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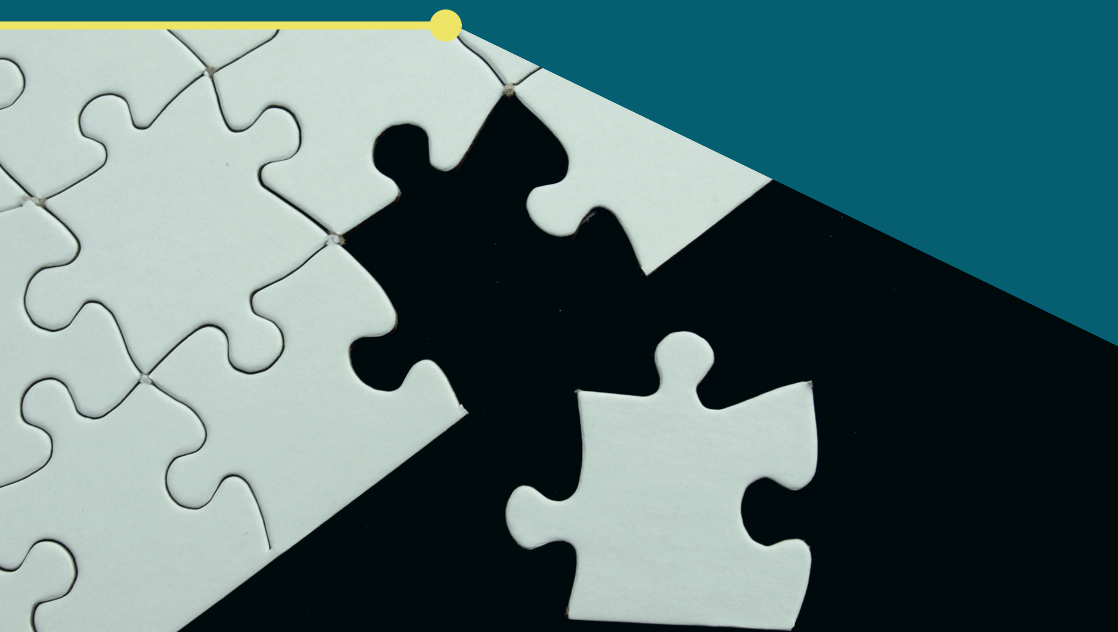
Research Report

Good Governance Matters

**The importance of the relationship
between Chairs and CEOs in
Multi-Academy Trusts**



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Introduction



In the world of Multi-Academy Trusts (MATs), the relationship between the Chair and the CEO is crucial to the success and stability of the Trust and the ability to deliver for the young people it serves.

This research report explores how this relationship functions and is influenced by various factors, drawing on both qualitative and quantitative data, and includes case studies drawn from interviews with senior leaders and non-executives from a range of MATs.

The purpose of this report is to identify best practices, challenges, and make recommendations to enhance this critical partnership. Additionally, the report examines broader issues related to the governance of MATs, and how to ensure that the Board reflects the very communities it serves.

Some of the common themes that have come out of this research include the importance of clearly defining the roles and responsibilities of the Chair and CEO and creating a meaningful appraisal system for both. As well as developing an open and transparent culture of positive engagement and support, and sharing a common belief that an effective governance strategy is a powerful tool to drive school improvement.

Overall, the hope is that this report promotes further dialogue and debate about the importance of an effective relationship between the Chair and CEO, which is essential for good governance.

Hayley Minter

Partner – Schools Practice
Anderson Quigley

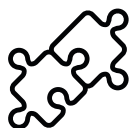


Key Themes Explored



The Importance of the Relationship between the Chair and CEO

A strong, collaborative relationship between the Chair and CEO is crucial for a Trust to achieve its strategic goals and ensure effective governance.



Challenges and Conflict Resolution

Common challenges in the Chair/CEO dynamic are identified and strategies explored for resolving conflicts.



Best Practices

Successful strategies that foster a productive Chair/CEO relationship are highlighted, including insights from business practices and public sector organisations.



Recommendations

Suggestions are made to further strengthen the Chair/CEO dynamic and enhance good governance within MATs.

Delving Deeper: the interviews

Our first case study illustrates the effective application of operational business principles to educational governance through the relationship between the Chair and CEO.

Top-Level Business Practice in a Large Trust

This Trust, one of the largest with nearly 60 schools across various regions, benefits from the Chair's extensive experience in high-level financial services. The Chair's priority has been to recruit an exceptional CEO and assemble a high-calibre team of Trustees.

A professional firm handled the recruitment process of the CEO and new Trustees with the MAT offering a competitive salary to attract the right candidate for the CEO role. The Board of Trustees has been carefully selected to provide a diverse skill set that fully supports delivery of the Trust's strategic objectives, as well as to provide further guidance to both the Chair and the CEO.

The Trust's primary goal is to improve pupil outcomes, with a strong emphasis on academic excellence. The MAT has successfully turned around many underperforming schools. The Trust's focus continues to be on driving school improvement and delivering excellent educational performance.

A detailed delegation system ensures that roles and responsibilities are clear. The CEO's appraisal includes measurable KPIs based on the Trust's expectations and strategic goals.

Staff development is also a key focus, with 12 of the 14 senior positions available in schools and the MAT itself in 2023/24 awarded to internal candidates.

Local representation is achieved through Regional Education Directors and Academy Councils, which include members from parents and the local community. Trustees also serve as 'Link Trustees', each with a specific region, regularly visiting schools to promote openness, good communication and to see first hand the influence decisions made at Board level have on teaching and learning.

View from AQ...

Support and Training is a two-way process

Training should be offered to executives and non-executives. Working with coaches and mentors from outside the organisation can have a real benefit. If the Chair is new to the education sector, bodies such as the Confederation of School Trusts and the National Governance Association provide training and resources tailored to Chairs and CEOs new to their positions. Governance and accountability measures are always in a state of flux and revision and these bodies are useful sources of information for existing leaders looking to brush up on their knowledge too.

Beyond the business world, academies can benefit from public sector experience, as shown in our second case study.

Public Sector Expertise in MAT Governance

The Chair of a 25-school MAT, with a background in managing an NHS Trust, applied that experience to enhance governance in the Multi-Academy Trust.

The previous Chair's more fluid relationship with the CEO was replaced by a structured 'Alert, Advise, Assure' approach, borrowed from the NHS. This shift in tone made the CEO's appraisal process more rigorous and objective-driven, a change positively welcomed by the CEO, who had previously experienced more informal evaluations.

The CEO takes pride in the Trust's accomplishments over the past decade, particularly in bringing nine schools out of special measures. The MAT's governance strategy is based on a 'feedback loop': decision flows come from the Board through the executive team and into the schools, and feedback about their success or room for improvement comes back from the schools and into the Board for further consideration.

However, concerns remain about the age and lack of diversity among Trustees. The CEO believes that remuneration might be necessary to attract younger Trustees. As the MAT has grown, the Board has had to adopt a more strategic approach and attempt to attract a wider range of skills and levels of experience.

The CEO values this public sector inspired 'Business Board' model of governance and believes it could serve as a very useful framework for other MATs.

View from AQ...

Consider Remuneration or Reimbursement

For the majority of MATs, the Chair role is a voluntary position, but consideration should be given to reimbursing expenses or even providing modest remuneration, subject to DfE approval, particularly if the MAT wants to attract individuals who may not have the financial freedom to volunteer full-time. This can also support the MAT's diversity strategy, as it will more likely ensure the position is accessible to many more candidates, regardless of their socio-economic background.

Effective collaboration is crucial for improving governance. This case study highlights how working together helped turn around a medium-sized MAT, driven by the Chair's extensive experience in similar roles and the openness of the CEO to take on new ideas.

Managing a Medium-Sized MAT: Chair and CEO Collaboration

The Chair, an educational consultant and co-founder of an organisation providing free support to Governors and Trustees, has been deeply involved in improving governance across the education sector for many years. The Chair spoke highly of the relatively new CEO, with whom they are currently working to turn around a school within the MAT that requires improvement. The other schools in the Trust were all rated good at previous inspection.

Key to success is the strong relationship between Chair and CEO, built on a clear view of each of their responsibilities from the outset. Previously, the Board had focused heavily on ensuring compliance, rather than developing and delivering strategy. But with the latter now more firmly in mind, transparency and strong communication have become central to the MAT's operations. Consequently a committee-based governance structure has been introduced to ensure the right levels of oversight and delegation.

As the Trust continues to grow, the Chair believes there is now the need to appoint a Deputy CEO and a Head of Education to provide additional support to the MAT's senior leadership and teachers.

Promoting equality, diversity and inclusion has become a key part of the strategic plan. The Chair expressed his concern that a lack of diversity among Boards within MATs at large could undermine ethical governance, suggesting 'Can governance really be ethical if it is not also diverse?' They felt that nationally there is a lack of central support, and that the absence of a regulated and nationally recognised appraisal system possibly negatively impacts MAT outcomes. The Chair believed that some form of mandated support was vital, and that this should be addressed in future reviews.

The CEO has great faith in the Chair and how they led the cultural shift within the Trust, suggesting that the previous culture had stifled open discussion at meetings. The CEO felt that the new Chair provided the right balance of challenge and support; appraisals are now conducted regularly and formally, and taken alongside more informal and immediate feedback, resulting in a robust performance management system.

Both the Chair and CEO agreed that their successful relationship is built on openness, trust and psychological safety.

View from AQ...

Clearly Define Governance Responsibilities

Ensure that the schemes of delegation clearly outline the governance responsibilities of the Chair, the executive and local governance structures. This includes leading board meetings, setting the board agenda, providing leadership to trustees, and ensuring that the MAT complies with statutory regulations and best practices.

A well-drafted Terms of Reference or Job description is fundamental to establishing expectations for the Chair's and CEO's roles. These should outline the responsibilities, reporting lines and scope of the roles, in doing so also providing clarity for both the MAT board and prospective candidates.



Our research revealed that the governance challenges faced by large and medium-sized MATs differed significantly from those of smaller MATs. The following case study explores the relationship between the Chair and CEO in a small Trust overseeing three schools.

Perspectives on Governance in a Small MAT

The Chair expressed strong support for the CEO's work, highlighting clear and open communication was central to their successful partnership. The Chair believed that all decisions should prioritise the wellbeing and future prospects of the MAT's pupils, even if this meant making difficult choices that could alter the Trust's structure; the Chair suggested that a small MAT might need to consider merging with a larger Trust for long-term sustainability.

At the same time, the Chair emphasised the importance of community engagement, noting this might be easier to achieve in a smaller Trust. He felt that Boards have a duty to embrace the concept of 'localism,' not only actively involving parents, teachers, pupils, and other stakeholders in decision-making processes, but also by developing further teaching, learning and social initiatives that might benefit the community at large. By seeking input and feedback from the local community, the MAT ensures its initiatives, policies, and strategies are more relevant and reflective of the aspirations and values of the young people it serves.

In a small MAT, the close collaboration between the Chair and CEO is crucial, particularly when developing strategies for growth and financial sustainability. Once these strategies are established, it's essential for the CEO and executive team to effectively implement them on the ground. Given the limited resources of smaller MATs, the CEO's role in leading from the front and maintaining a clear vision and mission for staff, pupils, and parents is vital. The Chair stressed that regular communication between the CEO and stakeholders is key.

The Chair also noted that in a small MAT, it's even more important for the relationship between the Chair and CEO to be strong and built on trust. The CEO echoed this sentiment, emphasising the importance of good listening on both sides and recognising the challenges inherent in both roles. The CEO also highlighted that both formal and informal interactions on a regular basis were essential to foster a successful working relationship.

View from AQ...

Localism

Central to the concept of localism is the idea of community engagement. Trusts that embrace localism actively involve parents, teachers, students, and other stakeholders in decision-making processes. By seeking input and feedback from the local community, MATs ensure that their initiatives and policies are relevant and reflective of the aspirations and values of their young people.

Localism also empowers school leaders to respond more closely and creatively to the real needs of their pupils on the ground. Making the most of their local knowledge, MATs can harness the right people from their local communities with the influence and power to make things happen. They can identify and broker relationships with the most relevant destinations that are likely to appeal to the ambitions and aspirations of their pupils in ways that can be realised. They are best placed to form links with the most appropriate social services relevant to the very real needs of their local pupils and families in the area.

Good governance in MATs is always a work in progress. Our research has highlighted instances where the relationship between the Chair and CEO was less than ideal, directly impacting the Trust's effectiveness. The following is feedback gained from interviews with relatively new CEOs where on joining their MAT they had reshaped their Boards to build a stronger and more effective relationship.

New CEO, New Relationship

A CEO was appointed to turn around a failing Trust of six schools. While the CEO valued the Chair's contributions, on joining the Trust, the CEO was also keen to clarify the boundaries of the role of the Chair and gain agreement that it must be non-operational. Establishing this at the outset created the working environment which still allowed for challenges to be made, but in a structured and respectful way.

The Trust's previous struggles were due to poor governance; the Board of Trustees lacked sector expertise and was not confident enough to challenge the former CEO. As a result, under-performance persisted, with two of the six schools receiving a notice to improve during inspections.

The CEO observed that the success of a MAT usually hinges on the quality of its CEO. However, without the right experience it can be difficult for Chairs who lack the confidence to hold the CEO accountable. To address this, the CEO recommended the Chair should introduce a rigorous appraisal system with detailed key performance indicators. The CEO also suggested it was important to include members with educational experience on the Board.

Another CEO, leading a MAT with 20 plus schools, had worked with various Chairs throughout their career. Upon taking up their current position, the CEO persuaded the existing Board of Trustees to step down, as they had failed to hold the previous CEO to account, resulting in poor performance across the MAT. The CEO felt that failure had come partly because the Board lacked the expertise to challenge the CEO on educational matters.

With a new and more effective Board in place, the CEO also noted that the introduction of Local Governing Bodies had improved the monitoring of educational standards in individual schools.

This CEO remarked that governance oversight in MATs could be improved, as there are currently few regulations and little evidence of what works best. When the egos of Chairs and CEOs clash, it can waste energy and divert focus from identifying and then dealing with critical issues. The Chief Executive also pointed out that Trustees often come from similar backgrounds, leading to a lack of diversity which could hold MATs back.

View from AQ...

Highlight Inclusivity in Job Descriptions

Clearly express the Trust's commitment to diversity and inclusivity in the recruitment materials. Emphasise that candidates from all backgrounds are encouraged to apply, focusing on skills, experience, and leadership qualities over specific previous roles or titles. Have a clear view about the 'philosophy' of the MAT and how its schools support the needs of pupils and the local community, as well as how it delivers teaching and learning.



View from AQ...

Creating more Diverse Boards

There is a clear need to create more diverse Boards to properly embody the school communities that they represent. Helene Usherwood, Senior Partner at Anderson Quigley, shares insights from other public sector organisations.

Remuneration

Board members are sometimes remunerated, which can often contribute to an increase in uptake and interest, particularly from experienced and skilled individuals, who wish to have a formal role on the Board, with clearly defined responsibilities. Paid Board roles can also foster a culture of further professionalism within the Board and ensure greater levels of continuity and stability in governance. That said, there are higher expectations of Board members regarding not only the time given but also about levels of commitment and performance.

Junior Board roles

For many individuals, a barrier to participation is the level of competence needed to fulfil Board roles, and the lack of a clear path to gain necessary experience and confidence. This has been redressed in some sectors by the creation of associate non-executive directors. Whilst they hold no formal voting rights, associates will attend all Board meetings and sub-committees to learn how to perform the role of a Board Director or Trustee. Participating in strategic conversations, these posts have attracted a much younger and more diverse demographic, many of whom have gone on to secure full Board positions, confident of their new found skills and ability.

Engaging the right networks

Recruiting to any Board requires a high level of engagement with a wide range of communities and networks. Building these relationships fosters trust and support to under-represented communities, and similarly working with diverse networks can only enhance an organisation's cultural competence and help in creating more inclusive recruitment practices. By making a long-term commitment to ongoing meaningful engagement with communities, fosters a sense of belonging and a stronger pipeline of diverse talent.

Recruitment practices

Recruitment onto the Board can be made more inclusive by using different processes and tools. Whether that might be training the appointing panel on the pitfalls of unconscious bias, checking the language of your recruitment materials, or running a blind recruitment process; Anderson Quigley has successfully supported clients in developing methods to ensure greater levels of inclusivity.

What do the Interviews tell us?

The MATs involved in this research had Boards that included Trustees with private sector and public sector business experience, as well as educationalists. This mix generally worked well. Even so, an inconsistency of approach was noted across MATs generally.

Some Chairs expressed a lack of confidence in challenging their CEOs, citing insufficient educational expertise as a barrier. Conversely, other Chairs risked becoming overly involved in operational matters, influenced by their business backgrounds.

While individual schools within a MAT are inspected, the MAT itself is not, although this may change in the future. Some Chairs and CEOs looked forward to this, as they felt it would help clarify what should constitute an effective Chair/CEO relationship and where the boundaries of the two roles should be set.

With this in mind, the Chairs and CEOs suggested the following areas required further attention, especially as MATs developed and, in many instances, grew larger:

Clarify and Elevate the Role of the Chair

The role of the Chair should be clearly defined and accountable at a national level. Consideration should be given to remunerating Chairs to attract a broader talent pool and make the role more accessible to a wider variety of applicants.

Improve Collaboration on Equality, Diversity and Inclusion

There should be a concerted effort to enhance collaboration between Chairs and CEOs to improve EDI within Trusts. Recruitment of Chairs and Trustees from diverse backgrounds is crucial to better reflect the communities the Trusts serve, whether that be at a local, regional or national level.

Standardise Governance Structures

A governance structure for MATs created and recognised at a national level and adopted by all, also to include the MAT's responsibilities at a local level, should be implemented to address the wide variation in governance quality and oversight across Trusts.

Common themes arising from the Chair and CEO interviews

1. Clearly Define Roles and Responsibilities

Establish a clear division of responsibilities between the Chair and CEO, with a well-defined system of delegation to prevent role overlap and ensure proper accountability.

2. Have Regular and Structured Appraisals

The Chair should regularly appraise the CEO's performance, setting clear key performance indicators (KPIs) at the start of the academic year and then reviewing them regularly. Calling on the services of an external auditor could provide an objective perspective.

3. Create an Open and Transparent Culture

Fostering an open and transparent culture within the Trust is crucial for promoting regular, effective communication between the Chair and CEO.

4. Focus on Strategic Governance

The Chair and CEO should collaborate closely on developing the Trust's strategic governance, prioritising the interests of pupils over personal ambitions or circumstances.

5. Come to a Shared Understanding of the MAT's Role

The Chair and CEO should have a unified view of the 'philosophy' and purpose of the MAT, as well as its wider role within the community, recognising the importance of the Trust and its schools as 'anchor institutions', especially at a local and regional level.

Generally, Chairs and CEOs reported strong, aligned relationships. However, there were areas where their views diverged.

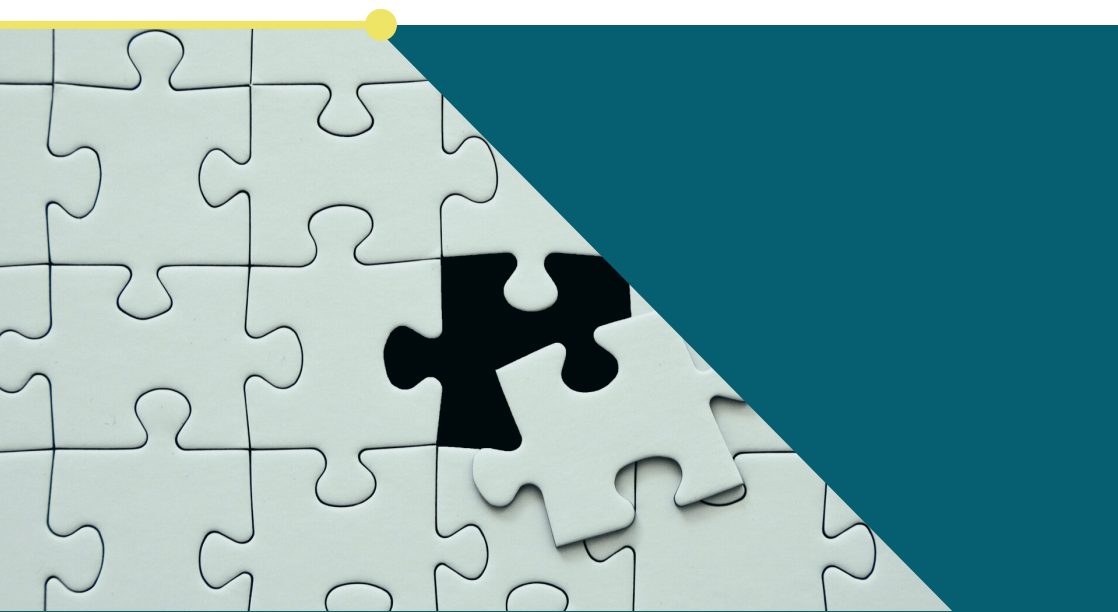
The View of Chairs

Most Chairs reported strong relationships with their CEOs, characterised by trust, mutual respect and regular communication. They believed this positively impacted the Trust's performance. However, some Chairs felt there could be areas for improvement, such as clearer lines of responsibility and accountability between the Chair and CEO.

They also emphasised the need for CEOs to engage more effectively with the Trust's local community, as well as do more to enhance equality, diversity and inclusion (EDI) across the MAT.

The View of CEOs

CEOs similarly reported positive relationships with their Chairs, valuing the support and open communication they received. Whilst CEOs recognised the importance of a positive Chair/CEO relationship, they did not view it as the sole determinant of a Trust's success. Like Chairs, CEOs identified EDI as a key area requiring further focus and action.



Final Remarks

A strong relationship between the Chair and CEO is essential for effective MAT governance, and it is encouraging that most participants in this research reported that was the case.

Like any partnership, this relationship thrives on honesty, transparency and open communication. While conflicts may arise over strategic direction or role boundaries, these challenges can be navigated through clear dialogue and a well-defined system of delegation.

However, this professional relationship directly influences MAT governance, which in turn impacts the education of countless young people. Therefore, it is critical to establish clear guidelines and accountability measures now, as well as integrating these into any future inspection process of MATs.

Many of the Trusts surveyed were well-managed, and it was inspiring to engage with passionate leaders from both business and the public sectors who take pride in their contributions to education. Their expertise is invaluable and should be preserved.

Despite this, there is evidence of variability in the Chair/CEO relationship, with some Trusts suffering from weaker governance as a result. In some cases, Chairs became too involved in operations or lacked the knowledge needed to hold CEOs to account, leading to school underperformance. Interestingly some interviewed believed the sector would benefit if there was more vigorous vetting of Chairs, but also if they were given more support. Several Chairs also felt the role should be made more accountable for their Trust's outcomes; offering remuneration would up their game and attract a wider and more diverse pool of candidates.

A key concern is the lack of diversity on Trust Boards, which was highlighted as a weakness in the system generally. Both CEOs and Chairs acknowledge its importance.

Anderson Quigley is a trusted partner for Schools and Trusts, and we are always here to help guide you through any leadership or governance challenges you are facing. Please reach out to find out how we can support you and your Board.

Acknowledgements



Firstly, a big thank you to our Editor Andy Stubbs, who helped gather and shape the detailed information that formed the final report.

Andy has had a long and successful career in both primary and secondary education. He is the Ex-Head of Chigwell Junior School and now works as an educational consultant.

We would also like to extend our sincere thanks to everyone who participated in the survey, and especially to those who took part in the round of interviews. Your openness and honesty has been invaluable in making this report possible.

*Schools Practice
Anderson Qigley*

Below are just some of the Trusts whose Chairs and CEOs contributed to this report.



Bourne
Education
Trust



The de
Ferrers
Trust



Learning in
Harmony
Trust



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Our Schools Practice has a deep-rooted understanding of the sector, and are acutely aware of the impact learning institutions have, not only on their pupils, but also their local communities.

We recognise the complex challenges the sector is facing and know how important it is to have the right experience, skills, innovation and resilience in your leadership teams and governing bodies, to navigate the future, and to support your schools, staff and pupils to thrive.

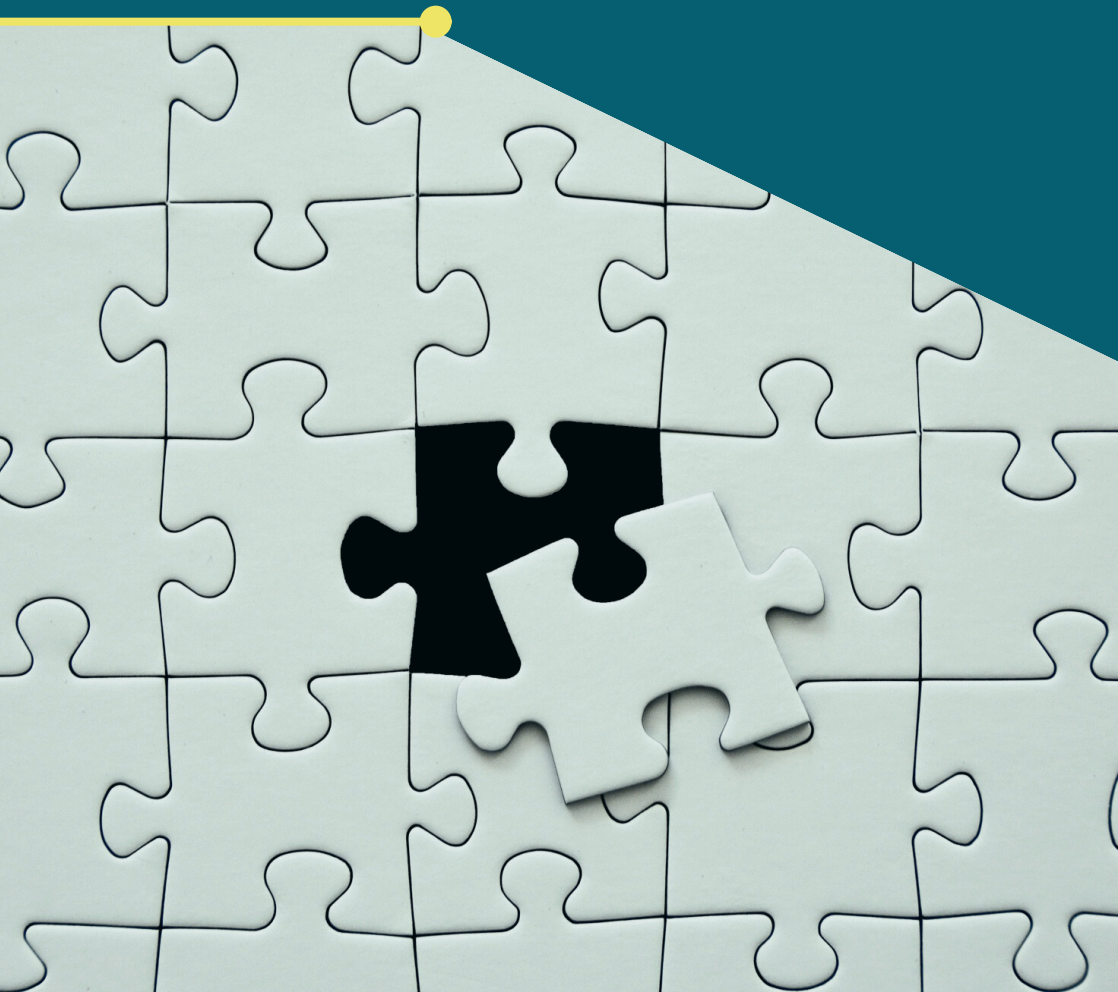
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+44 (0)20 3457 0948
schools@andersonquigley.com
Tintagel House, London SE1 7TY

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