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## Getting Governance Right

# Governance and management – getting the relationship right

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At its best, effective governance can provide a strong foundation and clear direction for a school to flourish and reach heights that other schools simply dream about.

At its worst, poor governance can destroy a school by fermenting mistrust and insecurity, destroying morale (and careers), creating a toxic environment that prevents students ever reaching their potential. It is a sad reality that many of the issues that arise in schools stem from well-intentioned but poor or ineffective governance. Governance is one area that schools **MUST** get right.

Poor governance is often the last shortcoming to be addressed in an under-performing school. This is because many boards and their individual governors are reluctant to self-analyse or accept criticism. It is easier for governors to blame others or spend money on professional development for managers and teachers than to face the challenge of self-improvement. Having said that, by far the preferable pathway is for a board to establish itself with clear objectives, policies and practices that should prevent the issue of poor governance ever arising.

The board's work of governing a school is a collective, or group, responsibility. Boards only have power and act authoritatively when they meet together and make formal decisions. Outside a meeting, no governor has any formal authority beyond that of any other citizen or parent, as governors do not govern a school as individuals. However, when a board meets, either in person or through remote means, its decisions become binding. The board is ultimately responsible for the legal compliance, financial viability and philosophical direction of the school. In order to achieve these ends, boards are invested with all the authority they need to enable a school to function effectively, including the most important of all their tasks, appointing the Head.

It is impossible to over emphasise the importance of a positive, professional relationship between the board and the Head. This relationship should operate in a spirit of teamwork and genuine partnership where the board's role is governance, complementing the Head's role of management. Governance (the board's responsibility) is setting the mission, vision, financial base and direction of the school, while the role of management (which is led by the Head) is to ensure that the board's goals and directives are implemented effectively. In effect, the Head is the CEO (chief executive officer) of the school, with all the authority and accountability this implies. Ideally, governance and management respect each other's boundaries and work coherently together to achieve common goals that will enhance the welfare of students, teachers, parents and staff to the greatest extent possible.



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The power and authority of governance should be clearly separated from the power and authority of management. Congruence of purpose and clear communication are thus vitally important. The board delegates all day-to-day and operational matters to the Head, and through the Head to the management team that is responsible to the Head. In return, the Head is accountable to the board for the achievement of the board's goals and directives. A strong Head and a strong board working together in partnership is a formidable combination to achieve effective outcomes for a school.

### *Key functions of governance*

The board's key functions in governing the school are:

- creating, sustaining and continually reviewing the mission statement, which is an expression of the school's enduring purpose;
- selecting, appointing, supporting and evaluating the Head of School, who is the one and only employee with direct accountability to the board;
- providing the resources required by the school to function effectively under the school's management;
- ensuring the school complies with all legal regulations and statutes;
- establishing general policies in areas that affect the school's viability, reputation and direction; and
- managing the board's own business such as meetings and annual evaluations.



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It follows from this that the single most important relationship in a school is that between the Head and the Chair of the board, because this relationship is the interface between governance and management. When the board is not meeting, the Chair is the conduit of communication between the board and the Head, and through the Head, to the school.

The Head-Chair relationship works best when communication is frequent, frank and open. Depending on local conditions, meetings may occur in person on a regular (say, weekly) basis, or perhaps by telephone. Head-Chair meetings should be conducted on a 'no surprises' basis, so that any significant incident which may have occurred in the school, or any potential threats facing it, are known by both the Chair and the Head prior to a board meeting and prior to information being released publicly through media outlets or social media.

Although the Head-Chair relationship should be close, it must also remain professional. The Chair and the Head must not become so close that other board members become jealous or feel disempowered.

Schools are not like most businesses. Parents and teachers can become very passionate about their children's education, which leads to the danger of short-circuiting of communication channels. A school can have only one Head, and the Head is the only official channel for communications between the board and the school. Although chief finance officer's (CFO) normally attend board meetings and have a close relationship with the board treasurer, their primary line of accountability is to the Head, and governors must never allow a CFO (or any other employee) to undermine the Head's authority with the board. Similarly, governors who were appointed by outside organisations, parents or alumni, owe a primary duty of loyalty to the board. They thus have a responsibility to respect the confidentiality of board meetings and always to make decisions that are in the school's best interests.



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Boards become collectively dysfunctional when the boundaries between governance and management are blurred, when communication ceases to be full and frank or has become short-circuited, or when seeds of mistrust are sown. When disagreements arise between the board and the Head, it is important to remember that the board always retains ultimate authority. The board hires the Head, but it can also dismiss the Head. A Head can never dismiss a board.

In situations of disagreement, the board can either direct the Head or dismiss the Head. The Head has a duty to support, follow and implement the board's collective decisions, and if this proves impossible for whatever reason, the consequence is to resign. Conversely, the board has a duty to support the Head publicly at all times, and if it cannot do this, then there are few alternatives to dismissing the Head. It is said that very few Heads survive their third Chair because of the changing directions of new board leadership. Anecdotally, about 70% of Heads do not leave their positions of their own volition or on their own terms. This represents a failure of effective governance, although of course public relations are usually handled well for the sake of the school's stability and reputation.

Most school boards consist of highly dedicated, idealistic men and women who are passionate about the school's success. Governors are often time-impooverished, but it is almost impossible to find any school governor who does not strive towards achieving the very best for their school. And yet, boards can and do become dysfunctional over time, either collectively or because of individual problem trustees. One of the reasons that board governance goes awry is that even good boards create their own comfort zones over time without realising it, as governors slip into cosy patterns of operation, form alliances, adopt conflict avoidance strategies or appoint an insufficiently diverse membership. Significant dangers arise when boards do not rigorously and dispassionately self-evaluate or fail to analyse the performance of each governor regularly in a critical manner.

In a new school, it is important to ensure that board structures and operations are established soundly in accordance with established best practice. When a school board's governance becomes sub-optimal, it is wise to call in a neutral outsider to help before the situation becomes desperate. Perhaps governors and/or the Head can identify the changes that would enhance the board's effectiveness, but that doesn't mean the governors, and especially the Head, should initiate or activate these necessary improvements. Whatever the outcome of any process of board reform or enhancement, someone will probably feel aggrieved, and it is preferable that any blame be directed to an outsider rather than to the Chair, the Head or a governor. A good rule in change management is to try not to burn political capital unnecessarily. An even better rule is to avoid the need for uncomfortable change by getting governance right from the very beginning. ■



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**Stephen Codrington** is President of Optimal School Governance, a consultancy service that focusses exclusively on enhancing the effectiveness of school governance by working with school boards around the world. Prior to this work, Stephen served as the Head of five independent schools in four countries over 25 years, during which time he conducted governance appraisals and accreditations. He has written 59 books and has spoken widely on the subject of effective school governance. [www.optimalschool.com](http://www.optimalschool.com)