



A review of the literature on the role of the board chair: What are the messages for chairs of school governing bodies?

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Executive summary

‘Boards’ are important in the governance of organisations and institutions in a range of settings. Boards typically have a chair which is increasingly acknowledged to be an important position. This report reviews the literature on board chairs to inform all those involved in school governing in England about the responsibility, the role and the knowledge, capabilities and characteristics required of the chair of the school governing body (ChGB). The review process entailed searching databases, journals, reports and texts to identify all relevant sources. In this summary, we refer to the chair in non-educational settings as the ‘board chair’ and the chair of the school governing body as the ‘ChGB’.

Our interpretation of the literature is underpinned by the following ideas.

- Large organisations typically have a ‘governing system’ for which the chair is responsible.
- The governing system interacts with, and governs, the operating system of the organisation.
- The Chief Executive Officer (CEO) of an organisation is responsible for the ‘operating system’.
- The governing system and the operating system each have a boundary of their own and are enclosed by another boundary which separates both systems from the whole organisation’s wider environment.
- Board chairs are responsible for the management of the governing system boundary, that is, the way the governing system interacts with the wider environment.
- Board chairs also have a responsibility for the way the governing system interacts with the operating system.
- The CEO is responsible for the way the operating system interacts with the wider environment. He/she also has a responsibility for the way the operating system interacts with the governing system.

In our review of the literature, a number of points emerged about the role of the board chair and the knowledge and capabilities required. They illuminate and help to explain aspects of the role of the ChGB. We summarise these points below. For each point, we outline the implications for ChGBs and as appropriate indicate where ChGB practice could be improved.

1. The conduct of the board. The literature clearly assigns the responsibility for the proper conduct of the board to the board chair. Importantly, that responsibility is construed as a leadership responsibility. Good ChGBs will feel responsible for ensuring the proper conduct of the governing body, a responsibility which could be made more explicit in statute and guidance. Further, many good ChGBs will see their role as one of providing leadership for the governing body.

2. The conduct of meetings. The board chair’s responsibility for the proper functioning of board meetings features significantly in the literature. That responsibility includes: ensuring participation and the timely provision of appropriate information; and establishing a ‘meeting culture’ where matters can be discussed openly. Good ChGBs will understand their responsibility for ensuring effective governing body meetings, which are very important moments in the governing of the school.

3. The board chair and CEO positions. The literature makes clear that the two positions – the board chair and the CEO – and their responsibilities are different and that one individual cannot hold the two positions if the responsibilities are to be discharged appropriately. This clarity about responsibilities is important. It helps to make clear the board chair's and the CEO's different 'territories' and roles. Thus in a school setting, the ChGB is responsible for the functioning of the governing body; the headteacher for the functioning of the school.

4. The board chair's leadership role. The idea that the board chair is the leader of the governing system emerges very strongly in the literature. The ChGB can also be viewed as the leader of a school's governing system. In essence, all leaders create the conditions which engage others in working to achieve agreed goals, something which all ChGBs should bear in mind as they undertake their role.

5. Leader of the board team. Boards are often very diverse groups, something that will resonate very strongly with ChGBs who lead governing bodies that include members of staff, parents, and members of the community. The board chair's role in enabling the governing body to work as a team is an important theme in the literature. A successful team is essentially a group that has more capability than the sum of the capabilities of the separate individuals. In school settings, the ChGB's leadership can help to achieve successful team working in the governing body. Further, the board chair – and the ChGB – should be ready to let others take the lead according to the situation and their particular strengths.

6. Ensuring accountability and independence. The literature concludes that board chairs have a responsibility for ensuring public accountability, value for money, and the proper functioning of the organisation. In that regard, their responsibilities are broadly similar to those of ChGBs. The board chair also has a role in ensuring the board remains independent so it can fulfil its responsibilities. This role for the ChGB is not typically acknowledged, but is clearly important.

7. Shareholder/stakeholder relationships. A theme in the literature is the board chair's responsibility for managing relationships with shareholders. In a parallel sense, a good ChGB will feel a responsibility for managing relationships with the school's stakeholders – parents, students, staff, and the wider community. ChGBs could consider preparing and publishing an annual report on the school and the governing body in the way that the board chairs of many other important organisations do.

8. Representing the board to the wider environment. The literature stresses the board chair's role in representing the board and the organisation to the wider environment. Board chairs signify and symbolise the governing system and the whole organisation. In so doing, they are helping to manage the boundary of the governing system and the operational system. Many good ChGBs will recognise the work they undertake in this representational role.

9. Liaison with other organisations. Board chairs have a role, with the CEO, in linking and engaging with other organisations. They are undertaking boundary work on behalf of the organisation and are helping to manage the organisation's boundary. Many good ChGBs will also see themselves in this role.



10. Representing the board to the rest of the organisation. The literature depicts a role for the board chair in representing the board to the operational part of the organisation – acting for it, embodying it and symbolising it. Good ChGBs will undertake this kind of work in their schools – liaising with the staff and being present in the school. Again, the board chair/ChGB is undertaking ‘boundary work’, representing the governing system to those who work in the operating system.

11. Developing relationships. The board chair’s role in developing high quality relationships with others features in the literature. Many good ChGBs will recognise the importance of this aspect of their role for governing body effectiveness.

12. Complementary and complimentary relationships. The literature distinguishes between complementary board relationships and complimentary relationships. Complementary board relationships are where the board and the board chair seek to understand the context for the CEO’s responsibility and role and then provide what is required. Complimentary board relationships seek to smooth things over, do not face up to important issues, give undue praise, and act in a polite or even distant manner. The idea gives some insights into the ways ChGBs and school governing bodies can work – successfully or unsuccessfully.

13. Developing team working. The literature makes a powerful case for taking a team-based approach to board functioning, confirming the board chair’s role in building and leading the ‘board team’. The ChGB has an important role in developing the qualities in the governing body that ensure team-based and collective functioning.

14. Organising and managing the board. The board chair literature sees a significant role for the board chair in organising and managing the board. This theme will resonate strongly for many good ChGBs. The ChGB’s de facto responsibility for the management and organisation of the governing body is both very important and self-evident. Interestingly, this aspect of the role does not feature prominently in statutory guidance for school governors.

15. Improving board effectiveness. The literature is clear that board chairs have a role in improving board effectiveness. Their responsibility for the governing system includes improving its functioning. The task of improving governing body functioning will also be important to ChGBs.

16. The importance of training. Board chairs’ training does not feature strongly in the literature. Nonetheless, good ChGBs will readily acknowledge the importance of training and development.

17. The importance of the board chair-CEO relationship. The literature on the board chair’s work and relationship with the CEO will resonate strongly with the experience of ChGBs. It is seen as a complex yet crucial part of the role. Sound board chair-CEO relationships are considered to be essential. The relationship is right at the boundary of the governing system and the school operating system. It is a pivotal connection in the functioning of the whole organisation. The relationship influences the effectiveness of the board and the organisation. By implication, improving the quality of the headteacher-ChGB relationship is likely to benefit the school.

18. Making the board chair-CEO relationship work. Board chairs and CEOs need to be aware of each other's responsibilities and roles. That is, board chairs/ChGBs are responsible for the governing systems; CEOs/headteachers are responsible for the operating systems. The way of working together can take a number of forms. The board chair-CEO relationship is important in enabling each partner to be a 'source of knowledge' for the other. For that to be the case, the relationship needs to be of high quality and characterised by high levels of trust, integrity and openness. ChGBs who enjoy a strong relationship with their headteachers would recognise these qualities. The governing body will then benefit from receiving high quality information about the performance of the school as a result of this appropriate ChGB-headteacher relationship.

19. Managing the CEO. The literature on the board chair assigns a clear responsibility to the board chair for the management of the CEO. Legal guidance (DfE, 2011a) does not formally assign the ChGB a role in managing the performance of the headteacher. That responsibility is given to the governing body as a whole. However, the ChGB is likely to take the lead in those aspects of the governing body's work, and arguably should do so.

20. The knowledge required. The literature on the knowledge required of the board chair such as it is, especially the knowledge required to be an effective board chair, points to knowledge of 'the organisation's business' and the 'sector' as being significant. Good ChGBs will fully understand the importance of understanding education and educational matters. School governors, including ChGBs, 'knowing what they are governing' – that is, the school – is important.

21. The capabilities required. From the literature, board chairs clearly require a wide-ranging set of capabilities of a very high order, such as the abilities to engage in and resolve disputes; to minimise dysfunctional interactions; to enable the board to reach a consensus; to network; to establish positive relationships with local political figures; to be able to 'take the flak' during critical incidents; to have credibility with the professional workforce; to think strategically; and to solve problems. Good ChGBs will readily acknowledge that they draw on a similarly wide range in their work.

22. Values, principles and the overall approach. The importance of the values and principles that underpin board chairs' practice and overall approach to the role features in the literature. Board chairs' values and principles provide a basis for evaluating their practice and are crucial to their own effectiveness, to the effectiveness of their boards (and ultimately to their organisations' effectiveness) and also underpin their motivations. The same applies in school settings. Given the voluntary nature of the position of the ChGB, the motivations of chairs is likely to be significant. The approaches of ineffective board chairs listed in the literature provide a useful reflective tool for ChGBs to consider their own approach; such approaches include: being overly eager to please others; lacking a strong mind of their own; always insisting that their view is the correct one; and paying too much attention to detail and neglecting the 'bigger picture'.



1 Introduction

'Boards' are important in the governance of organisations and institutions in a range of settings. In the corporate sector, for example, the 2010 UK Corporate Governance Code of the Financial Reporting Council (FRC, 2010) makes clear that '*Boards of directors are responsible for the governance of their companies*' (p. 1). Boards have a similar responsibility in the public service, voluntary and not-for-profit sectors. Importantly, they have a very significant role in schools where the governing body has a '*general responsibility for the conduct of the school*' (DfE, 2011a, p. 11).

Boards in all settings typically have a chair, and recognition of the importance of that position has increased substantially in recent times. A review of the literature on the board chair is thus timely and, importantly, may provide valuable insights into the position in school settings.

The intention of this report is to review the literature on board chairs to inform all those involved in school governing in England about the responsibility, the role and the knowledge, capabilities and characteristics required of the chair of the school governing body (ChGB).

The review process entailed searching databases, journals, reports and texts to identify all relevant sources. A comprehensive literature set was established, which encompassed: the corporate world; public services, predominantly in the UK; and the voluntary sector. We also reviewed the literature on the role of the ChGB. From the literature, we identified important themes, which we describe in this report.

The identification of themes and our grouping of them in the report are underpinned by a number of ideas. We suggest you bear the following concepts in mind as you read the report.

1. The governing system. The governing of an enterprise of any kind – a business, a hospital, a charity, or a school – can be viewed as a system. As with any system the governing system has: *inputs* (what it needs to function, for example people, information, and a set of procedures); *processes* (what it does, for example it could have meetings, analyse information, and follow procedures); and *outputs/outcomes* (what is produced/what results, for example policies, reports, and good governance). The processes are enclosed by a boundary.

2. The operating system. The governing system interacts with and governs the operating system of the enterprise. The operating system has inputs, processes and outputs all of which vary according to what the operating system does. It also has a boundary.

3. The boundary between the governing system and the operating system. There is a boundary between the operating system and the governing system across which move information, policies and good governance, for example.

4. The boundary with the environment. Both the governing and the operating systems are enclosed by another boundary that links both with the external environment.



5. The board chair's responsibilities and role. The board chair (and the ChGB in school settings) is ultimately responsible for the governing system. To undertake the responsibility for the governing system, the board chair has to do certain things which we refer to here as the board chair role. Performing the role requires knowledge of a particular kind and certain capabilities and characteristics.

6. The chief executive officer's responsibilities and role. The chief executive officer (CEO) is responsible for the operating system. Performing the CEO role requires knowledge of a particular kind and certain capabilities and characteristics.

7. The 'boundary work' of the board chair. In addition to their responsibilities for the board, board chairs have a responsibility as 'boundary workers' in linking with the wider environment and very importantly with the operating system. In particular they have a responsibility to link with the person responsible for the operating system, the CEO.

This report starts with a review of what is known about the ChGB in Chapter 2, to contextualise the sections that follow. We then consider the responsibilities of the board chair in Chapter 3, that is, the tasks he or she is assigned. In Chapter 4, we consider the role of the board chair and specifically what board chairs do. There are two parts to this chapter. The first (Section 4.1) is what board chairs do in relation to the board and the second part (Section 4.2) outlines what they do in relation to the CEO. Chapter 5 then focuses on the knowledge, capabilities and characteristics required to fulfil the board chair responsibility and to undertake the role. Throughout this chapter, we raise matters that have implications for understanding the role of the ChGB. A discussion of the main issues to emerge follows in Chapter 6 and the report finishes with some concluding comments in Chapter 7.

In the report, we refer to the chair in non-educational settings as the 'board chair' and the chair of the school governing body as the 'ChGB'.



2 The chair of the school governing body – what do we know?

2.1 The responsibilities of the chair of the school governing body

The Education Reform Act (1988) assigned the responsibility for the conduct of schools in England to governing bodies. Subsequent legislation in the Standards and Framework Act (1998) and the Education Act (2002) confirmed that responsibility. According to the school governance regulations, *'the governing body must elect a chair'* (DfE, 2011a, p. 17). If the post becomes vacant, a new incumbent must be elected by the governing body at the next meeting.

In England, the ChGB position is a part-time, un-remunerated and voluntary position. Despite that, the ChGB carries a number of specific legal responsibilities that relate to the performance of the school, the exclusion of pupils and staff disciplinary matters. The role-holder also has considerable emergency powers to act without the authority of the governing body *'...if a delay in exercising a function is likely to be seriously detrimental to the interests of the school'* (DfE, 2011a, p. 17). In addition to the formal responsibility, ChGBs are members of their governing bodies so they also take their share of the collective responsibility for the conduct of the school. Clearly, ChGBs are important. Interestingly, the ChGB's responsibilities in relation to the governing body and its proper functioning, are not specified clearly in the legal guidance for governors (DfE, 2011a).

The Education Act (2011) will further change the educational landscape in England and is likely to augment the importance of the ChGB. The changing landscape has a number of features all of which have very significant implications for school governing and therefore the role of ChGB, for example: the conversion of schools to academies, which was enabled by the 2010 Academies Act and enhances the autonomy of schools; the potential for the development of academy chains (DfE, 2011b) and federations of a variety of kinds; and the scaling back of the local authority's role in supporting schools ushered in by the new Education Act.

Each academy has an academy trust which has a strategic role in running the school. It is responsible for appointing the governors to the academy's governing body. The key responsibilities of academy governing bodies are to: ensure the quality of educational provision; challenge and monitor the performance of the academy; manage the academy trust's finances and property; and to employ staff. These are broadly in line with school governing body responsibilities, as currently specified. However, the enhanced autonomy of academies will probably bring additional challenges to governing bodies and ChGBs. The government's intention set out in the 2010 White Paper *'The Importance of Teaching'* that *'the National College will offer high-quality training for chairs of governors'* (DfE, 2010, p. 71) is perhaps a reflection of the growing sense of the importance of the ChGB role and its enhanced significance in this new era.

2.2 The role of the chair of the school governing body

2.2.1 Aspects of the role

The importance of having an effective ChGB has been re-asserted recently by a number of authors; see for example, Balarin et al. (2008); James et al. (2010); and McCrone et al. (2011). Illustrations of good practice have also recently been published by Ofsted (2011) and the National Governors' Association (NGA) and the National College for School Leadership (NCSL) (NGA/NCSL, 2011). James et al. (2010) concluded that *'Being the chair of a school governing body is a significant educational and community leadership responsibility'* (p. 3).



James et al. (2012) from their analysis of the role of the ChGB in England found that the role encompasses: being a governor; appointing and working with the headteacher; acting as a change agent; active participation in the school; organising the governing body; dealing with complaints; working with parents; and chairing meetings. They argued that the position of ChGB is substantially under-played and given insufficient status.

The recent joint publication by NCSL and NGA (NGA/NCSL, 2011) highlighted five particular aspects of the role: leading effective governance; building the team; the relationship with the headteacher; improving the school; and leading the business. Guidance provided by NGA (NGA, 2012) covers various aspects of the role: organising the governing body, which includes holding elections, leading the team, running meetings, voting, and expenses; working with the headteacher, which covers roles and responsibilities of the ChGB and the headteacher and the headteacher's performance management process; relationships with the local authority, diocese or trust, which covers the powers and duties entailed and the responsibilities of the governing body as the employer; and working with the clerk.

James (2011) reports that headteachers and ChGBs who responded to a national survey of the ChGB role emphasised the importance of leadership and group management skills, such as 'supporting effective teamwork' and 'managing differences of opinion'. Survey respondents prioritised these leadership/interpersonal skills over more functional skills, such as finance and human resource management. James concludes that the *'important skills appear to be related to "managing the group" (of governors) to ensure secure collective functioning'* (p. 5).

2.2.2 The chair of the school governing body and the effectiveness of governing bodies

The connection between the ChGB role and the responsibility it entails for governing body functioning is reflected in the literature. The characteristics of effective governing bodies identified by Balarin et al. (2008) (which directly involve the ChGB) include: the organisation of governing body meetings; and ensuring that meetings work to a clearly structured agenda, are effectively chaired and are supplied with good quality, relevant information. Those characteristics where the ChGB is indirectly involved in ensuring effectiveness include having: a common vision of what the school is trying to achieve; good attendance at meetings; members who are able to speak their minds during meetings; good communication; members who work well together; and periodic reviews to evaluate how well the governing body is working.

2.2.3 The chair of the school governing body and the headteacher

The ChGB's relationship with the headteacher is a significant aspect of the role – see for example, Ranson et al. (2005) and James et al. (2010; 2012). The ChGB will almost certainly be involved in the headteacher's appointment and participate in the headteacher's performance management, for which the governing body is responsible. The outcomes of this performance management will determine the headteacher's remuneration. Similarly, the ChGB might be expected to take the lead in calling the headteacher to account and challenging the headteacher. These are tasks which often feature in the descriptions of the governing bodies' responsibilities.

Earley (2003) asserts the importance of the inter-relationship between the headteacher and the ChGB. In the schools he studied, the ChGB often had a strong influence on the leadership team, acting as a 'critical friend' or mentor. Interestingly however, Earley reports that 81% of the ChGBs surveyed reported that the headteacher was their most important source of inspiration and ideas. This finding indicates the potential for mutual influence between the headteacher and the ChGB.



The headteacher-ChGB relationship varies (Ranson et al., 2005), which then affects the corporate nature of the governing body and gives rise to different governing body types. Deem et al. (1995) report that the ChGBs of the 10 governing bodies they studied spent more time in their schools than other governors and that the time was typically spent with the headteacher. Over one third of the teacher governors surveyed by Earley and Creese in 2000 felt that their governing body was dominated by the headteacher (38%) or the headteacher and ChGB (35%). Fewer felt the governing body was dominated by the ChGB (24%). Earley et al. (2002) report that the most productive headteacher-ChGB relationships involve ChGBs who had time to give to the role and who were knowledgeable about educational matters.

The importance of the relationship between the ChGB and the headteacher has been asserted in a number of reports of different kinds: see for example NGA/NCSL (2011) and James et al. (2012). A national survey of ChGBs and headteachers reported by James (2011) indicated that, overall, relations between ChGBs and headteachers are strong. The data showed a high degree of mutual respect and investment in the relationship on both sides. However, ChGBs and headteachers differ in their views on the frequency and length of interactions. ChGBs report that the interactions are more frequent and longer. ChGBs and headteachers also have different views of headteachers' acceptance of challenge and headteachers' openness with ChGBs. Headteachers accept that ChGBs have to challenge them but ChGBs do not agree as strongly with that view. Headteachers say that they are 'open' with ChGBs, a view not shared as fully by ChGBs.

2.3 The knowledge, capabilities and characteristics of chairs of school governing bodies

In terms of ChGBs' personal characteristics, Scanlon et al. (1999) report that about 25% were professionally qualified. Further, a relatively high proportion (26%) of ChGBs were retired from full-time, regular employment compared with 13% of governing body members. Earley et al. (2002) found that many of the ChGBs they studied had previously worked in education or in broadly similar work.

James (2011), drawing on preliminary data from a more recent national survey of ChGBs, reports that ChGBs in England are: 49% female, 51% male and almost exclusively white British (97%). Thirty one per cent are aged between 40 and 49 years; 28% between 50 and 59; and 33% are over 60. Almost none are under 40 years of age. ChGBs are typically experienced as governors. On average they have five years of experience as a ChGB and ten years as a governor. Quite often ChGBs are parents of current pupils (27%) or former pupils (41%). Typically, they are currently employed (61%) or retired (27%) and have or had 'professional' occupations.

ChGBs typically spend between one and six hours a week on governing issues, half of which is spent at the school (James, 2011). Ten per cent spend more than 10 hours a week on governing issues. This time commitment is broadly in line with the previous finding of Earley et al. (2002) that ChGBs spent up to one day a week on school matters. James (2011) reports that 70% of the employed ChGBs are allowed paid time by their employers for governing work.

James et al. (2012) discuss the nature of the motivation of ChGBs and the way they articulate their vision for governing as reflecting high ethical standards and a high-level set of values. The values that underpin and are implicit in the work ChGBs undertake are not strongly articulated in the literature. Having an appropriate set of values and principles – and indeed motivations – is likely to be significant, a point we discuss in Chapter 6.

2.4 The training of chairs of school governing bodies

The training of school governors and ChGBs has been and continues to be provided by coordinators of local authority governor services (CoGS) in England. That training is generally well-regarded (Balarin et al., 2008).

The DfE-sponsored programme, 'Taking the Chair', which is part of the National Development Programme for Chairs of Governing Bodies and Headteachers, consists of a face-to-face modular programme for ChGBs and vice-chairs and chairs of committees. Through its five modules, the programme explores the skills required to lead and manage the work of a school governing body. It is aimed at new and prospective ChGBs wanting to develop their confidence and skills, and experienced ChGBs eager to review their effectiveness. The programme is flexible, uses a range of learning approaches, and emphasises the practical application of knowledge and skills.

At the time of writing, the National College for School Leadership is developing a training programme for ChGBs. It comprises a number of units focusing on important issues including: the role of the chair; effective governance; and improving the school. In parallel with this development, the College is establishing a network of National Leaders of Governance, who are experienced and capable ChGBs who will support and facilitate ChGBs' development (National College, 2012).

3 The board chair's responsibilities

In this chapter, we review the literature on the board chair's responsibilities in non-school settings. We focus on the tasks that are formally assigned to those holding the position. We address the issue of the desirability or not of assigning the responsibilities of the board chair and the CEO to two individuals, which is a substantial theme in the literature. At the end of each section, we discuss the key messages from the literature on the board chairs' responsibilities for ChGBs.

3.1 Responsibility for the effectiveness of the board

The 2010 UK Corporate Governance Code (FRC, 2010, p. 6) is clear that *'The chairman (sic) is responsible for leadership of the board and ensuring its (the board's) effectiveness in all aspects of its role'*. That specification reflects previous reports and codes for a range of organisations. For example, a report by Sir Alan Langlands for the Office for Public Management (OPM) and the Chartered Institute of Public Finance and Accountancy (CIPFA) entitled *'Good Governance Standards for Public Services'* (CIPFA, 2004) states that:

'The chair's role is to lead the governing body, ensuring it makes an effective contribution to the governance of the organisation' (pp. 10 and 11).

The National Housing Federation's Excellence in Governance Code for Members and Good Practice Guidance: Compliance Checklist (NHF, 2010) specifies that:

'The board must be headed by a skilled chair who is aware of his or her duties as head of the board and the clear division of responsibilities between the board and the executive' (p. 11).

The Association of (further education) Colleges Foundation Code for Governors (AoC, 2011, p. 2) states that *'Every College should be headed by an effective governing body, led by an elected Chair'*. It goes on to confirm that *'Leadership of the governing body is given by the Chair'* (p. 20).

The responsibility is cast more widely in some contributions to the literature. For example, the 2010 UK Corporate Governance Code (FRC, 2010) states that board chairs should also ensure that relations between the executive directors, who hold senior management responsibilities within the organisation, and non-executive directors, who do not have management responsibilities within the organisation, are constructive. Furthermore, according to the 2010 UK Corporate Governance Code (FRC, 2010), the board chair is responsible for ensuring that communication with shareholders is effective. Finally, the Foundation Code for governors of further education colleges in England states that: *'The Chair should ensure that the performance and effectiveness of all governors is assessed on an ongoing basis'* (AoC, 2011, p. 4).

Messages for chairs of school governing bodies

- Board chairs are clearly assigned the responsibility for the proper conduct of the board. They are responsible for the governing system. Importantly, that responsibility is construed as a leadership responsibility.
- Good ChGBs will understand that ensuring the proper conduct of the governing body is their responsibility. That responsibility could be made more explicit in statute and guidance. Further, many good ChGBs will see their role as one of providing leadership for the governing body in a variety of ways.

3.2 Responsibility for the conduct of board meetings

The UK Corporate Governance Code (FRC, 2010) states that board chairs have a responsibility for setting the agenda for board meetings. During the meetings they should ensure there is sufficient time to discuss all the items on the agenda, especially those directly relevant to strategy. Board chairs are also tasked with promoting a *'culture of openness and debate'* (p. 10) in meetings and enabling the non-executive directors to contribute effectively. In addition, board chairs are responsible for ensuring the directors receive clear and accurate information in a timely manner.

The board chair's responsibility for planning and chairing the meeting is reflected in the Charity Commission's (2008) guidance for trustees. The Association of (further education) Colleges Foundation Code for Governors (AoC, 2011) states that:

'The Chair should ensure that the governing body receives appropriate, timely and high-quality information in a form that allows it to monitor and scrutinise the College's activities effectively, and to challenge performance where required' (p. 2).

Messages for chairs of school governing bodies

- The board chair's responsibility for the proper functioning of board meetings is very evident in the literature. It includes ensuring: participation, the timely provision of appropriate information, and establishing a 'meeting culture' where matters can be discussed openly.
- Good ChGBs will understand their responsibility for ensuring effective governing body meetings.

3.3 The responsibilities of the board chair and chief executive officer: one position or two?

In the literature, the responsibilities of board chairs are evident in the debate on whether the CEO and board chair positions can or should be held by one individual or whether such an arrangement leads to a conflict of interest. The separate board chair and CEO arrangement has become more widespread in the last 20 years both in the UK and more widely. Different individuals holding the two positions is now the dominant model in most developed countries except in the US where combining the roles is still prevalent. Even in the US there is pressure to change, although arguably, the drive to separate the roles has arisen from corporate governance codes of other countries (DGA, 2004).

Criticism of the combined board chair-CEO responsibility began in the late 1980s / early 1990s. Rechner and Dalton (1989) pointed out that *'The dual role represents a prima facie case of conflict of interests'* (p. 141). Parker's highly influential 1990 study focused on the 'leader-chairman' role and concluded that the board chair looks forward and outward while a CEO manages the day-to-day operations. From this standpoint, Daily and Dalton (1994) argued the separation of the roles increases the potential for effective board monitoring and reduces the possibility of the board becoming set in possibly inappropriate ways of working.

Some have argued for combining of the board chair and CEO positions. For example, Anderson and Anthony (1986) maintained that it *'provides a single focal point for company leadership'* (p. 54). Walsh and Seward (1990) considered that separating the positions could result in the board chair and non-executive directors being viewed as the guardians of the somewhat distant interests of remote shareholders and would inevitably be in an unhelpful oppositional relationship with the executives.



In the UK, the Cadbury Committee, which was set up in the early 1990s to investigate corporate governance, concluded that the board chair should be distanced from day-to-day operational matters (Cadbury, 1992). The board chair's responsibilities involved monitoring and evaluating the performance of the CEO and the executive directors. The CEO post was full-time and carried the responsibility for: operational activities; setting and implementing the corporate strategy; and the company's performance. The board chair however was considered to be part-time, independent, and responsible for ensuring board effectiveness (Cadbury, 1992).

The Cadbury Report (Cadbury, 1992) was highly influential and brought about substantial change in the governance of UK companies. By 2000, the separation of chair and CEO positions was common practice (Dahya and Travlos, 2000). Other historical data confirms the trend towards separation. Kakabadse and Kakabadse (2006) from their analysis of high-performing board chairs reported that in the 1980s, approximately 50% of the top 350 UK companies listed on the Financial Times Stock Exchange index had separate chairs and CEOs and that 20 years later, this figure had risen to 95%. The 2010 UK Corporate Governance Code (FRC, 2010) now makes clear that:

'There should be a clear division of responsibilities at the head of the company between the running of the board and the executive responsibility for the running of the company's business. No one individual should have unfettered powers of decision' (p. 6).

Despite these changes and the move towards ensuring that the board chair and CEO responsibilities are undertaken by different individuals, debate on the matter still continues (Coombes and Wong, 2004; Kakabadse and Kakabadse, 2006). The benefits of assigning the responsibilities to different individuals include enabling: CEO power to be checked; the board to be detached, objective and able to scrutinise company matters; and the board chair to provide a longer-term perspective. However, separation is disadvantageous because it: undermines the authority of the CEO; encourages the CEO to pursue shorter term gains; and weakens the board chair's commitment to the role (Kakabadse and Kakabadse, 2006).

The OPM/CIPFA report (CIPFA, 2004, p. 11) states that:

'The chair and chief executive should be separate and provide a check and balance for each other's authority... the chair leads the governing body and the chief executive leads and manages the organisation'.

Messages for chairs of school governing bodies

- In essence, the literature makes clear that the two positions – board chair and CEO – and their responsibilities, are different. One individual cannot properly hold the two positions if the responsibilities are to be appropriately discharged. Separation thus represents an ideal fulfilling of the two roles.
- In school governing, the regulations make clear that the positions are separate and that the individuals occupying the positions must be different. That is not to say the ChGB or the headteacher may not on occasions appropriately take up part of the role of the other informally and temporarily and there is evidence that this can be beneficial in unusual circumstances – see James et al. (2010). However, clarity about responsibilities is important. It marks out the ChGB's and the headteacher's 'territory' and helps to clarify their roles. The ChGB is responsible for the functioning of the governing body; the headteacher for the functioning of the school.

4 The board chair's role – what does the board chair do?

This chapter explores the role of board chairs in non-educational settings – what they do to fulfil their responsibilities. We first consider the board chair's role in relation to the board before going on to discuss the role in relation to the CEO, which is a significant feature of the literature.

4.1 The board chair's role in relation to the board

The board chair's role in relation to the board is a substantive theme in the literature. In this section, we discuss the various features of this aspect of the board chair's role and for each particular feature, we summarise the key messages for ChGBs.

4.1.1 The board chair's role as leader of the board

It is increasingly recognised that boards are typically groups of individuals with a range of knowledge, capabilities, characteristics and interrelationships (Machold et al., 2011). Enabling such diverse groups to govern effectively places a premium on the board chair's leadership. There is therefore growing interest in the board chair's leadership role, see for example, Letendre (2004), Leblanc (2005) and Dulewicz et al. (2007).

Furr and Furr (2005) developed a job specification for board chairs and defined a number of aspects of the role, including the leadership role. They define 'leadership' in the context of the board chair as:

'Creating the conditions which enlist and focus the talent and energy of others towards a common purpose, vision and set of goals' (p. 11).

This definition is broadly similar to other widely accepted definitions of leadership, see for example, those of Yukl (2009). Furr and Furr conclude that the board chair's leadership role entails: leading the culture of the board; making sure the strategic planning process is effective; being responsible for the composition and development of the board; engaging the board in the assessment and development of its performance; communicating expectations to members of the board; and managing board performance. A study of outstanding chairs by Dulewicz et al. (2007) that used data from the UK Non-Executive Director (NED) Awards in 2006, found that outstanding chairs provide leadership on corporate governance matters.

Gabrielsson et al. (2007) employed a 'team production' approach to analyse the leadership role of the board chair. Team production is when various kinds of group resources, such as talents, information, visions and skills, are fully used and where the result of using the various resources together exceeds the sum of the separate resources (Alchian and Demsetz, 1972; Kaufman and Englander, 2005). For Gabrielsson et al. (2007), the board chair's team leadership attributes link positively to a constructive team production culture in the boardroom, which in turn relates positively to the board's involvement in the strategic decision-making process. See Section 4.1.5.

Machold et al. (2011) also use the team production concept in their study of board leadership in Norwegian companies. They concluded that team development is a critical aspect of effective board leadership and that:

'While the CEO leads employees in everyday company settings, the board chairperson is the one motivating and leading the board' (p. 371).



Forbes and Milliken (1999) interpret the board chair role as being an orchestrator of a highly capable group of people that meets periodically to decide on strategic issues. The position can be viewed as one of 'first among equals' rather than 'commander in chief' (Gabrielsson et al., 2007). Pick (2009) thus argues that a board chair who oversteps her/his authority, for example by being too directive in her/his approach, potentially endangers cooperation and teamwork amongst board members. Vandewaerde et al. (2011) come to a broadly similar conclusion. They make the point that board chairs may be the de facto board leaders but nonetheless are elected/appointed by the board and cannot order board members to take particular actions.

Machold et al. (2011) argue that the board chair's leadership role may be especially important in determining the board's involvement in strategy. Drawing on a number of authors' work they conclude that boards of small firms may lack resources for effective team working (Cowling, 2003) and that the boards of small firms may be dominated by a small number of board members who may also be the owners of the firm, which makes board leadership very important (Brunninge et al., 2007). The board chair's leadership is a significant and special capability that '*supplements and/or coordinates substantive board resources*' (Machold et al., 2011, p. 378). Machold et al. (2011) conclude that the board chair is critical in securing effective board leadership. This leadership work includes: integrating knowledge; developing initiatives; and engaging board members in collective team-based working.

Vandewaerde et al. (2011) developed a conceptual model of shared leadership in the boardroom. They argue that diversity amongst board members provides a secure basis for members of the board to exercise leadership according to which board members have the most relevant abilities in a given situation. However, the extent to which members of the board can take up these leadership roles depends on the behaviour of the board chair. The extent to which the leadership and other capabilities of the board members are utilised depends on the way the board chair develops and sustains group working by board members. An overly directive approach by the board chair may well be counter-productive in this regard. Vandewaerde et al. conclude that the board chair has an important role in moderating the relationship between the various capabilities of the board members and the way in which leadership is shared amongst the group.

Messages for chairs of school governing bodies

- The idea that the chair is the leader of the governing system comes across very strongly in the literature. The ChGB can also be viewed as the leader of the school's governing system.
- In essence, all leaders – including good ChGBs – create the conditions which engage others in working to achieve agreed goals.
- The idea that boards are usually diverse groups will resonate very strongly with many ChGBs who lead governing bodies that include members of staff, parents, and members of the community, all of whom are likely to vary considerably in a range of ways.
- In this aspect of the literature, the notion of the governing body working as a team begins to emerge. A successful team is essentially a group that has more capability than the sum of the capabilities of the separate individuals. It is the ChGB's leadership that helps to achieve successful teamworking.
- The ChGB should be ready to let others take the lead according to the situation and others' particular strengths.

4.1.2 The board chair's wider role

A substantial theme in the literature is the wider role that the board chairs have to play and are often called on to play. This wider role has a number of features.

The more formal aspects of the wider role

A number of authors have discussed the more formal aspects of the board chair's wider role. A substantial review of the governance of a range of National Health Service (NHS) organisations in the UK by Exworthy and Robinson (2001) found that the board chair's role includes ensuring public accountability, especially in ensuring that the public receives value for money. Furr and Furr (2005, p. 13) in their job description for the board chair assert that the board chair should '*ensure all remedial actions required by regulatory bodies are handled*'.

Cornforth et al. (2010) surveyed 72 chairs and 191 'key actors', that is, other people who chairs relate to, in voluntary organisations and charities. They concluded that the board chair has an important role in ensuring the board's independence.

Messages for chairs of school governing bodies

- Board chairs have a responsibility for ensuring public accountability, value for money, and the proper functioning of the organisations they govern. In that regard, the responsibilities of board chairs are broadly similar to those of ChGBs.
- Ensuring the board retains its independence so that it can fulfil those responsibilities is not typically emphasised in descriptions of the ChGB role but is clearly important.

Managing shareholder relations

The board chair's role in managing the board's relations with the shareholders is a theme in the literature. For example, it features in Lechem's (2002) job description for board chairs and includes: chairing annual and special meetings of shareholders; meeting with major shareholder groups; meeting with financial analysts, the financial press and potential sources of debt and equity capital along with the CEO; and communicating with shareholders and potential shareholders.

Messages for chairs of school governing bodies

- Board chairs have a responsibility for managing relationships with shareholders. If the term 'shareholder' is replaced by 'stakeholder', many good ChGBs will recognise the work they undertake managing relationships with their school's stakeholders – parents, students, staff, and the wider community. ChGBs could consider preparing and publishing an annual report on the school and the governing body in the way that the board chairs of many other important organisations do.

A representational role and acting as the 'public face' of the organisation

The idea that the board chair has a 'front-stage role' representing and acting as the 'public face' of the organisation to its wider environment features significantly in the literature. So, Exworthy and Robinson (2001) state that taking the lead in ceremonial events and being the public face of the organisation, including making speeches to other organisations on behalf of their own institution, are important aspects of the role. The Charity Commission's (2008) guidance for trustees suggests that the board chair '*may... represent the charity at appropriate events*' (Section E9).



Furr and Furr (2005, p. 13) in their board chair job description assert that the board chair should '*serve as an articulate and informed spokesperson to all constituencies*'. Leblanc (2005) concludes that any chair who is working to enhance overall board effectiveness attends and represents the board at any significant strategic meetings dealing with the organisation's affairs or for other purposes. To that end, Leblanc asserts that the board chair has an important role in representing the organisation to its shareholders and other stakeholders as appropriate. Further, outstanding chairs promote investors' confidence in this representational role (Dulewicz et al. (2007).

In small firms, board chairs may be particularly important in working with external contacts (Borch and Huse, 1993). They also have a role in securing the legitimacy of small companies in particular (Davis and Pett, 2000). Machold et al. (2011) conclude that board chairs of small firms may have a very significant role generally.

Other aspects of the 'public face' role are included in Lechem's (2002) job specification for board chairs, particularly when working in conjunction with the CEO. Board chairs: represent the company to the public, suppliers, customers and staff; develop relationships and represent the company with governments, regulators and government agencies; work with competitors on industry problems; and undertake public service and leadership roles in charities and educational and cultural activities. Lechem also includes representation on other boards as part of this aspect of the wider role.

Messages for chairs of school governing bodies

- The literature stresses the board chair's role in representing the board and the organisation to the wider community. The board chair appears to signify and symbolise the governing system and the whole organisation to the environment. In so doing, they are helping to manage the boundary of the governing system and the operating system (see Chapter 1). Many good ChGBs will recognise the work they undertake in this aspect of their role.
- In addition to acting as the public face of the organisation, board chairs also have a role, with the CEO, in representing the organisation to other particular organisations, as Lechem (2002) points out. Many ChGBs will see themselves in that role, for example, dealing with Ofsted inspectors, other schools, other partner organisations and the local authority. Here again they are undertaking boundary work on behalf of the organisation and are helping to manage the organisation's boundary. This aspect of the role is particularly important in small organisations, which would of course include schools.

Liaising with staff and having a within-organisation presence

The board chair's role in communicating and interacting with staff and being present in the organisation features in the literature. So, for example, Exworthy and Robinson (2001) consider that the role of the board chair in health service settings in the UK includes making speeches to staff and '*being seen around the hospital*' (p. 88). It also includes working with the professional workforce and in particular with hospital consultants. The Charity Commission's (2008) guidance for trustees suggests that the board chair '*may also be the link between the trustees and the employees*' (Section E9).

Messages for chairs of school governing bodies

- In this aspect of the literature, we see the board chair acting as a representative of the board to the organisation – acting for it, embodying it and symbolising it. Many good ChGBs will undertake this kind of work in their schools – liaising with the staff and being present in the school. Again, the board chair is undertaking ‘boundary work’, representing the governing system to those who work in the operating system.

4.1.3 Relationships

The importance of building high quality relationships

Cornforth et al. (2010, p. 1) report that board chairs of charities and voluntary organisations who focus on ‘building high quality relationships’ with others have a substantial positive influence on board effectiveness. In part, this ‘building of relationships’ features in the literature under the heading ‘communication’. Leblanc (2005) asserts that meeting and communicating regularly with all board members are important aspects of the board chair’s work in ensuring and enhancing board effectiveness. Lechem’s (2002) board chair job specification includes communicating with directors between meetings.

Messages for chairs of school governing bodies

- Building high quality relationships is deemed to be important for board chairs. Many good ChGBs will understand the necessity of developing high quality relationships and from their experience know the effect that ‘good relationships’ have on the effectiveness of their governing bodies.

Complementary board relationships

Roberts (2002) interviewed executive and non-executive board members of major UK companies to find out about the work of the board chairs. He explored the basis and the potential of what he refers to as ‘complementary’ board relationships. In such relationships, the board chair and the board essentially seek to understand the context for the CEO’s responsibility and role and then provide what is required to complement that. Through such relationships, a board chair can both contribute directly to the CEO’s performance and enable other non-executives to contribute positively to the performance of the executive team.

Roberts (2002) also analyses the negative aspects of what are described as ‘complimentary’ relationships between non-executive directors and executives. A complimentary relationship is ‘a ceremonial expression or act as acknowledgement of courtesy, to soothe with demonstrations of respect, and to flatter with gracious and elegant praise’ (p. 497). He considers such relationships between the board chair and the CEO in particular to be unhelpful and un-productive. Boards where these relationships are complimentary are likely to suffer from ‘disconnection’ which can take three forms, as follows.

- 1. The Competitive Board** – where executives and the board chair/non-executives view each other with distrust, hostility and antagonism.
- 2. The Personal Board** – where the relationship between the board chair and the CEO is too close or where the CEO is too powerful.
- 3. The Captured Board** – where executive decisions are not subjected to informed scrutiny and challenge by the board chair and the non-executives.



Complimentary relationships can undermine board accountability and initiate a crisis of confidence amongst those external to the organisation (Roberts, 2002).

Messages for chairs of school governing bodies

- The distinction between complementary and complimentary relationships is thought-provoking. It gives some insights into the ways school governing bodies can work – successfully or unsuccessfully. Good ChGBs will be aware of the advantages of operating in complementary mode and the disadvantages of complimentary relationships. They will understand the context of the headteacher and the school and will provide what is required to enable both to function properly.

4.1.4 Organising and chairing board meetings and ensuring participation

The board chair's roles in organising and chairing board meetings and ensuring participation in meetings feature as very substantive and linked themes in the literature.

Furr and Furr (2005) specify that the board chair's role in organising meetings includes: scheduling and facilitating meetings; developing '12-month agendas' in collaboration with others; ensuring directors have the information required for meetings in a timely manner to make appropriate decisions; and establishing and facilitating the board's work in decision making.

Leblanc (2005), in a review of the impact of the board chair in a Canadian context, asserts that the board chair: enables board effectiveness; presides at all meetings of the board and at annual general meetings; ensures that all matters that require the board's consideration are presented at meetings appropriately; and sets the agenda for board meetings in consultation with the CEO, committee chairs, other directors, the secretary, other members of the organisation's management and outside stakeholders as appropriate.

Lechem's (2002) board chair job specification includes 'chairing meetings of the board' as a main category. Within that category it specifies: setting meeting agendas and schedules; controlling meeting attendance; and determining board information packages. Harris and Croney (2012) offer guidance – implicitly to board chairs – on how to improve meetings, which covers many of these aspects.

Roberts (2002) concludes that the effective chairing of meetings is crucial. The board chair has an important role in: encouraging the contribution of others; focusing discussions; prompting contributions from those who are reluctant to speak; and providing summaries of discussions. He asserts that board chairs can enable the effectiveness of non-executive directors by conducting board meetings in an appropriate manner. Bloch (2005) claims that outstanding board chairs ensure transparency and openness at board meetings. Dulewicz et al. (2007) report that outstanding board chairs are able to achieve consensus at meetings.

Enabling board members to participate effectively features as a substantive theme in the literature; see, for example, Roberts (2002). For Gabrielsson et al. (2007), the board chair is important in enabling board members to use their knowledge to inform decision-making in a way that benefits the company.

Forbes and Milliken (1999) make the point that the board's work is almost entirely cognitive in that board members (ideally) are not involved in any form of practical engagement or implementation.

They suggest therefore that:

'the effectiveness of boards is likely to depend heavily on social-psychological processes, particularly those pertaining to group participation and interaction, the exchange of information, and critical discussion' (p. 492).

Effective board chairs of for-profit companies amongst other things provide a *'platform for participation'* according to Kakabadse and Kakabadse (2006, p. 14) by setting an appropriate tone in meetings and acting with integrity. This tone enables: difficult matters to be discussed openly; a clarification of roles – particularly between the board chair role and the CEO role; and the effective management of board dynamics (Kakabadse and Kakabadse, 2006). Furthermore they state that it creates:

'the "space" to draw to the surface the diversity of views, feelings and beliefs of each board member over particular issues' (p. 18).

This 'ensuring participation' aspect of the role is picked up by Cornforth et al. (2010). They assert that it is essential for board chairs to create conditions where important matters can be discussed. Similarly, Garratt (1999) considers 'inclusion' to be a key aspect of the role. Dulewicz et al. (2007) found that outstanding chairs encourage their fellow directors to contribute. Machold et al. (2011) also state that an important aspect of the board chair's role is to ensure the contribution of board members.

Messages for chairs of school governing bodies

- The board chair's responsibility for meetings – preparing for them and managing them appropriately – is a significant theme in the literature. It is an important aspect of the processes of the governing system. It is where inputs – reports, data and information – are converted into outputs – decisions, policies and plans.
- This aspect of the literature will resonate strongly for good ChGBs for whom meetings are very important moments in the governing of the school. If governing body meetings are not well-managed, the governing of the school will be substantially weakened.

4.1.5 Ensuring board teamwork

Viewing the board as a team and then viewing the role of the board chair from that perspective is a significant theme in the literature. As Furr and Furr (2005) put it, *'Ultimately, the chair's role is to lead a team – the board'* (p.11). Cornforth et al. (2010) report that board chairs in voluntary settings who encouraged teamwork had a substantial positive influence on board effectiveness. Valuing team members' different contributions and enabling team members to contribute were important aspects of the role. Leblanc (2005) asserts that a board chair who is working to enhance overall board effectiveness ensures that the board functions cohesively as a team. Dulewicz et al. (2007) report that outstanding board chairs are team builders.

Gabrielsson et al. (2007) and Vandewaerde et al. (2011) conclude that a 'team approach' is important because of the complicated and ambiguous environment in which many, if not all, boards operate. For Gabrielsson et al. (2007), the main dimensions of what they refer to as a team production culture (see Section 4.1.1) are: cohesiveness; creativity; openness; generosity; criticality; preparedness; and involvement. They point out that: *'no corporate board member is likely to possess the full*



complement of information and knowledge necessary to achieve desired goals' (p. 24), which is why a team approach is essential. Machold et al. (2011) assert that the board's capabilities should be developed, combined and synchronised in order to enhance team effectiveness.

Veronesi and Keasey (2010) in a UK health service context make the case that a 'team environment', which works on the basis of widespread trust and productive and beneficial dissent, creates a 'virtuous cycle' of mutually reinforcing benefits. Achieving this virtuous cycle involves emphasising collective effort and giving more attention to the behaviours of boards. Veronesi and Keasey argue that researchers '*need to move away from the current overemphasis on the chair and CEO, and board structures*'. (pp. 368-369) and focus on the collective, that is, team-based, nature of board work.

Messages for chairs of school governing bodies

- The literature makes a powerful case for taking a team-based approach to board functioning. It also confirms the board chair's role in building the 'board team' and leading that team.
- Good ChGBs will know the benefits of teamworking in their governing bodies. The ChGB has an important role in developing the qualities in the governing body that ensure team-based and collective functioning. They also have a role in confronting those individuals who inappropriately disrupt a sense of collectivity.

4.1.6 The management and organisation of the board

Sonnenfeld (2002) argues that to be effective, boards need:

'to be strong, high-functioning work groups whose members trust and challenge one another and engage directly with senior managers on critical issues facing corporations' (p. 106).

The literature assigns the responsibility for ensuring the functioning to the board chair. Garratt (1999, p. 29) puts this aspect of the role very directly when he asserts that the board chair is the '*boss of the board*'. Leblanc (2005) says that board effectiveness depends on the board chair overseeing all aspects of the board's direction and administration and ensuring that there is a healthy governance culture. He also says board chairs should set the tone and culture of the board, particularly in an ethical sense. The board chair clearly has an important role in managing and organising the board.

Establishing and overseeing the board committees is an important aspect of the board chair's role in board management and organisation. Thus the board chair job description developed by Furr and Furr (2005, p. 13) includes ensuring an '*effective committee structure and committee leadership succession*' and '*hiring and overseeing independent advisors as needed*'. Leblanc (2005) concludes that the board chair can ensure a properly functioning board by facilitating the appointment of chairs and members of board committees and providing input to all board committees and committee chairs. Lechem's (2002) job specification for board chairs includes 'helping appoint committees'.

Part of the board chair's role also includes leading the recruitment, orientation and assessment of the effectiveness of board members and of the board as a whole (Leblanc 2005), a role undertaken in conjunction with the corporate governance committee. Lechem (2002) also sees a role for the board chair in determining director compensation.

The board chair plays a part in managing the performance of board members in a general sense.

Garratt (1999) for example, describes key aspects of the role as the induction, inclusion, and training of each director and the board collectively as a whole to an appropriate level of competence. Dulewicz et al. (2007) found that outstanding board chairs spend a significant amount of time developing, advising and mentoring board members. Lechem's (2002) job specification for board chairs includes managing the directors' performance. Coulson-Thomas (2008) also argues for the board chair having a prominent role in the professional development of board members.

Messages for chairs of school governing bodies

- This theme in the literature would resonate strongly for many good ChGBs. They will understand that they have a significant role in managing and organising their governing bodies. The board chair's role in deciding on the remuneration of directors is a significant difference, however. As school governors and indeed the board chairs are not paid, this issue does not arise.
- The board chair's *de facto* responsibility for the management and organisation of the school governing body is both very important and self-evident. Interestingly, this very significant aspect of the role does not feature prominently in statutory guidance for ChGBs.

4.1.7 The board chair's role in improving board performance

The role of the board chair in improving board performance is a prominent theme in the literature. For Bloch (2005) outstanding board chairs continuously work to improve the performance of their boards. Lechem (2002) considers 'developing a more effective board' to be a central aspect of the role. It includes: determining board contribution; planning board composition and its succession; and ensuring the recruitment of new directors and the 'retirement' of those who are ineffective. Roberts (2002) asserts that board chairs can improve the effectiveness of non-executive directors by changing the non-executives and altering board processes. The importance of improving board performance is reflected in Bloch's (2005) finding that outstanding board chairs consider they are personally accountable for the board's performance.

Messages for chairs of school governing bodies

- The literature is clear that board chairs have a role in improving board effectiveness. Their responsibility for the governing system includes improving its performance.
- Good ChGBs will see the task of improving the functioning and performance of their governing body to be an important part of their work – improving the composition by recruiting new members and 'retiring' ineffective members, and ensuring members undertake appropriate training.

4.1.8 The training of chairs

Cornforth et al.'s (2010) study of board chairs in the voluntary sector found that board chairs tended to rate their impact more highly than did CEOs, other board members and other key actors in the organisation. Cornforth et al. therefore argue for the importance of board chairs receiving feedback on their performance, through a formal, annual 360-degree appraisal, and/or informally by board chairs regularly seeking feedback, particularly from the CEO and other board members. They also argue that existing and aspiring board chairs should have access to training and development opportunities to enable them to keep up to date with developments in their field and to improve their chairing and leadership capabilities. Cornforth et al. suggest that formal training and development seminars and conferences provide useful development opportunities, as might peer learning circles or mentoring by an experienced board chair from another organisation.



A number of organisations, for example the Institute of Directors, provide training and development programmes for directors of for-profit companies (see IoD, 2012). However, the provision of such programmes for board chairs is generally limited, as is research into the training of board chairs of for-profit companies.

Messages for chairs of school governing bodies

- Good ChGBs will readily acknowledge the importance of training and development of a range of kinds – as a governor before they take up the position, in preparation for becoming a ChGB, and when they are in post to keep up to date with developments and to further enhance their capabilities.

4.2 The board chair's role in relation to the chief executive officer

4.2.1 Working with the chief executive officer

The board chair has a significant role working with the CEO. Exworthy and Robinson's (2001) study of the governance of a range of NHS organisations in the UK found that the board chair's role includes acting as a sounding board to the CEO and giving the CEO advice and support. For Bloch (2005), outstanding board chairs in corporate settings work well with the CEO. Leblanc (2005) argues that chairs seeking to enhance board effectiveness meet and communicate regularly with the CEO on governance matters and corporate performance and that the board chair is the key interface between the board and the CEO.

Exworthy and Robinson (2001) found that the majority of NHS board chairs and CEOs preferred a clear delineation of roles *'in order to avoid misunderstandings and tensions'* (p. 87). Typically, the roles were negotiated informally, though not in every case. They report that defining the CEO's role was easier than defining the board chair's role because the managerial content of the CEO role was more explicit.

Stewart (1991) takes the view that the board chair and CEO roles are overlapping domains. Board chairs have more power to define their relative domains than the CEO. She found that the ways board chairs and CEOs performed their roles differed widely. Stewart identified five different and sometimes overlapping roles for the board chair, as follows.

1. **Partner** – the board chair and the CEO share the management of the organisation.
2. **Executive** – the board chair directs the CEO and other managers to take actions – or forbids actions.
3. **Mentor** – the board chair acts in a way similar to that of a coach and counsellor in order to influence the CEO's behaviour to positive effect.
4. **Consultant** – the board chair waits to be approached by the CEO for advice.
5. **Distant** – the board chair's role is mainly that of chairing meetings and attending obligatory external meetings.

In the literature, 'working with the CEO' is broadened out to the board chair's role in 'working with the management' more generally. Thus Furr and Furr (2005, p. 13) assert that the board chair should 'act as a *liaison between the board and the management*'. Lechem's (2002) job specification for board chairs includes working with management as a significant aspect, which in turn includes: influencing strategic management; building relationships; and helping define problems. Lechem (2002) also asserts that working with management includes: representing shareholders and the board to management; representing management to the board and to shareholders; and managing accountability by management. Roberts (2002) draws attention to another feature of the role, which he refers to as '*the chairman's ultimate responsibility*', and that is, when necessary, '*replacing the CEO*' (p. 514). In his account of board chairs' experiences of sacking the CEO, Roberts emphasises several aspects. First, the board chair needs to be alert to any issues in relation to the performance of the CEO before shareholders or institutional investors draw it to his attention. Second, for a variety of reasons, such as investor confidence, the board chair must express full support for the CEO publicly. Third, it can be extremely difficult to know when to take action, and discussing the matter with the other non-executive directors is helpful. Finally, he stresses the importance of the board chair's role, in effect in running and stabilising the company, when the CEO has been dismissed.

Messages for chairs of school governing bodies

- The literature on the board chair's work with the CEO will resonate strongly with ChGBs. Working with the headteacher is a complex yet central part of the ChGB role. The ChGB and the headteacher need to be aware of each other's 'territory' (their responsibilities and their role) and not encroach, and to recognise that the way of working together can take a number of forms.
- In the relationship with his/her headteacher the ChGB is at the boundary of the governing system and the school operating system, liaising between the school management and the governing body. It is pivotal connection in the functioning of the whole organisation.

4.2.2 The board chair's relationship with the chief executive officer

Understandably, the board chair's relationship with the CEO features as an important aspect of the board chair's role in the literature. The relationship is widely recognised as significant, especially for effective board performance (Burton, 2000; Ng and De Cock, 2002).

The main underpinning of effective board chair-CEO relationships appears to be 'psychological closeness' (Jones, 1995). This feature enables the joint ability to interpret matters and events in '*a mutually synergistic manner, irrespective of their previous or current personal affiliation*' (Kakabadse and Kakabadse, 2006, p. 21). Professional integrity, trust, and a balanced exchange of information are also important and contribute to board effectiveness. A shared commitment between the board chair and the CEO to a particular plan or action is important for the sustainability of the organisation and board (Roberts, 2002). Further, for the board chair, '*the relationship with the chief executive was a vital source of knowledge*' (Roberts, 2002, p. 502).

Kakabadse et al. (2010) emphasise the crucial importance of the board chair-CEO relationship for boardroom and organisational effectiveness. They conclude that the development of this dyadic relationship positively benefits boardroom dynamics. The 'chemistry' of the relationship has two elements: analytical interpretative capacity (sense-making) and deep friendship (philos). Both are central in determining board chair and CEO effectiveness. Together, they nurture meaningful knowledge sharing and a desire for learning amongst the board members. In the absence of either



element, the relationship can still work but the absence of both harms the board chair-CEO dyad, and impairs the functioning of the board and importantly the organisation. The wider governance of the organisation, and the board's reputation, goal-setting capability, analysis of risk and vulnerability, and the leadership of change are all weakened, which in turn impacts negatively on organisational effectiveness and adaptability.

Roberts (2002) considers that the board chair acting as a complement (see Section 4.1.3) to the CEO in skills, experiences, knowledge, temperament, business focus and values is very important:

'A strong relationship between chairman and chief executive can be viewed as the heart of a complementary board; it is the necessary if not sufficient condition for the effectiveness of the wider set of board relationships' (Roberts, 2002, p. 500).

Roberts asserts that important aspects of building a complementary relationship between the board chair and the CEO include: overcoming initial misunderstandings; avoiding a competition for executive influence, which is important in developing trust; building the basis for trust; a high level of contact, which enables the building of trust; openness of communication; a high level of integrity; the board chair being sufficiently knowledgeable about the organisation, or at least willing to become so; the board chair being able to support the chief executive; and the board chair having contact with other executive directors and senior managers.

Roberts and Stiles (1999) argue that the roles of the board chair and the CEO in relationship are negotiated by the board chair, the CEO and other stakeholders – board members in particular. This negotiation is crucial throughout the relationship but is particularly important at the outset. Where the negotiation results in a cooperative and complementary role, the relationship is more likely to be successful. The balance between close teamworking and detachment is important. Shared value systems and personal compatibility are important in making the relationship work. Mutual trust, respect and openness are also important.

Krackhardt and Stern (1988) argue that the strength of the relationship between the board chair and the CEO is strongly dependent on the affective (philos) qualities. They emphasise the importance of mutual caring and emotional support in securing an appropriate relationship as opposed to hostility, indifference, dominance, reliance on logic or friendly submission. However, they recognise that the board chair and CEO may search for strong ties in times of environmental uncertainty.

The OPM/CIPFA guidelines (CIPFA, 2004 p.11) state that the board chair and CEO should provide a check and balance for each other's authority. The board chair and the CEO should negotiate their respective roles early in the relationship. This negotiation should be undertaken within a framework in which the board chair leads the governing body and the chief executive leads and manages the organisation. The board chair and the CEO should explain their responsibilities and roles clearly to the governing body and the organisation as a whole.

Comparative research by Otto (2003) on the role of the board chair and the CEO and the relationship between them in voluntary, statutory and commercial organisations indicates some interesting differences. Statutory organisations are those required to exist by statute in contrast with the other two organisational forms. She concludes that in all the settings, ambiguity and conflict in the board chair and CEO roles were features. However, board chairs and CEOs of voluntary organisations did find *'sorting out the allocation of responsibility and authority particularly problematic'* (p. 147).

She argues that this difficulty arises because voluntary organisations: combine part-time/time-limited volunteers and full-time paid managers; have no role prescribed in statute; and are run by people 'driven by deeply-held personal values' (p. 147). Board chairs in voluntary organisations have limited time and little 'formal authority'. Much therefore depends on the quality of the board chair-CEO relationship. Further, the board chair's role necessitates combining the line management responsibility with being 'a trusted friend and supporter for the director' (p. 147), which she considers to be problematic.

Messages for chairs of school governing bodies

- Perhaps unsurprisingly, the literature makes a very strong case for sound relationships between the board chair and the CEO and many of the findings will resonate with the experience of ChGBs.
- The board chair-CEO relationship is pivotal and is crucial to the effectiveness of the board **and** the organisation. Thus it is not just board functioning that benefits from a high quality chair-CEO relationship; the organisation benefits also. By implication, improving the quality of the headteacher-ChGB relationship is likely to benefit the school.
- The board chair-CEO relationship is important in enabling each partner to be a 'source of knowledge' for the other. For that to be the case, the relationship needs to be of high quality, characterised by high levels of trust, integrity and openness. ChGBs who enjoy a strong relationship with their headteachers would recognise these qualities. The governing body will then benefit from receiving high quality information about the performance of the school.
- An important message from the literature is that sound relationships are based on a shared understanding by the board chair and the CEO of each other's responsibilities. That is, the board chair (or ChGB) is responsible for the governing system; the CEO (or headteacher) is responsible for the operating system.

4.2.3 The board chair's management of the chief executive officer

Furr and Furr's (2005, p. 13) board chair job description states that the board chair should '*ensure [that] the succession planning and CEO evaluation process occurs*'. For Leblanc (2005), the board chair leads the processes of recommending the appointment of the CEO by the board and assesses the performance of the CEO in relation to performance objectives in the CEO's job description. Lechem (2002) also includes monitoring and evaluating performance of the CEO and senior officers and ensuring succession plans in place at senior management level in his job specification for board chairs.

Messages for chairs of school governing bodies

- The literature on the board chair assigns a clear responsibility to the board chair for all aspects of the management of the CEO.
- In guidance and statute the ChGB is not formally assigned a role in managing the headteacher, for example through the headteacher's performance management. That responsibility is given to the governing body as a whole (DfE, 2011a) and it clearly establishes a management relationship. However, the ChGB is likely to take the lead in those aspects of the governing body's work, and arguably should do so.

5 The board chair – knowledge, capabilities and characteristics

A substantive theme in the literature is ‘the kind of person’ the board chair needs to be to be effective in the role. This ‘person in the role’ is described in a range of ways and we refer to them here generally as knowledge, capabilities and characteristics; and we deal with each aspect in separate parts. As appropriate, we summarise the key messages for ChGBs throughout the chapter.

5.1 The knowledge required

The specification of the knowledge required by board chairs is not a particularly robust theme in the literature. Coombes and Wong (2004) report that effective chairs of for-profit companies have knowledge of ‘the industry’ and experience of ‘board work’. Bloch (2005) concluded that outstanding board chairs have broad experience (and by implication knowledge) as opposed to specific experience. Leblanc (2005) argues that possessing a high degree of knowledge of the organisation’s business and the sector enables the board chair to act as a focus of independent board leadership which in turn enhances overall board effectiveness.

Messages for chairs of school governing bodies

- The literature on the knowledge of the board chair, such as it is – especially the knowledge required to be an effective board chair – points to knowledge of ‘the organisation’s business’ and the ‘sector’ as being significant.
- Good ChGBs will be fully aware of the importance of understanding education and educational matters. However, school governors – including ChGBs – ‘knowing what they are governing’ is important. Arguably, knowing the school is particularly important for the ChGB. That can be achieved in a range of ways but being present in the school can be very helpful (see Section 4.1.2).

5.2 The capabilities required

The literature is clear that board chairs need a range of capabilities. Dulewicz et al. (2007) report that outstanding board chairs challenge and probe although in that regard arguably they are no different from outstanding board members. The management of relationships and interactions features as an important capability. Kakabadse and Kakabadse (2006) argue that effective chairs have the ability to: engage in and resolve disputes; minimise dysfunctional interactions and enable the board to reach a consensus. Similarly, Cornforth et al. (2010) report that the ability of board chairs in voluntary organisations and charities to manage relationships contributes to their overall effectiveness. Leblanc (2005) argues that the board chair’s overall contribution to board effectiveness centres on bringing to bear his/her independence of mind, capabilities and skills to enhance the overall effectiveness of the board and the company. He stresses the importance of the board chair having the requisite skills and capabilities to ensure that the board functions cohesively as a team and that there is a healthy governance culture.

Exworthy and Robinson (2001) found that NHS board chairs require: the ability to network and establish positive relationships with local political figures; the capacity to ‘take the flak’ during critical incidents; and credibility with the professional workforce, in particular with hospital consultants. Dulewicz et al. (2007) found that outstanding chairs have critical-thinking ability and sharp critical faculties.

Cornforth et al. (2010) argue that leadership-oriented capabilities should be given '*as much or possibly more weight*' (p. 2) as analytical and cognitive abilities, for example, strategic thinking and problem-solving ability. Despite this emphasis on leadership qualities, the capabilities required of board chairs in Cornforth et al.'s study was couched more in terms of management – for example the ability to manage meetings and provide information – than being a source of motivation and inspiration, which are typically considered to be leadership qualities (Cuban, 1988; Rost, 1991).

Arguably, to be capable in their role, board chairs need to be able to mobilise power from a range of sources. McNulty et al. (2011) categorise the various sources of the power of board chairs as follows.

- **Structural power** is inherent in the formal organisational hierarchy and structure. CEOs have more structural power than chairs. Therefore board chairs who are either also CEOs or executive chairs would have more structural power than non-executive board chairs (also see Section 3.3).
- **Ownership power** is derived either from long-term relationships with the owners or founders or from owning a significant shareholding in the firm. Board chairs promoted from inside are more likely to use ownership power through either long-standing links with owners/founders or direct ownership.
- **Expert power** comes from an ability to manage key tasks and contribute to organisational performance. Board chairs appointed from within the company are more likely to have expertise specific to the organisation and can use that source of power. However, 'outsider' board chairs may be able to utilise power emanating from a wider breadth of experience gained during their career.
- **Prestige power** arises from an individual's status, reputation and contacts. Non-executive board chairs are more likely to utilise prestige power than executive board chairs (see Section 3.3).

McNulty et al. (2011) also assert that full-time executive board chairs exert their strongest influence in strategy tasks and resource dependency tasks. The acquisition of external resources is important in the management of many organisations. On the other hand, part-time, non-executive chairs exert more influence on control and monitoring tasks.

Messages for chairs of school governing bodies

- The capabilities required of board chairs as represented in the literature are of a very high order and are a wide-ranging set. Good ChGBs will readily acknowledge that they draw on a similar set.
- The reference in the literature to the sources of power available to board chairs is interesting. The legitimacy of any sources of power is an important issue here, which then has implications for the notion of authority in role. What legitimate power do board chairs and ChGBs bring to the role? Arguably all ChGBs could usefully consider the bases of their authority in their role in order to enhance their leadership and management capability.



5.3 The characteristics of board chairs

The characteristics of board chairs are important because they underpin and shape the way the role will be performed. The literature focuses on two aspects: first, values and principles, and second, what can be thought of as the 'overall approach' to the role. Values and principles are important because they are the basis on which '*practices can be formed and evaluated*' (Kooiman and Jentoft, 2009, p. 823) while the overall approach impacts on general effectiveness; indeed, Dulewicz et al. (2007) assert that all outstanding chairs are effective.

Arguably, the Seven Principles of Public Life enunciated by the Nolan Committee (The Committee on Standards in Public Life, 2012) are the benchmark for the foundational values and principles required of board chairs if they are to fulfil their responsibilities appropriately. They are: selflessness; integrity; objectivity; accountability; openness; honesty; and leadership. Many studies in the literature reflect these principles. Such principles would form a secure basis for the kind of practices that ensure that an organisation is conducting its affairs appropriately. They underpin effective board chair practice, which in turn enables effective board functioning.

Much of the literature on the characteristics of effective board chairs identify both values/principles and aspects of the overall approach. Cornforth et al. (2010, p. 1) report that chairs who were '*fair* (and) *open to ideas*', possessed social awareness, and had a 'service and helping' motivation which had a substantial positive influence on board effectiveness.

Kakabadse and Kakabadse (2006) conclude that presence and a maturity that displays a sense of character are important attributes of effective board chairs. Coombes and Wong (2004) argue that effective board chairs of for-profit companies: have time to devote to running the board; are independent; and demonstrate a willingness to play a 'behind the scenes' role.

Bloch (2005) states that the characteristics of outstanding board chairs include: flexibility in the operation of board processes; having an open style of leadership; and preparing themselves for their role. He further cites '*not formerly being the CEO*' (p. 11) as a characteristic of effective board chairs, arguing that

'It constrains the freedom of the succeeding CEO if the chair has too many attachments to previous strategy and policy decisions, to senior management and to 'the way we do things around here'. (p. 11).

Dulewicz et al. (2007) found that outstanding board chairs: have a high level of integrity; have high ethical standards in respect of their own behaviour; and demonstrate empathy.

Much of the literature focuses on the characteristics that underpin board chair effectiveness. Furr and Furr (2005) take a different approach. They identified the six personality characteristics among board chairs that could make fulfilling the role difficult. In turn, the following characteristics do not help the board to be effective.

1. Pliant board chairs are overly eager to please others and do not have a strong mind of their own. They may be continually trying to find the views and standpoints of other board members they feel most eager to please.



2. 'My way' board chairs can accept only one position/response/approach and that is the one that they want. This kind of board chair may invite others to give their views but will argue down those views unless they conform to their opinion. They may be tactful and polite in this way of working or they may resort to bullying, confrontation, or manipulation.

3. 'In the weeds' detail board chairs may excel at the detailed, especially procedural, matters, which is valuable at a functional level. However, such an approach can result in the board discussing irrelevant matters that are perhaps more the concern of the management, rather than dealing with more strategic matters.

4. 'No leadership ability or interest' board chairs may be good technically, for example, they may be excellent engineers, computer experts, or financial specialists. They may also be passionate about the organisation's product, indeed they may have founded the company and been given the title of 'board chair'. However, they lack the leadership, interpersonal, strategic capabilities required to organise the board or influence the long-term strategy of the organisation.

5. Self-serving board chairs are narcissistic, ego-centric individuals who are primarily concerned with meeting their own needs typically at the expense of others and the companies they use expressly for that purpose.

6. Procrastinator board chairs are indecisive, uncertain and unwilling to commit to a way forward until the very last minute or are unable to do so.

The issue of the values and overall approach of board chairs draws attention to the motivation of chairs. Interestingly, the motivation of board chairs does not feature significantly as an explicit theme, for reasons that are not immediately clear.

Messages for chairs of school governing bodies

- The values and principles that underpin board chairs' practice and the board chair's overall approach to the role feature in the literature and are important. ChGBs' values and principles will underpin their practice and will be the basis on which their practice can be evaluated. They are crucial to ChGB effectiveness, the effectiveness of the board and ultimately to the effectiveness of the school.
- The overall approach to the role of the ChGB is crucial for school governing body effectiveness. The approaches of ineffective board chairs provide a useful reflective tool for ChGBs to consider their own approach.
- Given that ChGBs are volunteers, their motivations are likely to be significant and a matter of interest.



6 Discussion

The main ideas underpinning this review and the main argument that has developed are as follows.

Large organisations typically have a governing system, for which the board chair is responsible. The governing system interacts with – and governs – the operating system of the organisation. The CEO is responsible for the operating system. Both the governing and the operating systems have a boundary of their own and are enclosed by another boundary which separates both from the environment of the whole organisation. Board chairs are responsible for the management of the governing system boundary, that is, the way the governing system interacts with the wider environment. They also have a responsibility for the way the governing system interacts with the operating system. The CEO is responsible for the way the operating system interacts with the wider environment. He/she also has a responsibility for the way the operating system interacts with the governing system.

Throughout the report we have drawn attention to a number of aspects of the literature that have important messages for ChGBs. In this chapter, we focus on particular themes in the board chair literature that are especially interesting and relevant.

6.1 The board chair's responsibility for the governing system

The board chair's responsibility for the governing system is a strong theme in the literature. This responsibility includes: ensuring that the board has the resources (for example, human resources and information) to function properly; making sure the governance system processes are appropriate and of a high order; and adopting a boundary position to interact both with key stakeholders and the operating system. The management of the governing system is complex but the management of the governing system's boundary with the operating system is particularly so, and that is where the relationship between the board chair and the CEO is of special significance.

This system perspective on governing and the idea of the board chair being responsible for the governing system are directly relevant to school governing in England and indeed are implicit in studies of the governing of schools; see for example, James et al. (2010; 2012). Arguably, the ChGB's responsibility for the proper functioning of a school governing system is complicated by a range of factors including: the voluntary nature of school governing, including the ChGB being a volunteer; the continual turnover of governing body members because of the limitation on the duration of their tenure; and the broad range of stakeholders, many of whom, for example the staff and parents, will have direct and substantial representation on the governing body.

Given the importance of the ChGB's responsibility for the proper functioning of the governing system, there is a very strong case for making the ChGB's responsibility in this regard more explicit in regulation and statutory guidance.

6.2 The leadership responsibility and role

The literature configures the position of board chair as a leadership responsibility and role. The task is to lead the board in a range of ways. The board chair can also have a leadership role in relation to the CEO. Positioning the role in this way prioritises the so-called 'softer skills' – the social, collaborative and facilitative capabilities.

Viewing the board chair responsibility as a leadership role applies equally well to the ChGB, a notion which features in this report and in the literature – see for example, Earley (2003); James et al. (2010); and NGA/NCSL (2011). Given the very public nature of the role and the place of schools in society, the role has both substantive educational leadership and community leadership dimensions (James et al., 2010). Arguably, the responsibility, the role and its important leadership dimension should have a higher profile.

6.3 The nature of the role

It is eminently clear from this review that the role of board chair in many settings – if undertaken fully – is very demanding. It is a complex, multi-faceted and high profile responsibility requiring a broad set of capabilities of a high order. The role is undertaken in a wide range of settings. The contexts for the role in voluntary, statutory and commercial/for-profit organisations are likely to be extremely varied.

Understandings of the board chair's role in non-school settings do provide a very valuable opportunity to compare and contrast the role in school settings. There are some broad similarities but there are also some important differences. These differences include: the special role of schools in society; the wide range of participant stakeholders in school governing and their diversity of interests and capabilities; the voluntary nature of school governing; the participation of members of staff, not just the 'executive directors' but members of the teaching and support staff in governing; the status accorded generally to the headteacher role; and the difficulties of measuring effectiveness, which are complicated enough in any organisation but arguably particularly so in a school.

Deeper insights into the responsibility and the role of the ChGB could substantially enhance understandings of: the capabilities needed to fulfil the role; ChGB's training needs; the overall effectiveness of those undertaking the responsibility; and the impact of ChGBs on their governing bodies and ultimately their schools.

6.4 The board chair as boundary worker

One of the central ideas underpinning this review is that the governing system has a boundary with the operating system and a boundary with the whole organisation's wider environment. Thus, in effect, the governing system has two important boundaries. Board chairs, and ChGBs, have a particular role in managing both boundaries. This boundary work involves: managing what crosses the boundary into and out of the governing system; being appropriately active in the operating system and the wider environment on behalf of the governing system; and representing, that is, being the public face of the governing system in the operating system and the wider environment. The relationship with the CEO is crucial in the boundary work with the operating system. ChGBs may well find such a 'boundary worker' framework for thinking about their role useful, using the following questions as prompts for reflection:

- How well do you manage what crosses the boundary into and out of the governing system?
In terms of 'what comes into the system', how well do you manage the recruitment and induction of new members? How good is the information you receive on the performance of the school?
In terms of 'what leaves the system', do you put an annual report on what the governing body has done on the school website?
- Are you appropriately active in the school – talking to staff and students about the school, attending meetings, meeting parents at parents' evenings?



- How well do you represent the governing body to the school and the school's wider community? Are you conveying the right image of the school? Do you have good relationships with the school's partners, other schools and the local authority?
- How well does your relationship with the headteacher facilitate your boundary work with the school? How could that relationship be strengthened?

6.5 The significance of the board chair-CEO relationship

The literature demonstrates that in a range of contexts the relationship between the board chair and the CEO is highly significant. The relationship varies and can take many forms but arguably it is crucial to the appropriate functioning not just of the board but of the whole organisation.

The significance of the ChGB-headteacher relationship is beginning to emerge in the literature on the role; see for example, James et al. (2010; 2011) and NGA/NCSL (2011). It is pivotal in the functioning of the governing body and the whole institution. The nature and dynamics of the relationship need to be understood more fully – by those involved and more generally – in order to improve practice. The following questions may act as prompts to help ChGBs reflect on and improve the relationship.

- What would you say were the strengths and weaknesses of your relationship with the headteacher? What are you doing to build on the strengths and ameliorate the weaknesses?
- Is the relationship productive? Given that the relationship is an important 'boundary object', does it help the governing body to function well? Does it help the school to work properly?
- Are there any 'no go' areas in the relationship – things about the school and/or the governing body that you feel you cannot discuss? What is stopping you exploring those areas?
- Do you retain your independence as ChGB in the relationship (so that you can ensure the independence of the governing body)?

6.6 The complementary role and the importance of a reflective orientation

The notion of the complementary role of the board chair – and even the board – developed by Roberts (2002) has considerable validity. Arguably, the role of the board chair cannot be considered fully in isolation. The role is taken up in relation to others, in particular the CEO. The notion of 'complementing' is part of a view of governance as a complex set of interactions (Kooiman, 2003).

One of the challenges for the board chair and the ChGB who seeks to take up the complementary role is the matter – and the potential danger – of being 'positioned' in a particular set of behaviours. Over time, for ChGBs this positioning effect could restrict them, limit their ways of working and be detrimental to overall functioning. The complementary role needs to be engaged in reflectively, to reduce the potential disadvantages. This would enable ChGBs to learn from their interactions and avoid becoming trapped in particular positions in relation to others and in unproductive ways of working (Schon, 1983). These questions may help ChGBs to reflect on their role.

- Do you ever jointly review your relationship with the headteacher in order to improve it? If not, why not?
- What do your fellow governors think of your work as the chair? Do you ever elicit their views? What is stopping you doing so?
- What could you change in the way you undertake your responsibilities as chair? What is preventing you making that change?

6.7 The emphasis on chairing meetings

The literature on board chairs emphasises the chairing of meetings as an important part of the responsibility and role. In many ways, such an emphasis is understandable and perfectly acceptable; indeed the very term ‘chair’ indicates that chairing meetings is important. However, the literature on the role makes clear that the position encompasses considerably more than that. Further, there is a strong case for arguing that board meetings will only be successful if the board chair has undertaken other appropriate activities in between meetings. Also, board committees can be as influential as full board meetings. There is thus a danger in emphasising unduly the importance of chairing full board meetings.

In educational settings, there is similar scope for an undue emphasis on chairing meetings as the dominant aspect of the ChGB role. It is of course an important part of the responsibility but as James et al. (2010; 2012) make clear, there is considerably more to the role of the ChGB than being responsible for chairing meetings of the full governing body. Nonetheless, formal governing body and committee meetings are important and all ChGBs need to continually reflect on how they prepare for meetings and how they chair them

6.8 Training of board chairs

The training of board chairs does not feature particularly prominently in the literature. This lack of prominence is perhaps somewhat surprising given the importance of the role. Training for ChGBs is important and is undertaken in a range of ways (James et al., 2010; 2012). As discussed in Section 2.4, the nationally available training programme for ChGBs being developed at the time of writing by the National College for School Leadership in England may be relatively unusual given the potential extent of its reach – some 23,000 schools – and in comparison with the limited provision for board chairs’ training and development in other settings. Arguably, all ChGBs should continually ask themselves the questions: ‘What are my training and development needs and what is the best way of meeting those needs?’

6.9 The varied contexts for the board chair

The context is important for the way those who hold the position of board chair fulfil the role. The contexts in the non-educational world are likely to be very varied, but so too are the contexts for the ChGB. Becoming the ChGB of, for example, a poorly performing infant school in a disadvantaged, urban and ethnically diverse setting is likely to be very different from taking up the role in a high-performing secondary school in a relatively advantaged, rural setting with less ethnic diversity. The ChGB position and the responsibilities will be similar but how the role is undertaken is likely to differ substantially. The ChGBs in those two examples would need to fully understand the context of their practice if they are to act appropriately.

Two qualities emerge as important for ‘high quality chairing’ in any setting – but perhaps particularly so for ChGBs – that enable appropriateness of action: interpretative capacity and reflectivity. Interpretative capacity enables a full understanding of the context. In essence it means being able to make sense accurately of what is going on. Being reflective means the ChGB being able to draw on the full range of his/her capabilities to ensure that his/her actions as the ChGB are appropriate to the context.



7 Concluding comments

In this report, we have reviewed the literature on the ChGB and the board chair and we have sought to draw out the key messages for ChGBs. The main outcomes are as follows.

- The board chair is responsible for the functioning of the governing system of the organisation. In that regard, the ChGB's responsibility for the functioning of the school governing body could be made more explicit.
- The board chair's position is configured in the literature as a leadership responsibility and role. This in many ways reflects emerging understandings of the responsibility and the ChGB role. This view of the role needs to be strengthened.
- The board chair's role is complex and therefore challenging in many settings. Arguably, the ChGB role can be particularly complicated – and therefore especially challenging.
- A substantial part of the ChGB role is 'boundary work' and involves: managing what crosses the boundary into and out of the governing system (for example, people and resources); being *appropriately* active in the school and the school's wider community on behalf of the governing system (the governing body); and being the public face of the governing body in the school and the wider community.
- Sound ChGB-headteacher relationships are essential. The relationship is right at the boundary of the governing system and the school operating system. It is a pivotal connection in the functioning of the whole organisation. A good ChGB-headteacher relationship is essential for the effective working of the governing body. Improving the quality of the headteacher-ChGB relationship is likely to benefit the school.
- Effective board chairs adopt a complementary approach to the role where they complement significant others – especially the CEO – in their work. This complementary approach involves: providing what is required to enable the other to be effective; having an accompanying role, acting as a foil to others, matching the other, and providing a balance. It is likely that good ChGBs will already adopt that kind of approach. A generally accepted view that this kind of approach can be beneficial may enhance the overall quality of ChGBs.
- Interestingly, given the importance of the board chair role, the literature on the training of board chairs is somewhat limited. The training of ChGBs is already provided in a range of ways, and will be substantially augmented by the national programme being developed by the National College for School Leadership. Given the importance of the ChGB role, the provision of high quality training is essential. Arguably, such training should focus on developing the organisational and leadership skills that will enable the governing body to fulfil its responsibilities.
- Although training for ChGBs is important, ChGBs' values and their overall approach to the role, which can be difficult to influence by training, are significant. The Nolan principles (The Committee on Standards in Public Life, 2012) provide a very useful reference point for ChGBs (see Section 5.3). Personal effectiveness is also essential – the assertion that outstanding board chairs are effective (Dulewicz et al., 2007) will almost certainly hold true for ChGBs. Important aspects of 'effectiveness' include the abilities to understand and interpret the context and to learn and adapt accordingly.

This review reveals a wide range of insights that inform understandings of the role of the ChGB in England. Illuminating as those insights are, they do point to the need for further research into the ChGB's role to ensure a full understanding of this important responsibility.

8 References

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