research, the exercise of their influence, authority and power is largely invisible to observers. Amongst the members of elite governance and management groupings within universities and outside, chairs are known and respected, however, and there are signs that contemporary chairs are

beginning to enjoy a higher public profile within their universities than their predecessors. Outside of their universities their “ambassadorial” role remains limited, but again there are indications of an increased profile, supporting provision in the CUC template for the chair’s role (CUC, 2006a) and chairs are beginning to make modest inroads into domain territory hitherto denied to them, namely by participation in the formal exercise of academic authority through university ceremonial and representative duties, and titles.

Despite their possession of authority, chairs until recently appeared to be satisfied to exist in this shadowy and largely anonymous dominion, with a role known only to a few ‘insiders’, in governance terms. They have in the past been prepared to cede much of the panoply of ‘dignified’ university constitutional authority - and hence domain occupancy - to chancellors and vice-chancellors, in exchange for the ‘effective’ use of power and influence, in Bagehot’s terminology (Bagehot, 1867), often behind-the-scenes, but nonetheless of considerable influence in the corporate life of their universities.

The reasons for this are by no means obvious, since external symbols of authority are normally deemed important to its possessors, as noted by Pfeffer and Salancik (1978). It is conceivable that the secretive nature of boardroom operations, rehearsed in literature, may be the most obvious reason for this. The normal milieu of chairs and their fellow lay governors, drawn from the commercial business and industrial sectors, is very often that of private operations behind closed doors, and this may be imported into university governance through chairs with such experience in their normal business and working lives. A natural modesty is another such possibility, and the chairs in this research could be amusingly self-deprecating, and aware of their limitations, whilst also being acutely aware of the authority they wielded. Neither should we discount the intimidating nature of university academic authority, its intellectual specialisms, accompanied by arcane ritual, pomp and ceremony - the outward form of authority of the collegium is at its most powerful in the awarding of academic degrees and honours - the use of obscure Latin ‘tags’, and academic gowns based upon those of mediaeval clerics. Such public displays of symbolic authority connote power, and signify domain boundaries beyond which the chairs may venture only with determination, and some caution.

7.6 The Chair in the Context of the University

7.6.1 The Driving Force of the University

Insofar as the concept of ‘the driving force’ can be applied to organisations like universities, it is largely associated in this study with vice-chancellors and their senior management teams, reflecting structural, process and managerial changes introduced in the post-Jarratt era, and reflected also in the work of Deem and colleagues (Deem, et al., 2000). Chairs here do not lay claim to this domain territory, and ostensibly at least, this may appear as clear a domain boundary as is likely to be evident. However, what also emerges is that these chairs and other respondents were reluctant to identify the vice-chancellor solely as the university’s driving force: indeed, overwhelmingly there is strong evidence of plurality and diffuseness of the notion of a ‘driving force’ within complex and evolving university institutions. In such circumstances, governing body chairs might properly claim a portion of a domain characterised by ‘partnership’ and ‘shared responsibility’ within universities.

7.6.2 Chair/Vice-Chancellor Dyad

The working relationship with the vice-chancellor constitutes the single most important relationship for any governing body chair, and is recognised by chairs in this research as such. Given the dominance of their association, and its effects on university governance and management, it appears here also to be possibly one of the most important of the vice-chancellor's working relationships. The relationship is shown to be multi-dimensional - formal and informal - defining the domains of the two offices within the university.

In formal terms, the principal determinants of the two domains are the distinction made in this study between governance and management - the domain of the chair in the former and that of the vice-chancellor, the latter. One is executive - the full-time vice-chancellor, described as “running the university” and “pulling the levers, getting the wheels turning” to ensure that the university works. The other is non-executive - often defined by comparison to the duties and domain of the vice-chancellor, and described variously as “supervising”, “guiding”, “facilitating”, “underpinning”, “rewarding” and “controlling” the vice-chancellor.

The evidence here suggests that the nature of the relationship between the two offices has passed beyond that of “reciprocally independent units”- essentially the position with which the vice-chancellors in this research are most comfortable and assert, where in the absence of a “common superior”, the two are required mutually to negotiate their roles (Thomson, 1964). Such assumes “the same degree of clout” of the two offices, as some here still maintain. The relationship between chair and vice-chancellor, however, is now, *de facto*, line management of a subordinate by a superior, with vice-chancellors and others acknowledging that ultimate authority - the appointment and dismissal of vice-chancellors - is substantially in the hands of the governing body chair, as the embodiment of the governing body of the university.

The fragility of the “management” domain element in the definitional governance/management dichotomy, with permeable, or even fractured boundaries, supports the contention of Bargh and colleagues in relation to the difficulty of the appellation ‘chief executive’ as applied to the title of vice-chancellor (Bargh et al., 2000). Amongst other factors affecting this are the nature of shared authority within universities; the sheer breadth of tasks facing any vice-chancellor in an age of unprecedented turbulence; and even the capacity of universities to predict and effectively plan their futures. So, the optimistic assertion of one of the chairs studied here, that “the vice-chancellor is controlling and directing everyday activities all the way down, both academic and financial”, is to a degree contradicted by his own memorable reference to universities as “bed-and-breakfast” establishments for academic staff, whose loyalties are to their peers and academic discipline rather than their employing institution, and other references to university “barons”, substantially in charge of semi-independent units, that are characteristic features of universities as professional organisations.

Where executive authority is less unified, in this way, the governance/management symmetry, and the vice-chancellor’s domain boundaries appeared distinctly fuzzy, and subject to incursions by the chair. One chair studied here, implied substantial mutability, describing his relationship with his vice-chancellor as that of “two mutually-dependent halves of the same whole, linked by an umbilical cord”. Another, ascribed to the boundary between him and his VC’s domains the quality of a “wavy, wobbly line”, with uncertainty as to where one or the other might be placed on any one subject. The defining full-time/part-time

distinction also begins to break down when chairs may be in attendance at the university for up to three days a week, as indicated in this research, and vice-chancellors with substantial portfolios of external ambassadorial duties, can easily spend two days a week or more away from their universities on such work. In accountability terms, the confusing position of both vice-chancellor and chair sharing responsibility for financial affairs - the vice-chancellor as the “accounting officer” and the chair’s responsibility to ensure that governing bodies exercise their oversight of the university’s activities - blurs even further their respective domain boundaries (Shattock, 2006). In functional terms, we are left with the substantive distinction that vice-chancellors are paid employees of the university whereas chairs are generally unpaid members of the university’s governing body.

An essentially informal component of the chair/vice-chancellor relationship relates to the significant mentorship role performed by chairs in relation to the vice-chancellors, and this research shows the extent to which - by virtue of many factors including personality, experience and expertise - chairs may relate so closely to their vice-chancellors, as to be “singing from the same hymn sheet”. Through this mentorship role chairs may be ‘co-opted’ to the executive, but it is a source of authority, knowledge, influence and active involvement for chairs in areas such as strategy - legitimate components of the governance domain. This also offers the opportunity for the chair to push further at the domain boundary of the vice-chancellor’s management territory, and to extend that of governance.

At the same time, the formal line management authority of the chair may be used to reinforce the informal links and enhance the domain extension of the chair. To this extent, it reflects more the distinction described by Santos and Eisenhardt in respect of boundaries in organisations, between a transaction role (the VC) and control role (the chair) in circumstances where organisational boundaries are permeable (Santos and Eisenhardt 2005).

In some measure, the chair/vice-chancellor dyadic link provides opportunity for reinforcement of the chair’s domain, and for domain extension. However, this study shows that the relationship may also become absorbingly all-important to a chair; the consequence may be that other relationships critical to the authority and long-term maintenance of the chair in office - the renewal and reification of chair’s authority - are neglected, particularly those with senior lay governors. If a chair

‘goes native’ through ‘the executive embrace’ of the vice-chancellor, this may result in loss of confidence in the chair by the governing body, and ultimately loss of the chair’s office. Vice-chancellors and registrars here often feel most comfortable in a relationship where the chair’s role is as an adjunct to their own offices, through which the chair’s domain claims may be minimised and controlled - hence, the expectation by vice-chancellors of the chair’s ‘delivery’ of the governing body vote on major issues, in support of their executive. This research indicates that chairs who assert their independence of the executive, with authority derived from the support of their senior governors, may hold their chief executive to account and not be “managed up”, in the words of Bargh and colleagues (Bargh et al., 2000).

7.6.3 The ‘New Model’ Governing Body Chair and Extended Domain?

An issue central to this research is, of course, the conduct and commitment of the chairs in occupying their domains, and a substantial change is perceived from the 1996 research by Bargh et al. (1996) in relation to the division between internal management, academic and other staff governors, and the external lay majorities including the chairs. The previous ‘fault line’ which they detected – essentially, that internal governors were committed to participating in changing their institutions, whilst ‘externals’ were content to take a more reactive stance - is notably inapplicable to any of the chairs studied here. Not only are they extraordinarily committed to their university, its mission and aims, but they take measures to ensure that they are well-informed, and are proactive in their approach to their office.

They are also purposeful, and this plays a part in their selection as chair. A chair may, as we have seen, be selected specifically to lead, refocus and re-energise a university, and to appoint a chief executive to ensure that this happens. Another may be selected because of farsightedness and energy to play a vital part in determining and delivering a strategy for fundamental institutional reorientation. Certainly all chairs in this research seek to participate actively in the management of change; they arrived at office with independent perceptions of the need of their universities to change, to respond to societal needs; and are willing to play an active part in bringing about that change. All seek to ‘add value’ to their university, and see themselves as participating actively in managing institutional change and development.

None seek to impose change upon their institutions, but bring - or develop - independent perspectives that they insist their universities take into account, through dialogue and debate. All seek to encourage, promote and require their universities to engage internally in processes relating to the proposed development of the mission of their institutions, and to engage in resource and academic planning. They engage personally, often informally, in a high level of discussion with their vice-chancellors and senior management colleagues in relation to major proposed developments at an early stage, when they are able to help shape and formulate proposals which come later to their governing bodies for formal consideration and approval.

Vice-chancellors recognise the criticality of the chair in 'delivering' the votes of the governing body on matters placed before it, as mentioned above, preferring to see their respective domains as complementary. Their ability to understand and control the governing body, allied to their superior knowledge compared with other governors, gives chairs a unique and potentially powerful role of mediation between governance and management. To this degree, the chair's position approaches exercising powers, and possessing a domain, superior to that of the governing body itself, yet paradoxically dependent upon it to sustain the chair's authority. When fully exercising this authority, however, in critical developments, chairs often apply a degree of influence equal to, and even perhaps exceeding, that of the vice-chancellors.

Chairs exercise a defining role in the appointment of their vice-chancellors, and may exercise a similar degree of control of membership appointments to the governing body; this influence is often through informal, as well as formal processes, and may impact on the appointment of their successor as chair. In their relationships with their chief executives, as mentioned above, they look to exercise, often with their vice-chancellors' active encouragement, the role of mentor, counsellor and supporter, so close to that of a direct management supervision as to be regarded as the de facto 'line manager' of a vice-chancellor formally responsible direct to the governing body, though acknowledging the reality of their relationship with its chair. This role of independent oversight of vice-chancellors, and their performance, is an expectation widely held within these universities: though vice-chancellors are reluctant to concede this point, there is little doubt to others that this is the position.

Chairs in this study are no longer satisfied to be merely presiding officers of governing body meetings, but to be purposeful and energetic in the conduct of their domain activities, the leadership and guidance of their governing bodies. The research confirms the need for them to be mindful of the source of their authority, in maintaining the confidence of the majority of governors, particularly lay governors.

In one respect, however, the positioning of the governing body chair and the chair's domain boundary is so far untested, and this relates to responsibility for overall institutional academic failure. Examples are rare, but in the sector the academic failures of the Thames Valley University led to the resignation of its vice-chancellor, but not to that of its governing body chair (Quality Assurance Agency, 1998). In this research, two respondents raised issues of responsibility for catastrophic failure within their universities, one in terms of a rhetorical question, the other an assertion that the chair must accept overall responsibility for academic failures.

7.6.4 The Governing Body Chair - A True Corporate Body Chair?

On the evidence of this research, the current role and function and the position relative to other governance players, of the governing body chair - the chair's domain - is in essence, little different from that of chairs of other corporate bodies. This apparently innocuous conclusion is rather more important than it first appears, for reasons explained below. Previously, it could be argued that there was a university chair 'domain deficit' compared with other corporate chairs, and that the governing body chair, devoid of much institutional authority possessed by their equivalents on other bodies, was not truly a corporate chair. Evidence from this research indicates the advance of the chairs' domain and the occupation of new territories hitherto within the domains of other corporate-level players - vice-chancellors, university executive management, and the 'collegium' in the form of their senates and academic boards. This would appear to be still developing: indeed it is possible that what is being discerned may form part of a fundamental domain realignment over the next period. A signal of a significant step, possibly even a true paradigm change, however, would be acceptance of personal responsibility by the chair for serious academic failure in an institution: this would complete a fundamental transition, and achieve a symmetrical position vis-à-vis the vice-chancellor in academic affairs, by accepting such a level of personal responsibility.

A notable feature of the territorial map in relation to corporate development in the recent period has been a substantial fluidity, of shifting boundary lines as a consequence of contest, first signified by Bargh and colleagues in 1996, with domain movements being perceived between the territories of senior governance players (Bargh, Scott and Smith, 1996). This has occurred as the corporate governance of higher education has changed, to reflect shifts consequent upon the adaptations of university authority structures to the requirements for change, responding to societal expectations embodied in law and regulation, as well as general changes in the structures and processes of all corporate bodies in the UK and worldwide. Cadbury (2005), thinking of company operations, summarised this latter position well:

“The balance of power between lead players in corporate governance has shifted in the last half-century. At the start, boards of directors were generally weak, executive management was in charge and shareholders were dispersed. Gathering investor pressure on directors of under-performing companies, however, led to a strengthening of boards at the expense of management”.

A very similar position appears to have developed in the universities studied here, markedly affecting the governing body chair, who has emerged as a significant leadership figure in university corporate governance.

7.6.5 Living and Coping with Domain Ambiguities

Nonetheless, there remain uncertainties in respect to the chair and the chair's domain occupation, which indicate that a task for university governing body chairs is that of coping with the ambiguity of shifting, unstable domain boundaries of their own and other players in governance, individually and severally. There are a number of reasons for this ambiguity of the chair's position. Corporate governance literature indicates, as Carter and Lorsch have noted, the inherent uncertainty and lack of precision over the domain boundaries of the chair's office relative to other players in many corporate boards (Carter and Lorsch, 2004, p.189), something also increasingly reflected in university governance and management. This is despite (or perhaps partly because of) a substantial flow of higher education sector guidance and more from the public and private corporate governance sector recorded here, on the conduct of good governance, which has sought to clarify and consolidate steps and stages in the onward march of change in corporate governance. The degree of

ambiguity over the university chair's domain is exacerbated, because the governing body's own domain position has historically been hedged by the managerial domain of the vice-chancellor as chief executive, and the academic domain of the collegium of the university, as expressed constitutionally through a (somewhat foggy) tripartite constitutional division. This weakened the chair's formal authority compared with other corporate bodies, where no such limitation exists. This research suggests that the coping stratagems available for chairs to use, when faced by barriers to the successful performance of the role they undertake may include the use of informal sources of authority - status, networking, use of personal attributes, qualities and skills - as well as the use of authority derived from multiple sources - to extend their domain.

7.6.6 Misconceptions of the Chair's Domain

The cases in this research indicate, as might perhaps be expected during a period of continuous development and change, that no chair, vice-chancellor or other corporate governance player evinced (or at least were prepared to claim or admit) discernment of the extent of the underlying changes in the domain boundaries and authority patterns in the university governance terrain, and particularly relating to the chair's domain. This lack of obvious articulation may be attributed partly to the nature of the chair's office, which as has been shown, few are able to view 'in the round'. Each governance player - even those working closest to the chair - is faced by a limited number of facets of what transpires to be a multi-faceted office; and each judges the domain of the chair on what they see, in their limited perspective. The vice-chancellors, for example, appear very little aware of the extent to which their chairs have regular contacts with other lay governors, staff and students, though one suggests that the chair's direct contact with the senior staff without VC prior knowledge, causes the VC to feel threatened. The lay governors are even less aware of the chairs' contacts in the university than vice-chancellors, or for that matter, their registrars - they know very little of chairs' movements. Staff governors know little or nothing about the interactions between chairs and vice-chancellors, although they often suspect (and are worried about) their extent. As a result, the perspectives of the extent and dimensions of the chair's domain possessed by governance participants and observers are partial views: without a full, 360° perspective, no one but the chairs themselves can truly be aware of their developing dominion and its boundaries, and they spend time acting it, rather than reflecting

about it. There is, as a result, little sense or articulation within their own universities of the true extent of the chairs' domain, and the extent to which its boundary may be shifting.

Vice-chancellors, who are most threatened by the changes being brought about by the extension of the chairs' domain, seek to constrain the domain expansion by a denial of the changes that are occurring; by minimising the chair's constitutional role; by personalising relationships rather than formalising them; by, where possible, co-opting the chair into the management domain and hopefully controlling chair domain extension. Mintzberg's adage about management applies here too: there is a substantial difference between what chairs do, and what they are said to do - by some, in particular (Mintzberg, 1975). Chairs may avoid being drawn into the executive embrace of the vice-chancellor and colleagues, and the concession of domain territory that this entails, by maintaining their own agenda for action and activity.

7.6.7 The Further Development of the Chair's Domain: The Opportunity/Constraint Enigma

Cases researched here show tension between the formal limitations to chairs' involvement in the determination of academic priorities in the face of increased expectations, the responsibilities placed on governing bodies, and the very high degree of interest and commitment of chairs to the academic process. Opportunities can be seen for further extension of the chair's role, but strong constraints also, including all those factors signified by the managerial hegemony advocates - control of information, control of the institutional agenda, and perhaps most of all, the acceptance that the driving force of universities is widely considered by chairs and others to be vice-chancellors and their executive teams. This is underpinned by a considerable degree of autonomy of professional educational experts, which continues to characterise universities. This research does not include a study of the opportunities for incursions into the chair's domain by others - notably vice-chancellors - and certainly some statements of vice-chancellors in this study could be taken as territorial claims on the governance domain of the chair. Notwithstanding this issue, the trend within the sample institutions appears to be towards an enhanced role for the governing body and its chair in the determination

of academic priorities - which if it fully materialises may well characterise a paradigm change for university governance in the next period.

7.7 The Research Questions - and Answers

I started this research with four fundamental research questions, the first being the position of the governing body chair in the corporate life of the contemporary UK university. In a sense, this is the concern of all the substantive chapters. Chapter 1 provided evidence of evolution of university corporate governance in the contemporary period, - what I call “the cultural and constitutional ferment” which saw the development of the independent, lay majority on university governing bodies. What Robbins in an earlier era described as persons of “wide experience and high standing in the world of affairs” who exercised “initiative and wisdom” are now led by governing body chairs, occupying a clear position in university governance. Chapter 2 provided further evidence of the influences on the evolution of the role of the chair of corporate organisations, whilst Chapter 4 profiled the governing body chairs studied in this research, in personal and institutional contexts. In Chapters 5 and 6 we saw how the boundaries of these chairs’ roles are negotiated and observed, and in this chapter, Chapter 7, I have drawn conclusions from the research cases about the nature of the governing body chair’s domain, not least of which is its likely development. I also looked in Chapter 6 at the sources of authority and influence of the chairs, and the way in which they help to define the role and position of the governing body chair today.

Important - and indeed part of the research project’s title - is the second research question in relation to the functions performed by today’s governing body chair. Here, Chapters 5 and 6 provide evidence from these cases of the increasing number of functions undertaken by contemporary chairs, formally and informally, and involving a very considerable commitment of time and effort. We saw in Chapter 2 some of the principal determinants of the chair’s functions, and then in Chapters 5 and 6 the extent to which chairs themselves have freedom to develop their functional commitment. We also saw in these chapters the generic nature of much of their work, yet the importance of the mission and aims of their university to that work, and to the chairs themselves in the way they conduct their office. Again,

the impact of their functions emerged substantially within Chapter 6, and has been reprised and concluded in Chapter 7.

The third research question related to the nature and significance of the chair's relationships to senior leadership figures, non-executive and executive, and especially the vice-chancellor. Chapter 6 examined this in some detail, showing the importance of chair leadership of the governing body and its lay leaders, amongst which the chair is numbered. It looked at the dyadic relationship with the vice-chancellor and chief executive, the most important single relationship of the chair in the conduct of governance responsibilities. I spent some time in analysing how these relationships are negotiated, observed, mediated and brokered in the cases studied. All these critical issues are returned to, with conclusions, in Chapter 7.

The last research question relates to the significance of the chair in the development of the contemporary university and its governance - in a real sense, the ultimate question of the research project. Chapter 6 examined the extent to which the chairs studied determine the direction and operation of their universities, within a complex environment, internally and externally, and with competing domain claims. It looked at the equally complex issue of the influence of these chairs on the academic priorities and life of the university - the institution's core concerns. In Chapter 7 this matter is returned to, concluding that from Robbins' "persons of high standing and influence in the world of affairs"- the lay, independent members of university governing bodies - has developed the very significant corporate governance office of governing body chair. Evidence here suggests that its significance to the corporate life of contemporary universities is substantial, and the 'direction of travel', as I have put it, for the chair of the university governing body is emerging. For corporate universities, it appears likely that the office of chair will be further enhanced.

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