

Governors' Update

February 2024

B.A.U: Business as usual in challenging times

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In the last Governors' Update, we focused primarily on strategic matters and external factors. We hope this was helpful, particularly at a time of the year when many schools embarked on strategy days.

Of course, this long-term, strategic perspective will always be required by governors and there have been webinars, conferences, presentations and board papers since September in which Governors will doubtless have been reminded of this. This is especially in light of the significant impact of policies set to be introduced in the event of a Labour victory at the next general election.

However, the regular round of governance activities must continue and so, in this Governors' Update, we look at topics which we might consider as "business as usual" or B.A.U.



Topics covered in this edition:

- Governance reviews and (self-)evaluation
- Common themes from reviews we have conducted recently
- Pronouncements from the Department for Education (DfE)
- An inspector calls...The latest news on inspections and what this means for governors
- VAT – Are you ready?
- Your governance models – are they fit for purpose?
- Lunches for Chairs of Governors

Governance reviews and (self-) evaluation

RSAcademics undertakes reviews of governance in schools and we help many schools conduct their own self-evaluation. We explore below some common themes which have emerged and which are relevant to all boards looking to improve.

Why carry out a review

The reviews we undertake are often 'one-offs' arising out of a particular circumstance, for example, a change of Head or Chair, or from challenging circumstances or relationship issues. We recommend schools plan these processes in advance and undertake their own self-evaluation process every year.

Schools should involve members of the executive at least every other year and have an external review every three years, as recommended in the [Charity Governance Code](#).

How to go about a governance review

The process can be 'light touch', involving surveys of board members using one of the proformas available, and/or conversations with the Chair. Sometimes the Chair may not be the ideal person to run the process and it may be agreed that the Chair of a governance and nominations committee (or equivalent) or a Vice-Chair might do so.

A more extensive process can involve looking at functions and effectiveness committee by committee, although this risks governors getting 'evaluation fatigue'. Whatever approach is adopted,

protocols around confidentiality must be clearly understood. To be really effective, board members must be encouraged to reflect on their own contribution, as well as the effectiveness of the board as a whole.

We are often asked to review basic documentation like Terms of Reference and Role Descriptors and find that this process of discussing and adapting such important documents can be an important element in establishing board culture.

Evaluation should not take place in a vacuum. It is best combined with a skills and expertise/experience audit, which in turn can include some interesting discussions about cognitive diversity. Sometimes both the audit and any self-evaluation can benefit from being focused on a simple question, e.g. "how effectively as a board do we ensure that we fulfil the requirements of Standard 8" and/or "do we have the appropriate skills and expertise to fulfil the requirements of Standard 8". It is important that an action plan emerges from the process and is in turn reviewed after an appropriate period. Such a plan is likely to include elements of professional development for board members.

How evaluation and training are linked

Board evaluation, including self-evaluation, is linked to professional development, which can be very difficult for busy working governors to find time for.

In addition to required training on

safeguarding and safer recruitment, members may have individual needs. These may arise from their particular roles on the board, e.g. cyber security. Or their needs may emerge from circumstance, e.g. handling complaints and appeals. There may be a need for group workshops - not training as such - perhaps giving insights into the sector, or help with strategic planning or change management, or indeed to assist in improving outputs, e.g. ensuring meetings are effective or guidance on how to interrogate academic data.



Where to get more information on reviews and evaluation

Clerks are likely to be able to advise on providers in these areas, including the [Association of Governing Bodies of Independent Schools \(AGBIS\)](#), the [National Governance Association \(NGA\)](#), and several eminent legal firms.

Of course, RSAcademics can both advise and provide - please don't hesitate to contact us.

Common themes from governance reviews we have conducted recently

We have taken a moment to consider, in the round, the reviews we have undertaken in the last few months and to collect together a few common observations and insights.

Shared learning

We've encountered various approaches to how to make the best out of governor visits to school.

We often find that boards have well-established processes for governors' professional development and a vibrant programme of visits to the school, but that these occur in silos, without sharing the fruits of the experience. This sometimes arises where boards have tried to share feedback at meetings but found that the time to do this is hijacked by 'more important' matters.

Most schools have now developed a proforma for feedback from training and visits (in addition to a protocol for visits which is an important element). A good example would include 'questions for follow up' or similar, which allows the Clerk to ensure that appropriate members of the executive respond to governors' queries.

When the proforma also includes a section entitled 'what I'd like to share with the board', or similar, this can enable the Clerk to share that element with all governors and if it is something especially important, the Chair can ask the relevant colleague to say something about it (briefly) at a meeting.

Staff wellbeing

Active promotion of pupil wellbeing, a key focus of inspection, has possibly contributed to boards reflecting more on how to promote the wellbeing of staff. This topic appears in most of our Governors' Updates and it is no surprise that it comes up when we review governance.

Most boards now recognise this as an important issue, not only in and of itself, but for them to oversee and monitor. This arises partly from DfE guidance and the NGA has encouraged boards to prioritise it:

"The NGA encourages governing boards to consider staff workload and wellbeing as one of their trust's or school's strategic priorities."

We often find, however, that boards have not been able to decide where the issue should sit. On occasions, it arises only at full board, not because it is deemed of the highest importance, but because it has not settled elsewhere.

Some schools have an HR and remuneration committee, in which case it can sit easily there. Others have a wellbeing committee where it is included alongside pupil wellbeing, even though the two do not necessarily go hand-in-hand. And where it is added to the remit of an education committee already covering academic, pastoral, co-curricular and safeguarding matters, it can become the proverbial straw which breaks the camel's back. It is this kind of consideration which causes boards to ask us to assist them with committee structures and arrangements.

While one approach will never suit all schools, it is important to find a way of ensuring that substantial issues like this one do not become an 'add-on' and have their own proper place in governors' deliberations.

Underlying paperwork

We often find ourselves making recommendations about the paperwork which underpins the governance edifice. This is not because having the right paperwork alone ensures good governance, but because it can support the promotion of good governance culture. Regular review of the governors' Code Of Conduct, for example, can assist in ensuring that there is agreement about how to manage disagreement.

Annually reviewing the terms of reference of committees - and of the board as a whole - encourages some review of whether a committee feels it has achieved its aims.

Looking regularly at the descriptors for key roles, e.g. Chair and Vice-Chair of the board and of committees, and of link governors for parts of the school or aspects of its work (e.g. safeguarding, boarding, online safety), promotes a self-evaluative approach and a dialogue between interested parties.

Regularly debating the purpose, function and nature of papers shows concern for the workload they impose on authors and recipients alike. The tone of the school governance handbook is a good indicator of what new governors should expect.



Pronouncements from the DfE

The Department for Education (DfE) has continued to update requirements and issue renewed guidance and it is important that boards of independent schools and state schools alike do not lose sight of these as they contend with important strategic challenges.

You will find some information below in relation to: the new *Working Together*; performance-related pay; initial teacher training and the early career framework; staff workload and wellbeing; new requirements for the Early Years Foundation Stage (EYFS), including with regard to material changes for schools; and new guidance on digital strategy and cyber threats.

We start with safeguarding, of course.

Safeguarding and safer recruitment

[*Working Together to Safeguard Children*](#), commonly referred to as *Working Together* (WT) was updated in December 2023.

Safeguarding governors in particular will want to familiarise themselves with the changes, which are [summarised in a short, clear document](#).

Required policy changes are likely to be minimal, but you should check with the Designated Safeguarding Lead what the implications are for your school.

Early years

From 4th January, the Early Years Foundation Stage (EYFS) Framework has been updated: [A summary of changes](#)

For schools with EYFS pupils, there are changes to arrangements in relation to

qualifications, ratios and assessment. Governors will want to be satisfied that any required changes have been implemented in their settings, and to seek reassurance that safeguarding policies and procedures include all electronic devices with imaging and sharing capabilities, not just mobile phones and cameras.

Another change relating to EYFS is the end to the arrangements in place for schools with pupils 'rising three', no longer recognised as a category for registration purposes. This means that schools admitting children who are two years old but will become three during their first term must now be registered as including two-year-olds on *Get Information About Schools*. If this involves a change of age range, a material change (MC) application must be submitted to DfE. It is unlikely that the change will necessitate an MC inspection, but that should not be taken for granted.

Digital strategy

Also in January, DfE updated their guidance to schools about [how to meet digital and technology standards](#). There should be a digital technology strategy, led by the needs of pupils and staff, with a member of the senior leadership team (SLT) to oversee its implementation. This individual should ensure that digital technology is aligned with the institution's development plan.

Additionally, this person should manage the technology strategy and assist all staff in implementing digital technology that caters to the needs of staff and students. ICT leads should be able to inform governors about how they are addressing these requirements. The guidance also recommends that

governors consider the appointment of a digital link governor.

Career development

In January, the DfE brought together the Initial Teacher Training (ITT) Core Content Framework (CCF) and the Early Career Framework (ECF) in the new combined [Initial Teacher Training and Early Career Framework \(ITTECF\)](#).

This will have implications for the training undertaken in schools which are part of School Centred Initial Teacher Training (SCITT) organisations and for the professional development of 'unqualified' and other teachers in the early years of their teaching careers.

Governors will want to know how this affects their school's provision of continuous professional development (CPD).

Material changes

The above serves as a reminder that the proprietor (usually the governing body) should be aware of the number of pupils for whom the school is registered. [The Material Change Guidance](#) was updated in November 2023 and states that six months' notice should be given for the approval of a change from the date of submitting data: so proposed changes intended for 2024-5 should be reaching DfE shortly.

Staff workload and wellbeing

In February, DfE published the [Initial Recommendations of the Workload Reduction Task Force](#).

Recommendations include, for maintained school governors, the following:

"The DfE should amend guidance to governors and trustees so that the core function of strategic leadership includes consideration of staff workload and wellbeing when setting strategic priorities.

All school and trust governance bodies should publicly commit to and actively promote the recommendations of the workload review, as part of a renewed drive to reduce workload around planning, marking and data management.... Schools and trusts should consider the merits of assigning a senior leader with dedicated responsibility for improving wellbeing and reducing workload, working with union representatives and staff."

"We draw attention to the DfE governance handbook which requires boards to have due regard for the wellbeing and mental health of senior leadership teams and teaching staff and states that they may want to consider having a designated governor as a wellbeing champion."

Independent school governors will want to assure themselves that school leaders are aware of the recommendations, especially those which relate to administrative tasks which should not be undertaken by teachers, and of the DfE's commitment to maximising sign-up to the [Wellbeing Charter](#). They will wish to consider their own oversight of this in light of this recommendation.

An Inspector Calls...

The new ISI Inspection Framework is at the forefront of most Heads' minds and readers of these Updates will know that more is now expected of governors. Now that the first reports have been published from last term's routine inspections, we can confirm how this will affect boards.

In many ways, these requirements bring together many of the points already covered here, especially as boards consider how they will demonstrate that they fulfil the requirements of Part 8 of the Independent School Standards Regulations (ISSR) which reads as follows:

Quality of leadership in and management of schools

The standard about the quality of leadership and management is met if the proprietor ensures that persons with leadership and management responsibilities at the school:

1. demonstrate good skills and knowledge appropriate to their role so that the independent school standards are met consistently;
2. fulfil their responsibilities effectively so that the independent school standards are met consistently; and
3. actively promote the well-being of pupils.

Pause and delay

Both Ofsted and Independent Schools Inspectorate (ISI) inspections were paused in January to provide mental health awareness training for inspectors in the wake of the coroner's findings after the tragic death of Ruth Perry. Governors will be aware that ISI began inspections under a new framework last term, although publication of reports has been delayed to allow for extensive



quality assurance processes. It is important for governors to recognise that inspections under any new framework can be stressful for school leaders and that delays in publication cause anxiety also.

What recent reports tell us

We have previously highlighted aspects of the new framework of which governors should be especially aware. Here we draw your attention to what published reports tell us which will be of interest to governors.

Under the previous inspection regime, leadership and management and governance were only mentioned if they were 'contributory factors' in terms of outcomes for pupils' achievement or personal development. Essentially, the outcome would be described and the contributory factor mentioned, if significant.

Now, while pupil outcome is still key, especially in terms of wellbeing, the output of governors and leaders is the starting point and mentioned first in typical sentences. Hence, 'leaders' (or leadership etc) is mentioned on average 55 times per report (the largest number of times was 78) and 'governors' (or governance etc) on average eleven times per report.

As predicted, there has been some concern in schools about the very small number of them which have been deemed to have a 'significant strength'. Governors may wish to ask Heads what they feel about this. Also as predicted, there has been extensive

reference to school culture and to the school's attitude to risk. Perhaps less expected are the extensive references in the reports to behaviour. Governors will want to discuss amongst themselves and with the executive how they would describe the school's culture, how risk is approached and how behaviour is monitored.

Only a handful of schools (although that is quite a large proportion of the number of schools inspected) have not met regulatory requirements and there is evidence that inspectors have exercised 'proportionality', i.e. exercised leeway when minor matters have arisen which were easily rectified. However, such 'near misses' are recorded in reports and governors will want to continue to reassure themselves that leaders meet the requirements of Part 8 of the ISSR.

Where regulatory failings are noted, Part 8 is automatically failed and the proprietor is deemed not to have ensured that leadership was operating effectively. Some may be surprised at the almost brutal frankness of some references in this context:

"Over time the proprietor has not ensured that leaders and managers demonstrate good skills and knowledge, and fulfil their responsibilities, and that the ISSR are consistently met. The proprietor's monitoring of the school's policies and procedures over time has failed to identify that records... have not been maintained since 2019.... Leaders' evaluation of the effectiveness of the school's success in meeting its aims is underdeveloped."

"Leaders and governors have not ensured that all of the Standards relating to boarding have been met."

It is very clear that ISI likes to see and commends planning processes which are based on self-evaluation, including listening to the views of pupils (and staff and parents), and lead to improved outcomes in terms of pupils' wellbeing. Some illustrations of this follow.

"The proprietor, through the governing body, ensures that all aspects of school life are suitably reviewed and evaluated. They use information to ensure that leaders plan and appropriately prioritise for future school improvement... Governors have the appropriate skills and knowledge to challenge and hold leaders to account."

"The proprietor, governors and leaders use self-evaluation effectively in their planning."

"Self-evaluation is integral to leaders' approach to strategic management. As a result, leaders' planning for pupil progress and wellbeing is well-informed by the current context of the school. Governors have an informed oversight of how leaders are fulfilling their responsibilities towards pupils."

"Governors regularly visit the school and listen to the views of pupils. Pupils help to shape decisions such as the content of the school's citizenship curriculum and aspects of the school's food and boarding arrangements."

VAT - Are you ready?

Governors have learnt over the years to distinguish between 'raw' and 'value added' examination results but the term "Value added" now has a new focus in terms of Value Added Tax or VAT.

We have referred to this issue as one of the strategic challenges facing schools, but arguably addressing it is now part of 'business as usual'. It is essential that schools have a strategy in place to contend with the possible advent of a Labour government which would be committed to the imposition of 20% VAT on school fees and the removal of mandatory business rates relief from schools with charitable status. Schools will also be contending with costs associated with teachers' pensions, whatever decisions have been made around membership of the Teachers' Pensions Agency.

Such mitigation plans should specifically address the following questions:

- How much of any VAT increase can be absorbed by the school and how much will have to be passed onto parents?
- What cost-savings do we want to make?
- What is the likely impact of such an increase on current and future parents' ability to pay those fees?
- What is the school's strategy with regard to teachers' and other pensions and what are the long term cost implications?
- What is the appropriate level of surplus for the school?
- Are current capital expenditure plans appropriate in the current climate?
- Do upcoming financial headwinds impact on partnership, bursary and other public benefit related plans?



There is much assistance available from all the ISC Associations, and the Head will recently have received two papers from ISC which you may wish to have sight of. The first is "VAT: urgent guidance for your school" which gives some insights into ISC's VAT preparedness survey. The second is their updated "Political and financial threats guidance" which sets out the political context of Labour's proposed policy; practical advice for governing bodies and senior leadership teams; and a Q&A on details of the tax changes.

Which leads us neatly onto our next topic. Considering the need for increasingly nimble and collaborative governance, it may be timely to consider whether your governance arrangements are appropriate to navigate these challenges.

Your governance models - Are they fit for purpose?

One of the themes emerging from our recent governance reviews is that the model of governance traditionally used in the independent school sector is coming under increasing pressure. The number of macro threats which schools are currently facing, the higher stakes, the unpredictability of the future and the ever-increasing pace of change combine to necessitate speedier and more agile decision-making by boards. The traditional independent school model of committee meetings during term, with a board meeting at the end of each term, means that boards often do not meet for months at a time.

This can lead to frustration on the part of the school's leadership team, who want and need quicker decisions, and often on the part of board members themselves, who recognise that they sometimes lack real-time information and could benefit from meeting more frequently.

In addition, a common complaint we hear from boards is that they do not have enough time to consider strategic matters. The increasing demands being placed on governors from a regulatory perspective lead to an increasing weight of routine business, which boards are obliged to cover in their meetings. The result is that there is not time in the agenda to consider strategy in any depth.

A third issue we come across is that the number of people around the table at board meetings is not conducive to good discussions. Given the average size of school boards, it is not uncommon for there to be 15 to 20 people at board



meetings, and sometimes more if one includes the senior leadership team, also present. This often only allows for people to express an opinion rather than have a good debate, which in turn can affect the quality of decision-making.

We are increasingly of the view that, in the current climate, it may be time to reconsider the traditional model of governance to see if there might be a different way of doing things.

It is easy to forget that in the Covid pandemic, schools were forced to change the way they were governed. Many schools introduced fortnightly board meetings or had smaller governance working groups who effectively became the executive body of the board. They met online and were able to be much more agile and effective decision-making bodies. We perhaps might adapt what we learned during Covid and use this to inform any changes to governance.

The size of the board, the regularity of board meetings, the existence of committees and the level of delegation are all things which could be subject to change to facilitate improved governance. Examples of different approaches which could be adopted are as detailed on the following page.

- **To only have two committees:** one which deals with the 'pupil experience', which would cover everything from academic results, safeguarding and pastoral care etc, and a second to cover 'finance and operations', otherwise known as 'general purposes'....
- **To have no committees:** in most schools, boards meet once a term, but most governors are also members of at least one committee which also meets at least once a term. In many schools, governors are members of several committees, which can mean attending between nine and twelve meetings a year. An example of a different approach could be to have a board of around twelve, who meet monthly during term time (meaning on average nine board meetings a year). There would be no committees, but each board member would have an area of expertise which aligned with the school's strategic plan or operational need. In such a scenario, which is more akin to a commercial company, governors would not necessarily be required to attend more meetings than they do currently, but all governors would have the same level of knowledge of each issue.

In considering alternative models it will be important to think about both what could be gained and what might be lost in adopting any changes. We have not yet reached any conclusions in our thinking about what the ideal governance model looks like in the independent sector, but do please get in touch with us if you have considered this recently in your school or who have adopted something away from the norm. We would very much welcome your views and experience as we are embarking on some research on this very matter.

And finally... A free lunch?

As many of you will know, RSAcademics are hosting a series of lunches for Chairs of Governors with the aim of creating opportunities for Chairs to network and discuss matters of interest under the Chatham House Rule.

In 2024 our lunches will be focusing on models of governance and how to get the best out of your board. In the spring term we will be hosting two lunches in London at City of London School (near St Paul's Cathedral) on 19th February and at DLD College (by Westminster Bridge) on 28th February.

There are a couple of places left at the DLD lunch, so if you would like to attend as our guest, please get in touch with Lucy Walsh Waring at lucywalsh.waring@rsacademics.com.

Even if you cannot attend this lunch, please contact Lucy if you are interested in attending future such events. Lunches in the Summer and Autumn Terms are held in other parts of the country, so do also please let Lucy know if you are interested in attending a lunch outside London.

If you have any comments on this Update or would like to discuss any matters relating to the topics here or governance in general, please contact:

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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.

Where we will be this term

We will be attending and speaking at several events, both online and in-person, this term:

29 February 4.30pm - 5.30pm

IAPS District 10 Online Meeting

The New Art of Headship

Speaker: Russell Speirs

4 - 6 March

The Society of Heads Annual Conference (Lincolnshire, UK)

Exhibitors: Heather Styche-Patel and Johan Jensen

5 - 7 March

British Schools in the Middle East (BSME) Conference (Doha, Qatar)

Exhibitors: Russell Speirs and Keith Clark

6 March

AMCIS/IDPE External Relations Online Workshop

Speakers: Heather Styche-Patel, Rachael Petrie, David Alder and Cat Sutherland-Hawes

(IDPE and AMCIS school members only)

7 March

British Schools in the Middle East (BSME) Conference (Doha, Qatar)

Workshop and roundtable

The changing nature of leadership in BSME schools.

Speaker: Russell Speirs

18 March

AGBIS Conference (London, UK)

Panel Discussion: Rising to future challenges for Governors, Heads & Bursars

Panellist: Russell Speirs

18 and 19 March

Independent Schools Portal (ISP) Marketing and Admissions Conference

(York, UK)

Exhibitor: David Alder

Panel discussion: Current challenges in schools

Panellist: Heather Styche-Patel