

The Chair's Handbook

A guide for chairs of governing boards
of schools and academy trusts



The expert organisation for
school governors, trustees
and governance professionals

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About this handbook

This guide covers the responsibilities and work of the chair of a governing body or a board of trustees in state-funded schools in England. It should also be useful for vice chairs, those chairing committees, future chairs, headteachers and other executive leaders working with chairs of boards.

There are many different governance structures in the state school sector; this is a topic we cover in detail in other publications. We have produced two versions of our induction guides: *Welcome to Governance* for those governing at school level; and *Welcome to a Multi Academy Trust (MAT)* for MAT trustees.

However, despite the different legal responsibilities of the boards, the role of the chair is extremely similar in the different structures and the same principles of governance apply. Chapter 8 includes sections which cover any difference in the role of chair in the different tiers of MAT governance.

The language we use in this handbook

To make this handbook easier to read we have taken the following approach.

We use 'governing board' to cover both the maintained governing body and the academy board of trustees, and only differentiate between the two where we are referring to one but not the other.

We use 'academy committee' if we need to distinguish those governing at the local tier, usually at academy level, within a MAT. There are a variety of names for these committees; many MATs use the term local governing bodies (LGBs), but this suggests an autonomy and an equivalence with maintained school governing bodies which is not the case. Trust boards delegate different functions to their academy committees. In order to fully understand their remit, chairs of academy committees must have a good knowledge of their scheme of delegation set by the trust board.

We use 'governor/trustee' to mean those governing: governors, trustees and members of academy committees. Trustees do have different legal responsibilities and these are covered fully in our induction guide *Welcome to a Multi Academy Trust*. It is essential that a chair knows whether they are chairing a board of trustees, governors or an academy committee within a MAT.

We use 'lead executive' to describe the paid professional leading the organisation and held to account by the governing board. Most chairs in the school sector are working with a headteacher, sometimes called a principal. In a federation, the lead executive is likely to be an executive headteacher. In a MAT, it is most likely to be a chief executive officer (CEO), and there will also usually be academy committees working with headteachers, sometimes called heads of school, who are line managed by the trust's executive leaders.

We use 'governance professional' as a collective description of those paid to support and advise governing boards and their committees.

We use 'trust documentation' to refer to an academy trust's funding agreement, articles of association and the schemes of delegation (SoD).

Good governance is vital to any successful organisation fulfilling its purpose. In the state-funded sector, there is the added task of ensuring that public money is used well. Governing boards are central to the effective accountability of schools and trusts, ensuring children and young people reach their potential.

“ Governance determines who has the power, who makes the decisions, how other players make their voice heard, and how account is rendered. ”

Institute on Governance, Canada

1.1 Core functions of school or trust governing boards

Governing boards in all types of school have four core functions:

1. Ensuring clarity of vision, ethos and strategic direction.
2. Holding the executive leaders to account for the educational performance of the school and its pupils, and the performance management of staff.
3. Overseeing the financial performance of the organisation and making sure its money is well spent.
4. Ensuring the voices of stakeholders are heard.

1.2 Ethical governance

It is imperative that those who govern have high ethical standards, which correspond not only to the values of the organisation but also to the seven Nolan principles agreed by the Committee for Standards in Public Life:

- Selflessness: should act solely in terms of the public interest. They should not do so in order to gain financial or other benefits for themselves, their family or their friends.
- Integrity: should not place themselves under any financial or other obligation to outside individuals or organisations that might seek to influence them in the performance of their official duties.
- Objectivity: should make choices on merit.
- Accountability: are accountable for their decisions and actions to the public, and must submit themselves to whatever scrutiny is appropriate to their office.
- Openness: should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands it.
- Honesty: have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.
- Leadership: should promote and support these principles by leadership and example.

The Framework for Ethical Leadership in Education builds on the Nolan principles and defines a set of virtues against which both executive and non-executive leaders can test their decision-making. As role models for the young, how we behave as leaders is as important as what we do. Leadership is shown through the following personal characteristics or virtues:

- Trust: leaders should be trustworthy and reliable. They hold trust on behalf of children and should be beyond reproach. We are honest about our motivations.
- Wisdom: leaders should use experience, knowledge, insight, understanding and good sense to make sound judgments. They should demonstrate restraint and self-awareness, act calmly and rationally, exercising moderation and propriety as they serve their schools and colleges wisely.
- Kindness: leaders demonstrate respect, generosity of spirit, understanding and good temper. Where unavoidable conflict occurs, difficult messages should be given humanely.

- **Justice:** leaders should work fairly, for the good of children from all backgrounds. They should seek to enable all young people to lead useful, happy and fulfilling lives.
- **Service:** leaders should be conscientious and dutiful. We should demonstrate humility and self-control, supporting the structures and rules that safeguard quality. Our actions should protect high-quality education.
- **Courage:** leaders should work courageously in the best interests of children and young people. We protect their safety and their right to a broad, effective and creative education. We should hold one another to account courageously.
- **Optimism:** leaders should be positive and encouraging. Despite difficulties and pressures, we are developing excellent education to change the world for the better.

► Visit www.nga.org.uk/ethicalleadership

The not-for-profit literature talks about duties of the trustees that have their basis in law:

- duty of care
- duty of loyalty
- duty of obedience

These largely relate to the fiduciary aspects of the governing board's work. Given the context for schools in England we suggest that two others would emphasise the full range of responsibility:

- duty of courage
- duty of curiosity and imagination

These principles, virtues and duties need to be demonstrated in the behaviour of board members, both in meetings and elsewhere, and visible within a code of conduct (see chapter 3.2), which can help in setting the expectations and then holding each other to them.

Conflicts of interest

School and trust governing boards have not always taken potential conflicts of interest seriously, and in the past have often failed to question or exclude those with conflicts of interest in case that was interpreted as mistrust. Furthermore, consideration was in practice often limited to financial gain, rather than the very common interests of family and friends.

A declaration of interest should include any links with individuals, businesses, contractors, directorships or shareholdings in an organisation from which the school may purchase goods or services. Governors and trustees should also declare where there is a relationship with someone who is directly employed by the school or trust.

They should include interests of related persons such as a parent, spouse, cohabitee, child or business partner where influence could be exerted by that person over a governor or trustee. Governors whose children attend the school may need to declare an interest where the outcome of a decision could directly affect them or their child, for example, changes to the before- and after-school provision that the parent currently uses. Those governors paid to work in the school should not be involved in panels considering exclusions or staff grievances, as it is highly likely they will have prior knowledge of the individual and consequently there would be a reasonable doubt about whether they could act impartially.

The Education Skills Funding Agency (ESFA) has in recent years tightened the rules regarding related party transactions: any payment over £20,000 made to a related party has to be approved in advance by the ESFA and all have to be reported to the ESFA. Chairs who govern in academies should ensure they fully understand the rules set out in the ESFA's Academies Financial Handbook (the most recent edition came into effect on 1 September 2020).

NGA suggests that wherever possible, financial conflicts and indeed other types of conflicts should be avoided, rather than just declared, as perceptions are important and acting on declarations has been patchy. Indeed, some boards act as though the declaring of an interest is sufficient, and no proper consideration is actually given as to whether the conflict is too large to remain governing (for example, being married to a senior leader at the school/trust) or whether they need to withdraw from the discussion. It is very common for individuals to struggle to see how their other interests might affect their ability to act entirely in the interest of the organisation being governed. Where a conflict of interest exists on a given issue, the chair must ensure that the relevant governor or trustee absents themselves from further discussion and voting on that matter. In some very serious but uncommon cases, removal from the meeting may not be sufficient to remove the influence from the discussion.

“ No crooks; no cronies; no cowards. ”

Chair of Aviva quoted in the Tyson Report on the Recruitment and Development of Non-Executive Directors

1.3 Effective governance

NGA has identified eight elements that research and practice tell us are essential for effective governance. These apply to whatever type of school you govern. These eight elements are needed to transform the team of diverse people with a range of skills, experience and knowledge into a highly effective governing board.



Without all eight elements in place, it is unlikely that a governing board will be able to play its part to the full. NGA suggests that good chairing is the most important element, as a good chair will ensure that the other seven elements are in place. That may be a daunting ask, but anyone volunteering to take on this role needs to understand the depth of the responsibility – one that relies on personal attributes and the support of the rest of the governing board to be successful. We will return to reviewing effectiveness in chapter 3.5.

The chair has more contact with the lead executive than other members of the board and therefore may have a greater knowledge of the organisation. However, they need to ensure other members of the board develop their own understanding, and that this information is not always channelled through the executive leaders.

1.4 Accountable governance

Governing boards are part of the school accountability system. There is upward accountability that is recognised in the law: the governing board of a maintained school or federation is answerable for its performance and conduct to the local authority, the board of academy trustees to the Secretary of State for Education, and academy committees within a MAT to the board of the trustees.

“ It is only when you become aware of the range, scope and incredible responsibility of the job that you realise there is an almost limitless opportunity to be ineffective, unless you are totally clear about how you are going to set about it. ”

Sir John Harvey-Jones

The board is also accountable in the broader sense to the community, taxpayers, parents and pupils. The chair needs to ensure the board takes this responsibility seriously in the way it carries out its decision-making and reporting of decisions. NGA believes that some boards have not been taking this aspect of their role seriously, despite the clear requirement to do so. The chair needs to ensure that all relevant parties (often termed stakeholders) have been able to make their voices heard.

In an academy trust, the board of trustees is also accountable to the trust members, who have a limited but distinct role as guardians of governance. The chair will need to report to the trust members. NGA has produced guidance on the role of members:

► Visit www.nga.org.uk/MAT-role-of-members

1.5 The role of the chair

The chair leads the governing board, with the support from the vice chair, ensuring it fulfils its functions well. The culture of the board is largely determined by its chair, for better or worse. A good chair will ensure the board’s focus is on the strategic, while not overlooking compliance functions nor duties to staff. It is no exaggeration to say that the success or failure of a governing board depends heavily on the calibre of its chair.

The role of the chair is not described in legislation. The chair is first among equals but has no defined individual power. The governing body or board of trustees is a corporate entity; the power and authority rests with the governing board as a whole. The chair may need to take chair’s action (see chapter 6.6) in an emergency, but any such action must be reported to the whole governing board as soon as possible.

In effect, the chair runs the board and the lead executive runs the organisation. Their relationship is key to ensuring the governing board and senior leadership team establish a vision and strategic priorities for the school(s). A good chair works well with executive leaders to advise and shape proposals to be discussed at the board meetings. The chair’s ability to build good, productive relationships with a range of different people is absolutely critical.