



When did you last review the size and structure of your governing board? – guidance for maintained schools

All maintained schools must be constituted [under the 2012 Constitution Regulations](#). It is good practice for governing boards to regularly review their effectiveness, including the extent to which their size and structure is fit for purpose and their members have the necessary skills. Academies do not have Instruments of Government. Their membership is defined in the Diocesan model Scheme of Delegation and relevant Articles of Association.

Instruments of Government (Maintained Schools)

Section 20 of the Education Act 2002 requires all maintained schools to have an Instrument of Government. An Instrument of Government is the legal document for Local Authority schools that records the constitution of the governing board and the term of office for each category of governor as well as the name of the school.

Part 5 of the 2012 Constitution Regulations makes provision regarding the contents and form of the Instrument and the procedure for making and reviewing it.

All Diocese of Brentwood schools which are not yet academies should have Instruments of Government that are in line with relevant CES model guidance.

The governing board can review and vary the Instrument of Government at any time after it is made. **Our model Instrument of Government** incorporates the CES guidance and should be used when changing your Instrument of Government.

Reviewing an Instrument of Government Regulations

These are the important things to remember when reviewing the governing board constitution:

Minimum Requirements for all schools

The governing board must not be smaller than seven members (there is no upper limit) and **all governing boards of voluntary aided maintained schools must include:**

Foundation governors

Foundation governors are appointed specifically to ensure:

- that the religious character of the school is preserved
- that the school is conducted in accordance with its trust deed
- that the religious education curriculum is in accordance with the Bishop's policy for this Diocese

Having a Parish Priest as an ex-officio governor is not included in the model Instrument of Government provided by the Diocese or CES

When changing your Instrument of Government, you should include the Parish Priest as one of your foundation governors with the usual four-year term of office.

In voluntary aided schools, foundation governors must have overall control of the governing board:

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| Overall control of the governing board Majority of 2 foundation governors over all other categories of governor |
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In addition, all voluntary aided schools must have:

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|--------------------------|---------------------------------------------------|
| parent governors | at least two |
| headteacher | unless the headteacher resigns as a governor |
| staff governor | one staff governor in addition to the headteacher |
| local authority governor | one, and only one |

Co-opted governors

Co-opted governors are optional. The governing board can appoint as many additional co-opted governors as they consider necessary - *as long as* **staff governors, including the headteacher, do not exceed one-third of the total membership** of the governing board.

NB

The Diocesan Instrument of Government template shows two parent governors – this is considered as good practice but the governing board may approve more than two parent governors if this is felt to be of benefit to the effectiveness of the board.

Please remember that there must be a majority of 2 foundation governors over all other categories of governor. This means that if you increase the number of parent governors, or appoint co-opted governors, you will also need to increase the number of foundation governors on the governing board.

Associate members

The governing board can appoint associate members, because of the specific expertise and experience they bring, to serve on one or more committees – but these are *not* governors **and are not recorded on the Instrument of Government**. They may also attend full governing board meetings but cannot have a vote in governing board decisions. However, they may be given a vote on decisions made by committees to which they are appointed.

Reconstituting the Governing Board - Top Tips

These are the important things to remember when considering reconstitution:

- a useful starting point in reviewing the governing board constitution is for the board to carry out a skills audit to identify the skills, knowledge, experience and capacity of current governors and any additional specific skills or experience that the governing board needs to be effective. The [Diocese of Brentwood](#) has examples of skills audits that can be used or adapted

- governors should be able to demonstrate that they have the skills to contribute to effective governance and the success of the school.
- hold any governor vacancies until the governing board has agreed on a new constitution. This will give greater flexibility. For example, the board may agree to reduce the number of parent governors from 3 to 2 – but have just gone out to election for new parent governors!
- remember that another governor cannot simply be slotted into a Local Authority governor role. Your Local Authority will have a process for the appointment of local authority governors
- reviewing the Instrument of Government is a decision of the full governing board – **not just the chair**. It must be considered by the governing board as an agenda item at a full governing board meeting
- any proposal to change a school name must be determined by a unanimous vote of the governing board and any governor who is unable to be present at the meeting when the vote is taken will be able to vote by proxy. Proxy voting is not allowed in any other circumstances

Process

These are the key steps to follow when changing an Instrument of Government:

- any proposed changes to the constitution are discussed and agreed by the full governing board
- the governing board prepares a draft of the new Instrument –we recommend that you use the Diocesan model template which complies with guidance provided by the CES
- the governing board gains the approval of the trustees of any foundation relating to the school as well as the Diocese of Brentwood for any proposed changes to the Instrument of Government
- once approval is gained, the clerk submits proposals to the relevant Local Authority to consider whether it complies with legal requirements. This must include minutes of the full governing board (FGB)/IEB meeting where the decision was made and a record of who was present (quoracy)
- The Local Authority arranges for the new Instrument to be sealed and sends a copy of the new Instrument to the clerk for distribution to all members of the governing board
- Once this process is complete, the governing board will be reconstituted under the new Instrument. Please ensure your clerk alerts the [Diocese of Brentwood](#) to any changes in membership so that the database can be updated.



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