

# Reviewing the strategic influence of governance professionals in UK colleges: Acting as the translator of the conduct of conduct

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## Abstract

This article considers the contribution of the governance professional to the governing of further education colleges in the United Kingdom and arises from a wider study of the ways in which college boards develop and implement college strategy. This is the first observational study to focus on what the governance professional does within the college governance space. From observation and other forms of evidence, the governance professional performs a significant, challenging and expert role in the processes and practices of governing colleges. The governance professional is instrumental as a governance sense-maker and, at a higher level, as translator of governing deliberations and decision making. The governance professional role in practice can vary depending upon a range of personal, local institutional and national factors. However, in essence the governance professional exists to legitimise college governance through the structures, processes and reporting of governing interactions. The article considers the extent to which the governance professional is pivotal to the governing of colleges and analyses the implications for college governing. Our research identifies some barriers to gaining greater impact from the college governance professional.

## Keywords

Colleges, governance, governance professionals, strategic influencers

## Introduction

This article seeks to add to our understanding of the governing of Further Education (FE) colleges in the United Kingdom (UK) by appreciating the contribution of the governance professional. This role is known variously as board secretary, clerk to the corporation, director of governance, or governance adviser according to national guidance and/or institutional choice but, in all four

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nations of the UK, there is a requirement for the college governing board to appoint and be advised by a governance specialist. This postholder reports directly to the governing board and thus is outside of the college management structure reporting to the college principal. For general applicability, this article will use the nomenclature of 'governance professional' (which will be abbreviated to GP throughout).

There is a very limited published literature focused on college GPs, with the notable recent exceptions of, for instance, Chalk (2020), Forrest et al. (2018), Hill and Kang (2020), and Learning and Skills Improvement Service [LSIS] (2013). As there are similarities with the college GP role, this article also draws upon the more researched and published role of the company secretary as a comparator.

To appreciate and analyse the contribution of the GP, this article firstly explains the general arrangements for the governance of colleges. We then describe the nature of the ESRC study titled 'The processes and practices of governing in colleges in the UK: How do governing boards realise the strategic aims of the organisation?' It is within this study that ethnographic observations of GPs, together with interviews of GPs, in eight colleges across the UK, have produced a source of data that informs this article.

With the caveat that there is a degree of variability about the local (college) translation into practice of the GP, in summary, this article proposes that the GP is a translator of governing deliberations and decision making. This translation/interpretation role derives from working practice as a boundary spanner and conduit between 'governance' and 'management', acting as a smoothing agent to overcome the tensions that can arise in governance, and being a sense-maker of governing and college practices that perform the institution into being. To inform this understanding of 'translation', we draw on Law (2004: 161), who conceptualises such practices as forms of mediation, or 'the process of enacting relations between entities that are, as a part of that process, given form'. Local variables impacting the GPs' performance of the translators' role include the nature of the issue, status of the GP, expertise and experience of the GP, and the working relations with the chair and principal.

The next section of the article explains, in general terms, the nature and purpose of college governance.

## **What is college governance?**

In essence, the college governing board sets the strategic direction of the college and monitors progress towards the achievement of its expectations within the regulatory and accountability framework provided nationally. Foucault (1982: 221) described the purpose of governance as 'the conduct of conduct', and the governors of colleges address this task with their oversight, scrutiny, challenge and support. Thus, the GP's primary responsibility could be described as the conduct of... the conduct of conduct.

Kooiman (2003) places organisations like academic institutions, such as colleges, within civil society. It is useful to recognise the difference between 'organisations' and 'institutions' for the consequences for 'governing'. Considering institutions, Lowndes and Roberts (2013: 50) see 'regulative, normative, and discursive mechanisms working together to shape behaviour'. They continue, 'this is what makes institutions "more than" organisations and explains why institutions endure over time and are valued in themselves'. Therefore, the governance of colleges as institutions will include the sustainable, long-term vision of the college as well as the performance of short-term objectives to meet accountability and regulatory requirements.

Each of the four nations of the UK provide a code of good college governance to college governing bodies on a comply-or-explain basis. Responsibility for the code rests with each college governing board, but the GP plays an important role in the delivery of the expectations of the code for the college governors.

## Comparison with company secretary role

As there is limited published research on the role and experience of the college GP, it is helpful to consider material on a similar role in corporate settings – that is, the company secretary. As the following quote from the UK Corporate Governance Code suggests, there are considerable similarities between the remits of the company secretary and the college GP.

All directors should have access to the advice of the company secretary who is responsible for advising the board on all governance matters. Both the appointment and removal of the company secretary should be a matter for the whole board. (Financial Reporting Council, 2018: para 18)

This expression could apply to the college GP if the term ‘college governor’ or ‘college board member’ were substituted for ‘director’.

In a study of 29 company secretaries between 2010 and 2012, McNulty and Stewart (2015: 8) reported an appreciation of the ‘unique position’ of the company secretary ‘in and around the boardrooms of the UK listed public company, and the complexities and subtleties of the role performed within this organisational space’. McNulty and Stewart (2015) also studied the role and practice of the company secretary in UK Stock Exchange-listed corporations. As with the role of the GP in relation to college governing boards, McNulty and Stewart suggest that the study of the company secretary role had been ‘hitherto largely ignored in governance and organisational research’ (2015: 1).

Three ‘broad abstractions’ of the role performed by the company secretary were observed by McNulty and Stewart (2015):

- the ‘humble clerk’;
- the chair’s support;
- the advocate for the collective conscience of the company.

McKenzie (2019) reports that ‘the inner sanctum of board workings remain invisible’ thus making detailed analysis of the company secretary’s role performance difficult; there may even be similarity with Goffman’s ‘go-between or mediator’ who, if placed in a company secretary role, would move to and fro between backroom operations (organisational space) and fronting a discrete performance in the governance space (1959: 148).

One particularly relevant aspect of McKenzie’s consideration of the company secretary is the observed variability of the company secretary’s experience, which is ascribed to ‘board dynamics’, the size of the organisation, any role duality, and so on. Nowland et al. (2020) extends understanding of the influence of company secretaries by arguing that, from their research regarding financial reporting, the background/expertise of the company secretary shapes the nature of their contribution to governance. Thus, like the company secretary, the delivery of the GP role can also be highly variable and conditional upon local (college) circumstances.

In recognition of the significance of the current responsibilities for institutional college governance, the appointment of a GP post-holder is required in order to advise the governing board on the

operation of its powers, on procedural matters, and on the conduct and practice of its governing business agenda. Drawing on material from England (AoC, 2020; Department for Education, 2017) and Scotland (Colleges Scotland, 2016), we summarise the competency framework for the college GP as follows:

- works with the principal/chief executive and chair of the college governing board to shape the processes and practice of governing, in other words acting as the principal choreographer of the governing arrangements;
- has the responsibility to limit (restrict) the college governing board to matters within its statutory powers and responsibilities;
- has a working oversight of and involvement in all aspects of governing activity of the college as an institution.

### **Appreciating the role of the college governance professional as ‘sense-maker’**

The notion of sense-making can also help interpret the role of the GP. As Maitlis and Christianson (2014: 58) state, sense-making ‘lies at the very heart of organising’. Although there are a range of definitions associated with sense-making, Maitlis (2005: 66) identifies four recurrent themes: sense-making as a process – an ‘ongoing present’; sense-making cues (or stimulus); sense-making as social; and sense-making as action. Each of these themes, conditioned by the quality of the sense-making practices of the GP, have variable influence on the degree of sense-giving that the role can have on shaping the dynamic processes of governing. Thus, the GP as an organisational sense-maker can be developed and appreciated as the translator of information, process and action (past, present and future) into effective governing practices.

### **The ESRC Project and the opportunity to observe the role of the governance professional**

The ESRC project to consider the contribution of college governing boards to the strategic direction of the college provided an opportunity to explore the hitherto unresearched working life of the GP in situ in the selected colleges in the four nations of the UK. The research started from the understanding that communication is fundamental to organisation – that organisations are performatively enacted into being – literally ‘talked into being’ by the recursive processes that are produced and reproduced as ‘locally organised and interactionally achieved contexts of decision-making’ (Boden, 1994: 1). As such, we were uniquely placed to gather evidence on the enactment of GP practices, including:

- personal perceptions of role and performance from the GP acquired through interviews, ethnographic observations and audio-visual recordings of board meetings;
- perceptions of governors (especially chairs) who work closely with the GP through interview and recorded informal comment;
- perceptions of college principals who work closely with the GP through interview and recorded informal comment.

The project researchers developed a close relationship with their identified colleges over the period of up to 12 months during 2019. This permitted considerable observation and insight into governance generally and key governance role players, such as the GP, in particular. As the overall project aimed to gain understanding of the contribution of college governing boards to developing and achieving a strategic direction for their respective colleges, the nature of the research enquiry regarding the contribution of the GP necessarily focused on the aspect of the role that supported governing-board strategizing to reveal the practices that collectively constitute governing.

## Methodologies and observations

We recognised the advantages of examining the material practices alongside the discursive, going beyond Lowndes and Roberts' (2013) conceptualisation by employing the use of video recordings to provide a comprehensive account of the observable communicative practices, both linguistic and material, that collectively constitute 'boards in action' (Cadbury, 2000). We therefore invited eight partner colleges (two in each UK nation) to participate in the research study. Observations were carried out in the calendar year 2019 and included: 48 board meetings (92 hours); 29 committee meetings (51 hours) and 7 strategy sessions (50 hours), making a total of 193 hours of data. Additionally, 40 formal interviews (audio-recorded and conducted in person and via telephone/video call) were carried out, with the CEO, chair and GP of each college, along with key policy actors, including civil servants, academics and policy advisers, as well as shorter informal interviews (in person with notes taken) with board members. Whilst the data collected across the four UK nations has informed the observations presented here, for illustrative purposes we draw mainly on our observations of colleges in Scotland and Northern Ireland. Analysis of the videos involved repeated viewing by multiple members of the research team and transcription of selected parts of the data, facilitated by MultiUser-Transana 3.32 software (Woods and Dempster, 2011). The authors subjected the interview data on themes raised by or in relation to governance professionals to thematic analysis, passing through a number of iterations and re-categorisations before we ended up with the eight observation themes analysed below. For a more detailed description, see the article from Watson and Ireland, 2020.

One practicality that must be considered is that the GP appears to take a minimally interactive role in board meetings, creating a paradox of an article developed from observations of a role for which the practices mostly occur outwith the meetings themselves. However, our analysis of video recordings, focusing on the minutiae of non-verbal communication (such as body language, glances and gesture), provided us with evidence of the *mutually constitutive* (Cooren et al., 2011) collective social practices with which we could compare our analysis of interviews and other documents. Moreover, by understanding that the GP occupies a pivotal position in mediating the processes and practices within the relations that enact the college into being (Law, 2004), we were able to foreground practices that are normally hidden or taken for granted.

The following sections explore themes which emerged from our study and characterised the working experience of GPs.

## Observation theme 1: Visibility of the governance professional

In the video evidence for each of the case example colleges in England, Scotland and Wales, the role of the GP is much more visible, both physically, and in the enactment of knowledge and understanding of governance procedures, than it is in Northern Ireland.

In the governing board formal meetings, the example GPs in all colleges appear to enact a very similar role. However, there was more ‘presence’ from the GP regarding governance procedures observed during the governance meetings in England, Scotland and Wales, whereas in the Northern Ireland colleges, such a guiding role was usually performed behind the scenes, as preparation with the chair and principal.

I have a schedule of business here, if there are things that come up ad hoc, but there are certain elements throughout the year, that things need to be ticked off, and stuff like that. So . . . any departmental guidance that comes through, it’s a matter of just keeping that refreshed and going out to the governors. So, yeah, yeah, there is a cycle of business. (NI2)

These differences were also apparent in the ways in which GPs were physically situated around the boardroom table. In Northern Ireland, the chair and CEO sat next to each other in governance meetings, while the GP usually sat opposite, but within eye-line of the chair. Sometimes, however, the GP often became physically separated from the group, sitting at a separate table to offer more space at the main table for board members. In contrast, in the other colleges, the chair, CEO and GP sit together in a row, either at the head of the table, or in a very central position along one side. This seems to offer the opportunity for this triangle to present a certain sense of solidarity to the wider board. In Northern Ireland, however, while the chair and CEO often confer quietly, whispering to each other (usually while a member of the senior executive is reporting to the board), the GP is effectively excluded from the triangle, diminishing their status. On occasion, the GP is almost forgotten in the board proceedings, and, sometimes, the chair has to articulate their enactment of the GP’s ‘hidden’ duties.

## Observation theme 2: Governance administration

In Northern Ireland, the observation that the GP is an information hub in relation to the administration of the governing board is made very clear, both in the videos and in the interviews. However, in the Scottish colleges, this role seems to fall to the secretary to the college executive. These individuals are consulted during meetings about the ways in which the practices of collating and organising governing papers should be enacted, and whenever important information is to be emphasised and noted in the act of inscribing governance activities. In contrast, the GP is consulted less on the administration of the governing board, typically deferring these duties to the secretary to the executive. For the GPs in Northern Ireland, this means that their enactment of the administrative practices are doubly invisible – they are less prominent both in the meetings themselves, and by their enactment of the practices elsewhere.

The GPs acknowledge the importance of preparing the documents and reports for governing, but also indicate that the ways in which they are developed is intricately connected to their unique practices. As this GP notes:

But I think it’s something you learn, that needs to be documented, that needs to be prioritised . . . and you learn to use . . . clues . . . you pick up from people, from tones, what is important, what is significant. So, I think maybe that’s what gets emphasised as well, within the minutes, if someone feels, ‘Please,

that needs to be recorded,’ and ‘We can put down our thanks there,’ and, you know, I think you just, over time, you pick up cues. (NI2)

Moreover, for GPs in all colleges, in addition to the Board meetings (ranging from quarterly to monthly in frequency) is responsibility for the papers for sub-committees (usually quarterly), with, if anything, a greater quantity of reports attached than is the case for Boards.

On top of the minute factory you’ve then got . . . you’re on the agenda factory and the report writing, you’ve got the queries. (E2)

So, when we refer to administrative roles being ‘limited’, this is not to indicate that they are light or unimportant; quite the opposite. Indeed, it would be difficult to envisage a chair’s role without constant input and assistance from GP. The chairs support the importance of this aspect of their role in their interviews:

The secretary to the board [GP] has a very clear function and is a good, I would say, intermediary. You know, occasionally, you would find that some board members outside of the chair, you know, would like to have direct contact outside of board meetings or committee meetings and . . . We always try and facilitate that. It can lead to, I suppose, disconnected conversations and then that doesn’t feed back into committee business, which is not good. (NI2 Chair)

### **Observation theme 3: Governance advice and guidance**

In all colleges, we observed how the GP advised on board behaviour, eased board tension, coached governors and senior staff, and connected with stakeholders and external advisers.

It’s that part of the role that makes you valued as a governance officer as opposed to a distinct clerk or an administrator, because you’re able to actually broker solutions as well. (W2)

She’s so *au fait* with all of the legislation, all of the government rules around boards and around the college, and she keeps all of us board members, senior management, executive team, she keeps all of us in the right place and does it very well and very professionally. (NI2 Chair)

The GP was considered to be the choreographer of governance activities and much of this work was carried out ‘back-stage’ (after Goffman, 1959), rather than in front of the key governance actors at a formal governance meeting.

### **Observation theme 4: People and relationships**

The nature of the GP role includes negotiating, mediating, transacting, consulting, and resolving in relation to the governance framework involving some or all of governors, governors as chairs of committees, the chair of the governing board, the chief executive/principal, various senior staff, professional specialist advisers such as auditors and legal officers, and relevant stakeholders.

While GPs are appointed on their capabilities and understanding of key operational activities, in their governance role they must draw on this ‘useful combination of responsibilities’ (SC1) while still maintaining the core values of ‘independence’ and ‘distance’ to perform the expected practices of an effective GP. We asked how the GPs might anchor their understanding of where their professional vision and insight lies, in the abstract and in action:

I suppose we should always remember, that . . . whomever it is that's overseeing our board and its function is always acting on behalf of the public, whose money we're spending. So I think if you come at it with that point of view that you have a responsibility to those out there that are paying for this college and the salaries of those that work here, then you have a healthy eye for faulty relationships and the need for systems, mechanisms and processes that can objectively demonstrate that you are managing those relationships. (SC1)

### *GP relationship with the chair and the chief executive/principal*

The GPs were operationally bound up in a close working relationship with the chair and CEO of their organisation, and their capacity to do the job was predicated on their capacity to successfully manage those relationships. 'It's almost as if there's a triangle there, and I think you need to be aware of your responsibility to maintain a great, a considerable amount of independence' says one GP (SC1). Indeed, it is what this independence means, what it is for, and how it is negotiated in practice that constitutes the GP's effectiveness.

There are several examples in the meeting observations where the GP clearly takes a 'step back' from engaging in being actively involved in the chair-CEO-GP triangle while the board debates certain (often difficult) issues. Despite their obvious involvement in the development and production of the materials that prompt these debates, the GP refrains from contributing to allow the debate to progress without interfering in the process. In these instances, the GP's role shifts temporarily to allow the CEO to respond to a challenge, functioning more as a monitor, and intervening only to support positive brokering to facilitate a consensus. Although we observed no serious breach of conduct at any of our research sites, should these challenges transgress the principles of good governance, the responsibility for recording and resolving any violation would fall solely to the GP.

Representing the interests of the Board, rather than that of the executive, shows that the GPs feel that this is the good governance path.

'I think it's part of the secretary to the board's role to make sure that the scales are removed from the eyes of the board in that respect. Watch out for, that paper's too long, the reason it's too long though is because it's disguising some of the key elements within it, all that kind of thing. You can become quite tuned to how all that works and that can sometimes place the secretary to the board in a difficult position because you're managing that relationship while at the same time you have a very specific relationship to the executive and the principal of the college for whom you work and that pays your salary, let's be honest'. (SC1)

Occasionally, the GP may have to act as a brake on developments if they risk exceeding the legal and ethical parameters of board action. 'The clerk to the board is very good at knowing, spotting danger and all that kind of stuff' says one chair (SC1):

They can be a bit of a pain at times [laughter] but their instincts for what's right, wrong . . . In many ways slightly over-cautious, but that's fine in terms of all the board stuff. So, they sit at the heart and control all that stuff. (SC1)

### *General working relationships*

Negotiating the specific relationship with a key governance actor or actors, while keeping the board's interests and responsibilities uppermost, appears to be the everyday practice for the GP:



I'll be keeping an eye on the time and giving the chair a gentle nudge if I think we're drifting too far over time . . . and if there's something going on out there that the members of the committee need to be aware of, I'll chip in. (NI1)

These practices, while subtle, were evident in our observations, where the GP often conferred quietly with the chair and/or the CEO during the meetings, to 'keep the business on track' (NI1).

Effective and productive governance is also equated with the achievement of a consensus, thus generating and sustaining a collective, shared approach to the development of the college:

If you can pre-empt some of that by occasionally reminding the board and setting the board up in such a way that they are aware of it in the first place that there is a requirement, a fundamental requirement for that board to operate as a single unit, in terms of recognising the differences in it but coming to an agreed position that all board members can feel represented the majority of the board's intentions and feelings. So, if that's used as a fundamental principle there is then an obligation on even those who disagree quite markedly with the way that any consensus is going to express their view and then see that there's a point at which consensus must be reached and that then stops and that must all happen within the room. (SC1).

### **Observation theme 5: Governance professional profile**

As identified by Nowland et al. (2020), the background and personal profile of the GP can be influential, though not necessarily deterministic, in shaping how the GP develops their role and influence. A simple comparison of examples from Scotland and Northern Ireland show the NI incumbents having previous experience mostly in clerical/administrative roles, and both of the Scottish incumbents having a background in more corporate activities, including auditing and planning.

In the meetings, there are numerous examples of the GPs emphasising the importance of promoting good governance by reinforcing its tenets within their own professional practices. These occurrences are often very subtle; however, these brief reminders serve to underline the good 'governance behaviour' that each of the members are expected to display. In one example, the GP reported on a recent board member recruitment exercise, which focused on achieving a gender balance in both applicants and appointees. In outlining the process, the GP stressed that 'we adhered, of course, to Ministerial guidance, and we had both students and staff representation in the process; we also had an independent person' (SC1), reinforcing to the board that the process they followed aligned with these good governance behaviours. In addition to summarising the process, in this instance, the GP closed by apologising; 'Normally, I wouldn't speak so long on a paper for nothing, but I thought that it was particularly important for this board' (SC1), punctuating this description of the good governance process by also drawing attention to the practices that should be demonstrated by the GP role in particular.

### **Observation theme 6: Perceptions of the governance professional role**

Based on our evidence, the GP role covers a variety of perceptions, emphases and experiences, running on a spectrum from senior status – including acting as a member of a college senior management team – through to a more limited range of governance administrative duties. Wherever the GP is located on this spectrum, the assumption that they will provide independent advice and guidance on governance matters is common. This spectrum of interpretations of GP status was dictated partly through the national context, with Northern Ireland particularly prescriptive about the extent of the clerk's duties (Department for Education (DfE), 2016, 2018).

In our observation of the meetings in Northern Ireland, the GP appeared to have a less active role than other GPs studied across the UK. However, despite seeming to adopt a more traditional ‘clerical’ role of draft minute-preparation and supporting Governors during the formal governance meetings, it is clear from our observations that the GP is a constant source of reassurance that the processes of governance are being followed within the board’s practices. This is evident on occasions when the chair may have overlooked the need to obtain formal approval for actions, or where regulated processes have not been followed. For example, in one college, we observed the governing board discussing the mandatory self-assessment exercise, with the chair remarking that the secretary had board members ‘under a three-line whip’ (Chair, Governing Board meeting) to complete the necessary documentation.

Looking across our case sample of colleges in the UK, some GPs have additional college management duties, with core elements in legal or planning matters, for instance with the governance service to the Board comprising only one aspect of their job.

Clearly, however, where the GP has a mixed portfolio of responsibilities, the responsibilities and reporting accountability varies between the governing board, for governance matters, and the CEO/principal for college management duties. For example, in colleges where the GP holds multiple roles, these inevitably overlap, as the knowledge gained in one role will inform the other. This arrangement has the potential to create points of tension in how the GP manages each of the roles: in some they are encouraged to participate in debate and on others they are not. Despite this tension, the GPs clearly acknowledge that the Board values the knowledge and expertise that accompanies this dual responsibility:

So, that responsibility that I have, both for supporting the board in terms of its strategic planning and also within the college for ensuring that operational planning is linked to strategy, is actually quite key from the board’s point of view and they value that connection with the operation of the college. (SC1)

### **Observation theme 7: Privilege and complexity**

The function of the GP, seen across the four UK nations, seems to be under a combination of tensions:

1. a tension in the multiple ways in which the GPs must navigate the role within local/historical conventions and national funding regulations;
2. a tension in the identity of the GPs – as that is perceived by others;
3. a perceived tension between reason and emotion;
4. a tension in loyalty to their role as GP and their other roles within college management structures.

An element of the relationship of GP to the Board and senior management is the ways in which the work is experienced as simultaneously technical and emotional, where the tension entails keeping these separate, so that the work is seen as professional and technical at all times. However, our GPs state that people skills, and especially managing the chair–CEO–GP triangle, is the crux of their role. High-level social and emotional intelligence thus appears as one of, if not the, most important attributes for a GP – the separation of the technical from the emotional is arguably artificial.

I think you have an interesting role to play because you are able to have a close dialogue with the CEO, you’re able to have close dialogue with the chair, and one of the important parts of the role in my opinion is that you’re able to take an objective viewpoint on things that may be emotive to others. (W2)

While little is cut and dried about the content of the role across our research sites, one thing around which there is indeed consensus is the delicate balance between remaining ‘at arm’s length’ (as indicated above) (SC2) and having appropriate influence.

I think being board secretary is a sort of privileged role and a slightly odd one as well because part of it is you don’t have the direct influence in terms of a decision being made (and you shouldn’t). But equally you need to have an input in terms of ensuring that decisions are being made in the right way for the right reasons, and it’s that, you know, cajoling, encouraging, pointing out pitfalls, you know, all of that side of it. (SC2)

This places the GP in the peculiar and ambiguous situation of being ‘one step removed’ (SC1) from both the operational management of the college and the processes of governance, while also being perceived by others to be ‘a strong and clear owner of the board structure’ (NI1 Chair), creating what McNulty and Stewart (2015: 2) refer to as the ‘governance space’: a contentious space in which the GPs must negotiate their role. This ambiguity is acknowledged by several GPs, one of whom acknowledged that ‘there is always that slight friction around the margins of where does the strategic and governance element of it stop, and where does the executive and operational side of it begin?’ (SC2).

## **Observation theme 8: Operating in the governance space and achieving impact**

The various GPs’ responses point to a consensus that the GP is, in part, a ‘critical friend’ (NI1) of the Board, who is supporting the interests of the college and Board. This critical friend engages in dialogue, brokering and giving necessary perspective:

So, the role of the clerk in my opinion is to make sure that the governing body have the necessary tools and know where to go to for advice should they need to. (E1)

Also:

... you’re one step removed and it’s not a vested interest, sometimes you can provide a perspective which is useful and perhaps provides a slightly different take on a situation. (SC1)

We have already identified the chair–CEO–GP ‘triangle’ as supporting the effectiveness of governing. The impact of the role of the GP requires a clear-sighted approach to the governance of colleges. The best, but admittedly difficult, way to judge the impact of the GP is to consider the various processes that the GP influences, and to reach a view about the GP’s contribution. Thus, for example, during the Covid-19 pandemic the impact of the GP might be judged by the ways in which governance operated under lockdown conditions that had been advised and delivered by the GP.

It is, of course, necessary to acknowledge that the GPs across the eight colleges do not start from an identical position of status and influence. So, impact has to be reasonably considered from what is possible, rather than a more abstract assessment frame that assumes homogeneity and shared status. In our observations in Northern Ireland, for example, the chair begins the meeting by informing the Board members that the GP herself has initiated the required role evaluation for

secretary to the governing body, after the chair has forgotten. He explains the process in detail in the interest of transparency to the Board, acknowledging that he has ‘put a spanner in the works, I forgot all about the process when [GP] first put it to me’ (NI1 Chair, Meeting 1).

This example is one among many where the GP’s influence in fostering good governance practices is hidden, but where their subtle ‘cajoling’, ‘encouraging’, ‘emotionally intelligent’ actions are integral to promoting an adherence to the principles of good governance by all of the board members, regardless of their role.

## **The smoothing agent: Sense-making, translation and mediation practices**

Our analyses of the observation and interview materials revealed how the GP engages in sense-making, translation and mediation practices to act as smoothing agent to embody, and thus shape, college governing processes and practices. These translations and mediation practices are enacted in the boundary spanning the organisational space of the college as an institution and the governance space within which the college is governed and, as such, provides an information conduit between the college and the governing board and from the governing board to the college.

### *Boundary spanner*

McKenzie (2019) extends the conceptualisation of boundary spanner, describing how the company secretary operates between the organisational space and the governance space. McKenzie (2019: 406) explains that the company secretary ‘can steer the processes of the board’ and that ‘this suggests that this role has a substantial impact on board performance’. Conversely, other recent research (Grant Thornton, 2018: 5) has suggested that the role of the company secretary – like that of the GP – has limited influence on the realisation of the organisation:

It is clear that there is a demand for the role of the company secretary to become a strategic partner in the organisation; however, these increasing responsibilities are not always being reflected through changing resource or support. Equally, there remains a legacy perception of the role in the wider organisation as one associated with company law and administration, rather than a key shaper of an organisation’s governance framework which guides and enables decisions.

Despite these assumptions, our analyses, in contrast, indicate that GPs do actively engage in shaping college governing processes and practices; by enacting the role of translator, they manoeuvre governing by influencing the chair of the governing board and/or the principal of the college, as well as other members of the board. In addition, often the GPs act as the conscience and memory of the governance of the college, remaining a constant force in the organisation as governors and senior staff members come and go. However subtle these practices may be, their pivotal role as an ‘intermediary’ (NI2 Chair) is hugely influential. Although the everyday practices of the GP may appear to be obscured, this ‘legacy perception’ seems to be contradicted in our observations. This perceived inertia does not mean that the GP does not perform influential acts in shaping the organisation, just that the other board members do not always see that they do. As such, these hidden GP practices may be akin to what Barthes (1972: 142) refers to as a ‘conjuring trick’ – the GPs are seemingly ineffectual, but at the same time are perceived as powerful mediators in governing practices. They take the knowledge/information and, acting as a conduit between the

organisational space and the governance space, modify and shape it in a form of translation and sense-making to enact the strategic aims of the organisation.

### *Smoothing agent*

Our analyses align with further research on the role of the company secretary to provide additional insight into the contribution of the GP to effective governing. For example, Swabey (2017) draws upon the work of Kakabadse (2017) to highlight the role of the company secretary as ‘smoothing agents’ (ESRC Impact Group, Sept 2020). Swabey (2017: 40) states that:

... company secretaries play a critical role in conflict resolution, facilitating and maintaining boards’ ability to function. They occupy a privileged position because they are the one person in the boardroom who truly works for the board as an honest broker and who consequently everyone trusts.

Swabey (2017) also describes the company secretary role as being a sounding board, confidant, conflict reducer, mentor, coach, and tension signaller (to the chair).

Our analyses revealed that the GP is an active player within the conflict resolution which can arise from the healthy tension of governance; in this capacity, the sobriquet of ‘smoothing agent’ can be ascribed to the GP.

### *Translator/sense-maker*

Existing research indicates that the company secretary role is liable to be under-appreciated, as much of the working governance support activity provided is conducted personally, confidentially and diplomatically, rather than publicly, loudly or openly. This caveat is matched for college GPs by Forrest et al. (2018), who reported that many GPs in England were frustrated by various barriers to their achievement of a full service to the board. This confirmed the earlier LSIS report (2012: 9) that, in the light of a national survey of college clerks in England, ‘in many colleges, they [GPs] are still underpowered, underused, or lack the skills and knowledge to help lead change in governance’. Furthermore, Chalk’s (2020: 11) findings from a survey of GPs, chairs, and principals included that ‘a significant number of governance professionals believe that the board is not making full use of their skills, knowledge and experience’. However, in contrast, our analyses revealed that, for most boards, the unique knowledge and skills of the GPs were highly valued, and that other board members, particularly the chair and principal, greatly appreciated and relied on them. In addition to being perceived as the governance adviser, working with the dynamic processes of governing, the GPs in this study were highly effective in drawing on multiple sense-making cues to respond to unexpected or potentially contradictory contributions from governors. They juggled the social relationships between governors and senior staff, and the chair and principal, to translate this sense-making into action by acting as a conduit for and between these governance actors, as well as those actors beyond the board room.

It is sometimes flippantly said of GPs that the role can bring ‘order to chaos’. As Maitlis (2005) concluded, ‘sensemaking allows people to deal with uncertainty and ambiguity by creating rational accounts of the world that enable action’. This interpretation easily connects with the role of the college GP through the provision of professional advice and the crafting of draft minutes to reflect complex discussions, followed by the relaxed, imprecise confirmation of a consensus (Weick, 1993: 635). By gathering the materials that are implicit in governing processes, then translating

them into the artefacts and practices of governing, the GP produces an outcome that consolidates the embodiment of governing in colleges. By acting as smoothing agent, the GP makes sense of the difficulties by mediating the complexities of governing processes, smoothing out the jagged edges and translating these practices into something useful. Although not a college strategic decision-maker, the GP can reasonably be considered as a 'strategic influencer' (Institute of Chartered Secretaries and Administrators [ICSA], 2015, 2/3).

It must be acknowledged that each of these unique aspects of the GP role are shaped by three dominant influences: (1) the circumstances of the college, principally the dynamics of the board; (2) the nature and expectations of senior management of the college; and (3) the personal profile of the post-holder, and their aspirations and opportunities for role development.

However, despite these differences between individual GPs in our research, the picture is developing of a role that can make a significant contribution to the governance of a college. Other features of our analysis are supported by McKenzie's (2019) work, describing the company secretary as the holder of the board's collective knowledge (as directors and non-executives come and go), a 'governance agent' in and around board processes, an 'information conduit' between management and governance, and an internal and external-facing diplomat on behalf of the board. Similarly, our observations suggest that the GP role is brought to life when operating as a competent boundary spanner, developing strong relationships with the significant actors in and around the board room and, furthermore, in translating information and knowledge to mediate the practices of governing, they act as a conduit for enacting the college as an organisation.

From this perspective it is reasonable to assert that the translator role of the college GP plays a contribution, possibly a leading contribution, to overcoming the reported conflicts in governance between performance values and procedural values (de Graaf and Paanakker, 2015), such as between efficiency and effectiveness. How this value pluralism is addressed in practice could be dependent upon the expertise of the GP.

## **Summary and conclusion**

We acknowledge that, on the surface, ethnographic observations of board meetings may not be best suited to exploring the practices of a role for which most are hidden or enacted elsewhere. However, these observations did allow us to observe the performance of the GP role within the formal practices of boards in action, which situates the GP among the other actors in the processes of governing. Such board observations have been complemented by interviews and observed working practice.

This article has provided a new insight into the contribution of the GP to the governing of colleges. In reaching this insight, the article has drawn upon a justified comparison between the college GP and the company secretary, thus benefitting from a wider published literature concerning company secretaries. Our analysis of the data from the eight participating colleges suggests that the GP should be considered as the translator of governing deliberations and decision-making in colleges. The complex and multi-layered practices of the GP revealed in these observations support the often taken-for-granted importance of this 'smoothing' agent, revealing the role of translator to be both privileged and partly hidden at the same time. When the GP is facilitated in the process or enacting relations between the other material practices of governing, the college is thereby performed into being. Thus, the GP's concern for the conduct of 'the conduct of conduct' is an essential and

required role, suggesting, as McKenzie (2019) does, that these translation practices, although sometimes hidden, are highly influential in how governing boards realise the aims of organisations.

This conclusion has significant implications for the continued development of the professional identity and practice of the college GP. The insights about the GP role revealed here provide a useful framework for informing and shaping the expectations of the role, particularly as it shifts towards closer alignment with that of company secretary. This new insight has consequences for developing frameworks for the GP recruitment, training and standard guidelines across all nations of the UK, and forms an integral part of how the GP can contribute to enacting the strategic aims of FE college organisations. At a time where the performance pressures on the governors of colleges across the four nations to achieve financially healthy and educationally successful colleges has intensified, understanding the capability, practice, contribution and development of the college GP is a vital part of achieving effective college governance.

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