

# Governors' Update

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## FINISHING STRONG AND STARTING WELL: PRIORITIES FOR THE END OF THIS YEAR AND THE START OF NEXT

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Although this *Update* may be of interest to a variety of boards of many types of school, it is aimed at boards of Governors in charitable trust and not-for-profit UK schools. RSAcademics has recently launched iGNIS – the Governance Network for International Schools. iGNIS is designed to facilitate and promote good governance in international schools and other types of board outside the UK.

In the last *Governors' Update*, we made some suggestions about how boards might evaluate board performance and individual contributions to its success. This is a sensible end-of-year concern and can be a key function of a nominations and governance committee. We therefore begin this Update with some suggestions about how such an evaluation might be used to improve performance with a view to “finishing strong”.



On our travels undertaking governance reviews, attending conferences and networking events for Chairs of Governors, we have encountered a number of “hot topics” which are pre-occupying boards at the moment, such as the payment of governors. We address these in the second section of this Update.

Then, in “Points to ponder”, we look at some perennial topics which evolve over time, with a new emphasis or nuance which governors would do well to understand. These include issues relating to safeguarding, partnerships, curriculum change and staff wellbeing.

We end with some thoughts about “starting well” at the beginning of the new year. Our suggestions relate to how communications with governors at the start of the year and between meetings can play a role in heightening their interest in and familiarity with the life of the school and their engagement with each other.

Notably absent from this Update is anything to do with changes likely to be required in the event of VAT being imposed on school fees and the related challenges this will bring to schools. Much has been written about this and arguably schools which have not addressed these issues by now may have left it too late. We commend however the pithy advice given on this at various times by the CEO of the Independent School Bursars’ Association (ISBA), David Woodgate, who counsels:



“

Plan for the worst, hope for the best, but be ready to be surprised.

”

# FINISHING STRONG: PRIORITIES FOR THE END OF TERM

## Board evaluation

Whichever of the evaluation mechanisms you decide to adopt from the suggestions in the last Update (a full review using the Charity Governance Code, an internal survey, quick questions...) or even if you decide to simply consider what people think the board should continue doing, start doing or stop doing in order to operate more effectively, it is important that some agreement emerges about how things might improve. You may not get everything right as you adapt how the board proceeds, but at least governors can see that feedback is acted upon and the self-evaluation process becomes more accepted as a feature of your board, something to look forward to contributing to rather than going along with as a tick box requirement.

Most boards are very good at “finishing well” with departing governors, ensuring that they are given a good send-off and thanked for their contribution to the work of the board. In our experience, however, few Chairs think of holding an exit interview with departing governors to gain useful feedback from an experienced colleague.

We have found that some Chairs find the evaluation aspect of the role uncongenial or not suited to their skill set. Where this is the case we would recommend that, rather than avoiding self-evaluation, responsibility for the process is delegated to a Vice Chair who is more suited to the role.

## Acting on the feedback

Perhaps the most common feedback is that: agendas are long and routine; papers are long and often hard to penetrate; and, faced with the prospect of lots of tick-boxing and listening to presentations, it is not surprising that some governors are not engaged or feel that their skills are being under-utilised.

Acting on such feedback can be hard, however. We have found it is only in those boards with a healthy and trusting atmosphere that this can be done well. It therefore follows that creating a culture of openness, honesty and constructive challenge is key to good board effectiveness.

Yale Professor Jeffrey Sonnenfeld commented helpfully on this:

*“The key to good governance is not structural, it is social”.*

Although the structural or formal processes of governance are vital, it is hard to ensure effective governance without the social (or trust) element on a board.

Let us look now at the things which can be done both during and outside of formal meetings to develop and maintain such a positive culture.

## Outside of meetings

### Setting expectations

Appointing people with the right skills and ensuring that the Chair (or the Chair of a nominations and governance committee) has conversations about expectations of contribution before appointment. This should also be included in a code of conduct and

covered during induction. Clear expectation-setting also makes it easier to hold people to account if their contribution falls short of what was expected.

### **Building social relationships within the board**

The importance of having social events once or twice a year—not necessarily a full blown dinner—to build the board team should not be underestimated. Once you get to know people socially, you begin to understand who they are and what makes them tick. You know what their drivers are, and this makes it much easier to understand where they are coming from when you are having debates/ discussion at board level. It also means there is much less likelihood of conflict in the event of a disagreement.

### **Regularly reviewing meetings and asking what could have gone better**

This can be done at the end of meetings by the board as a whole, as a matter of routine (which helps to establish a culture of honesty and constructive challenge). It is really difficult for people to tell the Chair what he or she might be doing better, especially in the context of a board meeting. It can therefore be beneficial when Chairs hold periodical 1:1 meetings with board members, ideally with each of them, but certainly with committee Chairs, link governors (and new members). While time consuming, this is a really effective mechanism for developing the culture described above.

Having the humility to ask in 1:1's what might be done better takes time and courage, but does give everyone the opportunity to express their point of view and, if couched in the right language, can elicit really effective feedback to the Chair. For example, if asked “ how might we improve the



effectiveness of the board as a whole?” or “what might we do better?” a governor might feel empowered to indicate that the Chair should seek the view of everyone around the table, even the quieter members. They might also have useful ideas from their own experience which they would not have otherwise shared unless specifically asked.

## **Inside Meetings**

### **Encourage in-person meetings and reduce the number of people around the table**

The fewer people around the table, the better the debate and discussion.

### **Run board discussions not board presentations**

It is easy to spend too much time looking backwards on what has happened or listening to presentations on day-to-day operations which is not what the board is there for. Encourage Heads to walk through some key decisions they are trying to make and need board input on.

Focus on strategising and problem-solving – what is working well, what challenges are there and what are the proposed solutions. Adopt a joint problem-solving approach, where Heads, SLT and the board strategise

together.

To improve discussions the papers in advance should be a concise, compelling pre-read. Clarification questions should be encouraged in advance so that the Chair can gather discussion points, ideas and concerns in advance to enable them to plan and guide the conversation.

### **Board agendas and papers**

As a board, what information do you want to receive and why? Do you have a schedule of work for the whole year? How often is this reviewed against the strategic objectives? A couple of ideas for you to try are below.

Consider phrasing each agenda item as a question, so board members know what is being asked of them and are clear what the problem is which they are being asked to solve, for example. It focuses minds.

Have different board meetings for different things. For example, have some board meetings each year which are simply for divergent thinking—to generate ideas and possibilities (the realm of curiosity) without breaking the collegiate atmosphere with scrutiny or challenge. This enables everyone in the meeting, both executive and non-executive, to express their views without fear of consequence. Have

other board meetings for convergent thinking, i.e. evaluating, analysing and forming judgements about proposals.

### **Questioning techniques**

Effective questioning is a key governance skill. There is a tendency to assume that everyone knows how to do this, but we often find in our governance reviews that the questions asked at board level create unnecessary tension, both on the part of the Head and SLT (who can perceive questions to be negative or aggressive, for example) and on the part of governors who can feel that they are not being told everything or are not getting the answers they are looking for. Not everyone understands the importance of asking the right question in the right way. Training for governors on questioning techniques is something which we have done in the past and which can really help to improve board effectiveness.





# SOME HOT TOPICS

## Can governors be paid?

Some observers have commented that in the light of the difficulty of recruiting suitable board members and Chairs of Boards/Committees, it should be possible to pay governors. The recent advertisement for a paid executive Chair of a group of charities, which included schools, has re-awakened debate about this issue. It remains the case, however, that charity trustees cannot generally be remunerated for their work as trustees. Veale Wasbrough Vizards (VWV) recently published an article about this subject: [Are paid governors the future?](#)

The article outlines the various ways in which governors may receive payments or benefits from a school (or rather the charity which owns it), including: reimbursement of expenses; (unusually) receiving a benefit from the charity's ordinary work, i.e. education; payment for goods or services (assuming inter alia that conflicts of interest are well managed); salary as an employee (if permitted by the governing document); payment as a governor (with consent from the Charity Commission who "will need strong persuasion"). The article goes on to consider what the law allows, whether there is a need for this and the associated risks. While the potential for this to become more common appears unlikely, the author concludes thus: *"So, is paying governors the future? It is certainly one version of it and one we are likely to see feature more than we have done in the past."*

## Where should we stand on environmental sustainability?

This is featuring more and more on boards' agendas. Schools are increasingly developing strategy in this

area and often, as we have said before, at the instigation or urging of students. Last year, the Independent Schools Council (ISC) and the independent schools associations worked with Planet Mark on a report outlining sector progress in this area. [This](#) is helpful reading for governors monitoring schools' approaches to this issue and the ISC hosts resources to support schools on sustainability which can be found [here](#).

Separately, this is an issue concerning the National Governance Association (NGA) and they have updated their guidance for boards on how to initiate discussions and support sustainability strategy and planning, found [here](#). They are holding a [Greener Governance webinar](#) for governors which may be a good starting point.

## How do schools know where they stand in relation to others in terms of technology?

Widespread discussion about Artificial Intelligence (AI) has caused many school boards to ask themselves this question. A good briefing on this area is the technology survey published by ISBA and ISC in March 2024, entitled *A whole-school survey of technology* in ISBA member schools with recommendations for improving technology use in the sector and available via login on the [ISBA website](#).

The survey highlights positive change in terms of engagements in technology strategy, reliable provision, use of cloud services and the use of technology in teaching and learning. It suggests that there is greater positivity around the potential for AI to impact schools especially in terms of supporting staff to use it effectively and measure the

impact of their continued and significant investment in technology. It stresses that while schools should continue the exploration of new technologies and new opportunities, they should also be aware of potential new risks and challenges arising. Below is a summary of the report's recommendations.

1. Consider 'value' in relation to technology
2. Maximise networks for sharing best practice
3. Raise awareness of digital citizenship among staff and students
4. Involve teachers in technology strategy development
5. Discuss and explore AI and Generative AI
6. Consistently and reliably carry out the basics in relation to cyber security



# POINTS TO PONDER

## Safeguarding

This will of course always be a preoccupation of governors, especially governors who are tasked with oversight of safeguarding. There are two important consultations ongoing at present and governors may wish to enquire what Designated Safeguarding Leads (DSLs) think about them. One is about [Early Years Foundation Stage \(EYFS\)](#) safeguarding with a view to making requirements more comprehensive to bolster pupils' safety. This closes on 17th June.

The second relates to *Keeping Children Safe in Education (KCSIE)*. The government has announced that it intends to make only technical changes to KCSIE in September 2024 "with a view to providing a more substantively updated document, encompassing wider changes, to be delivered in 2025." They have launched a call for evidence from practitioners and others and governors will be interested in what DSLs want to contribute to this exercise. You can access the survey, which closes on 20th June, [here](#).

Eagle-eyed DSLs and safeguarding governors may have noticed a new definition of safeguarding in *Working Together to Safeguard Children 2023* which may feature in the new KCSIE:

- Providing help and support to meet the needs of children as soon as problems emerge
- Protecting children from maltreatment, whether that is within or outside the home, including online
- Preventing impairment of children's mental and physical health or development

- Ensuring that children grow up in circumstances consistent with the provision of safe and effective care
- Promoting the upbringing of children with their birth parents, or otherwise their family network through a kinship care arrangement, whenever possible and where this is in the best interests of the children
- Taking action to enable all children to have the best outcomes in line with the outcomes set out in the *Children's Social Care National Framework*

## Partnerships

Some schools are losing interest in this area as they consider changes likely to come in if VAT is imposed on school fees. Others believe that partnerships with maintained schools and their local and other communities are an essential part of their mission. Many feature them as evidence of public benefit in their annual report. ISC continues to promote such partnerships and is putting together the 2024 *Celebrating Partnerships* booklet in anticipation of Celebrating Partnerships Week in July. They are keen to hear from schools about case studies of partnerships, especially in key areas: partnerships in areas with high levels of deprivation; access to music and the arts; teacher training and development; mental health support; early language skills; STEM projects; and SEND partnerships. The partnership leader in school can email case studies to [press@isc.co.uk](mailto:press@isc.co.uk).

## Curriculum change

We have written before about curriculum change being under discussion at GCSE level. Many schools are beginning to consider reducing the number of GCSEs they require pupils to



sit and to explore alternative qualifications. This is something that academic or education committees may wish to hear about from academic deputy heads. [Rethinking Assessment](#) is an organisation which explores how alternative approaches might be developed and is a good place for governors who are interested in this to begin. Their thinking is based on this premise:

*“Exams have a stranglehold on our entire education system. They dominate what is taught, how it is taught, and the lived experience of every child, parent and teacher in the country.”*

The Prime Minister announced some time ago that if re-elected, the Conservatives would replace A-levels and other school leaving qualifications with the Advanced British Standard and you can find out more about this in this [DfE blog](#). Many educational professionals are critical of the proposal, including the Association of School and College Leaders (ASCL) whose comments can be found [here](#) alongside those of Ofqual and the ISC. Governors may be interested in the views of school leaders about whether or not they would expect to go along with this development.

## Staff Wellbeing

There can be few governing bodies who do not understand their obligations in terms of monitoring and overseeing the school leadership’s work in terms of staff wellbeing, and who do not take seriously their own responsibilities in terms of that of the Head. With regard to teachers’ wellbeing governors might like to know the views of their school’s senior leaders on the proposals of the Chartered Teaching College about teacher professionalism. Dame Alison Peacock, CEO of the Chartered College, wrote to members summarising her view (and identifying useful sources

for governors), thus:

*“Too often, school staff are expected to soak up the pressure, to give their all because, after all, this is a ‘calling’. But as our recent working paper, [Revisiting the notion of teacher professionalism](#), makes clear, mental health and wellbeing are essential as a balance to altruism, because without it the job becomes untenable. Professionalism, including mental health and wellbeing, should underpin every policy and practice that impacts on education. When members meet with Sir Martyn Oliver [His Majesty’s Chief Inspector] on Wednesday 15th May we will be inviting him to reflect on how inspection can build and sustain professionalism, and I’ve started to explore what that might look like in this [blog](#).”*



She sees this in the context of the current crisis in teacher recruitment and retention. She proposes that teachers should have more autonomy and agency and a voice in policy decisions. She advocates more inclusive systems of accountability which put a stronger focus on peer learning, feedback and trust. Dame Alison also looks to evidence-informed practice, with three-way communication between research, policy and practice. In schools, this involves supportive professional review, peer observation and a team approach to planning and assessment. Governors may be interested in the school leadership

team's views about this.

The DfE is also pre-occupied with the wellbeing of leaders of state funded schools and this should be of interest to the independent sector. They published a letter highlighting the critical role which governors and trustees play in influencing overall culture which can be accessed [here](#).

The letter does not bring in any new requirements but signposts sources of support and describes new steps which DfE and Ofsted have outlined in relation to school inspection. The Independent Schools Inspectorate (ISI) has also published guidance in relation to pressures on heads during inspection which can be accessed [here](#).

## EDI

Join All-in Education's new group for minority ethnic governors of independent schools. It is essential that our leadership and governance teams reflect the rich diversity of the communities we serve.

Independent schools, like all institutions, are called upon to champion inclusivity and representation in their decision-making processes.

After extensive consultation with governors across the sector, our EDI partner, All-in Education, has identified a crucial need for a network that unites governors from global majority backgrounds. The All-In Education team aims to create a platform to share experiences, celebrate successes, and exchange best practices in governance.

[All-in Education](#) is thrilled to announce the launch of this groundbreaking initiative and invites you to participate! They are working closely with a dedicated group of minority ethnic governors to establish a vibrant network



that amplifies diverse voices in school governance.

If you are interested in learning more about this initiative and joining this exciting network, please email Johan Jensen at All-in Education at [info@allineducation.co.uk](mailto:info@allineducation.co.uk) by Friday 14 June.

## Lunches for Chairs of Governors

We have hosted a number of lunches for Chairs of Governors this academic year, in London, Bristol, and Guildford.

Our most recent lunch this term was at the National Mathematics and Science College in Coventry, where not only did we have some interesting discussions around models of governance, but we were also treated to a delicious lunch by Chapter One, themed around science.

Next year we will again be hosting lunches in London, the South West, the Midlands and the North West and will be focusing on the topics of the role of governors in fundraising and also on how governors can promote equality, diversity and inclusion on their boards. If you would like to attend one of our Chairs' lunches next year, do please get in contact with Lucy Walsh Waring at [lucywalsh-waring@rsacademics.com](mailto:lucywalsh-waring@rsacademics.com).

# STARTING WELL: THOUGHTS FOR THE BEGINNING OF THE YEAR

## Board evaluation

It is important that any decisions about how to act upon the feedback gleaned from board members in the evaluation process at the end of this term (see above) are not forgotten in the hurly burly of the meetings at the start of the Autumn term, the first one of which for many schools is some form of strategy day. The Clerk should be able to remind the Chair what was agreed and ensure that it features in their introductory remarks at the first full meeting. Some boards find it helpful to review the Code of Conduct in the light of the feedback, and boards and committees can often find it instructive to review their Terms of Reference and/or agree their objectives at their first meeting of the year.

## Communications

The start of a new year is also a good time to start new communication protocols designed to enhance governor engagement. Boards might consider some of the following simple innovations.

### Introductions

You might be surprised to know how many governors confess as part of our reviews that they don't know very much about each other. A simple way of breaking this down, alongside suggestions made above about more social contact, is to effect some introductions in the first meeting of the year. There is almost certainly going to be at least one new governor or SLT member there and you can use their presence as an excuse for everyone to introduce themselves (ideally in thirty seconds). Where there are no new faces

round the table, confident chairs sometimes ask everyone to say something about their summer activities or to share one thing they don't believe their colleagues know about them.

### Start of term

Inviting the Head to send a short beginning-of-term update to board members can be an effective way of identifying priorities and sparking interest. Often such messages include details of what is going to happen in school during the term, and it is obviously good to invite governors who can spare the time to attend important events like sports matches, concerts or plays. But a more interesting communication might outline what the key areas of focus and emphasis are for the term, perhaps arranged by year group or staff team so that governors have a real understanding of what is preoccupying leaders and staff in the coming three months. The exercise will be viewed less positively by both Head and governors if the update is much more than a side of A4....

### Between meetings

You might consider encouraging more frequent and pro-active communication by the Head, so that the board is up to speed before meetings. This has the benefit of keeping governors engaged and regularly reminding them of their responsibilities, as well as reducing the amount of papers and presentations which are needed at board meetings. You might consider having a monthly dashboard or update (again perhaps no more than a side of A4) prepared by the Head/CFO so that governors are kept regularly informed. This can serve the

function of bringing to life some of the issues boards discuss and ensure that governors do not come to meetings cold. Establishing high quality communications of this sort, perhaps with a refreshed style, less continuous prose, more visual prompts, may encourage those writing reports for committee or board meetings to communicate less starchy and assist governors in looking forward to receiving their board papers.

### **After meetings**

It is striking how little communication there is with staff about what goes on at governors' meetings, creating an air of, at best, mystery and at worst, ignorance, on the part of support staff and teachers about what governors actually do. Obviously, considerations around confidentiality would have to be borne in mind in any such communication, and the Head and the Chair would need to both be comfortable about what was shared. However, another side of A4, perhaps with visual prompts, which gave staff stakeholders some idea of what governors oversee and monitor, and what they know about the academic, pastoral, co-curricular and other aspects of the life of the school, could be a useful innovation. It could also serve as a simple mechanism for passing onto staff governors' appreciation not only of what they do in general, but also of significant contributions in particular.



# About the authors

## Durell Barnes

Durell Barnes joined RSAcademics in 2016, and throughout his career he has worked with school leadership teams to support them with all aspects of governance and compliance. He was formerly Deputy Director and Head of Communications at the Independent Schools Inspectorate and before that taught in HMC schools, latterly as a Deputy Head.



At ISI, Durell was responsible for liaising with Ofsted, the DfE, ISC, school associations, schools, parents and other interested parties on matters relating to safeguarding and quality assurance. He was closely involved in the development and implementation of the revised frameworks for inspection introduced successively in 2006, 2010, 2012 and 2015-6. A Governor of both maintained and independent schools, Durell has hands-on experience of the challenges faced by busy and highly committed Governors endeavouring to exercise their responsibilities within time constraints.

From 2018-22 Durell was Chairman of the Independent Schools Examinations Board (ISEB), alongside his role at RSAcademics. He is on the advisory boards of Ivy House and The Wellbeing Hub and is a trustee of the Emmott Foundation. He also chairs the Independent School Bursars' Association's inspections oversight committee.



## Lucy Walsh-Waring

Lucy joined the governance team in 2022. She is a highly experienced board member, director and school governor. As a long-serving member of the board of Dauntsey's School, Lucy served successively as the school's nominated Safeguarding Governor, a member of the Education Committee, Chair of the Finance and General Purposes Committee, Chair of the Governance, Compliance and Safeguarding Committee and, latterly, Chair of the Board.

A longstanding liveryman, and now a court member, of the Mercers Company in the City of London, Lucy has sat on the Young People and Education Committee, the Church and Communities Committee, the Older People and Housing Committee and is a Director of the Mercers Company Housing Association. She has a legal background and has a particular interest in corporate governance, receiving her Certificate in Corporate Governance from INSEAD in 2022.



# Our services

RSAcademics is a holistic, multi-service consultancy, completely dedicated to helping schools thrive. We support schools in the following areas:

## **Appointing school leaders, supporting their wellbeing and development and ensuring effective and collaborative governance:**

- The executive search and selection of senior staff, including Heads, Deputies, Business Directors and Finance Directors, as well as employees working in Marketing, Student Admissions and Fundraising.
- Tailored governance reviews and training for Governing Boards.
- Supporting the wellbeing and development of senior staff through supportive and developmental appraisals and coaches, including the team of coaches at Love Your Coaching.

## **Creating more inclusive and equitable learning environments:**

- We have partnered with All-in Education, a key provider of EDI services to schools. Through this partnership, we can provide leadership development to support senior leaders in developing their EDI strategies.
- Our EDI Audit supports schools with their curriculum development, governance and inclusive staff recruitment.

## **Research and thought leadership**

- We are publishers of influential and powerful reports including The New Art of Headship, Onwards and Upwards, Ten Trends and The Art of International School Headship.

## **Addressing strategic challenges, strengthening a school's business model and supporting planning for the future:**

- Advising on strategic planning and assessing specific business initiatives and opportunities, working with boards and Senior Teams as a facilitator.
- Market-leading perception and attitude research among stakeholders, including affordability studies.
- Conducting market studies, competitor analysis and catchment area demographic mapping.
- Providing transformational marketing and admissions audits and developing effective marketing plans to optimise student recruitment.
- Fundraising and development services, ranging from those aimed at "start-up" Development Offices, to advanced and specialised support in legacy campaigns, feasibility studies and donor cultivation.
- Conducting wide-ranging reviews from financial and operational resilience to governance and leadership.

## **Supporting student wellbeing:**

- Our Pupil Voice Survey Service is aligned with the new ISI inspection framework to help schools develop a considered, co-ordinated programme of surveys, providing clients with the feedback they need to support student wellbeing.
- Through our partnership with The Wellbeing Hub from Teen Tips, we can provide expert support for the whole school community to access.