

CUC

Committee of University Chairs

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Role of the Secretary to the Board in Universities

JANUARY 2024

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EXECUTIVE SUMMARY

INTRODUCTION

The role of the University Secretary has grown in stature and importance. No longer a note-taker at meetings, the Secretary is expected to understand local and global, regulatory, economic, environmental and social trends and reflect this understanding in information and support provided to the Board.

This Practice Note explores the range of operating models associated with the Secretary's role; future opportunities and challenges; the influence of structures, levels of authority, role remit as a determinant of success, critical skills and responsibilities; and the relationship between the Secretary, the Governing Body Chair, and the Head of the Institution.

In producing the Practice Note, the CUC interviewed a selection of secretaries, vice-chancellors, and chairs from across the UK's Higher Education sector. We also looked at practice in other sectors and have consulted with colleagues at AHUA, UUK and Advance HE – we are grateful to everyone for their support and contributions.

Key findings

Role differences can be found in responsibilities, job titles, levels of authority, reporting lines and where the Secretary sits in the University structure. Most universities combine the role with positions like the Registrar or the Chief Operating Officer. The role differences often reflect the distinct characteristics of each university, including its size, staff structure, culture, location and statutory instruments, as well as the national legislation (the devolved nations) and regulatory context.

While the role is unique to each institution and cannot be mapped easily from one university to another, there are typical tasks that university secretaries perform and have responsibility for, including providing authoritative advice and guidance about the University's legal and constitutional responsibility, regulatory compliance; board agenda setting, managing the flow of business within the governance structure; board member recruitment and development; the provision of advice including assurance to internal and external stakeholders; board performance and critically supporting the relationship between the Vice-Chancellor and the Chair.

Skills

Interviewees identified a broad range of skills and experience that university secretaries require that far exceed those traditionally associated with the role. Technical skills were deemed important; however, 'soft' skills such as emotional intelligence, confidence, curiosity, trustworthiness, and a strong moral compass were seen as equally if not more important. The soft skills identified reflect expectations around the need for the Secretary to be a negotiator and influencer, to be courageous, and to understand performance drivers and behaviours.

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Interviewees identified a broad range of skills and experience that university secretaries require that far exceed those traditionally associated with the role. ■■

Career Pathways

Most of the secretaries interviewed had occupied other roles in their university before their current role. Most secretaries believed undertaking the role would be much harder if they had come from another sector. In contrast, chairs and vice-chancellors agreed that those new to the sector could undertake the Secretary role as long as they had occupied other senior roles and their skills and experience matched the role profile. Most of the secretaries also said it was difficult to identify the next move once you occupied the secretary role.

Challenges and Opportunities

The Secretary can be a unique strategic leadership role unlike any other, and its value-adding capacity should not be underestimated. In an environment of geo-political instability, systemic financial pressures, a cost-of-living crisis, and high inflation, effective decision-making becomes more complex, and boards rely more on their secretaries for guidance and support. By providing high-quality advice, the Secretary can ensure boards are agile, action-focused and alert to and quickly assess the myriad of risks and opportunities facing their university. A few secretaries also reported, *"With most independent members coming from outside Higher Education, the Secretary can also be an effective translator/explainer."*

In recognising the importance of board diversity and board members with diverse skills, experience and backgrounds, a good secretary can also help develop an effective governing body. An effective secretary can provide report authors with insights into the board, the way the board operates, and the decision-making drivers for the members sitting around the table. This may also include providing the author with an indication of the independent members' preferred learning styles and engagement.

A good secretary is also privy to everything that goes on in the business, and the Vice-Chancellor may see the role as one of the standard-bearers for the organisation's culture and use the Secretary as their eyes and ears for the organisation's operations

Ironically, some of the opportunities for the role of the Secretary also pose some of the most significant challenges. As one Secretary stated, *"the role is not for the faint-hearted."* Governance is increasingly seen as incorporating everything a university does, and there is a danger, especially in combined roles, that the position becomes unmanageable, and the resourcing of the function gives the Secretary insufficient time to spend building and developing critical relationships with the Board.

There is also a risk that any governance failure is seen as the responsibility of the Secretary when good governance is a shared responsibility and must be owned by all members of the Board and the Executive. Good governance is often perceived as the panacea for preserving organisational sustainability. However, it needs to be foolproof, and other circumstances arise that lead to corporate failure unrelated to governance. One Secretary mentioned that *"the role was sometimes the pivotal contact for insurmountable problems."*



The role is sometimes the pivotal contact for insurmountable problems. ▲▲

CONCLUSION

The role of the Secretary has changed fundamentally over time. As thought leadership on good governance evolves, and artificial intelligence continues to impact how information is generated, further changes can be expected. At best, a high-functioning secretary can enable high-quality strategic decision-making at board and executive meetings, leading the university to long-term success and sustainability.

In an environment where the Secretary is empowered to act and has the right skill set and personality traits, secretaries can be the bedrock of university governance, aligning reporting, covering compliance and strategy to ensure that the board has comfort in areas where there can and should be certainty, allowing the uncertain and unpredictable to be dealt with in the boardroom.

Additionally, the CUC believes that a strong, robust, effective secretary is a good indicator that the University's governance will be highly effective. The Secretary can be the critical stability that maintains alignment of the Board in a crisis or difficult situation and should be someone who can be relied upon to do the right thing at the right time for the University.

In considering how to maximise the effectiveness of the Secretary role in your university, chairs, secretaries, and vice-chancellors may wish to consider the questions in Appendix 1 of the full practice note.

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A high-functioning secretary can lead the university to long-term success and sustainability. ”



PRACTICE NOTE

Role of the Secretary to the Board in Universities

INTRODUCTION

As universities find themselves operating in increasingly complex environments characterised by high levels of uncertainty, volatility, and disruption, the need for good governance and effective stewardship by governing bodies has never been greater and as the principal architect of the Governing Body and the person responsible advising on board development, the University Secretary¹ plays a critical role in supporting the success of the Governing Body.

This Practice Note explores:

- The changing nature of the role;
- The range of operating models associated with the Secretary role and the positives and negatives of each one;
- Current and future opportunities and challenges associated with the role;
- The influence of structures, levels of authority and role remit in terms of success;
- Practice in other sectors and globally;
- Career pathways and understanding of the role;
- The critical skills and responsibilities associated with a good Secretary;
- The relationships between the Secretary, the Governing Body Chair, and the Head of the Institution.

The Practice Note aims to highlight current practice, promote understanding of the role and its complexities, challenge any misconceptions and encourage reflection on the opportunities and challenges associated with the role. The note is relevant to anyone interested in Higher Education (HE) governance.

In producing the Practice Note, the CUC has interviewed a selection of secretaries, vice-chancellors, and chairs from across the UK's Higher Education sector. We have also looked at practice in other sectors globally and have consulted with colleagues at AHUA, UUK, and Advance HE. We are grateful to everyone for their support and contributions.

¹ By Secretary we mean the person responsible to the Governing Body for the provision of operational and legal advice in relation to compliance with governing instruments, including standing orders. They are also responsible for ensuring information provided to the Governing Body is timely, appropriate and enables informed decision making.

CONTEXT

As the demands on universities grow and, the range of responsibilities and activities of governing bodies develop, accordingly, the role of the University Secretary has grown in stature and importance. The role is very much that of a senior governance professional, reflected in the wide-ranging responsibilities and variations in the role. To maximise their effectiveness, today's Secretary needs to understand local and global regulatory, economic, environmental, and social trends and how to incorporate those trends when supporting the board

In many cases, the Secretary is regarded as the person who embodies institutional governance and the legislative function of a higher education institution. In many universities, the Secretary is now a trusted adviser for the Vice-Chancellor and the Chair and plays a pivotal role in creating strategic value and supporting institutional sustainability.

The growth of the role is in parallel with the increased importance attributed to corporate and institutional governance and the demand for transparency and accountability by stakeholders who require assurance that regulatory rights and responsibilities have been exercised.

The importance of the role is underpinned by the legal requirement for charities to appoint a Secretary, its inclusion in university statutory instruments and its place in various pieces of guidance. The CUC Higher Education Code of Governance specifies that:

'All governing body members should have independent access to the advice and services of the Secretary, who must ensure that governing body members are fully aware of the appropriate rules, regulations and procedures. The Secretary should be senior enough to ensure the Governing Body and the Executive act in a way that complies with the institution's regulations and is independent enough to provide challenge when this is not the case.

"Arrangements for the appointment or removal of the Secretary may be defined by governing instruments; where they are not, it must be a decision for the Governing Body as a whole.²

According to the July 2018 UK Corporate Governance Code, "All directors should have access to the advice of the Company Secretary, who is responsible for advising the Board on all governance matters.:

'all directors should have access to the advice and services of the Company Secretary,³

The King IV Report⁴ suggests that even for those companies not required by the Companies Act to employ a Company Secretary, it is good practice to do so.



The Secretary plays a pivotal role in creating strategic value and supporting institutional sustainability. ▲▲

² CUC (2020) Higher Education Code of Governance p18

³ Financial Reporting Council (July 2018) UK Corporate Governance Code p7

⁴ The Institute of Directors in Southern Africa (IoDSA), King IV Report on Corporate Governance for South Africa, IoDSA, 2016, p49



THE RESPONSIBILITIES OF THE UNIVERSITY SECRETARY

Core Elements

While the role is unique to each institution and cannot be mapped easily from one university to another, there are common tasks that university secretaries perform and have responsibility for, namely:

- providing authoritative advice and guidance about the University's legal and constitutional responsibility to governing bodies under the charter, articles, and ordinances;
- regulatory compliance and how regulatory responsibilities should be discharged;
- managing agenda-setting and the preparation and presentation of material to the Governing Body;
- the flow of business within the governance structure;
- supporting the Chair in managing relationships between board members and board dynamics;
- enabling assurance to internal and external stakeholders – covering the sustainable, environmental, social and governance reporting; coordination of the annual report;
- supporting the Nominations Committee in succession planning, recruitment, induction, and the development of board members;
- the provision of advice and support during governing body meetings and the management of conflicts of interest that can arise in the ordinary course of the Governing Body's work;
- the provision of legal advice or commissioning legal guidance;
- managing the quality of information presented to the Governing Body and safeguarding governance standards;
- initiating board effectiveness reviews;
- maintaining registers and records of decision-making.

In most universities, they will have line management responsibility for any other staff supporting the main Governing Body.

The commonality in the responsibilities of the Secretary is also reflected in the CUC Code:

The Secretary (or Clerk) is responsible to the Governing Body for the provision of operational and legal advice about compliance with governing instruments, including standing orders. They are also responsible for



The role is unique to each institution and cannot be mapped easily from one university to another. ▲▲

ensuring that information provided to the Governing Body is timely and appropriate and enables informed decision-making. The Secretary has a duty to keep governing body members briefed on all relevant developments in governance and accountability. All governing body members should have independent access to the advice and services of the Secretary, who must ensure that governing body members are fully aware of the appropriate rules, regulations and procedures.⁵

Variable Elements

Role differences can be found in responsibilities, job titles, levels of authority, remit, reporting lines and where the Secretary sits in the University structure.

The role differences often reflect the distinct characteristics of each university, including its size, staff structure, culture, location and statutory instruments, as well as national legislation (the devolved nations) and regulatory context.

Combined Roles

In the majority of universities spoken to, the role of Secretary includes responsibility for all, or nearly all, professional staff (sometimes recognised as a combination of the Registrar or the Chief Operating Officer position) covering Human Resources, IT, Health and Safety, Student Welfare, Library Services and Planning. In other institutions, the range of professional staff responsibilities is reduced. Still, it can include some or all responsibility for corporate strategy, oversight and implementation, horizon scanning, risk management, business continuity, business planning and corporate communications. Most secretaries we spoke to reported roles incorporating at least some of these responsibilities.

Some secretaries had responsibility for corporate governance, whereas, for others, it was combined with responsibility for academic governance. The Secretary may also be the Secretary to associated companies. The variations in responsibilities meant some secretaries were responsible for small teams with a few direct reports. In contrast, others may have 11 or more direct reports and responsibility for teams exceeding a thousand staff members.

The benefits of including responsibilities for professional services roles ensured secretaries had insight and an in-depth understanding of the workings of institutions and relationships across the University, enabling them to identify related governance issues quickly. Other benefits were highlighted as providing the Secretary with sufficient authority to make a valuable contribution and be a credible member at executive team meetings, enabling the Executive team to be kept small. Secretaries with these responsibilities saw them as enhancing their ability to perform their role effectively.



The Secretary must always act in the long-term interests of the institution by challenging behaviours and the misuse of powers. ▲▲

⁵ CUC (2020) HE Code of Governance p18

Concerns about combined roles recognised that there was a danger that the Secretary had insufficient time to spend on the role. The University of Gloucestershire, amongst others, had overcome this by creating a Deputy Secretary role where tasks could be delegated to ensure that the Secretary focused on relationships.

Another concern when combining roles was ensuring the person can retain an independent view. The Secretary must always act in the long-term interests of the institution/organisation by challenging behaviour or ultra vires acts or the misuse of executive or governing powers. The Secretary is also responsible for enforcing the Governing Body's will and must be confident to act independently if necessary.

Secretaries whose roles were combined identified protocols and procedures to ensure that conflicts of interest were avoided, and some secretaries also reported that conflicts "were more perceived than real".

There are examples in the sector where the role is focused on governance only (data protection, risk, legal compliance, policy). These institutions saw this as desirable as it reinforced the role's independence, and conflicts of interest were less prevalent.

The CUC Code is clear that:

*To appoint a Secretary to the Governing Body and to ensure that, if the person appointed has managerial responsibilities in the institution, there is an appropriate separation in the lines of accountability.*⁶

Other differences emerged around the extent to which the Secretary had become a trusted adviser to the Vice-Chancellor and the Chair, and they were engaged in broader issues than governance and legislative compliance.

Our view is that the relationship between the Vice-Chancellor, the Chair of the Board and the University Secretary is essential for the effective governance and management of the institution. The Vice-Chancellor is the University's top executive, responsible for its day-to-day operations. The Chair of the Board is the Governing Body's leader, which oversees the University's overall performance and long-term sustainability.

The CUC Code is clear that:

*"Good governance requires more than the development of processes since it is built on strong relationships, honest dialogue and mutual respect."*⁷

The CUC believes that the triadic relationship between the Vice-Chancellor, the Chair of the Board and the Secretary is at the core of this. A strong relationship between these three individuals is critical to a well-managed university whose interests are protected. The Vice-Chancellor and the Chair of the Board should work together to set the University's strategic direction and ensure that the Board effectively monitors the Vice-Chancellor's performance. The University Secretary can facilitate this communication and ensure the Board has all the information it needs to make informed decisions.



The relationship between the Vice-Chancellor, the Chair of the Board and the University Secretary is essential for the effective governance and management of the institution. ■■

⁶ CUC (2020) HE Code of Governance p23

⁷ CUC (2020) HE Code of Governance p7

The University Secretary can also provide valuable advice to the Vice-Chancellor and the Chair of the Board on various issues, such as corporate governance, compliance, and risk management. By working together, these three individuals can help to create a strong and effective corporate governance framework that will protect the University's interests and ensure its long-term success.

Here are some specific ways in which the relationship between the Vice-Chancellor, the Chair of the Board and the University Secretary can be beneficial:

- The Secretary can support the Vice-Chancellor and the Chair of the Board in working together to develop a shared vision for the University and to ensure that the Board is aligned with the strategic priorities.
- The University Secretary can provide the Board with independent advice and support on various issues, such as corporate governance, legislation, and risk management. This independent advice gives greater assurance to the Board that it the University is compliant.
- The University Secretary can help facilitate communication between the Vice-Chancellor and the Board, ensuring the Board has all the information it needs to make informed decisions.
- The Secretary can also act as a mediator and troubleshooter, helping resolve conflicts or disagreements between the Vice-Chancellor and the Board.

Reporting Lines

Most secretaries reported directly to the Vice-Chancellor but were in regular contact with the Chair, who often fed into appraisals. In some institutions, this was a formal "virtual dotted line" involving active feedback from the Chair.

A few secretaries reported directly to the Chief Operating Officer, and other secretaries had a dual line of reporting to the Chair and the Vice-Chancellor. The exception was the Secretary at City University of London, where the reporting line was to the Chair, an arrangement that has been found to work well by successive chairs, vice-chancellors, and university secretaries at City. The Secretary also noted it was a system that allowed him to easily demonstrate his independence from the Executive, which would be advantageous if the University faced difficulties. Having the Secretary report directly to the Chair is also recommended by the Chartered Governance Institute.

There were some variations in contact between the Secretary and the Chair and the Secretary and the Vice-Chancellor; however, most interviewees said, at a minimum, there was weekly contact if not daily and sometimes more than once a day if required.

While all secretaries reported attending the executive or senior leadership team meetings, not all were members. This was beneficial for occasions when the Secretary may disagree with a decision being made and allows the Secretary to be open and transparent.

Some chairs believed there were significant advantages to secretaries being members of the executive team and having a senior executive role. These included providing operational insight into the broader sector context, which gave them more credibility and standing with board members and other university staff.

Where secretaries were not members of the Executive team, this was deliberate and was deemed to support the role's independence, enabling the Secretary to take a stand on issues and decisions they opposed. For similar reasons, it is helpful for the appointment of the Secretary to be led by the Board and the Chair.

All secretaries reported that they would be unable to perform their role without attending Executive team meetings. This was because of the insight these meetings provide into activities across the University, the opportunities presented to challenge decisions and actions before they happen, and the credibility it gives them with staff in the University.

Key Skills

Interviewees identified a broad range of skills and experience that university secretaries require. Technical skills were deemed necessary, but because of the importance attributed to relationship management, 'soft' skills such as influence, building trust, a strong moral compass and emotional intelligence were seen as equally if not more important. The soft skills identified reflect expectations around the need for influence, negotiation, and understanding of board dynamics and behaviours and their impact on performance.

According to the Chartered Governance Institute (CGI), the skills and attributes of the best company secretaries are closest to those of the Chair: 'Humanity, humility, high intelligence, understanding of agendas, negotiation and resilience. A successful corporate secretary possesses not only a knowledge base but also the attitudes and personal qualities that reflect the values of an organisation, intangibles that aren't covered in a job description; personality traits and qualities may be as important as accomplishing tasks.'⁸

Interviewees stated that secretaries should possess the following skills:

- **Knowledge:** all interviewees believed that secretaries need to understand all aspects of the business, including the macro environment (covering the political, economic, technological and social environment) in which the University operates and need sufficient understanding of governance, including academic governance, to provide advice and challenge to senior leaders. One chair highlighted that university boards are very political, and secretaries must be able to navigate that.
- **Organizational skills** - it was recognised that secretaries must be methodical and systematic in carrying out their responsibilities.
- **Well-developed analytic skills.** Interviewees reported that secretaries need the ability to digest, distil and master large quantities of information, often in a short time frame. It was also recognised that they must understand and interpret legal jargon and complex



A successful secretary possesses not only a knowledge base but also the attitudes and personal qualities that reflect the values of an organisation. ■■

⁸ Chartered Governance Institute (2013) The Company Secretary: Building Trust Through Governance p6

language to present information to board members and senior officers. Analytical skills were also highlighted as important in enabling secretaries to review the Board's structure, governance practices, and performance and interpret financial, and other, data.

- **Detail-oriented.** It was agreed that successful secretaries needed to be detail-focused with an ability to create company policies and guidelines whilst thinking and having a focus on strategic issues and horizon scanning for risks and opportunities.
- **Excellent communication skills.** The role of the Secretary was seen as educational and informative, acting as the interface between the Board, senior management, and stakeholders. It was highlighted that the Secretary needs to be adept at communicating with employees at all levels in the University, and as described by the Chair at the University of York St John, the Secretary needs to "speak to listen";
- **Project Management Skills.** Secretaries reported having to juggle projects often with competing priorities, and the ability to manage these effectively was deemed essential.

Softer Skills

- **Leadership.** It was recognised that secretaries needed to be leaders of people, facilitate effective board leadership, and exemplify the University's values. Rarely will there be a lengthy period where a board does not make a decision that requires some form of change. In this context, the Secretary will exercise their influence to create impact and change within the organisation.
- **Confidence.** The need to be confident was recognised by all interviewees, who closely aligned this with the leadership skills secretaries required. "Secretaries are trusted advisers to the Board and the Executive, and they need confidence in the advice they give to support credibility with colleagues. The importance of being prepared to be the lone voice to stand up for what you believe is right in the face of pressure from colleagues who can be more senior" was noted as a key attribute.
- **Courage.** Courage was often linked to instances where the Secretary must challenge behaviour or the misuse of executive or governing powers in the interests of the University, which may involve disciplinary matters and personal risk for them.
- **Emotionally intelligent.** This phrase covered a range of soft skills, including confidence, influence, persuasion, and empathy. Empathy and an ability to be persuasive were deemed particularly useful in managing the relationship between the Chair and Vice-Chancellor. The HE Code is clear: 'Good governance requires more than the development of processes since it is built on strong relationships, honest dialogue and mutual respect'⁹ The CUC believes the role of the Secretary is vital to this.
- **Integrity.** Secretaries are required to always act in the interests of their university and do the right thing. "You have to be clear about your lines – what you would resign over." Secretary to the Board at Leeds Beckett University.
- **Trustworthy.** Being able to build trust and being trustworthy were seen as essential traits. Secretaries need to hold the trust of the



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⁹ CUC (2020) HE Code of Governance p7

Board and staff across the University. The Secretary will have access to financial information and other sensitive information about the organisation and must use discretion and be able to keep confidential information. The Secretary is also responsible for ensuring the Board and senior officers comply with laws and regulations and conform to stated policies.

- **Curiosity.** Curiosity was seen as an essential trait of secretaries in identifying problems at an early stage. “The more curious you are, the better you can join the dots.” Chief of Staff and Clerk to the Board UWE.
- **Problem solvers and creative thinkers.** You need to know enough about all the business areas to identify issues and how these can best be resolved quickly.
- **Resilience.** Bouncing back in the face of criticism and challenge was linked closely to confidence.
- **Adaptability.** Adaptability was described as essential as “the role is always changing”. Secretary at Bangor University.
- **Humility.** The ability to admit mistakes and accept others’ suggestions was considered to be essential in building trust.

Career Pathways

Most of the secretaries interviewed had occupied other roles in their university before taking on the Secretary role. The move into the Secretary role was often a promotion and only in a few cases followed a governance role. Secretaries promoted through university structures believed it would be much harder to undertake the role if they had come from another sector.

This view, by and large, wasn’t shared by chairs and vice-chancellors who believed that the Secretary role could be undertaken by those new to the sector as long as they had occupied other senior roles and their skills and experience matched the role profile – one Chair believed that secretaries from another sector should have experience of running a large government department.

Equally, only a few secretaries held the CGI professional postgraduate diploma. Most interviewees believed that qualifications were less important than experience and on-the-job learning. Secretaries are also supported by a highly professional and well-organised professional association (AHUA), which provides opportunities to connect with secretaries at other institutions and to bring in ideas and solutions from other institutions.

Secretaries expressed concern that the chances of progression from a role in governance to Secretary within the same University were slim. Some secretaries highlighted the importance of giving more thought to succession planning and promotion from internal governance structures.

Most of the secretaries also said it was challenging to identify the next move once you occupy the Secretary role short of moving to another sector. One secretary indicated that it was important that the person doing the position didn’t aspire to be a vice-chancellor to protect the University and preserve the role’s independence. However, there is an alternative view that the Secretary role would be an excellent preparation for the post of vice-chancellor.



*The role is
always changing
and adaptability
is essential ▲▲*



OPPORTUNITIES AND CHALLENGES

Opportunities

As the critical link and interface between the Board and the Executive Team, the Secretary can be a unique strategic leadership role unlike any other.

In an environment where the Secretary is empowered to act with the right skill set and personality traits, secretaries can be the bedrock of university governance. Good governance can guide the University to long-term success and sustainability. 'Its value-adding capacity can go beyond economic perspective and monetary worth to non-confrontational conflict resolution in striving for consensus amongst the Board, ensuring good communication, and holding the institution's best interests above all else.'¹⁰

In an environment of geo-political instability, climate change, a cost-of-living crisis, systemic financial pressures and high inflation, effective decision-making becomes more arduous, and boards must demonstrate effective leadership and rely more on their secretaries for guidance and support. By providing high-quality board papers, advice, and support (informal and formal guidance and training), the Secretary can ensure boards are agile, action-focused and alert to and quickly assess the myriad of risks and opportunities facing their university. With most independent members from outside HE, the Secretary can also be an effective translator/explainer.

'Diversity of membership on boards and governance bodies in various sectors is a key element in successful boards which effectively lead, monitor and advise their executive.' While much progress has been made in improving gender balance on boards, universities recognise more needs to be done, and the Secretary can play a crucial role in driving this forward¹¹. [The Advance HE board diversity toolkit](#) can support Secretaries in achieving this.

In recognising the importance of board diversity and board members with diverse skills, experience and backgrounds, a good secretary can also help develop an effective governing body and ensure that the talents and expertise around the table enable high-quality strategic decision-making.



In an environment where the Secretary is empowered to act with the right skill set and personality traits, secretaries can be the bedrock of university governance. ▲▲

¹⁰ Kakabadse, A. Khan, N and Kakabadse, N.K. (2016) Company Secretary: a role of breadth and majesty

¹¹ Shafi, A. Clark, D. Norman, L. Andrews, A. (2023) Striving for Diversity of Leadership: Governance in UK Higher Education Institutions

An effective secretary will support the Chair in optimising the contributions of all board members. There are possibilities for the Secretary to tease out the best possible contribution from each board member, acting with independence and impartiality, which fosters internal credibility and a reputation for brokering relations.

Secretaries can support chairs by sharing their views and helping align the interests of different parties around a boardroom table, facilitating dialogue, and gathering and assimilating relevant information to enable effective decision-making. They are often the only people to know first-hand how the decisions have been reached.

A good secretary can also deliver strategic leadership, acting as a vital bridge between the Executive and the Board, facilitating the delivery of organisational objectives. A vice-chancellor also has a critical role in helping to ensure that the Secretary's voice around the Executive team is seen as the voice of the Board whilst ensuring the Secretary isn't too disconnected and too aligned with the Board.

An effective secretary can provide report authors with insights into the Board, how it operates, and how board members may react and likely make decisions they will arrive at. This may also include providing the author with an indication of each board member's various styles and learning preferences.

By regularly reviewing governance arrangements (through effectiveness reviews, appraisals, etc.) and performance to ensure that strategic decision-making at board level is effective and board members add value in turbulent times, the Secretary can add much value to the business.

Other opportunities lie in the privileged position held by the Secretary - they are privy to everything that goes on in the business and have a skill set that gives them the ability to take on additional roles. The Vice-Chancellor may also see the role as one of the standard-bearers for the organisation's culture and use the Secretary as their eyes and ears for the University's operations.

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Challenges

Ironically, some of the opportunities for the role of the Secretary also pose some of the most significant challenges.

Secretaries face several practical challenges with directors, employees, and management in fulfilling their diverse roles and responsibilities. One Secretary highlighted that *“the role is not for the faint-hearted.”*

Challenges associated with the role include:

- An uncertain and complex operating environment. Universities are facing enormous pressures, and, in this context, decision-making becomes more complicated. How and what information is presented becomes critical in supporting effective board performance and high-quality decision-making. The transition to online working during the pandemic added another layer of complexity for secretaries who still needed to manage board dynamics, build relationships and induct new members.
- Governance is increasingly seen as incorporating everything a university does, and there is a danger, especially in combined roles, that the position becomes unmanageable. Concerns have been voiced that the resourcing of the function in some of these roles gives insufficient time for the Secretary to spend building and developing critical relationships with the Board.
- There is also a danger that any governance failure is seen as the responsibility of the Secretary when, in fact, good governance is a shared responsibility and must be owned by all board members, including the Executive. All staff have a responsibility for behaviours that support good governance. While the Secretary can help establish and promote values and behaviours the University expects, they cannot account for the behaviour of individuals.
- Good governance is often perceived as the panacea for preserving organisational sustainability; however, it is not foolproof, and other circumstances that lead to corporate failure unrelated to governance also arise. One secretary mentioned that *“the role was sometimes the pivotal contact for insurmountable problems”*;
- Meeting the demands of the Regulator. Demands for more accountability and transparency are closely aligned with more significant reporting requirements and what has become “regulatory creep” in some jurisdictions. The additional burden associated with this usually lies firmly with the Secretary.
- Raising awareness of the role. It was recognised that the term ‘governance’ and the Secretary’s position is not widely understood. Historically, it has been inward-facing within organisations and predominantly head-office-based, limiting the opportunity for colleagues across the institution to become familiar with those who perform the role and what they achieve. The profession’s low profile

is also partly down to the inherent discretion of those who perform it, and the lack of public attribution of credit for the difference they make, including problems averted and opportunities managed. The challenge facing those in the role is that if the profession's value cannot be easily explained, there is a risk that the position and those who perform it will be underappreciated and consequently devalued.

- Some secretaries expressed frustration that the term 'secretary' skewed the perception of their role by board members and senior management in the universities, with its connotations of a purely administrative function. The frustration with the title also extended to describing the role to friends and family in other occupations and sectors.
- Preparing senior and academic leaders for engagement with board members without understanding the Board's role. It was suggested this would be aided with greater clarity of the impact of the function, as the breadth of knowledge and skills of governance professionals can only support awareness of its unique and vital role.
- Acting as the third person in the Vice-Chancellor's and the Chair's relationship. Different views emerged about the Secretary's role in this situation. Some interviewees stated that difficulties would be resolved between the Vice-Chancellor and the Chair, and the Secretary didn't have a position. Others said that secretaries need soft skills to ensure that both sides understand the different perspectives in a way that allows some compromise or consensus to emerge. The Secretary's role becomes highly challenging when the two remain firmly entrenched in polar positions.
- They are viewed as power players by other members of the Executive – this can cause distrust and hostility. Interestingly, one secretary noted that vice-chancellor turnover was closely aligned with turnover in the Secretary role. At one level, this is unsurprising as the relationship between the Secretary and the Vice-Chancellor is critical. However, there are examples of long-serving secretaries overseeing the recruitment of three successive vice-chancellors.
- Technology has significantly impacted the Secretary's role over time. Electronic board packs are used widely across the HE sector and have been welcomed by secretaries. Although some board members still request hard copies of board papers, they have created efficiencies. The move to online and hybrid working has increased attendance. However, it has added another layer of complexity to board meetings. It is harder for secretaries to support the Chair in managing board dynamics and behaviours inside and outside the Boardroom – with fewer in-person conversations and contact. Gauging body language, understanding the nuanced behaviour and maximising the contribution of board members, with some members online and others attending in person, is difficult.

Interestingly, none of the secretaries saw maintaining their independence as a significant challenge as, over time, structures, processes, and protocols had been developed to allow the Secretaries to retain their autonomy where potential conflicts of interest arose.



The Secretary can occupy a pivotal position in the Boardroom and – nobody should underestimate this function. ▲▲

What can we learn from other sectors?

The varied role played by the Secretary across organisations is undoubtedly mirrored in other sectors. The position can differ significantly depending upon the seniority of the job role, the size and complexity of the organisation, and the industry's peculiarities. In the NHS, the Secretary must also work with and understand clinical governance and commissioning boards. In the private sector, the Secretary is responsible for shareholder management and more responsibility for external stakeholder engagement.

In the private sector, the closest match to the University Secretary's role is that of the Company Secretary. Appendix 2 offers a broad list of tasks defined by the ICSA that the Company Secretary will undertake.

As in the Higher Education sector, the Company Secretary can have diverse tasks that differ significantly from their original role of 'note taker' at board meetings, and they occupy a pivotal position in the Boardroom. They are often called the "guardians of the business."¹² A Company Secretary has many duties critical to protecting and helping a company achieve its strategic goals - 'Nobody should underestimate this function.'¹³

Depending on the size of the organisation, the Company Secretary's "function" may refer to an individual, who is usually a member of the senior team and often legally qualified, such as a general counsel, or it may be carried out by an available counsel-led legal team or by a separate company secretariat team. For some smaller businesses, the Chief Finance Officer may take on the role title and will delegate or outsource the relevant statutory functions. It is not uncommon for company secretaries to work across multiple organisations. This differs from practice in universities.

The Board of Directors appoints the Secretary, but reporting arrangements again differ. A Grant Thornton¹⁴ report showed that some secretaries report directly to the Board, others have a reporting line to the executive, a dotted line to the Board, and others only to the executive. The report links the reporting arrangements to the nature, impact and seniority of the role, including qualifications.

During interviews, some chairs expressed a strong view that the sector is too insular, too much weight is given to the unique context of HE university governance, and lessons can and should be learned from governance practice in other sectors. They viewed the Secretary's role as an opportunity to transform and create more professional, dynamic boards with strategic vision (not just a group of wise individuals) that are more agile and not constrained by bureaucracy and size. The private sector was believed to be better at this.

In addition to having an eye on internal practice, it was suggested that university secretaries need to have an external focus on governance practice elsewhere and engage more with external stakeholders - the Secretary in the private sector plays an important in shareholder engagement and, in some cases also has responsibility for external stakeholder engagement and an outward focus incorporating investor engagement.

¹² Vistra (2022) Key functions of the Company Secretary and why the role is more important than ever.

¹³ Holmes, D.R. (1998) 'Some Personal Reflections on the Role of Administrators and Managers in British Universities' p112

¹⁴ Thornton, Grant (2018) Is the role of Company Secretary fit for the future? Kakabadse, A. Khan, N and Kakabadse, N.K. (2016) Company Secretary: a role of breadth and majesty

The CGI reported that ‘investor engagement and an outward focus was now an enormous part of the Secretary’s role.’¹⁵ Some vice-chancellors questioned the capacity of the role to take on this responsibility and its desirability as there were staff in the University with dedicated positions around engagement with external stakeholders and partners.

However, university secretaries have an essential role in engaging with internal stakeholders, particularly students – whether it is the student representatives on the Board or providing expert advice to the Student Union on its governance.

Some chairs believed that combined roles make it difficult for the Secretary to spend time understanding board dynamics and building relationships with individual board members to support understanding of preferred learning formats and decision-making styles to maximise their contribution. It was also suggested that the Board’s size could inhibit the Secretary’s ability to develop this understanding.

Resourcing the function is equally challenging in the private sector, with 33% of Company Secretaries feeling under-resourced¹⁶. The average size in the FTSE 100 is 8.5 people, compared to 2.3 people in the FTSE All Share.³⁷ In the NHS specifically, the majority of Company Secretaries (66%) had one to five members in their team. 9% had none, 12% had six to ten and 13% had more than ten. HE professionals were seen to have the most resources; however, the comparison seems unfair given the breadth of responsibility associated with the combined roles and the institution’s size.

Interestingly, a study by ICSA in 2014 reported that company secretaries suggest their role should become recognised as a standalone, professional service provider to the Chair and the Board:

‘The role is too big to be split with other roles... I think it’s a mistake, certainly, for larger corporates... there are inherent conflicts, and I don’t think [the] CFO or chief legal should have combined [with the Company Secretary] hats on... I think chairs may well want to see a world where they have ownership of the Company Secretary to drive the most efficient and effective board.’¹⁷

The CGI states that to be effective, the Company Secretary’s direct reporting line should be to the Chair, and there should be parity of esteem and good teamwork between the ‘triumvirate at the top’ – the Chair, the Company Secretary, and the Chief Executive Officer.¹⁸ The CUC believes an effective relationship between these three individuals is crucial to good university governance practice.

From this brief analysis, it is probably easier to point to small nuances and similarities than differences in the Secretary role. However, differences in governance practices can be found across sectors, which secretaries would benefit from understanding and how it could be helpful in their position. For example, the private sector is more able to attract more diverse boards, and there appears to be more fluidity in the movement of secretaries between industries and organisations.

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Strong ethics, confidence and a willingness to challenge is critical to the Secretary’s role. “

¹⁵ Chartered Governance Institute (2014) The Company Secretary: Building Trust Through Governance (Kakabadse, A. Khan, N and Kakabadse, N.) p7

¹⁶ Thornton, Grant (2018) Is the role of Company Secretary fit for the future?

¹⁷ Chartered Governance Institute (2014) The Company Secretary: Building Trust Through Governance (Kakabadse, A. Khan, N and Kakabadse, N.) p47

¹⁸ Chartered Governance Institute (2014) The Company Secretary: Building Trust Through Governance (Kakabadse, A. Khan, N and Kakabadse, N.) p7

What are the critical success factors?

When asked about critical success factors and maximising the effectiveness of the role, interviewees gave a range of answers. Not surprisingly, given that the Secretary's position reflects the diversity of each institution, most interviewees thought that the structures and arrangements in place in their institution were effective.

Our review has suggested that the following were important in maximising the effectiveness of the role:

- Personality of the Secretary – strong ethics¹⁹, confidence and a willingness to challenge is critical to the Secretary's role.
- Having credibility with the Executive and playing a vital role in all leadership team meetings – “It may not be necessary to have held a senior role before occupying the position, but it certainly helps” Secretary at City University.
- The ability to manage the relationship between the Chair and the Vice-Chancellor when they have diverse perspectives. As one Secretary reported, “Anyone can do the job when ‘all is sweetness and light’. The question is what happens when important people aren't seeing eye to eye, or when you need to say that a whistleblower has a point”.
- Independence. The Secretary must be visibly independent and confident in speaking without fear and acting objectively within the law in the institution's best interests.
- The ability to build effective relationships.

The literature is clear that the Secretary is most effective when the role transcends legal and regulatory compliance to being a trusted adviser, with a strong focus on building relationships and influencing and guiding high-quality strategic decision-making at board and executive meetings. Contributing to the Board's business requires trust in relationships at the Board table and with those managers and other executive team members reporting to the Board. In this regard, “...there are social and psychological dimensions of space inherent in the behavioural dynamics of boards that need to be developed for the Boardroom to be a place where effective governance can thrive”. Without developing the Boardroom as a social and psychological space in which relationships between directors flourish, the Board in all its physical materiality can give the appearances of good governance but fail in practice to deliver the substance of good governance”.²⁰

Additionally, the CUC believes that a strong, robust, and effective secretary indicates that the University's governance will be highly effective. An institution where the role has been downgraded to minute-taking and distributing agendas will be more likely to have poor governance. The Secretary can be the critical stability that maintains alignment of the Board in a crisis or difficult situation and should be someone who can be relied upon to do the right thing at the right time for the University.

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The literature is clear that the Secretary is most effective when the role transcends legal and regulatory compliance to being a trusted adviser. ▲▲

¹⁹ Some of the elements of a strong work ethic are integrity, reliability, responsibility, productivity, sense of teamwork, discipline, dedication, and professionalism. People with a strong work ethic place a high value on their professional success and treat others with respect and fairness.

²⁰ Robertson J, May 2018 'The Role of the Company Secretary'

CONCLUSION

The role of the Secretary has changed fundamentally in recent times. As thought leadership on good governance evolves, and artificial intelligence continues to impact how information is generated, further changes can be expected.

In an environment where the Secretary is empowered to act with the correct skill set and personality traits, secretaries can be the bedrock of university governance, aligning reporting, covering compliance and strategy to ensure that the Board has comfort in areas where there can and should be a certainty, allowing the uncertain and unpredictable to be dealt with in the Boardroom. At best, a high-functioning secretary supports high-quality strategic decision-making at board and executive meetings, leading the University to long-term success and sustainability.

In considering how to maximise the effectiveness of the Secretary role in your University, chairs, secretaries and vice-chancellors may wish to consider the questions set out in Appendix 1.



APPENDICES

APPENDIX 1

Questions for Chairs, Secretaries and Vice Chancellors to consider

- Does the Board and the Executive fully understand the Secretary's role?
- Is the Secretary a highly valued contributing member of an effective board? If not, what needs to change?
- Is the Secretary a highly valued contributing member of an effective executive team? If not, what needs to change?
- Is there a transparent resourcing model that ensures the demands on the Secretariat are effectively resourced?
- Is a clear skills matrix identifying the skills and competencies needed? Is this used to support the professional development of the Secretary, succession planning and the resourcing model?
- Are current arrangements for managing conflicts of interest adequate if scrutinised?
- Is there a clear protocol for dealing with a dispute between the Vice-Chancellor and the Chair?
- Is good governance in the University dependent on the people occupying key roles in the University structure? Are you stress-testing the golden triangle relationship between the Chair, Vice-Chancellor and the Secretary to look at the impact on governance should one of these individuals leave? If so, what, if anything, needs to change?
- Has there been an assessment of how current governance arrangements would cope in an emergency or crisis?
- Are the skills and experience of the Secretary team the most relevant and useful to delivering good governance?
- Is the team size sufficient for the Secretary's current responsibilities?
- Are current reporting arrangements effective?
- Is the Vice-Chancellor confident that the Secretary would challenge the Chair if necessary?
- Is the Chair confident that the Secretary would challenge the Vice-Chancellor if necessary?
- Is the Secretary sighted on developments in governance in other sectors?
- Has the Secretary got sufficient authority to reject board papers that are not fit for purpose?

Secretary Questions

- How am I functioning in the role? What needs to change to enable me to fulfil the expectations?
- What skills do I need help developing?
- Is the breadth of the role such that I am no longer devoting sufficient time to developing and adding value to the role? What can be done to address any issues?
- Can I remain independent and objective given the breadth of my role and other responsibilities at the University?
- Am I clear on how I would react if there were a breakdown in the relationship between the Vice-Chancellor and the Chair?
- Am I using technology to the best effect?
- Am I using professional support for secretaries through professional bodies such as AHUA, Advance HE and CGI?
- Am I up to date with governance developments in other sectors?
- Am I actively developing a potential candidate to be my successor?

APPENDIX 2

Role of the Company Secretary Defined BY ICSA (2014)

Below is a list of responsibilities today's Company Secretary will carry out in the service of the company:

- Develop and implement processes to support good corporate governance.
- Provide impartial advice to all board members and act diligently in the company's interests.
- Support the Board and its committees in fulfilling their responsibilities and following best practices.
- Ensure that board members are presented with high-quality, up-to-date information before meetings and schedule meetings accordingly.
- Remind the Chairs that there should be rigorous annual board, committee, director, and CEO assessments and ensure that actions arising from the evaluations are completed.
- Support the Chairs through board development, evaluations, inductions, and training.
- Educate management concerning the expectations of, and the value of, the Board.
- Collaborate with the Board and the Chair to maintain effective relations with the company's stakeholders, such as investors.
- Create training plans for individual directors and the Board and develop tailored induction plans for new directors.
- Make all reports available to shareholders per statutory or regulatory requirements, and draft the section on governance in the company's annual report.
- Be available to all directors for advice and services.
- Manage the share register and monitor share ownership changes in a publicly traded company.
- Ensure that all contractual agreements with suppliers and customers follow company policies.
- Manage relations with external regulators and advisors, such as lawyers and auditors.

The CGI has defined their responsibilities as include:

- Guiding the Chair and the Board on their responsibilities under the rules and regulations they are subject to and how those responsibilities should be discharged (Cadbury 1992).
- Supporting the Chair in ensuring the Board functions efficiently and effectively.
- Ensuring good information flows within the Board and its committees and between senior management and non-executive directors, facilitating induction and assisting with professional development as required.

- Maintain good shareholder relations and inform the Board of shareholders' views.
- Developing and overseeing the systems that ensure the company complies with all applicable codes and legal and statutory requirements.
- Monitor changes in relevant legislation and the regulatory environment and act accordingly.
- Overseeing the company's day-to-day administration, e.g., maintaining statutory books, including registers of members, directors and secretaries, organising board meetings and AGMs, preparing agendas and taking minutes.
- Having responsibility for facilities, HR, insurance, investor relations, pension administration, premises and share registration (this only applies to some company secretaries).

APPENDIX 3

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