

Back to School

– common challenges
facing school governors and
company directors

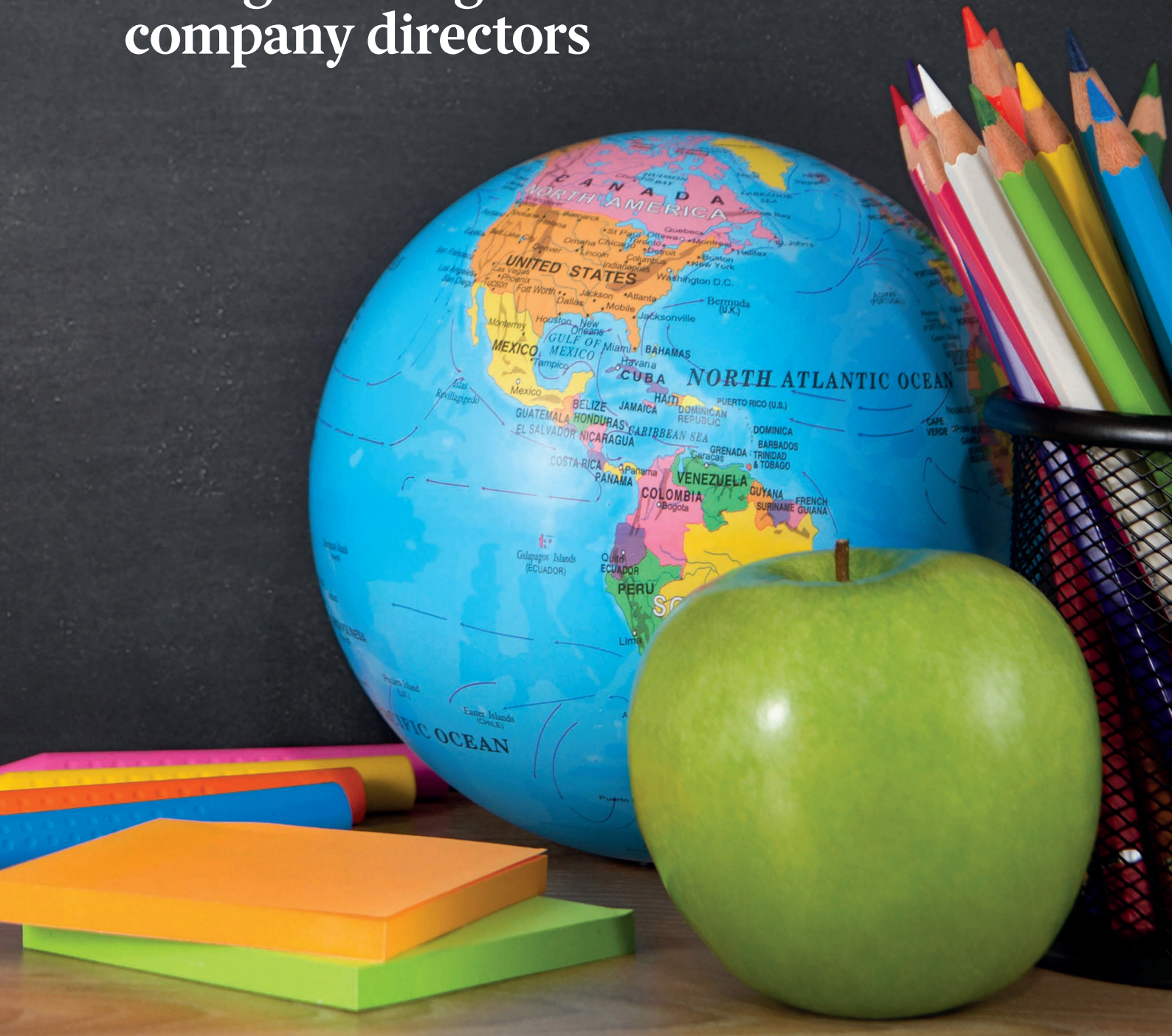


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Foreword



**The Rt Hon
Damian Hinds MP**
*Secretary of State
for Education*

The role of governance in our school system cannot be underestimated. Governors and trustees are committed to improving education for our children, whilst fitting this important and essential role around their day-to-day lives. I would like to offer my personal thanks to all those selfless volunteers across the country.

In recent years, the governance role has changed, in part due to the creation of the academies system and the growth of multi-academy trusts, but one thing has not changed, governors and trustees still have the opportunity to have an enormous impact on young lives and help shape our future workforce.

To ensure we rise to the challenge of raising standards even higher in our schools we need a range of diverse voices on governing and trust boards – voices which reflect the communities they serve and individuals with a wide range of skills and expertise.

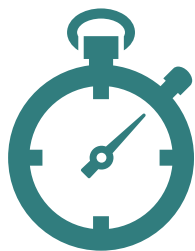
That is why, in June, I appealed to the nation's employers to support their staff to become governors or trustees. I, together with the Institute of Directors Director General, Stephen Martin, wrote to the 30,000 IoD members – people like you – asking them to invest in their local community, to shape children's futures and, more personally, to boost their own skills and experience in a rewarding and challenging role.

As this report highlights, there are many similarities between governing in the corporate and education worlds. Many differences, too, but if you can get the best out of a team of high-flying executives, are able to challenge to get the information you need to do your role, then why not use those skills to help improve schools for our children?

We're investing £6 million between now and 2021 to develop new and existing governors and trustees to become the best they can be, working alongside and holding our school leaders to account.

I have been clear that I want to make sure that every pound of public money is used in the best possible way for the good of our children and for our society – that's where I need your help.

I agree entirely with this report when it says that serving on the board of a school is a "tremendous opportunity", if you agree then please lend your expertise and commitment in the running of our schools.



60-second summary

Serving on the board of a school – or, increasingly, on the board of a group of schools – represents a tremendous opportunity for current or aspiring board members from the private sector. In thousands of organisational contexts around the country, directors can apply and develop their governance and financial acumen and make a major impact on the future development of their local community and society as a whole. This is both a valuable activity in itself and a great opportunity for board level professional development.

Equally, experienced school governors are a large untapped source of talent for private sector boards. In increasingly crucial areas for the private sector, such as the board's oversight of corporate culture and the navigation of complex stakeholder relationships, they may offer perspectives and competencies which are still underdeveloped in their private sector peers.

Although they may define organisational success in different ways, board members in the private and educational sectors face many similar governance challenges. In particular, they both have to forge robust but constructive relationships with the executive leadership of their organisations. And both must be creative in terms of gaining access to smart information that will enable them to ask the right questions and make informed decisions.

This paper examines some of the common challenges facing boards in business and education, and identifies some common solutions. It is our conviction that, as the two way flow of board members between the two sectors increases, the competence of boards and individual directors will also increase – as they mutually benefit from diverse but complementary skillsets, and tap into as yet underexploited pools of talent.

Introduction

Although their organisational objectives may be different, the governance challenges facing company directors and school governors¹ are directly equivalent. Both have a legal duty to their respective entities to deliver good governance. And in both cases, this objective can represent a difficult and complex challenge.

According to the Department for Education's Governance Handbook, the purpose of governance in schools is to provide confident, strategic leadership and to create robust accountability, oversight and assurance for educational and financial performance².

In a similar vein, the latest edition of the UK Corporate Governance Code states that a successful company is led by an effective and entrepreneurial board, whose function is to promote the long-term sustainable success of the company, generate value for shareholders and contribute to wider society³.

Fulfilling these expectations demands a great deal from school governors and company directors. Both roles are fulfilled by board members who are required to make complex decisions based on limited information and, in many cases, limited specialist or professional expertise.

In addition, both may face dilemmas in balancing the differing perspectives of various stakeholder groups, and identifying a way forward that works for the organisation as a whole.

However, whereas non-executive board positions are typically remunerated, school governors are volunteers, giving their time freely. A recent study has estimated that the cash value of the contribution that a typical governing board makes to a typical school is in the region of £40,000 per annum⁴.

Currently, there are around 250,000 school governors in England, with a further 23,000 in Wales and 11,000 in Northern Ireland. There are important differences in board structure and function according to whether a school is maintained by a local authority, is an academy, or is part of a Multi-Academy Trust (MAT)⁵. In addition, taken alongside a plethora of other educational reforms, the rapid growth of academies, including free schools has added to the workload of all involved in school governance.

In particular, the formation of Federations and Multi-Academy Trusts has shifted legal governance responsibility upstream from individual schools to clusters of schools, diminishing the power and authority of those on school-based boards in the process⁶.

The speed and complexity of recent educational reform, both within and beyond the governance realm, has led a former Chief Inspector of Schools to issue a rallying call for better governance: "Amateurish governance will no longer do. Goodwill and good intentions will only go so far. Governing Bodies made up of people who are not properly trained and who do not understand the importance of their role are not fit for purpose in the modern and complex educational landscape"⁷.

Although some might argue that such comments underestimate the skill and commitment of the current school governance community, calls for better and universally accessible governance training have come from across the educational and governance spectrum.

One outcome of these calls is the recent publication of a Competency Framework for Governance by the Department for Education⁸, together with an associated document focused on the competencies needed for the professional clerking of governing board meetings⁹.

¹ The term 'school governor' is used throughout this paper as a general term referring to members of school governing boards although, as described in appendix A, board members of academy schools are more accurately known as trustees.

² Department for Education. Governance handbook: For academies, multi-academy trusts and maintained schools. Page 9. January 2017.

³ Financial Reporting Council. UK Corporate Governance Code. September 2018.

⁴ *The State of School Governing in England 2014*, NGA-University of Bath, 2014

⁵ A description of governing body structures in maintained schools and academies is provided in Appendix A.

⁶ Breslin, T. (2017) *Who Governs Our Schools? Trends, Tensions and Opportunities*, RSA, London. September 2017.

⁷ Sir Michael Wilshaw, quoted in the Daily Telegraph: "School governors 'focusing on peeling paint' over teaching quality, head of Ofsted warns", 19 November 2015.

⁸ Competency framework for governance, Department for Education, January 2017.

⁹ *Clerking Competency Framework: the knowledge, skills and behaviours required to provide professional clerking to the governing boards of maintained schools, academies and multi-academy trusts*, Department for Education, April 2017.

The dilemmas of effective governance in schools are remarkably similar to those faced by the non-executive directors of commercial entities. As a result, there is huge scope for the transfer of board-level skills and experiences between school governing boards and private sectors boards. Boards from both sectors can learn from each other.

Indeed, a recent RSA report into the future of school governance (see footnote 6) has called for a cross-sector commission on governance to explore these commonalities further, and the Institute of Directors has been supportive in helping to lay the foundations for such a commission by hosting a seminar on the issue in June 2018.

In the spirit of cross-fertilisation between the commercial and educational worlds, this paper provides an overview of six of the biggest school governance challenges, and a perspective on how to address them.

As such, it builds on the recent letter from Secretary of State for Education, Damian Hinds MP and Institute of Directors' Director General, Stephen Martin, to IoD members in which they encourage members and their colleagues to become part of the school governance community¹⁰.

¹⁰ IoD and Education Secretary urge members to become school governors, 9th June 2018, cited at: <https://www.iod.com/news/news/articles/IoD-and-Education-Secretary-urges-members-to-become-school-governors>

1) Holding school leadership to account while respecting governance boundaries

In private sector companies, the power and authority of the board of directors is defined in the constitutional framework of the entity – in a document known as the articles of association. However, the board is soon faced with a key decision: how much of that power and authority should it delegate to company management under the leadership of the CEO or MD?

The UK Corporate Governance Code states that “there should be a clear division of responsibilities between the leadership of the board and the executive leadership of the company’s business”. It’s important therefore for non-executives to avoid meddling in the running of the company – which would undermine the authority of the CEO – while keeping themselves as informed as possible regarding its performance and activities.

In school governing boards, the specific tasks of the governors are defined as:

- Ensuring clarity of vision, ethos and strategic direction;
- Holding executive leaders to account for the educational performance of the organisation and its pupils, and the performance management of staff; and
- Overseeing the financial performance of the organisation and making sure its money is well spent.

As with private sector boards, the school governing board operates at a strategic level, with the headteacher and senior school leaders responsible for the day-to-day running of the school.

A key job of the governors is to hold the headteacher to account for the successful running of the school, both in terms of educational performance and school management. But governors should not overreach into operational matters. A useful motto for both non-executives and school governors alike is to “keep your hands out of the business but your nose in the business”.

Such boundaries should be in the forefront of governors’ minds when they are engaging with pupils, their parents or other external stakeholders – governors should be careful to avoid suggesting anything which might publicly contradict or undermine the leadership position of the headteacher. However, they have every right to listen and ask questions as a means of gauging attitudes, morale and standards at the school.

In private sector companies, the most important decision made by any board is the appointment or, where necessary, removal of the CEO. It is very difficult for companies to flourish if this issue has not been

appropriately addressed. Company leadership is a crucial prerequisite for company success, and the unexpected loss of a good CEO often results in substantial and immediate declines in the company’s stock price, reflecting the concerns of shareholders.

Similarly, school governing boards sometimes have to make tough decisions about school leadership. Is the headteacher up to the job or is a fresh approach required? Alternatively, is the Board doing enough to retain a successful Head, ensuring that they have access to sufficient resources and professional development opportunities? Although such decisions are invariably highly sensitive and/or controversial, a board of governors is not doing its job if it ducks these issues at the appropriate moment.

The governing board also has a crucial role in agreeing the strategic priorities of the school, including processes of management accountability and monitoring. This should culminate in the agreement of a school development plan setting out strategic targets and key performance indicators (KPIs) for the headteacher to achieve.

Of course, the headteacher and senior leaders will be heavily involved in helping the governing board to develop a well-targeted and realistic plan. However, ultimate responsibility for the school’s strategic direction rests with the governors.

Once agreed, each of the governors must stand behind the plan based on the principle of collective responsibility – however much they might have disagreed about its various aspects in previous board discussions behind closed doors. If a governor feels that it is impossible for them to stand behind collectively-determined positions, there may be no alternative to stepping down.

Governing boards are also responsible for agreeing the school budget and ensuring financial sustainability within the school. Governors must be confident in challenging school leadership over financial matters and carrying out internal audits, usually with external support, for example from a local authority.

Private sector boards often establish sub-committees – known as audit committees – of non-executive directors to examine financial matters in more detail. A requirement of such committees is that they contain at least one person with ‘recent and relevant’ financial experience, given the more technical focus of such committees.

This is normally interpreted as being someone with an accounting or finance professional background. However, everyone on the board of directors – including those not sitting on the audit committee – needs a baseline knowledge of finance, given the central importance of financial oversight in many of the board's activities.

School governing boards usually establish a similar range of sub-committees, and notably one concerned with budget or finance. Those with business expertise often have much to contribute to such a sub-committee but, as with businesses in the private sector, this does not diminish the wider board's responsibility for financial matters.



2) Getting access to sufficient information

One of the biggest challenges facing non-executive directors of commercial entities is their lesser access to information about the company compared with the CEO and the senior management team. Senior executives are working at the company every day, and are intimately familiar with relevant facts and key issues. In contrast, non-executives are only likely to be present at the company a limited number of times each year, and will be heavily dependent on management for access to relevant information.

Good non-executives will seek to overcome this informational asymmetry by devoting as much time as practicable to company visits and discussions with key members of management and staff. They will also take the initiative in proactively defining the data and information that they require from management rather than passively accepting what is given to them. Non-execs should welcome external sources of insight and expertise from outside of the company as a means of developing a more independent perspective on the company's performance and behaviour.

School governors' knowledge of their school is now being emphasized as part of the leadership and management aspect of Ofsted inspections. This follows an Ofsted report on school governance, published in 2016,¹¹ which found that many school governors lacked the information and expertise needed to hold school leaders to account. In particular, Ofsted argued that governors often had insufficient data about pupil achievement and budget management at their schools, and therefore were unable to challenge headteachers sufficiently.

Like non-executive directors, governors need to be more proactive than ever before in order to narrow their own information gap relative to the school's senior leaders. This will include requesting data that allows them to compare the progress of their school with relevant benchmarks. The gathering and analysis of this kind of data should help them form a clear view of the strengths and weaknesses of their school or MAT, which is one of their key tasks.

Specific recommendations from Ofsted on how school governors should use data include the following:

- Governors should analyse the results of the latest teacher assessments, which they review on a reasonably real time basis (e.g. half termly), not just at the end of the year. However, governors should not just rely on pure data as a means of evaluating teaching standards. They should also take every opportunity to

go into the school (in coordination with the head) to see for themselves what is happening in lessons.

- With regard to pupil progress, governors should use exam and performance data as a starting point and then find out the story behind the headlines. Overall progress may be satisfactory but governors need to find out what the specific situation is in each subject. Once again, governors need to be proactive in their efforts to get to the bottom of what is going on.
- Governors should look at the performance of each year group and compare the performance across every class. Are there any significant differences in the achievement of the same group with different teachers? Performance data should also be compared with the national average and with the previous year.
- Governors may gain useful insights by looking at attendance and punctuality data and see whether it is down to holidays, sickness or other reasons. In some cases, patterns in the data can play a vital role in signalling social or child protection issues.
- Create a balanced scorecard consisting of all relevant key performance indicators. These can be colour coded using a 'traffic light' system so that areas of concern can be more easily identified.

Ultimately, governors will add very little value to the school unless they have up to date information on how the school is doing and what is being done to improve the performance.

However, as in business, it is always important to look beyond the data in order to see the true situation, as embedded in the attitudes, culture and performance standards of the school. In essence, the task of the governor is to triangulate information from different sources in order achieve an accurate organisational assessment.

¹¹ Improving governance - Governance arrangements in complex and challenging circumstances". Ofsted report, 15 December 2016.

3) Constructively challenging the headteacher and the senior leadership team

A key aspect of a non-executive's role is to challenge and test the proposals and performance of senior company management. This may involve asking "naive" or apparently stupid questions, and persisting until satisfactory answers are obtained.

Similarly, individuals involved in school governance should actively engage in discussions with the headteacher (or the executive leader in a federation or MAT) and senior leadership team about the performance and culture of their school.

The 2016 Ofsted governance report highlighted that governors may sometimes lack the necessary skills or courage to challenge school leaders effectively. It cites one example of a governing board that accepted a senior leader's assurance that the school budget was in a healthy position. One week later, they discovered that the school had a deficit of more than £300,000.

In its recent inspections, Ofsted has also expressed concern about governors who "lack curiosity" and hold "an overly optimistic view" of how their school is performing. It is important, therefore, that governors see their role as one of a 'critical friend' rather than a 'cheerleader' for the school. This will invariably involve asking difficult questions and being willing to probe behind quantifiable measures of performance.

Governors, especially those new to governance, also need to ensure that they focus on the right issues. Ofsted have

argued that too often governors devote too much time to "marginal issues" such as school uniforms, the dinner menu and peeling paintwork, rather than more important matters such as the quality of teaching, pupils' progress and the culture of the school.

Hence, both non-executives and school governors cannot duck the challenge of asking difficult questions to help drive improvement. Ofsted inspections will explicitly seek to determine whether this process of constructive challenge of the senior leadership is taking place.

Of course, it can be a tricky job for governors to find the right balance between asking the right questions and potentially alienating school leadership through aggressive cross-examination. A breakdown in trust or respect between the governing board and school leadership can have adverse implications for governance. It could result in a lack of willingness on behalf of the leadership team to make the board aware of emerging issues, leading to a further distancing of school governors.

Nonetheless, given their legally-defined duty to promote the best interests of the school, federation or MAT, governors must persist in asking legitimate questions about the running of the organisation, including requiring the leadership to provide them with more information. As with any other board setting, this will mean that, on occasion, the atmosphere in governing board meetings may not be entirely comfortable (although it should never be dysfunctional).



4) Understanding and influencing the school's culture and values

In recent years, private sector boards have increasingly recognised the importance of values and culture in delivering improved corporate performance. A healthy corporate culture is seen as a valuable asset, a source of competitive advantage and vital to the creation of long-term value.

It is the board's role to determine the purpose of the company and ensure that the company's values, strategy and business model are aligned to it. The board has a responsibility to understand behaviour throughout the company and to challenge where they find misalignment with values or need better information.

However, this may not be an easy task for a board at the top of a major organisation. Directors may feel distant from many of the company's activities, and increasingly feel that they are deliberating from inside a privileged bubble.

The governing boards of schools face a similar challenge, although they have probably been conscious of the importance of the culture issue for longer than many commercial entities. However, the clustering of schools into federations and MATs and the shifting of legal governance responsibilities up-stream to boards that are more distant from individual schools has given the challenge of sustaining appropriate organisational culture and values a renewed impetus.

As part-time volunteers, governors can feel very removed from classroom life, especially where they serve on boards that oversee a number of schools, or a group of local school boards. Furthermore, at the start of their tenure, they may lack a basic feel for the school's activities and challenges.

Reading up is an essential first step for all prospective or new governors. There is a wealth of information out there about every school. In particular, the most recent Ofsted report will paint a picture of the school and outline some of the key challenges that it is facing.

It may be a useful practice for a new governor to be paired up with a more experienced colleague as part of their induction process. This will allow the governor to get up to speed concerning key issues and personalities, and provide a sounding board for initial questions and ideas.

However, the best way to get to know a school is by visiting it. Without stepping on the toes of the teaching staff, new governors need to spend time in the school. They need to get a feel for what pupils and staff do all day and understand how this fits into the overall ethos of the school.

The school leadership should not be defensive about offering governors this kind of access. Any governor (or prospective governor) discouraged from visiting school and meeting the children should immediately be asking questions about why the leadership is reluctant for them to engage with the school.

By the same token, those seeking to join a board need to see this information gathering as part of a two-way process. Increasingly, schools employ the same rigour in the selection and recruitment of governors as they do for senior staff. Governors can expect some sort of interview or election process, and will need to be DBS-checked and provide references.

In developing their understanding of a school's situation, governors - especially new or prospective governors - should also listen to a range of voices. They should seek opportunities to have dialogue with junior teaching and support staff, parents, pupils and other important stakeholders from the local community. If governors rely too heavily on senior staff, they may only see things from their distinctive perspective.

A great deal can be learned through observing and talking to others in and around the school. Even watching how the pupils go from the playground to the classrooms can say a lot about the culture of the school. Is it chaotic, or is it smooth and organised? The school's physical environment can also reveal a lot about the day-to-day standards set by the school's leadership team.

Meeting other governors - either in person or through social media - is also a great way to gain key insights into the role. In particular, meetings with governors from other schools can be extremely valuable, both to share best practices and to learn about the wider reputation of the school. Social media and school social events may also be useful ways of gauging how happy the pupils are.

Governing board largesse or misdirection can exert a negative impact on the school's culture. For example, governing boards that nod through wildly excessive or misaligned remuneration packages for headteachers are potentially undermining the school's culture, and can expect the same kind of backlash that a variety of organisations in the private and voluntary sector have experienced in recent years, where excessive salaries and bonuses or poorly designed financial incentives have eroded trust and public confidence.

5) Demonstrating accountability

Private sector companies are ultimately accountable to their shareholders and also to a range of other stakeholders - including a variety of regulatory agencies - in respect to various aspects of their activities.

A key step for any board is therefore to undertake a comprehensive stakeholder mapping exercise which leads to an appropriate engagement strategy for each category of stakeholder. The board should nurture an appropriate relationship and level of trust with each group, ensuring that the company retains both its reputation and its licence to operate.

For schools, parents and the local community are key external stakeholders. Governors will want to develop ways of understanding their perspectives and engaging with them in an appropriate manner. This may involve commissioning parent attitude surveys and outreach meetings/events for the wider community.

Another key stakeholder relationship is with Ofsted. The governing board is required to convince Ofsted - in an extremely detailed manner - that the school has a satisfactory governance framework which is delivering positive educational outcomes for the pupils and wider society.

In practice, this can be an extremely challenging task. The 2016 Ofsted governance report found that weak governance often remained undetected until the school was inspected by Ofsted. Two-thirds of the schools surveyed had not identified any weaknesses in governance until Ofsted had judged the school to be less than good¹².

Aside from simply doing their jobs more effectively, governors need to understand the process through which inspectors evaluate schools. Ofsted's school inspection framework details the factors that inspectors look at when considering a school's governance (as part of their assessment of the effectiveness of leadership and management). This is frequently updated and governors need to keep on top of these changes.

During an inspection, it is usual practice for inspectors to meet with a group of governors, including the Chair, who need to be prepared to field questions from inspectors.

Issues that inspectors are likely to focus on include how the governors ensure that the school's finances are managed properly and evidence that governors' depiction of the school actually reflects reality.

It is therefore a good idea for the governing board to maintain an inspection file with detailed information about its impact on the school's progress and pupils' achievement. For example, governors may wish to gather information on specific areas of achievement that the governing board knows are in need of improvement, such as a particular year group that is struggling, and details of how it is expecting the school to address the problems.

The school's website is probably the first thing inspectors will look at when preparing a visit. There are statutory requirements for what a school must publish, including each governor's attendance record at governing board and subcommittee meetings over the previous academic year.

Like the external auditors of private sector companies, Ofsted inspectors are legally entitled to see all governing board minutes and may use them to check if governors are carrying out their role properly and effectively. Minutes from governing board or committee meetings are hence a great opportunity to demonstrate that they are fulfilling their duties.

For example, if the headteacher has presented his or her report to the governing board, the minutes could show that the governors asked relevant questions and held the headteacher to account. The Information Commissioner's Office expects minutes to be available for at least the current and previous three years.

Multi-academy trusts (MATs - see appendix) face additional governance challenges. Inspectors may want to meet all of those responsible for governance. This is likely to include both those at trust level and those on local, school-based boards. The MAT should be able to provide inspectors with a scheme of delegation, showing which powers are exercised by which board. In MAT settings it is vital that those on school-based boards are aware of the scheme of delegation, as it sets out the responsibilities MAT trustees have delegated to school-based boards.

¹² *Improving governance - Governance arrangements in complex and challenging circumstances*. Ofsted report, 15 December 2016

6) Managing conflicts of interest

Conflicts of interest are a common feature of business life. They pose a potential threat to the objectivity of company directors, whose legal duty to the company is to promote its best interests.

Directors that prioritise their own interests – or those of other persons or organisations – above the interests of their company are failing in their basic fiduciary duties. Hence it is essential that potential conflicts are recognised and disclosed at the earliest possible stage, and managed in a way that preserves the integrity of corporate decision-making.

Managing possible conflicts of interests is equally relevant for school governors. Rules demanding governors to publish a register of their interests online have been in place for some years. The register must include details of relevant business interests, other schools with which governors are involved and relationships between governors and school staff, including spouses, partners and relatives. Any governor who fails to reveal the information could be suspended for bringing the governing board into disrepute.

It is also important to note that in academies there are detailed rules regulating transactions between the academy and any connected organisations. All of these transactions must be at cost (with no profit accruing to the connected trustee), they must also be notified to the Education and Skills Funding Agency (ESFA), and any transactions exceeding £20,000 are subject to prior approval by the ESFA.

Once conflicts have been identified, they must then be managed in a credible manner. In private sector boards, the non-conflicted board members will typically determine the future role that the conflicted director can have in relevant discussions and decisions. The conflicted director may be asked to excuse themselves from such discussions or not take part in a boardroom vote on the issue. If the conflict is substantial and ongoing, it may be necessary for the conflicted director to resign from the board altogether. Practice is much the same at governing board meetings.



Appendix A

Governing board structures in maintained schools and academies

The following description of the school governance structure is applicable to schools in England, Northern Ireland and Wales. Scotland does not have a formal system of school governance and instead schools have Parent Councils to maintain links with the school community.

In local-authority maintained schools, school governing boards must have at least two parent governors (elected where possible), the headteacher (unless they decide not to serve on the board), one elected staff governor, and one local authority governor. Faith schools may also appoint foundation governors, nominated by the appropriate religious body. The board may then appoint as many co-opted governors as is appropriate, although the number of co-opted governors that can also be staff governors must not exceed one third of the total. Co-opted governors do not have to have a specific connection to the school or local community but should have the skills or experience necessary to carry out the functions of the governing board.

Single academy and multi-academy trusts are charitable companies, and have a two-tier governance structure consisting of Members and Trustees. The Members – at least three persons and ideally five – undertake a high level oversight role and have the power to appoint and remove trustees. Their role is described in the Academies Financial Handbook as ‘eyes on and hands off’.

However, the Board of Trustees is the main governing body. Trustees have the responsibilities of both company directors of a company limited by guarantee – and in this role they are registered as the directors at Companies House and must comply with company law – and charity trustees with a duty to ensure compliance with charity law. Furthermore they are accountable to Parliament and the Secretary of State.

The Academies Financial handbook states a preference that ideally no employees should be trustees, but that it is still acceptable for the headteacher or senior executive leader to take a place on the board if the rest of the trustees require it and the articles of association permit it.

In multi-academy trusts, the board of trustees is able to decide whether to appoint local governing boards for individual schools within the trust, and which, if any, governance functions they should take responsibility for.

Further information on the structure of school governance can be obtained from the following sources:

- House of Commons Briefing Paper, Number 08072, August 2017, Nancy Wilkinson.
- Academies Financial Handbook 2018. Education and Skills Funding Agency. June 2018.

Appendix B

Further information and resources for school governors

Department for Education – Governance handbook for academies, multi-academy trusts and maintained schools, January 2017

https://assets.publishing.service.gov.uk/government/uploads/system/uploads/attachment_data/file/582868/Governance_Handbook_-_January_2017.pdf

Governors for Schools – A free school governor recruitment, placement and training service that works in partnership with businesses and universities to ensure that all schools have access to skilled and committed governors.

www.governorsforschools.org.uk/about-us/

The Royal Society of Arts – Who Governs Our Schools? Trends, tensions and opportunities by Tony Breslin FRSA
www.thersa.org/discover/publications-and-articles/rsa-blogs/2017/09/who-governs-our-schools

The National Governance Association – The National Governance Association (NGA) is an independent charity representing and supporting governors, trustees and clerks in maintained schools and academies in England.

<https://www.nga.org.uk/Be-a-Governor.aspx>

The Key for School Governors – The national information service providing governors with guidance, insight and answers on all aspects of school governance.

<https://schoolgovernors.thekeysupport.com/>

Academy Ambassadors – Academy Ambassadors provides a free, bespoke service matching business people and professionals with multi-academy trusts looking to strengthen their boards.

www.academyambassadors.org/

Inspiring Governance – A free governor recruitment service funded by the Department for Education and delivered by the charities Education and Employers and the National Governance Association (NGA).

www.inspiringgovernance.org/employers

NGA (2018) *Welcome to Governance*, 10th Edition, National Governance Association.

Available: www.nga.org.uk/publications

The NGA guide is a useful resource for chairs to issue to their new governors and academy committee members

NGA (2017) *Welcome to a Multi Academy Trust*, 2nd Edition, National Governance Association.

Available: www.nga.org.uk/publications

This guide provides high-quality practical information on MAT governance structure and practice for new trustees and senior leaders,

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Dr. Roger Barker is Head of Corporate Governance at the IoD, and managing director of Barker and Associates, a corporate governance advisory firm.

Dr. Barker previously served as the Director of Corporate Governance and Professional Standards at the Institute of Directors for almost a decade. He is a UK Member of the European Economic and Social Committee (the EU advisory body), Senior Advisor to the Board of the European Confederation of Directors Associations (ecoDa) and Chairman of the ecoDa Education Programme for European Directors.

He is Honorary Associate at the Centre for Ethics and Law at University College London and a visiting lecturer at Saïd Business School, Oxford, and Cass Business School, London. Dr. Barker is the holder of a doctorate from Oxford University and the author of numerous books and articles on corporate governance and board effectiveness, including: 'Corporate Governance and Investment Management: The Promises and Limitations of the New Financial Economy' (Edward Elgar, 2017), 'The Effective Board: Building Individual and Board Success' (Kogan Page, 2010), and 'Corporate Governance, Competition, and Political Parties: Explaining Corporate Governance Change in Europe' (Oxford University Press, 2010). A former investment banker, Dr. Barker spent almost 15 years in a variety of equity research and senior management roles at UBS and Bank Vontobel, both in the UK and Switzerland.

Co-Author



James Jarvis
Corporate governance analyst at the IoD

James Jarvis is Corporate Governance Analyst at the Institute of Directors. In this role he supports the Head of Corporate Governance on key IoD initiatives and provides day to day strategic advice on corporate governance policy, identifying issues in the media where the IoD may wish to comment. Key aspects to the role include responding to Government and regulatory consultations, drafting policy papers on corporate governance and writing national media pieces.

International roles include being Secretary to the GNDI (Global Network of Directors Institutes) and representing the IoD on the Policy Committee at the European Confederation of Directors' Association (ecoDa). Prior to this role he worked as Special Adviser. James is a Politics graduate from Manchester Metropolitan University.

Advisory Panel



Dr. Tony Breslin
Analyst and author

Dr. Tony Breslin is a public policy analyst and author specialising in education, participation and the voluntary sector. A teacher by profession and a Visiting Fellow at the University of Hertfordshire School of Education, he is Director of the consultancy Breslin Public Policy Limited, Chair at Bushey Primary Education Federation, Chair of Industry Qualifications, a trustee at Adoption UK and a Fellow of the Royal Society for the Arts.

A founding member of the Association for Citizenship Teaching, he has formerly chaired the Association for the Teaching of the Social Sciences, the school-focused social enterprise Speakers Bank (now Speakers Trust) and the charity Human Scale Education. He has also served as a Director of Sixth Form Studies, as a Local Authority Education Adviser, on the Board of an Education-Business Partnership and as an FE college governor.

Between September 2001 and August 2010, Tony was Chief Executive at the Citizenship Foundation, the influential education, youth and participation charity, and is credited with developing the concept of the Citizenship-rich school. He has published over eighty papers and chapters, served as a senior examiner at GCSE and A level, and spoken widely in the UK and overseas on education, youth and participation issues.

He has worked as a consultant to the British Olympic Association, the British Paralympic Association and the London Organising Committee for the Olympic and Paralympic Games advising on, and shaping, educational provision at London 2012. He has also been an adviser to various government departments including the Cabinet Office, CLG, DFE, the Home Office and the Ministry of Justice.

His most recent publications include two well-received RSA reports, one on the future of school governance, *Who Governs Our Schools? Trends, Tensions and Opportunities* (RSA, 2017) and one on the development of a culture of lifelong learning, *A Place for Learning: putting learning at the heart of citizenship, civic identity and community life* (RSA, 2016). Prior to this he conceived and co-authored, with Mike Moores, a series of guides to the new GCSE and A level qualifications for students, parents and teachers, published by Cambridge University Press in 2015 and 2016.

In addition to his public policy work, Tony works as a school improvement consultant, an adviser on governance issues and a curriculum development partner, specializing in 14-19 provision, professional and vocational education, widening participation, adult learning, PSHE and Citizenship Education. He is currently seeking to build support for the creation of a National Centre for the Social Curriculum and, through the #R29 Campaign, the establishment of a Cross-sector Commission on Governance. He was awarded the Freedom of the City of London in 2004.



Louise Cooper
*CEO of Governors for
Schools*

Louise Cooper became CEO of Governors for Schools in April 2017. She brings a rich and diverse set of skills and experiences from more than 20 years in the private, public and not-for-profit sectors. Most recently, she was Business Development Director at the social enterprise London Early Years Foundation, where she grew their nursery portfolio from 24 to 38 nurseries. Her private sector experience was with LEK Consulting, a strategy consulting firm, and the global retailer Tesco. She has also led UnLtd South Africa in Cape Town, a non-profit organisation which supports social entrepreneurs. Louise is currently a Governor of a primary school in north London. She holds an MBA from Harvard Business School and an MChem from Oxford University.



Alyson Howard
FCCA DChA CF
*Education and Not
for Profit Audit
partner*

Alyson Howard FCCA DChA CF is a specialist Education and Not for Profit Audit partner and joined MHA MacIntyre Hudson in 2018 as part of the firm's sector growth strategy. She advised the first converter academy in Kent and has gone on to advise the first academy PRU, special schools and those with PFI contracts assisting in the negotiation of revised funding streams to cater for special business cases.

She was previously head of the academies team at Williams Giles, where she started the academies practice when the first schools began to convert following the 2010 legislation. Prior to specialising in education, Alyson has enjoyed a career spanning Corporate Finance, Not for Profit audit, and Corporate Recovery. Alyson works with a number of academy training providers to deliver lectures on academy finance and management, and is also regularly asked to chair academy conferences and write articles for the sector.

Alyson was Chair of the Institute of Directors (IoD) in Kent between 2003 and 2007 and has held a number of roles at national level in the organisation. She has served several terms on the ruling Council, and Chaired the Membership Committee and acted as Deputy Chair of the Audit and Risk Committee between 2010 and 2017. She has a particular interest in governance in the Not for Profit sector.

Alyson is married with three grown up children and enjoys reading, skiing and music, although not all at the same time.

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For further information on this report, please contact:

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The Institute of Directors

The IoD has been supporting businesses and the people who run them since 1903. As the UK's longest running and leading business organisation, the IoD is dedicated to supporting its members, encouraging entrepreneurial activity and promoting responsible business practice for the benefit of the business community and society as a whole.

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