

Code of Good Governance

Introduction

While the Head leads and manages the school from day to day, a properly constituted Board of Governance is an essential part of each member school. Schools show a healthy diversity of types of governing body – in size, constituency and organisation. There is no perfect solution: each must serve the needs of its school. In all cases, however, there must be good governance – for which COBIS sets out this advice and these expectations for its members and affiliates.

1. Purpose

The Board is the ultimate guardian of the school's purpose and direction. It is the final authority, and final internal court of appeal – responsible for approving all strategy and for monitoring quality, and success, at the highest level. As owner and employer (in law or by proxy) it guards the financial, educational and employment health of the school. Its approval is required for any structural change or senior appointment. It looks ahead and considers the long-term – and it looks to its Head as education professional to initiate or to provide it with timely, detailed reports and proposals for development. It represents the school in the wider community. Its most important task is to select, monitor and support the Head.

2. Membership

Size: There is no perfect size. Small boards can allow inclusive debate and cover all key areas; large boards can work with a committee structure to share the load. COBIS recommends a minimum of 6 and maximum of 20, with 8 – 12 as the optimum.

Expertise: It is important for members to be chosen (invited or elected) for their expertise and experience – and the balance of the board should be periodically reviewed and refreshed. The following areas are especially helpful: legal, financial, human resource management, education. Community (political, diplomatic) links and ICT, among other areas, may also be helpful.

Representation: There is no *requirement* for representation by, for example, parents, employees, alumni or major corporate clients. A good school should nevertheless always have in place opportunities for these key constituents to feel consulted and involved, and some may be board members. Where any one of these *is* represented on the board, it should be strictly clear that they are there to represent the whole school while ensuring that the general interests of their constituency are taken into account – and *not* as delegates of groups or individuals.

3. Rules

Statutes: The Board must have 'Articles and Instruments of Governance': a written statement of its legal status, purpose, rules for membership (election or appointment), length of service, chairmanship and officers, meetings, frequency, minutes and voting. These should be available to any parent or employee upon request.

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Procedures: The board may also define, from time to time, its further working procedures – for example, and committees and their terms of reference, standing or temporary responsibilities, campus or circular or project links.

4. Responsibilities

Governance, and membership of a governing body, is a precious service and a serious responsibility – to which members should first ensure they can give time. Confidentiality is key.

The Board is ultimately responsible for all aspects of school life. Local law may prescribe particular responsibilities (for example concerning employment or ownership of property) and this requires local advice. Beyond this, the board should ensure that suitable arrangements are in place for, for example, Safeguarding Children, Health and Safety, the Professional Development and Review of Staff, Financial Procedures, Planning and Budgeting, and the Monitoring of Educational Results. (These are the major responsibilities. A full description of many aspects of school life can be found in the guidance provided by the Independent Schools Inspectorate ([ISI](#)).

5. Relationship with the Head

The Head is the most important employee of the board. A candid, trusting and supportive relationship between Head and board – and most especially between Head and Chair – is essential. To this end, some ‘golden rules’ may help:

- Regular meetings between Head and Chair, between and before board meetings
- The Head should normally be included in all board and committee meetings and budget planning and discussions, and her/his views always considered
- The Head reports to the board; all other staff report to the Head. The board should not directly manage individual staff
- All complaints should immediately be referred or redirected to the Head, and not governors, following a published complaints procedure. Governors should not normally deal directly with staff or parents. (The only exception should be an appeal stage or a formal grievance addressed to the Chair of the board.)

For the Head, ‘golden rules’ include:

- No surprises for the board
- Share all significant news – good and bad – early

Together, the board and Head can then share the journey – including dealing with criticism and enjoying educational success.

6. Governor Conduct

The Governing Body (and its Appointing Body) collectively, and its members individually, are expected to exemplify good conduct at all times. This includes, but not exclusively, that:

- The school’s governing rules, Articles of Association and policies shall be faithfully followed

- Governors shall act always in the best interests of the school, preserving its well-being and reputation
- All conflicts of interest (financial, contractual, business or personal) shall be openly declared and avoided
- Financial dealings shall be conducted with due probity and legality
- Governors shall show respect for each other, the Head, staff, students and their parents

Where there is, in the sole view of the COBIS Executive Committee, a breach of good governance, this may not only jeopardise the well-being of the school, but also the school's membership of COBIS.

A note on governor liability: Boards are advised to consider insurance for liability. In the event of dispute, the following are essential: demonstrating that all decisions were taken in good faith, and a reliable written record (minutes) of meetings and decisions. The legal status of the school or its board as owners or guardians will also determine personal liability – and its statutes sometimes limit this to the lowest coin. Insurance advice, from the school's broker, is nevertheless a sensible precaution.

Further advice: Many organisations offer information and governance. COBIS recommend the experienced and detailed advice of The Association of Governing Schools ([AGBS](#)) which, like COBIS, is a constituent member of the Independent Schools Council based in the United Kingdom.

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