The New Style Boards of Governors – Are They Working?

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Abstract

In the 1980s, the Government believed that the extra demand for new graduates would need to be met by making higher education institutions more ‘business-like’. This change was aimed at making these institutions more responsive to the country’s economic needs by improving access, quality and efficiency. One consequence of the move to more ‘business-like’ organisations was the imposition, under The Education Reform Act (1988) and The Further and Higher Education Act (1992), of newly constituted boards of governors upon the new universities and colleges of higher education.

These new boards were structured so that the majority of their membership consisted of ‘independent members’, defined in the 1988 Act as ‘persons appearing to the appointing authority to have experience of, and to have shown capacity in industrial, commercial, or employment matters or the practice of any profession’. These boards were expected to lead, or at least to act as catalysts for, the necessary change process. The paper argues that boards of governors could be said to be very efficient but not necessarily very effective and suggests that more needs to be known about the corporate governance process in the new universities and colleges of higher education.

Introduction

In the UK over the past 10–15 years an important trend has been the transfer of various activities from the government-managed public sector to the new, privately-managed public sector. Examples of such transfers include the establishment of the new higher education corporations in 1988 and the reorganisation of the National Health Service in 1990. Under these new arrangements, the Government still determines the major policy decisions but passes responsibility for the implementation of those policies to autonomous corporations operating largely on
private sector principles and governed by boards of which, normally, the majority of members are from the private sector.

The drive to implement public policy through privately managed institutions is based on the belief that private enterprise is capable of far greater efficiency and effectiveness than public enterprise. This is due to its perceived ability to reduce bureaucracy, and to concentrate on output, results, innovation and quick reaction to the market and the needs of the customer, rather than input, expenditure control and monopolistic protection. Pierson believes that:

at its simplest the expectation was that the introduction of private sector management styles, employment practices and accounting techniques would bring into the public services those much greater levels of efficiency and effectiveness [which] the reformers presumed to exist in private sector corporations. (Pierson, 1998, p. 137)

In the case of higher education, Bargh, Scott and Smith argue that:

The broad intention has been to replace a traditional public service ethos, and the allegedly unresponsive and inefficient administrative tradition [which] that ethos has sustained by a business oriented ethos comprising an enterprise culture and more assertive management style. (Bargh, Scott and Smith, 1996, p. 3)

It is difficult to understand why the simplistic approach of making the boards of these new public/private institutions more ‘business-like’ was expected to bring about the desired changes. For instance, Corkery concludes that: ‘This experimentation with various forms of managerialism showed that private sector practice could not be applied in an unadapted form to public sector situations’ (Corkery, 1999, p. 16).

With reference to higher education, Bargh, Scott and Smith comment, ‘[d]espite the ideologically inspired influence of corporate models there seemed to be little evidence that the private sector had generated concrete examples of good practice that could be transferred to the government of higher education institutions’ (Bargh, Scott and Smith, 1996, p. 17). This concern was also apparent in the National Health Service, as Fitzgerald and Pettigrew questioned in 1991: ‘Given our limited knowledge, do we know and understand what is being transferred from the private sector and how this will improve health care?’ (Fitzgerald and Pettigrew, 1991, p. 1).

The establishment of these new public/private organisations also gave rise to a number of concerns relating to: i. the unrepresentative composition of their boards; ii. the apparent loss of democratic power
over their activities; iii. the reduction of openness, transparency, accessibility and accountability of their processes, and; iv. the reluctance to undergo public scrutiny for their actions. The degree to which public services should be operated on essentially business criteria is questionable.

The difference between private and public enterprise is illustrated by Warner:

Citizens expect public bodies to conduct their affairs rather differently from the way that private ones do, partly because public bodies are responsible for the stewardship and use of substantial public assets and resources and partly because decisions taken by public bodies have such significant direct impact on the daily lives of a large number of citizens. (Warner, 1995, p. 6)

The drive to make the public sector more ‘business-like’ also begs the question whether efficiency and effectiveness are the be-all-and-end-all of organisational enterprise. Osborne and Gaebles suggest that:

Business does some things better than government; but government does some things better than business. The public sector tends to be better, for instance, at policy management; regulation, ensuring equity, preventing discrimination or exploitation, ensuring continuity and stability of services and ensuring social cohesion. . . . Business tends to be better at performing economic tasks, innovating, replicating successful experiments, adapting to rapid change, abandoning unsuccessful or obsolete activities, and performing complex or technical tasks. (Osborne and Gaebles, 1992, pp. 45–46)

It has been reported that some of the new-style boards developed a culture in which members wishing to exhibit dissent had to do so very carefully or risk the danger of being ostracized. Peck observed such a behaviour pattern during his studies of trust boards in the National Health Service and argued that, ‘The disadvantage might be that there would be too little challenge to the consensus view that such a group might readily adopt’ (Peck, 1995, p. 138).

From the political point of view, however, these public/private organisations have become very useful mechanisms which have actually led to greater power being exerted by the Government, or its ‘agents’, over the implementation of governmental policy. The perceived arms-length distance of the organisations from the Government allows ministers to establish political objectives and then to use the allocation of resources as a means of ensuring the achievement of the Government’s objectives at the institutional level. In higher education, the various funding initiatives aimed at widening access are examples of such indirect governmental pressure.
The new universities and colleges of higher education

The higher education sector, as a large consumer of public funds, was in the vanguard of the move to bring private sector management styles to the public sector. The present pattern of higher education in England was fairly clearly predicted by the Department for Education and Science (1987). It considered that the increasing demand for higher education would need to be matched by making the various institutions respond more effectively to the economic needs of the country through improved access, quality and efficiency. It also stated that the National Advisory Board for Public Sector Education (NAB) had collected evidence to show that the influence of local authorities over the polytechnics and colleges, which recruited over 50 per cent of students entering into higher education, was preventing those institutions from being efficient and from establishing good working relationships with local businesses. The Government therefore decided to free these institutions from local authority control and established them as independent and autonomous higher education corporations.

These new corporations came into being under the terms of The Education Reform Act (1988). Subsequently, under the terms of the Further and Higher Education Act (1992), those new corporations that met certain criteria, then or at a later date, were allowed to become universities. Within the higher education sector it is these new corporations, the new universities and colleges of higher education, which have been most affected by the changes to the corporate governance process.

Boards of governors

The new higher education corporations have three official power bases: i. the governing body which is ultimately responsible for all the affairs of the institution; ii. the head of the institution who, subject to the overall powers of the governing body, is the chief executive and responsible for the management of the institution, and; iii. the academic board which, subject to the overall powers of the governing body and the head of the institution, is responsible for the academic activities of the institution.

The initial appointments to the new boards of governors were made by the Secretary of State. Thereafter each higher education corporation, that is the board of governors, was required to determine its membership by stating the number of members in each membership category as outlined in the model articles and instrument of governance. This determination was subject to the constraint that more than 50 per cent of the
total membership had to be ‘independent members’, defined in the Education Reform Act as: ‘Persons appearing to the appointing authority to have experience of, and to have shown capacity in industrial, commercial, or employment matters or the practice of any profession’ (Education Reform Act, 1988, Section 7.2 (a)). The Further and Higher Education Act (1992) subsequently required the existing boards of governors to re-determine their membership numbers and composition in accordance with new guidelines. Subject to this determination, boards have the authority to appoint new members in order to fill membership vacancies.

At present, under these two Education Acts, boards of governors of the new universities and colleges of higher education may contain between twelve and twenty-four members, plus the principal, with the majority composed of independent members. Two members each may be nominated by the academic board and the students whilst at least one, and up to nine, members can be co-opted by the board, but at least one of these has to be a person with experience in the provision of education. The composition of boards in other public/private organisations is subject to other constraints. For example, the trust boards in the new National Health Service are composed of five executive members plus five, paid, non-executive members together with a paid chairperson who is appointed by the respective Minister of State.

These new boards were expected to lead, or at least to act as a catalyst for, the necessary change process in the governance and management of their institutions. Bargh, Scott and Smith assert:

First, for the New Right, the governing bodies of public institutions are regarded as the key areas of change. ‘Business’ governors in particular occupy a central role in the enterprise culture, portrayed by its advocates as ‘culture change agents’ inculcating their institutions with enhanced awareness of competitiveness and the need for excellence in management. (Bargh, Scott and Smith, 1996, p. 21)

In relation to the reorganised National Health Service, it has been said by Ferlie, Ashburner and Fitzgerald that ‘one reading of the reforms to the governance systems of public agencies is that the new style boards are expected to display much more strategic forms of behaviour, and to be far more challenging of executive domination’ (Ferlie, Ashburner and Fitzgerald, 1995, p. 378).

The past ten years or so have seen a number of challenges to the new public/private organisations as they have struggled to adapt and survive whilst staff, managers and governors have sought to create dynamic cooperation out of conflict and misunderstanding. In such situations it
is the board which should become an increasingly important element in the organisation’s survival. It is the board’s corporate governance role to see beyond the short term, to be sensitive to important external and internal factors, to set clear strategic objectives for their organisation and to guide, support and monitor the organisation’s executives as they manage the organisation towards these strategic goals.

**Board effectiveness**

The success of the Government initiative to bring the alleged benefits of private sector practice to the public sector would seem therefore to depend to a major extent on the efficacy of the newly established boards. However, several commentators from within parts of the public sector which have been affected have questioned the basic assumption regarding the capacity of these new boards to bring about the intended results. Bargh, Scott and Smith declare that, ‘there is little evidence that the corporate sector has useful models of governance to offer higher education. If this is accepted, the case for giving priority to those from the private sector in appointing new governors is perhaps weakened’ (Bargh, Scott and Smith, 1999, p. 167). Furthermore, the assumption that effective boards automatically give rise to efficient and effective institutions is also questionable. Research has been carried out in an attempt to find a link between corporate governance and performance but Patterson, in a paper presented to the Conference Board’s Global Corporate Research Centre – New York, commented: ‘Is there a link between corporate governance and corporate performance? The Conference Board does not find quantitative evidence to either prove or disprove such a link’ (Patterson, 1998, p. 3).

The difficulty of linking good governance to good performance has also been referred to by Williams:

> Furthermore, though there is a widespread belief that good corporate governance leads directly to higher performance, the research evidence in favour is at least scanty. There are in any event two problems with focusing on performance alone as the aim of the process – the first is that it assumes that there is a consensus on what constitutes high performance. . . . The second is the assumption that this is the only objective, but I would argue that the continued health and the avoidance of future difficulties and disasters are equally important. (Williams, 1999, p. 130)

Even Sir Adrian Cadbury, the chairman of the Cadbury Committee whose report on corporate governance in the private sector was a milestone in the study of the subject, has acknowledged this difficulty: ‘The
most difficult question of all is the relationship between corporate governance and performance. It is not readily susceptible to research because of the complexity of the relationship and because measurable aspects of governance are of limited relevance’ (Cadbury, 1997, p. 31).

Corporate governance

Berle and Means (1997) were probably the earliest authors to raise concerns over corporate governance issues, the first edition of their book being published in 1932. They argued that as any organisation grew, it was axiomatic that ownership would become more and more divorced from control. It is the activity of reconciling ownership with control that has become termed ‘corporate governance’ with the collective title for the people carrying out this role being ‘the board’.

A search through the literature on corporate governance suggests that boards should exist at a strategic level above operational management, with the major functions of ensuring that a corporate strategic plan exists and that management performance is monitored against the parameters set out in that strategic plan. Boards are also seen as being accountable to various groups, internal and external to the organisation, and for ensuring that the organisation meets its strategic objectives in acceptable ways. An example of a definition of corporate governance is that given by Keasey and Wright:

There is considerable debate about what actually constitutes corporate governance but its key elements concern the enhancement of corporate performance via the supervision or monitoring of management performance and ensuring the accountability of management to shareholders and other stakeholders. (Keasey and Wright, 1997, p. 2)

In describing the role of boards of governors of higher education institutions, the Committee of University Chairmen’s Progress Report suggests that ‘It should also be taking a lead in setting strategic targets, monitoring progress against them carefully, challenging the management and asking constructive questions in actively holding them to account for the University’s performance against its plans’ (CUC, 2000, p. 9).

There is a general understanding that corporate governance differs from management. Corporate governance is concerned with the organisation as a whole and essentially with strategic policy and the monitoring of the implementation of that policy. Management, on the other hand, is more concerned with the implementation of that policy and the
day-to-day operation of the organisation. This distinction is not always clear-cut, especially when the board interferes in management matters or a dominant executive determines strategic issues without adequate involvement of the board. Confusion is also created in some organisations by having the chief executive, and other senior managers, sitting on the board. In some business organisations the chief executive is also the chairperson of the board, although this is becoming less common in UK companies. Akpeki, whilst agreeing that the two functions are different, stresses that ‘[e]ffective management and governance is about healthy interaction between the two’ (Akpeki, 1998, p. 31).

Despite the lack of a sharp boundary between corporate governance and management, most writers acknowledge the issues raised by Berle and Means (1997) and stress the need for corporate governance, if only as part of the check and balance process built into the accountability system of the organisation. The establishment of a remuneration committee composed of non-executive directors is an example of a part of this check and balance process. Sternberg contends that:

The need for corporate governance arises because the advantages of corporate form are typically accepted as the cost of separating ownership from operational control. When management is detached from ownership and especially when ownership is diffuse, it is possible for managers to run a corporation to suit their own ends. Mechanisms are therefore needed for ensuring that corporate actions, assets and agents are devoted to achieving the corporate purpose. (Sternberg, 1998, p. 30)

Effective governance factors

There can be many types of boards ranging across a whole spectrum of characteristics. Some boards will be dominated by the chairperson, others by the chief executive, whilst others will be consensual in their decision making. Boards may be composed only of executives or solely of non-executives; or boards can be unitary, composed of both executives and non-executives but all being equal in status as directors/governors. Boards can also be two-tiered, with a management board composed of executives only, which report to a supervisory board composed of non-executives only, who are responsible for the strategic direction of the organisation and who are accountable to the shareholders and other stakeholders. Notwithstanding this complexity of characteristics, a review of literature on corporate governance (for example, Cadbury, 1997; Carver, 1990; Charan, 1998; Charkham, 1994; Cornforth, and Edwards, 1998; Coulson-Thomas, 1993; Garratt, 1997; Hind, 1995; Hudson, 1995; Monks and Minnow, 1995; Sheikh and
Chatterjee, 1995; Sternberg, 1998; Tricker, 1984; and Williams, 1999) would suggest that the following ‘effective governance factors’ do have a significant influence on the effectiveness of boards:

- **Constitutional Process.** The board has processes to ensure that it acts within its duties and responsibilities as defined by common and statute law and as detailed in the constitution of the organisation.
- **Clarification of Purpose.** The board has a clear understanding of its purpose within the organisation’s governance and management processes.
- **Strategic Thinking.** The board has an influential role in the formulation of strategic policy and the setting of parameters within which that strategy is to be achieved by the executive.
- **Added Value.** The board maintains its independence from the executive, ensuring that it can, when appropriate, take a different and external perspective on organisational issues and thus contribute further judgement and wisdom.
- **Externality.** The board ensures that its members continually refresh their knowledge of the external environment and the likely impact of it on their institution.
- **Internal Information.** The board receives good quality and timely information from the executive.
- **External Information.** The board has sources of information external to the institution so as to assist it to come to qualitative as well as quantitative judgements.
- **Effectiveness of Chief Executive.** The board is well supported by a chief executive who effectively manages the institution.
- **Monitoring of Executive Management.** The board routinely ensures that the executive effectively implements the strategies and policies approved by the board.
- **Accountability.** The board has clearly defined those constituencies to whom it is accountable and the degree of such accountability.
- **Self Assessment.** The board periodically examines its own performance with the aim of improving its effectiveness.
- **Meeting Structure.** Board meetings are effective mechanisms for reaching clear board resolutions through discussion and debate.
- **Committees.** The board keeps close control over its committees and ensures that they work within agreed terms of reference.

The following two extra characteristics were suggested during initial investigations amongst governors and managers of some higher education institutions:
• **Skill Mix.** The board members have a wide range of qualifications, experience and interests that add depth and breadth to board discussion.

• **Effectiveness of Secretary/Clerk.** The board is well supported by a secretary/clerk of sufficient seniority and status to be able to give advice independently from the executive.

**Board activities**

The literature search on corporate governance also revealed that, although there seemed to be a general consensus on the activities that boards should undertake, there was very little evidence regarding the activities that boards actually undertake. Several authors have remarked upon this lack of evidence, for example:

- Whilst management processes have been widely explored relatively little attention has been paid to the process by which companies are governed. None of the mainstream of management thought recognises governance as a specific area of interest (Tricker, 1984, p. 6);
- . . . the most notable finding from the survey is the lack of knowledge about how boards of directors operate' (Fitzgerald and Pettigrew, 1991, p. 2);
- There is little evidence from the private sector on the form, content and process of board meetings from which any measures of effectiveness or key variables might be established (Ashburner, 1997, p. 285);
- There has been relatively few detailed empirical studies of what boards do in practice (Cornforth and Edwards, 1998, p. 1).

A research exercise carried out at The Research and Graduate School of Education at the University of Southampton aimed to address this knowledge gap by matching the above ‘effective governance factors’ against the activity carried out by boards of governors at a number of higher education institutions. The first element of the research exercise involved a review of board minutes at three institutions. The items of business recorded in the minutes were analysed using a template based on the ‘effective governance factors’. The aims of the review were: i. to measure the frequency with which particular items were raised; ii. to classify the board behaviour at each such event, and; iii. to identify the target of any active reaction by the board. The method used was based on a modified version of that employed by Peck (1995). The second part of the research exercise involved the analysis of replies to a questionnaire sent to governors at a further five institutions. The questionnaire sought to collect information regarding governors’ opinions as to
the importance of the ‘effective governance factors’ and the application of those factors at their board meetings, together with examples of such applications. This research exercise indicated that the list of ‘effective governance factors’ was overwhelmingly supported by governors as being important to the effectiveness of their board. Several governors also mentioned the importance of commitment, knowledge of the organisation and the personal relationships amongst board members.

The analysis of minutes, however, indicated that a large number of the items recorded therein could not be matched against any of these factors. Furthermore only 16.2 per cent of the items were concerned with strategic thinking and only 8.7 per cent were concerned with accountability, self-assessment, monitoring the executive or external information. Board meetings were also generally passive affairs, with only 10.2 per cent of all items submitted giving rise to any questioning or challenging behaviour by the board. In a large number of cases these instances were requests for more or better quality information. The high number of items submitted to the boards was also very noticeable and it was calculated that each item, on average, was given about two minutes of board time. It is acknowledged that minutes of meetings are not a full record of board proceedings and do not necessarily indicate the importance of particular items. Nevertheless, minutes are an approved record of the items transacted at board meetings and are, legally, prima facie evidence of the proceedings.

The analysis of questionnaire replies indicated that governors were in general satisfied with the application of the ‘effective governance factors’ within their own board meetings. Some commented, however, that they would have preferred to make a greater contribution to strategic thinking and to have greater access to external information. The analysis also revealed that the monitoring of the executive was mainly in terms of financial performance and did not normally involve such areas as academic quality, staff development, equal opportunities, staff morale, student retention and student satisfaction.

The research exercise also revealed that only 35 per cent of governors had received any induction training and only 26 per cent had received any development training. This minimal approach to governor development has also been commented upon by the Standing Conference of Principals (2001) who reported that 21 per cent of governors had not received any induction training and that 20 per cent of governors were not confident of their knowledge-base. The importance of governor development to board effectiveness is implied in the Committee of University Chairmen’s Progress Report which advises: ‘it takes some 18
months for a new member to build up the necessary knowledge and experience to make an effective contribution’ (CUC, 2000, p. 12). The lack of board training has also been noticed in the private sector. Coulson-Thomas considered, for instance, that: ‘Only a small minority of directors receive any formal preparation for their boardroom roles. A wide gulf exists between how directors are prepared for their boardroom roles and how they could and should be prepared’ (Coulson-Thomas, 1993, p. 6). The danger is that this lack of governor development, compared to the high investment normally made in the development of managers, will lead to imbalance in the institution’s governance process and thereby impact on board effectiveness. Carver points out that, ‘[w]hen Chief Executives are increasingly skilled as managers whilst their boards are not skilled as governors[,] leadership becomes a brittle commodity or, at worst, a mockery’ (Carver, 1990, p. 24).

**Issues**

The research findings are based on a small sample size and are not necessarily representative of board activity at other higher education institutions. The research did, however, provide some evidence of board activity and partly illuminates an area where there is little available evidence-based knowledge. The findings indicate that boards could be said to be very efficient but passive bodies, in that they deal with a large number of items at board meetings but mostly without discussion or debate. They could also be said to be rather ineffective bodies, not appearing to have any major impact on the strategic plans and major governance matters of their institutions or overly involved with the monitoring of executive performance. This behaviour pattern is not that of an effective board, described by the Institute of Directors as one that ‘should probe, challenge and offer recommendations’ (Institute of Directors, 1997, p. 9). This lack of board impact exists even though governors expressed the desire to be more effective: for instance, in being more involved, at an earlier stage, with the formulation of strategic policy and in being more accountable laterally to the community, students, staff and employers.

Similar views of board effectiveness have been suggested elsewhere; for example, the opinion of one staff governor was recorded by Bargh, Scott and Smith as: ‘Most of the time the governing body is simply not part of the consciousness of the staff – governors are insignificant; along with the governing body. As long as the governors are rubber stamping a benevolent directorate nobody bothers about it’ (Bargh, Scott and Smith, 1996, p. 125). Furthermore, the National Audit Office reported
that ‘Governors expressed concern that they had not always been sufficiently involved in strategic decision-making or informed about developments’ (National Audit Office, 1998, p. 3). The Audit Commission also pointed out that, within the new National Health Service Trusts, ‘[t]he most frequently identified barrier to non-executive directors’ effectiveness is insufficient knowledge of the health service’ (Audit Commission, 1995, p. 5). Concerns regarding board effectiveness have also been raised in the private sector, as indicated by the following comments: ‘Can outside directors ever know enough about the business to make a real contribution?’ (Tricker, 1984, p. 181), and; ‘in many boardrooms too much of this limited time is occupied with reports from management and various formalities’ (Monks and Minnow, 1995, p. 199). Within the voluntary sector similar apprehensions have also been raised. Carver, for instance, believes that ‘board members do not spend time exploring, debating and defining these dreams. Instead they expend their energy on a host of demonstrably less important, even trivial, items’ (Carver, 1990, p. xii).

**Future role of boards of governors**

Boards wishing to become more effective are advised by Charan to be more focussed and assertive when he suggests that ‘[r]eal change comes from choosing practices that help the board to do what it really must: focus on the right issues, ask the tough questions, probe the assumptions, broaden the perspective and learn together’ (Charan, 1998, p. 1). The effectiveness of boards can, however, only be truly judged after their role and purpose has been clearly set out. The Committee of University Chairmen’s Progress Report indicates this: ‘The starting point for any review of a governing body’s performance should be a clear understanding of its main duties and responsibilities’ (CUC, 2000, p. 6).

After several years of operating under the new corporate governance process, it is perhaps time to review the role that boards should perform in higher education institutions. It is suggested that boards could:

- Be much more proactive in the governance of their institutions, in which case the ‘effective governance factors’ should be more effectively implemented at board meetings;
- Exercise a mainly reactive role in the governance process and be used as a critical sounding board for the proposals emanating from the executive;
- Perform only an auditing and monitoring role and ensure that the management and governance processes within the institution are
performed diligently, ethically, more transparently and in the public interest;
• Carry out a representative role and ensure that their institutions are operated in accordance with the requirements of the various stakeholders;
• Act as agents of the government, with the task of ensuring that their institution is operated in accordance with the requirements of the various government departments.

At the moment, boards of governors are apparently expected to perform all of these roles. The research evidence suggests, however, that very few of them are discharged effectively by the new-style boards. It can be argued that concentrating on the more important tasks which cannot be carried out by others would assist boards to become more focussed and effective. A different emphasis on the role of boards would require changes to current legislation and to the regulations constraining the constitution of boards of governors.

The increasing interest now being shown in the corporate governance process within the higher education sector is long overdue. It is approximately 13 years since the Education Reform Act (1988) passed corporate governance powers to the newly constituted and autonomous boards of governors. Since that time, higher education institutions have responded very well to the Government’s desire to make them more responsive to the needs of the nation. For example, a greater number of students now participates in higher education and at a far lower unit-cost. The evidence indicates, however, that the new boards have had very little influence on the successes achieved so far by their institutions.

More research needs to be carried out into the corporate governance process in higher education if boards of governors are to become more influential and effective in the future. The projects now being undertaken by the Committee of University Chairmen into board performance and institutional performance should provide some guidance and the current exercise being carried out by the Standing Conference of Principals into board development may provide further assistance.

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