

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 effective governance, for which COBIS sets out this advice and these expectations for its members, associates and affiliates.

1. Purpose

The Board is the ultimate guardian of the school's purpose (its aims, ethos and values) and direction (its strategic planning). 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, safeguarding, 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, sometimes with the support of a properly constituted advisory Board. 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. It is particularly important that the Board includes people with the requisite recent expertise to hold the executive to account on educational matters and in terms of safeguarding. Other essential areas include legal, financial and human resource management. Community (political, diplomatic) links, ICT, project management, marketing and communications among other areas, may also be helpful. Sometimes members can be co-opted to membership of the Board or a specific committee to bring expertise for a specific project or period, e.g. significant building plans.

Equity, Diversity and Inclusion

A diverse and inclusive Board is a requirement in some jurisdictions, although how that is defined may vary from region to region. It is good practice in all international schools for the Board to be representative in nature of the community it serves, to include a range in terms of age, gender, ethnicity, background and other attributes.

Representation

There is no requirement for representation by, for example, parents, employees, alumni or major corporate clients, although these can be required in some jurisdictions. 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.

Conflicts of interest

It is essential – not only when parents, employees, alumni or major corporate clients are on the Board – that procedures are in place to ensure that potential conflicts of interest are identified at meetings and protocols in place for resolving them, e.g. where staff members are present and salaries are to be discussed or parents are present and fees are on the agenda. It is recommended that schools maintain a register of interest for Board members.

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, arrangements for suitable people to serve as chair and appropriate officers, for meetings, their frequency, minutes and any procedures for voting. These should be available to any parent or employee on request.

Procedures

The Board may also define, from time to time, its further working procedures – terms of reference should be provided for the Board, for any committees or working parties, and role descriptions should be in place for key office holders, e.g. Chair, Vice Chair, Committee Chairs, and governors with special responsibilities, e.g. for safeguarding. There should also be clear expectations – communicated to stakeholders including parents – regarding appropriate access to Board members and how, and in what circumstances, they can be contacted.

4. Responsibilities

Confidentiality, Induction and Training

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 and should form part of a Code of Conduct for the Board. It is important that procedures are in place for the proper induction and professional development of governors. Basic induction should include familiarisation with the school's values, aims and ethos, its strategic planning, governance and executive structures and a visit to the school (ideally on a working day). All governors should receive safeguarding training on appointment and this should be updated for the whole Board annually. Individual governors may require or request training appropriate to any particular role which they have on the Board. Active and engaged governance involves a commitment to personal and collective professional learning.

Aspects of School Life

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. Governors are responsible for the effective conduct of the school as a business. Beyond this, the Board should ensure that suitable arrangements are in place for ensuring: the quality of education; the moral, social and cultural education of pupils; the welfare, health and safety of pupils, including safeguarding; the recruitment, professional development and review of staff; high quality premises and accommodation; appropriate provision of information to stakeholders including parents and statutory bodies; the handling of complaints; and the quality of leadership and management.

Reports

In monitoring key areas of the life of the school through oversight of the work of the executive, the Board needs to receive effective qualitative and quantitative data from senior leaders. Clear expectations should be set about the nature of reporting and the level of analysis to ensure that time spent preparing for meetings and questioning reports is as effective as possible.

Stakeholder Consultation

It is good practice for any organisation to seek and act on feedback from stakeholders. In some regions it is a requirement by law and/or of inspection or accreditation that parents, pupils and staff are consulted about their views on the school. Such surveys should be undertaken by the school executive and reported to the Board including reference to action taken in the light of the findings.

Records

Meetings must be properly recorded, not only as an aide-memoire for participants, but also to serve as evidence of proper oversight for interested and authorised parties, e.g. accrediting bodies or inspectors.

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, often characterised as ‘critical friendship’ – is essential. So is concern for the Head’s personal wellbeing and professional development. The role of the Board is to monitor and oversee the work of the school executive, but not to interfere in day-to-day management of the school. To this end, some ‘golden rules’ may assist:

- Regular meetings between Head and Chair, between and before Board meetings
- The Head should be included in all Board and committee meetings and budget planning and discussions, and her/his views always considered (exceptions might include discussion of the Head's salary)
- 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
- Agree formats of reports with emphasis on analysis rather than description
- 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. The Nolan Principles of Public Life are often cited as a basic benchmark for governor conduct (selflessness, integrity, objectivity, accountability, openness, honesty, leadership). This includes 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, a breach of good governance, this may not only jeopardise the well-being of the school, but also the school’s membership of COBIS.

7. Board Evaluation

A well constituted Board will have procedures in place to evaluate its work as a body and the contribution of individuals. This may include an element of auditing Board members’ skills, expertise, experience and attributes, and some monitoring of diversity in this context, with a view to succession planning. It usually takes the form of individual members reflecting, perhaps through a questionnaire followed up with a conversation with the Chair, on their view of the effectiveness of the Board as a whole and of their own contribution in particular. Best practice usually incorporates an element of external review of these at regular intervals, e.g. every three years. The active role of the Chair in this is an important part of her/his responsibilities.

8. Notes

A note on governor liability: Boards are advised to consider insurance for liability – although in some jurisdictions personal liability may be legally unavoidable. 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 may also determine

personal liability – and its statutes sometimes limit this to the lowest coin. Advice, from the school's insurance broker and lawyer, is nevertheless a sensible precaution.

Further advice: Many organisations offer information on governance and related matters.

- COBIS offers a range of training and resources for Governors on its website [here](#).
- [Standard 4 of COBIS Patron's Accreditation and Compliance Standards](#) relates to Governance and how a school's Governors work to support students and the strategic direction of the school.
- COBIS recommend the experienced and detailed advice of The Association of Governing Bodies of Independent Schools ([AGBIS](#)) which is a constituent member of the Independent Schools Council (ISC) based in the United Kingdom
- Useful guidance and exemplars (e.g. pupil, staff and parent surveys; self-evaluation formats for Boards) are provided by [AGBIS](#), the [National Governance Association](#) (NGA) and the [Charity Governance Code](#).

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