



O C C A S I O N A L P A P E R S

THE UNSEEN STRATEGIC LEADER: THE GOVERNANCE PROFESSIONALS' PLACE AND THEIR RESOURCE NEEDS IN FACILITATING EFFECTIVE GOVERNANCE.

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FETL Occasional Papers are short, authoritative treatments of issues key to the leadership of thinking in further education and skills. Written by expert commentators, they are intended to inform and encourage new thinking about important topics.

FOREWORD

Dame Ruth Silver

Few areas of public life are as deserving of serious study as governance. So often overlooked and misunderstood, good governance plays a hugely important role in contributing to the success of our institutions, not least our colleges of further education, where expectations of governance have steadily grown. Yet, for all that, it remains little scrutinised and, I would argue, both under-resourced and under-utilised as a tool for improving both organisational performance and teaching and learning outcomes: indeed, a lost opportunity to build the reputation of FE and skills.

This is an opportune moment to redress this. The further education sector is receiving long-overdue policy attention, with secretary of state Gavin Williamson acknowledging its contribution to economic growth and resolving to elevate its status, and Chancellor Rishi Sunak foregrounding FE's role in an inclusive recovery ahead of a much-anticipated White Paper. After years of funding attrition, this is a moment of genuine promise for the sector.

However, in welcoming this renewed interest, we should also appreciate the challenges the sector faces, particularly in the wake of the Covid-19 crisis, the long-term consequences of which are still emerging. As the Association of Colleges reported recently, almost half of FE colleges in England are planning to make redundancies this year as they adjust to straitened financial circumstances.

The Ney review on college financial oversight, published in July 2020, reinforced the impression of a sector facing significant leadership challenges. It found that the lack of a sector-wide strategy and the weakened capacity of the Education and Skills Funding Agency had 'resulted in a relationship between government and the sector which is largely focused on financial failure' and that 'inhibits colleges being transparent with government'. As a result, government lacks a 'line of sight' to the wider issues colleges face, while the sector lacks trust and confidence in seeking support and advice at an early stage. These are among the weaknesses highlighted in recent FETL reports exploring shame and shaming in FE.

This combination of renewed policy expectation and acute financial and strategic challenge puts FE governance firmly in the spotlight, which is why I so very much welcome and endorse this report. It is and should be required reading for anyone with a stake in further education leadership and leaderhood, or an influence over its future shape and trajectory. It highlights the role played by governance professionals in the performance of boards and the organisations they oversee, and sheds light on both the obstacles that prevent them exerting appropriate influence and the importance of college leaders understanding the lines of accountability and how they should work, among other key messages.

I think this latter point is especially important. When I ran an FE college, I thought of the key functions of chair of the board, principal and professional clerk as a kind of 'divine trinity'. Each one of the three bring with them their own distinct role, authority and expertise, with the clerk playing an especially critical role as a kind of knowledgeable neutral arbiter or referee. The importance of this latter role has been affirmed recently by both the FE Commissioner and Ofsted, and is further elaborated in this report, which shows, in particular, how confusion about this professional role, where it sits and what power it has, can erode good governance. In my view, it is crucial that all three roles are properly understood, not only in ensuring that the college leadership dynamic works as it should, but also in making sure colleges' professional, civic, community and legal responsibilities are fully met in the kind of whole-picture, whole-system approach to leadership that befits an organisation committed to public service.

This report's focus on oversight and its relationship to performance and effective governance means that it explores similar terrain to that of another recent FETL publication, *Blame or betterment? Regulation and intervention in further education*, by Stephen Exley. The two reports should be read and utilised side by side as professional efforts to inform and shape debate about the role of further education in recovery and renewal. While Stephen's paper analysed interviews with sector leaders to consider the regulatory obstacles that stand in the way of a genuinely 'self-improving' system and how they might be overcome, this report asks governance professionals, principals and regulators about their understanding of the role and scope of governance and how it might and should be made more effective.

There is no way we can emerge from the crisis caused of the pandemic without further pain and loss, both personal and professional. But we cannot afford to withdraw or bury our heads in the sand. This report represents an opportunity to think about the role of governance in the renewal of the sector and its contribution to wider national renewal, to take stock of the different systems and approaches to governance within the sector and, while acknowledging the important distinctions between the different strands of provision, move towards a common charter for governance to which we can all subscribe. There will never be a better time. For the sake of those who trust us with their futures as they enrol with us, both they and we who serve them cannot afford to waste it.

Dame Ruth Silver is President of the Further Education Trust for Leadership

INTRODUCTION

Today, more than at any other time in the history of the FE sector, governance of colleges is under the spotlight. Recent regulatory and media attention on the sector has clearly labelled many of the poor outcomes as 'a failing of governance', for which the responsibility and expectations on those tasked with governance has never been greater.

Increasingly, corporate governance is being viewed as a fundamental enabler of organisational performance, building trust through transparency and accountability, leading to a sustainable organisation.

As the role of governance within organisations changes, so does the role of those tasked with implementation and oversight of governance. That change is largely driven by significant evolutions in governance, and a string of high-visibility institutional failures across all education sectors that have led many governors and trustees to realise they have taken on quite a lot of liability and risk. They want a governance expert who can give them strategic advice on what they ought and ought not to be doing.

As most commonly the only paid person within a college leading on governance, the governance professional's (clerk's) role has come under scrutiny by many stakeholders, including the FE Commissioner. In his letter to the sector the Commissioner stated, 'the cause of these problems (financial and educational quality) remains largely the same as when I started this role in 2016. They include poor governance that fails to scrutinise forecasts and performance effectively and hold management to account, poor relationships between the chair and principal, and/or sufficiently robust clerking'. (FE Commissioner 2020).

The importance of the role of the governance professional in positively contributing to institutional outcomes and leading governance is increasingly being recognised. Lord Agnew, in his address to governance professionals at the National Governance Association's conference in 2019, stated, 'governance professionals are the cornerstone of effective governance – they are vital – they have an important role in supporting the chair to enable and facilitate strategic debate and decision making'. Ofsted (2011), on the role of governance he states, 'the role of the clerk is pivotal to improving the

effectiveness of the governing body's work, in particular, by enabling governors to provide constructive challenge to leadership'.

Yet there remains much confusion in the sector, and within colleges themselves, as to the role of a governance professional, where they sit within the organisational structure, and what power and influence they could and should have. A key finding of the 2014 ICSA/ Henley Business School research into the work of governance professionals, *The Company Secretary – building trust through governance*, states 'the role of a company secretary [governance professional] is much more than just administrative. At its best, it delivers strategic leadership, acting as a vital bridge between the executive management and the board and facilitating the delivery of organisational objectives.' (Kakabadse et al., 2014)

Past research projects and surveys of governance professionals in the sector have looked at the changing role of the governance professional in response to national policy and have sought the views of governance professionals regarding their role.

This research project seeks to build on previous research into the role of the governance professional by not only obtaining an up to date view from governance professionals on the leadership nature of their role but also the perceptions of the other members of the triumvirate, namely the chair and the CEO.

The project also studied the views of external stakeholders, primarily those of the regulators, as well as considering research on the role and place of governance professionals outside the sector, such as company secretaries/ governance professionals within the corporate arena, and clerks in the school and academy sectors.

This external focus was carried over into a review of the governance professional's resource needs in facilitating effective governance, to compare resources currently provided within the sector to what is available in other sectors. Other sectors more commonly have either a single or several dedicated governance resources sites (depending on the size of the sector) and are mostly subscription based. The resources provided include regulatory updates, advice and guidance, template documentation, self-improvement tools and training and development opportunities. Governance-focused resources are being improved within the FE sector, both web based and networking opportunities, such as the chair's LinkedIn network group, but far more needs to be done. A number of independent support groups have grown up out of necessity to fill the

resource space, but greater collaboration amongst them would maximise benefit and ultimately improve outcomes for all our students.

Any reference in this report to college leadership includes both management and the governing body.

FOCUS AND METHODOLOGY

The starting point of this study was the belief that a lack of awareness, understanding and utilisation of the role of the governance professional has the potential to be a huge loss of opportunity by colleges to the detriment of board effectiveness and institutional performance.

My methodology was designed to explore these themes by examining the view of the role from a variety of stakeholders. Seeking perceptions of the role is deemed of value, for if the role is narrowly perceived as simply an administrative board-support service, college leadership will lose out on the insight, intelligence and strategic skills of a highly effective governance professional. If the role is given too wide a remit (i.e. combined with other in-college duties) the board risks losing out on the objectivity and independence the role can bring.

The research project primarily sought to identify and explore two key points:

1. The place of the governance professional as perceived by all those in the triumvirate, the expectations of each, and how governance professionals adapt and adopt additional high-level skills relating to leadership practice.
2. To comment on the existing resources and the extent to which they support the role, and to test out what coordinated resources could provide by way of advice, guidance and support in the development of leadership competencies, including high-level skills, knowledge and attributes, and how such resources might best be delivered.

The research took place through a focused survey of a group of governance professionals, chairs and principals/CEOs, in-depth semi-structured interviews with governance professionals (regional meetings could not take place as originally anticipated due to Covid-19) and a summary review of current information and development resources available to governance professionals. Care was taken to ensure the focus group included persons from colleges with differing size of income, geographical location, structural and constitutional make-up, as well as length of tenure in the role and in the sector.

Before the semi-structured interviews started, participants were briefed concerning confidentiality and anonymity and were advised that 'Chatham House' rules were to be observed. The research was undertaken under the BERA (2018) *Ethical Guidelines for Educational Research*.

KEY FINDINGS

1. The governance professional plays a key role in influencing the board's performance and thereby ultimately influencing organisational performance.
2. All governance professionals believe that their intangible interventions such as the quiet conversations and their 'invisible' role in facilitating communication and agreement between the board and the senior leadership team make a positive difference to the effectiveness of governance and strategic leadership.
3. Respondents overwhelmingly believe there are obstacles preventing or discouraging governance professionals from having influence, through their actions and behaviours, on the college leadership's ability to achieve organisational strategic objectives.
4. Almost half of all respondents referred to the lack of respect, understanding and awareness of the governance professional's role, and the concept of corporate governance, by the senior leadership team.
5. Strategic experience and technical knowledge are key assets for governance professionals in enabling them to facilitate effective governance.
6. All chairs and principals/CEOs appreciate the governance professional for being a sounding board, acting as a mediator, being objective and independent, being trustworthy and getting the job done.
7. The governance professional can be the longest-serving person around the board table, possessing knowledge not only of processes and procedures but, crucially, of associated 'corporate memory'.
8. The majority of respondents of all three categories believe there should be parity of esteem between the triumvirate of the governance professional, the chair and the principal/CEO.
9. A significant number of governance professionals believe that the board is not making full use of their skills, knowledge and experience.
10. The skill most governance professionals would like to develop further to facilitate the delivery of effective governance is skill in influencing, to bring about systemic and cultural change.

11. The vast majority of governance professionals had either never or rarely accessed mentoring or 1-2-1 support, yet they strongly believed that access to a mentor or 1-2-1 support would contribute to their ability to develop the required leadership competencies to lead on the delivery of effective governance.
12. Governance professionals engage with a wide range of stakeholders and as such can have significant influence outside the organisation.
13. To facilitate a better understanding of the role, chairs and principals/CEOs have an important role to play in actively and publicly acknowledging and promoting the governance professional's contribution to institutional performance.
14. The use of a common job description by many college institutions with widely differing governance requirements can lead to a mismatch of expectations from the chair, principal/CEO and governance professional as to what the specific requirements of a particular job are.
15. It is essential that the governing body and the senior leadership team understand that the governance professional, as an officer of the Corporation, is accountable to the Corporation via the Corporation chair. This understanding is essential in order for the governance professional to fully inhabit the role. This independence from management is a crucial function of the role.

BACKGROUND

To consider the place of the governance professional and their possible influence on institutional performance as a strategic leader, a review was undertaken of research into the optimum relationship between the board and the executive, as well as the connectivity between high-quality effective governance and overall organisational outcomes. Hill and James (2013) found no clarity or consensus on the most effective methods for self-assessment of governing board performance in educational institutions; they suggested that this was due to the absence of an articulated rationale and model for governing, or any clear understanding of the connection between the board and institutional performance, or any defined, articulated governing model to review. Further research into whether a relationship exists between governance practice and subsequent institutional performance in FE colleges, and if, indeed, such a relationship does exist what form it takes, could help clarify the place of the governance professional in contributing to institutional performance.

In the corporate sector there is a growing body of research that suggests the work of the board can positively affect organisational performance. 'The impact of governance on the performance of a high-growth company: An exemplar case study' (Crow and Lockhart, 2012) demonstrated a positive effect on organisational performance when:

1. the board was involved in the development of strategy,
2. the board aligned decision making directly with strategy,
3. the board upheld an atmosphere of open communication and trust with management.

Denis Mowbray's PhD thesis (Mowbray, 2012), 'How do Boards Influence Organisational Performance?' details amongst its findings that while board directors' skill sets are important, it is the specific attributes and characteristics – the synergy, trust and confidence, the 'behavioural governance' – displayed within the 'third-team' (board and management team coming together) that facilitates a board's influence on organisational performance, and it suggests that organisational performance is enhanced when the board has a wider influence and greater interaction with senior executives

in addition to the CEO. It is through this interaction that the board may influence the performance of the executive and through them, the performance of the organisation.

Such findings are relevant to this study. A key insight gained from this research is that a crucial part of the governance professional's role is the 'invisible' work in facilitating agreement (building trust and confidence) between the board and senior leadership team. If such a relationship (based on behavioural governance within a 'third-team') does indeed exist between the board's effectiveness and institutional performance, then the governance professional's role as the linchpin in the communication process between the CEO and the board (Kakabadse et al., 2014), as well as their ability to recognise the factors driving the institutional performance agenda and understanding and influencing boardroom behaviour in a way that achieves alignment between board and management, are of crucial import.

The senior leadership team has a fear of governance – sometimes a chair can promote this to have control. The relationship between the senior leadership team and governance needs to change – the perception that the board is there to challenge them and catch them out is wrong. It should be a team effort between management and the board – *A governance professional*.

In addition to the 'invisible' work of the governance professional, the visible governance work they do also has potentially far-reaching implications for institutional performance, a view held by the regulators. FE Commissioner reports have stated:

Clerking is not effective. The clerk has failed to develop board self-assessment, a board quality improvement plan, or a board development programme. Requests by some governors for specific training have not been followed through. As such members have not been appropriately equipped to engage, contribute, and challenge, and this has compromised understanding and decision making.

The clerk has failed to address matters of good governance across the governance structure, leading to some poor and inappropriate decision making over a period of time and inappropriate governance. There has been a systemic failure of governance which has taken place over a significant period.

This research seeks to explore the rationale, as indicated above, that the governance professional can, through their behaviours and actions, improve board effectiveness so positively influencing the senior leadership team's own performance and thereby its ability to achieve the institution's strategic objectives and positively impacting institutional performance.

THE GOVERNANCE PROFESSIONAL'S PLACE

While the position of a governance professional has always been important within a college, especially from an administrative point of view, it is clear that the role's scope of responsibility has grown over the years from 'efficient administrator' to 'governance leader'.

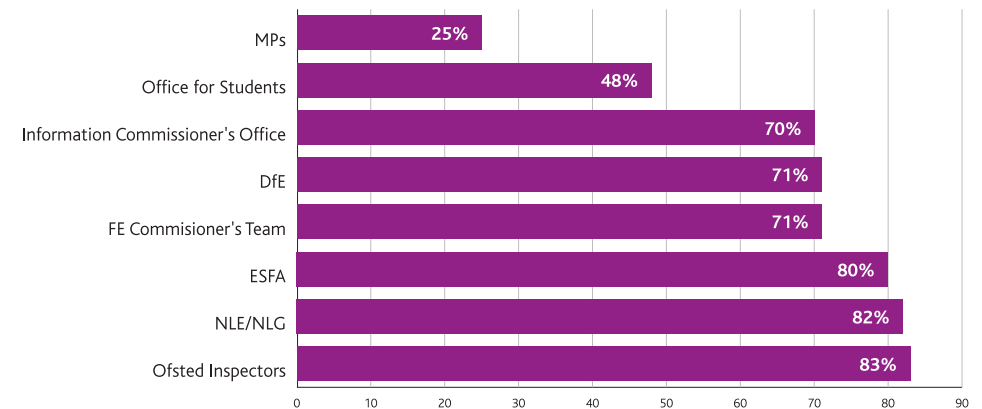
The governance professional occupies a unique position in the institution, often existing in the gap or overlap between the boardroom and the executive, with direct access to both. The traditional functioning of the clerk's role in overseeing the efficient running of meetings and production of minutes, within an emphasis on administration rather than leadership, has meant the perception of the role as being an administrative position has been hard to lose. There is a growing realisation that this pivotal position, when held by a highly competent governance professional, can make a significant contribution to the delivery of the institution's objectives.

The role involves a more outward-looking focus, interacting with stakeholders and regulators and being increasingly strategic, bringing a greater understanding of the context of the college's core business and so being a fundamental enabler of organisational performance.

To be an effective Director of Governance, you must understand the FE sector context, the college's core business, and effective governance practices – having some but not all parts of the puzzle, is simply not sufficient – *A governance professional*.

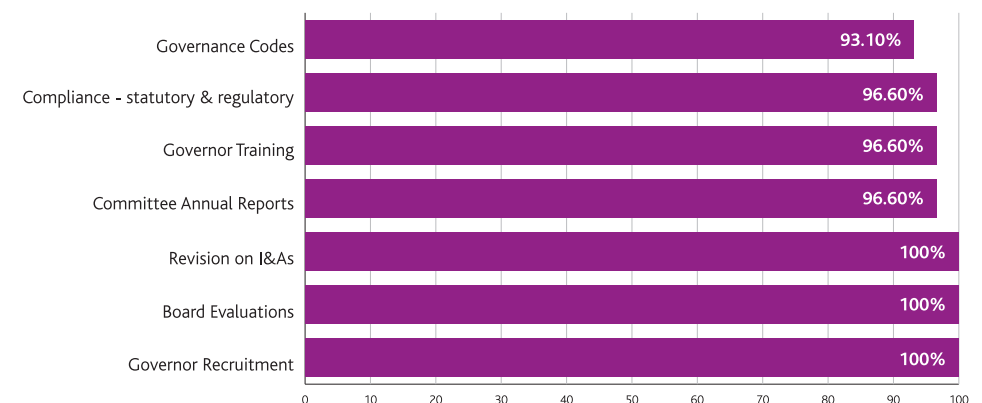
The research showed that a majority of governance professionals interact with stakeholders and regulators, but this was not fully understood or appreciated by chairs and even less so by principals/CEOs, with few being able to identify the external stakeholders governance professionals typically engage with (see Figure 1).

Figure 1. Stakeholder engagement by GPs



The governance professional also plays a significant internal role in undertaking governance duties inside and outside the boardroom, as well as working with the chair on establishing effective governance. One demonstration of this work is the contribution to board direction, compliance, and engagement with stakeholders, through either authoring or contributing to and presenting board reports (Figure 2).

Figure 2. Reports authored/co-authored by GPs



Other areas of significant contribution included legal matters, information security, value for money, corporate social responsibility and Ofsted requirements.

All respondents agreed on what are the key aspects of the governance professional's strategic leadership role; they include: recommending agenda content (thereby ensuring the issues placed before the board align with the agreed strategy of the college); briefing the chair; promoting free-flowing communication between the board and the executive; guiding management on board reporting; proposing governance structures; and, alongside the chair, leading governance evaluation and development programmes. Other aspects of the role defined as being strategic as identified by a majority of chairs and/or principals/CEOs, included:

1. influencing boardroom behaviour (including coaching managers on expected behaviour in the boardroom),
2. facilitating strategy away days,
3. Stakeholder engagement.

Semi-structured interviews with governance professionals also highlighted how effectively they influence relationships and board dynamics, and exercise authority, thereby practicing invisible leadership.

This theme was explored further by looking at whether the governance professional has any power or authority.

To have power, the governance professional must have the backing of the CEO
– *A governance professional.*

The CEO plays a key role in the perception of the clerk's role amongst senior leaders
– *A governance professional.*

The governance professional needs to have the gravitas to be able to lead and speak to staff directly – *A governance professional.*

The governance professional should be the authoritative voice on governance within the organisation. The challenge for their role is the use of the power of influence through their role in conflict resolution, dealing with complexity, acting as a trusted adviser, making sound judgements about what is needed to add value, and building trust. This demands the use of significant diplomatic skills to enable effective relationships to be built at the top of the institution.

This describes a less overt power to that which may be more commonly perceived in executive leadership roles. The more informal skills, what we often refer to as 'softer skills' e.g. EI (emotional intelligence) and MI (moral intelligence), are required by the Company Secretary to undertake a meaningful governance and leadership role. (Kakabadse et al., 2014). However, power is perceived differently, with board members seeing words as most important, and the company secretary seeing more subtle actions as important (Odhiambo and Hii, 2012). This power often remains 'invisible leadership' to the observing stakeholder group. This is why the expectations of various stakeholders on the role of a governance professional are often unclear.

Other than by the chair, the board only usually sees me taking minutes and clearing up and so assumes those are my key functions! – *A governance professional.*

There is a key role then for both the chair and the principal/CEO to actively and publicly acknowledge and promote the governance professional's contribution to effective governance, facilitating a better understanding of the role. Both have considerable influence and networks through which to exert influence, and increased positive communication would actively contribute to enabling the governance professional to fully inhabit the role, providing mutual benefit to all in the triumvirate.

By observing board members' behaviours in meetings, I can see how decision-making is influenced. I then feed my observations back to the chair who might take it up with individual governors or the principal/CEO to facilitate better decision-making in the future – *A governance professional.*

I spend a lot of time in conversations with board members between meetings communicating and building relationships, which gives me more influence when it matters – *A governance professional.*

The governance professional's position as part of the triumvirate can allow the governance professional discretionary influence and therefore power, as part of those relationships – usually through communication and management of information.

If the old adage 'knowledge is power' holds true; the company secretary is indeed an immensely powerful person within the organisation, and they hold a critical post. With the combination of their insights into the meetings of the board, coupled with

their understanding of the relevant governance framework in which the organisation operates – as well as their intimate knowledge of the actual operations of the organisation – there are few that rival this position. (Booyesen, 2018)

The contributions made by the governance professional can add significant value. Chairs and principals/CEOs told of their appreciation. All chairs and principals/CEOs appreciate the governance professional for being a sounding board, acting as a mediator, being objective and independent, being trustworthy and getting the job done. The key competencies the majority of chairs and principals/CEOs are in agreement on, the competencies that better enable the governance professional to lead on the delivery of effective governance and positively influence the attainment of the college's strategic objectives, include:

1. understanding the college's business thoroughly;
2. being sensitive and intuitive to what the principal/CEO and governors are thinking and feeling;
3. having a strategic perspective – being able to read signals on the horizon and provide early warning to management and the board;
4. maintaining the appropriate perspective, no matter how pressured a situation;
5. having the integrity to positively impact corporate judgement;
6. having conflict resolution skills;
7. possessing developed listening and influencing skills.

Other comments referred to the need for understanding and sensitivity to confidentiality, working as a team with the board and in the triumvirate, and having an appreciation of organisational leadership, including change management.

All principals/CEOs believe that the governance professional's role in aligning interests, facilitating dialogue, and negotiating between the board and senior management, is important. The majority of chairs also thought it either essential or of considerable importance. The vast majority of chairs and principals/CEOs believe good team-working between all members of the triumvirate is an essential part of effective governance.

When asked what they required more of from their governance professional, chairs referred mostly commonly to independent advice and guidance without intervention/ censorship from senior management and being proactive in horizon scanning on issues of governance and communicating them to the board. Principals/CEOs spoke most commonly about input into change management/ being a catalyst for change, and a greater understanding of college business to better guide agenda-setting and business decision making. Half of chairs and principals/CEOs agreed they would like their governance professional to be more strategic, the other half stated they were happy with the level of strategic input they were receiving – none said they required less strategic input.

An often-underestimated contribution to leadership that a governance professional can bring is longevity: they are commonly in their role for a longer time than others in the triumvirate or senior leadership. Baroness Kingsmill (2008, p. 24) notes that the company secretary is 'the best guide to board etiquette', through their role of servant of the board and employee of the company. The company secretary has often served under several CEOs and chairmen and as such 'can be an important source of information and guidance'. This study highlighted that very fact. On average, governance professionals had worked with 2.5 chairs (between one and seven) and two principals/CEOs (between one and four) in their current role, and many are the longest-serving person sitting at the board table, the bearer of vital experience and knowledge of institutional history and culture. As such, the company secretary not only knows about processes and procedures, but holds an associated 'corporate memory', giving them greater indirect ability to influence board-level decision making through less observable behaviours, and to carry out acts of consensus-building and conflict-prevention (Kakabadse et al., 2014).

Nearly half of the governance professionals believed that college leadership were not making the most of their skills, knowledge, and experience. There were several examples given:

The role is currently restricted, and I'm not given the opportunity to contribute to legal, assurance, risk and regulatory compliance [which are inextricably linked to governance] and are within my skills and experience to deliver – *A governance professional*.

I believe my organisation can do more on CSR/sustainability, a subject on which I have much experience/ expertise [and should be a core part of governance], but there is no appetite to take a more coherent approach on this within my organisation
– *A governance professional.*

My greater involvement by having regular meetings with the chair and principal would lead to better planning and handling of strategic decision making
– *A governance professional.*

I could contribute to the governor and principal recruitment – *A governance professional.*

Governor training and coaching – *A governance professional.*

Governance professionals spoke about the difficulty of knowing what the role involves and what the expectations of the chair and principal/CEO are concerning the governance provision within their college. The fact that the vast majority of colleges seem to use a very similar role description, although it is clear that governance professionals' roles vary widely between colleges, leads to a mismatch of expectations, both on behalf of the chair and principal/CEO, and of the governance professional.

I feel completely hoodwinked as to the level of responsibility and workload that is expected of me, which is not in line with the part-time administrative focused role that was advertised, and that I originally perceived it to be when I applied
– *A governance professional.*

The expectations of work for hours assigned are woefully inadequate. The level of responsibility is so high, you cannot afford to drop any balls, and consequently I work way beyond the hours I am remunerated for – *A governance professional.*

In reality, the role of the governance professional grows out of whatever the college leadership wants – *A governance professional.*

There should be a framework for different levels of clerking, especially following Area Review. Some colleges are small single colleges, others are big groups with limited companies and subsidiaries, so the governance requirements are going to be vastly different across the sector – *A governance professional.*

Clear and consistent communications on the expectations of the role are required, including its seniority and independence. Too many still view the role as mainly clerical and sometimes its independence from management is not clear – *A chair.*

Both the disparity of expectation about the role by those in the governance space and the largely differing nature and stature of the role between institutions are clear contributors to the feeling expressed by nearly half of all governance professionals that they are not being fully utilised.

Within the corporate sector, there is clearer definition of role expectation. This is achieved through the application of differing job titles such as Board Secretary, Governance Manager, Assistant Company Secretary, Company Secretary, Group Company Secretary etc. With some large college groups now being a similar size financially to the average FTSE350 company, we are seeing the evolution of an in-house secretariat function as appropriate to the size of the organisation, with a team of governance professionals overseeing governance within the institution. This allows for clearer definition of roles and obvious career progression paths. Those responsible for the recruitment of governance professionals should ensure they are clear about their requirements of the role, including HR professionals in their actions ensuring the job description and personal specification evolve alongside the role.

WHAT HINDERS GOVERNANCE PROFESSIONALS FROM FULFILLING THEIR ROLE?

It is clear the reasons behind the finding that over three-quarters of all respondents believe obstacles are preventing or discouraging governance professionals from having influence, through their actions and behaviours, on college leadership's ability to achieve organisational strategic objectives, are many and varied. Kirsti Lord, AoC Deputy CEO, recently stated in a thought piece on collaborative governance, 'governance professionals have a unique set of skills and when afforded the space to think and speak independently, these meetings can flourish. When this does not happen, the whole process suffers'. In colleges rated outstanding by Ofsted, the clerk's role is independent, high-status, and based on the concept of the 'professional adviser' to the governing board (FE Commissioner, 2014). However, many clerks feel undervalued and do not regard their status to be senior (Brumwell, 2015).

The reasons given by all respondents for obstacles that prevent the governance professional having influence as a strategic leader fell into five clear categories. By order of those most commonly stated, they are:

1. lack of respect/ appreciation/ understanding/ awareness of the role and concept of governance by the senior leadership team;
2. lack of support from the chair and/or principal/CEO;
3. perception of the role as one of admin support;
4. lack of direct access to the senior leadership team and their decision-making process;
5. lack of technical and strategic skills held by the governance professional.

The obstacles that prevent or discourage are two-fold: perception of the governance professional's role and the role-holder's competence; and the personality and working style of college leaders (chair and principal). The governance professional as an influencer is an earned place in the triumvirate,

but opportunity to earn that place may be withheld by those who do not perceive that such a contribution is expected from the governance professional, or who do not believe the governance professional has the capacity to deliver other than at an operational governance level. Ability comes with experience and practice – *A governance professional*.

There is an ignorance of the role because people do not see what the governance professional is doing a lot of the time – quiet conversations, planning, communicating, mediating, managing confidential matters, as well as supporting governors who do not sit within the college. The decisions the governance professional makes are often confidential and therefore unseen, so again no-one in college leadership sees them in action – *A governance professional*.

I think the college sector needs to shake off the past in terms of how this particular role is positioned ... the role needs to be clearly positioned with equal standing alongside, or part of, any executive team structure, with board involvement in the appointment. It should be a full-time, professional role – *A chair*.

Lack of sufficient paid time and lack of sufficient, relevant information from the leadership – *A chair*.

Addressing the points listed previously, the research looked into the role of the senior leadership team in influencing the ability of the governance professional to operate in a leadership position. Previous research has shown that senior staff are positive and supportive towards college governance, but some are uncertain whether the time commitment and effort put into servicing governing is proportionate to its value (Hill and James, 2013). To evaluate such would be a separate research project, but the sentiment does give some insight into the possible conflict. Over half of free-text responses from governance professionals regarding perceived obstacles to them acting strategically referred to a lack of respect/ appreciation/ understanding/ awareness of the role and concept of governance by the senior leadership team.

If I could have more sway with management, I could better influence the shape, size, and relevance of information coming to the board which I think would improve decision making and probably result in shorter, more focused meetings – *A governance professional*.

Senior leaders think that because you do not have a team and are not managing anyone, how can you be a leader or have a title equivalent to a leadership position, but the governance professional is leading on shaping governance in the organisation. The senior leadership team think that they can manage you like they manage admin staff – *A governance professional*.

There are some senior managers who will not respond to requests and treat me like a secretary – very frustrating as I have to keep taking the issue higher to get it resolved – *A governance professional*.

The senior leadership team's knowledge of my role is varied. I work well with senior leadership team members from outside the sector. There is no handing down of knowledge of the role of governance and the role of the governance professional from senior leaders to lower leaders in the sector – it should be part of senior leadership team's personal development rather than leaving the governance professional to educate the senior leadership team – *A governance professional*.

This knowledge transfer by governance professionals to the senior leadership team was a common thread, with many respondents speaking positively about mechanisms being put in place to overcome this issue.

The CEO is very supportive of my work with senior leaders – *A governance professional*.

The induction process for any senior leadership team member now includes time with the governance professional for the governance professional to explain their role and that of governance – *A governance professional*.

I am coaching senior leadership team members on how to interact with governance, best governance practice, boardroom behaviour, and how to write and present to governors – *A governance professional*.

Senior leadership team induction now includes time with me to explain my role – *A governance professional*.

Half of principals/CEOs and two-thirds of chairs stated that they believe that senior managers do not fully understand the governance professional's role and their place alongside the principal/CEO and finance director/CFO as an officer of the institution under law, and therefore their level of responsibility.

This lack of understanding of the role and place of the governance professional is not new, nor is it limited to the FE sector. Dickinson (2017) researched the visibility of boardroom members and found only 6% of professional services and public sector employees were able to name their company secretary. Despite the increase in government interest in governance as well as a greater public consciousness of the subject that has made the role of the company secretary even more complex and demanding than it was before, it found that the role is still misunderstood and under-represented. An executive director of a FTSE 250 organisation was quoted as saying 'Other than form-filling and complying with rules of little substance, I don't think there is much [of a] role for a company secretary. This is a glorified clerical position.'

When detailing what is the most difficult part of their role, many governance professionals referred to their relationship with senior leaders:

Myth-busting – that I'm not just able to provide operational governance. It is an uphill struggle as most of my interactions with senior management are over administrative matters such as chasing papers and policy reviews – *A governance professional*.

Winning the hearts and minds of senior managers who do not think they need professional governance advice. – *A governance professional*.

The Learning and Skills Improvement Service (LSIS) guide, *College senior staff and their contribution to college governance*, published in November 2012 following a research project by Ron Hill and Ian James, looking at the contribution of senior staff to college governance to suggest ways in which governance processes can be improved, made a recommendation for the provision of training for senior staff in aspects of governance, stating:

From the questionnaire responses, it is clear that appropriate training for senior staff in core elements of governance is not taking place. There are three aspects of training that could provide a significant boost to senior staff confidence and performance:

- foundations of governance (including the responsibilities of the governing body)
- contributing to governance meetings and other governance processes; and
- report-writing for governance meetings (Hill and James, 2012).

Over half of governance professionals attend senior leadership team meetings at least once a month where they primarily contribute to discussions on governance, audit, risk, legal matters and strategy.

Being able to input into the senior leadership team discussions is crucial, but one must retain independence. – *A governance professional.*

Many governance professionals spoke of the strong relationships they have forged with the senior leadership team, but all agreed it takes time to develop the gravitas required to earn the respect necessary to influence such teams.

Much is being done in the corporate sector to educate board members and senior leaders on the role of the governance professional, and the recent change of name and focus by The Institute of Chartered Secretaries Association to become The Chartered Governance Institute, whose mission is to champion good governance and develop the value, skills, and effectiveness of company secretaries and governance professionals, is such an action. The Education and Training Foundation confirm that their CEO and Aspiring CEO leadership programmes now include a session on governance, which may go some way to narrowing senior leadership teams' common gap in the understanding of governance and the role of the governance professional.

Other mechanisms referred to by governance professionals as raising the status of the role, particularly with senior leaders, included:

Being office based

Working from home does not allow you to establish the role amongst college peers. If you only turn up for meetings, that just adds to the perception that you are a board administrator, nothing more. You must be in the college attending meetings and taking part in conversation – *A governance professional*

'Being seen, being heard, being involved' were all cited by governance professionals as being the most difficult part of the job, with 52% being college-based, 7% home-based, and 41% working flexibly with at least two days in the office.

Having a minute-taker in meetings

This allows the governance professional to do the job of being the trusted adviser and support to the chair, which elevates the role. It is impossible to minute the meeting when you are presenting papers, giving procedural and compliance advice, and are involved in discussions. – *A governance professional.*

Comments by chairs and principals/CEOs concerning a governance professional's lack of strategic experience and technical knowledge being a barrier to delivering effective governance and positively influencing the attainment of the college's strategic goals reflected the frustration and difficulty felt by many governance professionals regarding their professional development.

I learnt the job by the seat of my pants – I've had no professional training although I brought a lot of transferable skills. Ability comes with experience and practice. – *A governance professional.*

This last sentence was a theme that featured heavily through the semi-structured interviews – both with those highly experienced governance professionals who are operating in a strategic leadership capacity as well as those who are aware, either through self-reflection or by comments from senior leaders and external stakeholders, that they are falling short of the expectations on them.

Some stories were quite painful to listen to. They mostly spoke about learning on the job, learning what was effective by seeing what was being held up as ineffective, learning by trial and error, as there is no framework for how an exemplar governance professional operates, nor is there a recognised structure or mechanism by which to become one. The impact on the mental health and self-belief of many governance professionals in the sector who are having to learn by their mistakes in an open forum and through receiving 'feedback' from those around them, including sector regulators, on where they are falling short, should not be underestimated. Many governance professionals operate on their

own in what can be an isolated and lonely role with little support from those around them, further exacerbating a sense of failure.

My chair has advised me I am not operating at the same level witnessed in other clerks, but no-one can tell me what I need to do to reach that level – I've really lost my confidence – *A governance professional.*

There is a high level of scrutiny on the role. If you make a mistake, it is always picked up in the boardroom – even if it is a typo – *A governance professional.*

It is clear from conversations with governance professionals, some are operating at a very basic level and others at a very high strategic level – *A governance professional.*

I have a level 7 governance qualification. I do not know how governance professionals who are coming in now have an opportunity to learn and practice the skills necessary for them to have the required level of credibility to operate at a leadership level. It is getting progressively more difficult to learn by experience because of the responsibilities that boards now have, and the risks involved – *A governance professional.*

FE Commissioner's reports mostly detail what's gone wrong. It would be nice if people could mention the positives more. It would be better to learn by seeing what's good than just not doing what is poor practice – *A governance professional.*

Picking up on some of the responses from governance professionals about the focus on 'what's gone wrong' rather than 'what's going right' in FE governance, it is clear there is much to be done to support governance professionals with their professional development, for them to carry out their strategic leadership role and the facilitation of effective and indeed, outstanding governance. There is compelling research that shows that learning happens when we see how we might do something better by adding some new nuance or expansion to our own understanding.

Learning rests on our grasp of what we're doing well, not on what we're doing poorly, and certainly not on someone else's sense of what we're doing poorly. ...It also shows us that excellence is not the opposite of failure.

Excellence is also not the opposite of failure. But ... people assume that it is and that if they study what leads to pathological functioning and do the reverse—or replace what they found missing—they can create optimal functioning. That assumption is flawed. Study disease and you will learn a lot about disease and precious little about health. Eradication of depression will get you no closer to joy. ... Learning is less a function of adding something that isn't there than it is of recognizing, reinforcing, and refining what already is. (Buckingham and Goodall, 2019).

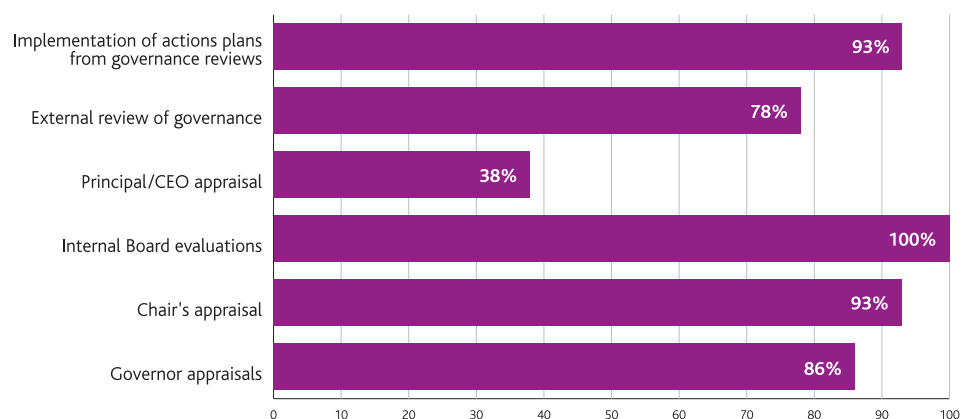
Those tasked with providing training and development for governance professionals need to consider carefully the concerns addressed by the participants in this study to ensure they are adequately addressed in a timely way.

THE SECTOR IS CURRENTLY FAILING TO SUFFICIENTLY RESOURCE GOVERNANCE PROFESSIONALS – WHAT NEEDS TO CHANGE?

If we follow the rationale that a governance professional's influence on the board can lead to enhanced board effectiveness, which in turn positively influences the senior leadership team and consequently positively impacts the institution's performance, then their role in supporting a board's evaluation of its own performance, providing expert advice for improvement and implementation, and oversight of any subsequent improvement plan, is crucial.

Responses showed that governance professionals are heavily involved in this work, proposing questions and processes on the matters listed in Figure 3.

Figure 3. Governance professionals' involvement in board evaluations



Yet, given the above and the significant implications of board effectiveness (as referred to in regulators' reports), there is no training currently available for governance professionals to guide them as to what their role should be in this regard or to support them with the function of governance evaluation. To refer back to Hill and James (2013), which 'found no clarity or consensus on the most effective methodologies for self-assessment of governing board performance in educational institutions and suggested that this position was due to the absence of an articulated rationale and model for governing or of any clear understanding of any connectivity between the board and institutional performance and no defined, articulated governing model to review', the questions arises as to whether there should be a clearer definition of such, and whether training should be made available to recognise and facilitate it. The 2020 research publication by FETL (Further Education Trust for Leadership), *Further Education Governance Maturity Matrix*, has begun this conversation.

When asked what the most challenging aspect of their role is, many referred to elements contained within the typical issues that board evaluations should address:

Trying to get the board to understand the difference between operational and strategic – *A governance professional.*

Challenging poor board behaviour – *A governance professional.*

Facilitator between Executive and the Corporation – *A governance professional.*

Influencing change – demonstrating that governance is forward-thinking, and it's always necessary to be proactive in this – *A governance professional.*

Dealing with conflict management is a crucial part of the 'invisible' role in building trust and confidence between management and the board, and this was a common theme.

Dealing with conflict and difficulty – achieving consensus in challenging circumstances – *A governance professional.*

Managing differences of opinion between governors and the principal – *A governance professional.*

Liaising between the senior leadership team and board members in our difficult financial situation, which requires tough conversations – *A governance professional*.

Soft skills were referred to consistently in the survey and through conversations. They were seen as being of great significance, but also as being a key area for development:

Seeing when things are not being done as effectively as possible, but not being able to influence them as much as I would like to – *A governance professional*.

The aforementioned issues, as key elements of the strategic leadership role, featured heavily amongst the most challenging aspects of the role, but again are not currently addressed in any nationally available formal training and development provision. The ETF's pilot induction programme for governance professionals touched on the soft skills element of the role, and it is clear that there is a desire for this to continue to feature in any new professional development programme for governance professionals.

As part of the overview of the resource needs of a governance professional delivering effective governance and strategic leadership in today's colleges, a review was undertaken of previous research in this area to see what recommendations had been made and whether they are still relevant. The recommendations from the LSIS *Clerking in the New Era (2014) report Annex C – Clerks' training requirements and support services* (Brumwell, 2013), were reviewed and participants were asked if they thought they were still relevant and necessary today. Each recommendation received almost unanimous endorsement by governance professionals – the recommendations do still have some relevance and requirement for implementation today. It is both disappointing and frustrating to find that recommendations made in a report written seven years ago, some of which were actually similar to those made previously, have yet to be implemented either fully, or indeed at all. The reduction of central funding for colleges has significantly impacted on the provision of resources for those tasked with oversight for governance. Given that many of the recent college failures have been deemed a failing of governance, one wonders if this was a rather short-sighted approach.

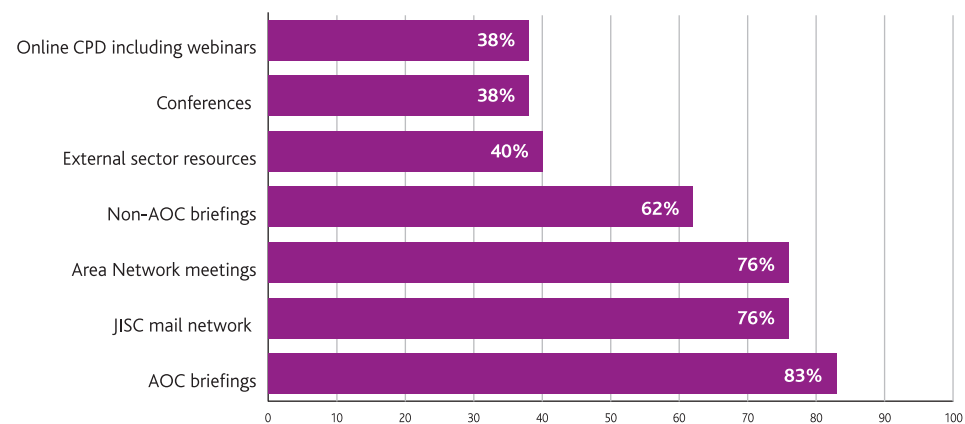
Today's resources for those tasked with the oversight of governance come from a great many sources. The Association of Colleges (AoC) provides a governance helpline; chair and governor briefings; area network meetings, web resources, conferences, and more recently Covid-19 webinars. The Education and Training Foundation operates as the

sector's recognised training provider on delivery of CPD, including the chairs' leadership programme and governance development programme (primarily aimed at governors). The DfE produced a guide in 2018, updated in 2019, *Further education corporations and sixth-form college corporations: Governance guide*, available as an HTML document on its website, which is a good source of reference as to how colleges should operate.

Other sources of information, guidance, and support are numerous and include the JISC FE Clerks online network as well as over a dozen different sources from both inside but quite commonly, outside the FE sector.

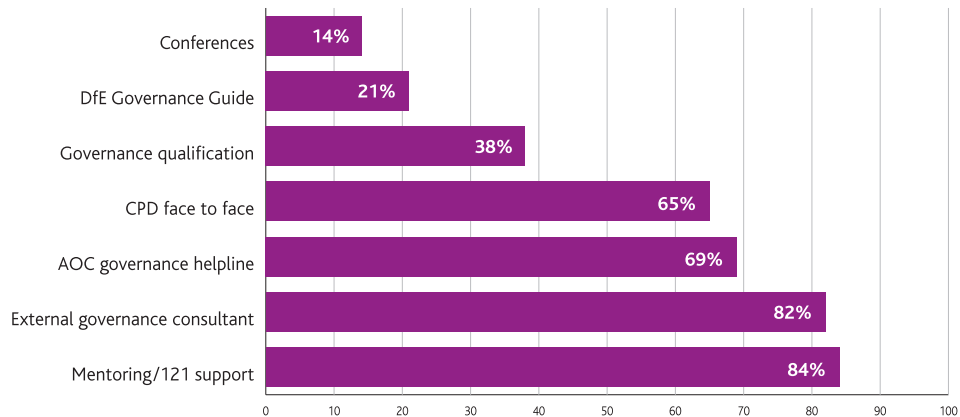
Participants were asked to what extent they accessed resources. Those *most frequently* accessed are noted in Figure 4.

Figure 4. Resources frequently accessed



Those *rarely or never accessed* are noted in Figure 5.

Figure 5. Resources rarely or never accessed



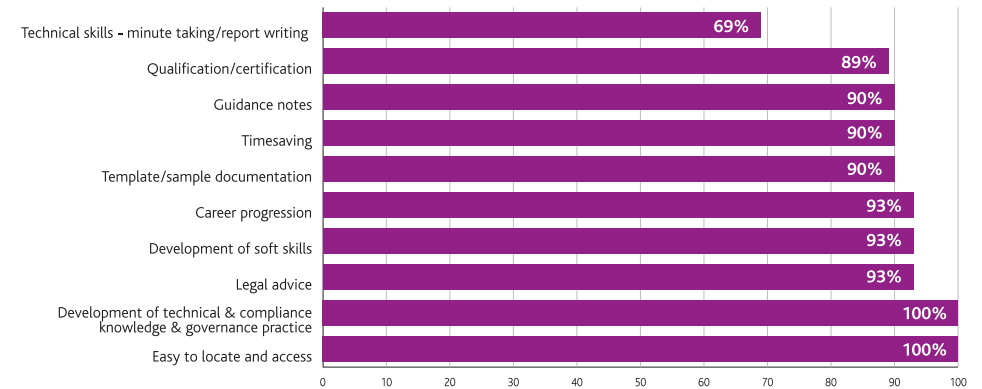
Participants were then asked which of the resources listed in Figure 5, if improved or further developed, would contribute to their ability to develop the required competencies to lead on the delivery of effective governance. Those with the biggest improvement in the perceived level of contribution to development were:

1. Mentoring/1-2-1 support
2. CPD face to face
3. A governance helpline
4. Access to an external governance consultant.

Other resources deemed by governance professionals most likely to make a significant or considerable contribution to their ability to deliver effective governance are attendance at senior leadership team meetings, as stated by two-thirds of governance professional respondents, and administrative support, as stated by half of governance professional respondents.

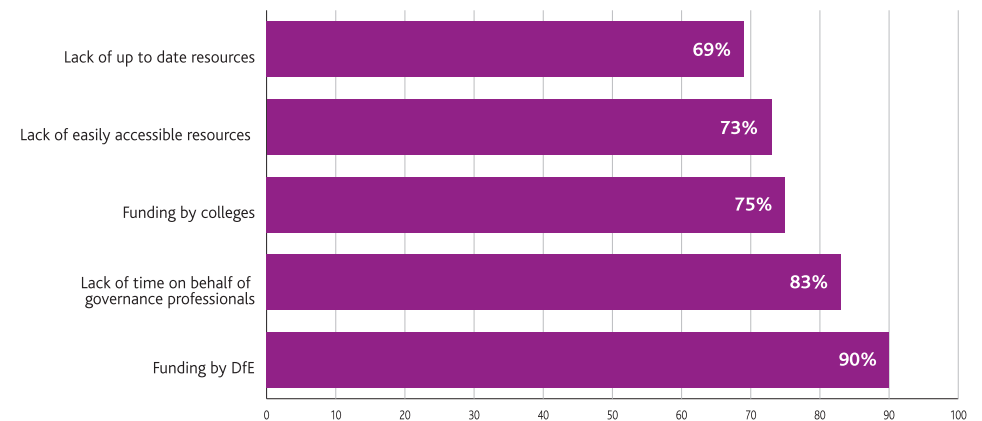
The research defined what the priorities should be for any future developed resources (see Figure 6).

Figure 6. Priorities for future resources



Barriers to the provision and use of required resources for governance professionals are noted in Figure 7.

Figure 7. Barriers to the provision and use of resources



Funding across the sector is a much-rehearsed conversation.

The role requires proper investment as an essential resource – which needs colleges to be funded properly – *A chair*.

Outside FE, other sectors have a dedicated governance web resource:

1. The Chartered Governance Institute – for the corporate and charity sectors (subscription-based to access resources).
2. The National Governance Association – for the school and academy sector (subscription-based – additional subscription to access training).
3. The Key for School Governors – for the school and academy sector (subscription-based).
4. The School Bus – for the school and academy sector (subscription-based).
5. Sports governance academy – for the sports sector (in development).

Both the HE sector and the public health sector have sector representative body websites, with a dedicated governance area.

The FE sector's representative body, the Association of Colleges, has a dedicated governance area on its website.

A review of the training resources available for governance professionals on the AoC website found the training materials have not been updated since 2014, so although they are an excellent source of reference, they are not all up to date with current regulatory requirements, for instance some still refer to English Colleges' Foundation Code of Governance, Joint Audit Code of Practice, etc. and have no mention of the Insolvency Act and other recent legislation.

The Education and Training Foundation's website contains the Excellence Gateway, which gives access to a significant number of governance materials, primarily those introduced under LSIS before 2013.

There is a clear resource gap as many excellent resources such as some of those on the AoC website and the Excellence Gateway are now out of date, others are simply not being provided. For instance, regular guidance notes and focused training and development on a national scale. This was a worry back in 2013, as referenced in the LSIS survey.

I am concerned about what is going to happen post-LSIS with regard to the support for the development of both clerks and governors. The planned Governance Library will be a real asset, but it is essential that services such as governor and clerk inductions, briefings on specific topics for both, regional/national events, conference opportunities are still made available. It is also essential that the newly revised Governance Training Materials are maintained and kept up to date and available electronically as these are a valued and well-used resource by the sector, both governors and clerk – *A governance professional*.

The LSIS Governor Training Materials were mentioned on numerous occasions as a valuable resource, and concern was expressed that these must be retained and updated by the successor to LSIS

The high level of use of the AoC briefings, the JISC FE Clerks Network and AoC network meetings demonstrate the demand for up-to-date sector information. The fact that nearly half of the respondents seek governance advice from outside the sector and over half use non-AoC briefings, perhaps demonstrates a weakness within the sector: a failure either to provide or bring together the information, guidance and advice that governance professionals require. Such a governance-focused resource would go some way to answer the concerns expressed during the research, where governance professionals spoke of not knowing where to look for information, fear of not knowing what they do not know, and not having sufficient time to proactively look for such information.

Concerns remain, as expressed in previous research, on accessing training due to the small number of institutions operating over a wide and varied geographical location. With the impact of Covid-19 pushing all of us online, the delivery of virtual training through webinars and online software could become more mainstream and provide a wider method of engagement for all governance professionals regardless of location.

The fact that over three-quarters of governance professionals have no, or rarely access any, form of mentoring or 1-2-1 support was surprising. Mentoring of leaders is not uncommon in today's organisations and reference was made to the provision of such a service for governance professionals in the 2015 LSIS survey:

Clerks at interview discussed the importance of mentoring when they first entered clerking, and relatively new clerks still currently sought advice from their informal mentor. When asked if they would have welcomed a formal mentoring scheme, clerks felt this would be beneficial, especially to clerks who were not engaged in the Association of Colleges' regional clerks' networks. They felt this could be optional as some clerks may prefer to find their own mentor. There was a general acknowledgment that something more formal could be introduced for new clerks. It was suggested that a formal mentoring role could be recognised through the payment of an allowance. (Brumwell (2015), *Annex A: Clerk characteristics.*)

I shadowed the previous clerk before I started the role proper. I seek advice from three local experienced clerks, one acts as an informal mentor. I found my own mentors, but yes if there was a formal system in place for mentoring, or a list of clerks to draw on, I would have used it. – *A governance professional.*

A key resource should be the shadowing of other clerks to see how it is done in another college – *A chair.*

Such a formal mentoring scheme is no longer in place, but given that the provision of mentoring/1-2-1 support was stated by the vast majority of governance professionals as a factor that would contribute to their ability to develop the required competencies to lead on the delivery of effective governance, it should be considered as one of several mechanisms for the development of governance professionals going forward.

The desire for more face-to-face training and development is referred to as being another key element of governance professionals' development, with the focus being on technical knowledge, soft skills, and effective governance practices.

Several interviewees referred to the AoC's consultative group – the National Clerks Special Interest Group. They spoke of their concern that governance professionals do not have an independent national voice that can shape policy or 'campaign' on their behalf.

They seem to operate behind a curtain. I've been a clerk for 8 years but have rarely been asked by them for my views on anything – I don't know what they do
– *A governance professional.*

A review of their page on the Association of College's website showed no meeting minutes available for the last two years.

With a mission to promote excellence in governance by providing a mutual support network for clerks, representing the views of clerks, and providing a communications channel to and from clerks and other groups and individuals who are in a position to influence college governance, this group should be an important resource in the support of the governance professional's role in the sector.

Concerning the provision of delivery of an FE sector-specific qualification, the consensus amongst governance professionals was, 'I don't need another level 3/4/5 programme – it needs to be set at level 6/7 to be meaningful.'

OPTIMISING THE IMPACT OF THE GOVERNANCE PROFESSIONAL'S ROLE

When asked what changes if any to the governance professional's role and its place in the college did all participants believe would further define and or configure the role of a governance professional as high-status by virtue of its key contribution to strategic leadership, the responses from governance professionals primarily fell into four themes:

1. Improved integration with the senior leadership team and greater understanding by them of the role

There should be an automatic invite to the senior leadership team meetings, albeit one would have to maintain impartiality within such meetings – *A governance professional*.

Recognition by senior leaders of the status of the role in the overall leadership of the college rather than simply to work with governors – *A governance professional*.

Regular attendance at SMT meetings and closer working with those tasked with risk and audit, and being included in leadership strategy days – *A governance professional*.

The role to be seen to be at a similar level as a University Secretary where we are seen within the senior leadership structure – *A governance professional*.

2. A change of title for the role

Change to the title of the clerk to eradicate the preconceived idea that this is just an administrative PA type role – *A governance professional*.

3. Remuneration

The governance professional needs to have a professional background and be remunerated appropriately – *A governance professional*.

4. Role definition

I look forward to the next iteration of the NGPSIG template for a governance professional's role description. A re-balancing of emphasis away from the nuts and bolts of how we do governance, and towards the behaviours whereby the board achieves its best through the sophisticated use of its governance professional, will help immensely. – *A governance professional*.

The responses from chair and principals/CEOs fell into two themes:

1. Structural and cultural change

Needs to be more fully embedded within the organisation – *A chair*.

Part of the senior executive – *A chair*.

2. Investment

Investment in the role properly as an essential resource – which needs colleges to be funded properly – *A chair*.

These responses show an overwhelming view that the role of the governance professional should sit either as part of or alongside the senior leadership team. This leads to consideration of the much-discussed issue within the sector of whether the governance professional can be a part of the senior leadership team whilst still retaining independence from it.

The governance professional's role is usually viewed as one that sits outside any senior leadership team, a view most likely taken from the requirement that the governance professional's line of accountability, as an officer of the Corporation, is to the Corporation via the Corporation chair. As to the content of the role, Revised Schedule 4 stipulates that the Instrument (Instrument and Articles of Government) must make provision for there to be a Clerk to the Corporation and must make provision about the responsibilities of the Clerk, but it does not stipulate what these should be (or that the role should be named the Clerk).

Eversheds solicitors, in their annotated version of the Instrument and Articles, state:

When it comes to considering whether a Corporation's clerking arrangements are appropriate, the key issue to be addressed is whether the Clerk is able and is perceived to be able to effectively discharge his/her role of giving independent constitutional advice to the Corporation. Where the Clerk is a member of the senior leadership team this may be called into question and it is perhaps for this reason that the ESFA may be concerned about such arrangements.

This seems to relate to a state of affairs in which a governance professional holds a dual role within the college, that is has other significant in-college responsibilities which are not seen as part of the traditional 'clerking' function.

Within the corporate sector, company secretaries often feature as a member of the executive team. This position is not without its conflicts though: for instance, there is a growing move away from combining the role with that of legal counsel as it can present irreconcilable conflicts, or at least lead to confusion as to which hat is being worn and to which 'boss' one is answering to. There are a growing number of college groups that are now appointing Directors of Governance to their senior leadership team, often combining the role of clerk to the corporation with direct responsibilities for areas such as risk, audit, or legal counsel. Historically the clerking role was often held alongside that of an in-college function such as the Principal's PA or HR director. This is clearly inappropriate, as it provides neither the independence the board requires, nor the capacity for the depth of knowledge and skill that is required to oversee effective governance. There has followed a move away from such practice to ensure the independence of the governance professional and their ability to give independent advice to the Corporation. During the research, chairs and governance professionals both spoke about the importance of the absolute independence of the governance professional; a factor crucial to the functioning of the role. It appears however, that there remain some conflicting views within the sector on the structural position a governance professional could and/or should take within the institution. Further research into the rationale of the different points of view with some clear recommendations on a way forward, could be useful. For some, a kind of halfway house, as described by one participant, seems to be a common position.

I'd like a more direct link to the senior management team – along the lines of an honorary member rather than a full member – *A governance professional*.

CONCLUSIONS AND RECOMMENDATIONS

No longer occupying a place focused solely on administrative support to the board, the reality is that today's highly effective governance professional is most likely to be additionally supporting boards through conflict resolution, and building trust and confidence within the politically sensitive arena of the executive and board of governors. This discretionary independent role is one of invisible but powerful leadership, bringing significant value to the institution and is deserving of greater recognition.

Before Covid-19, there was perhaps a presumption that organisational change takes time, and cultural change is a drawn-out process. We have since seen that, as a sector, we can be agile and indeed effective in our agility when circumstances dictate, with some surprising benefits. There is no logical reason then for the outdated cultural perception of the role of the governance professional being that of purely an administrator, not to move with the times, with the potential to bring added benefits that might otherwise have not been expected or deemed likely.

The governance professional's place within the college structure, due to the complexity of its role, does not have a simple definition. Much will depend on the content of the role and possibly the size and structure of the college. More easily answerable, and agreed by all who took part in the research, are the questions as to whether the governance professional can and/or should have influence, through their actions and behaviours, on the college leadership's ability to ensure that strategic objectives are met, and secondly, whether their role contains elements of strategic leadership. The resounding answer to both was, yes.

It is clear from the research that there is a growing recognition of and desire by all in the triumvirate to maximise the impact and influence a governance professional can have on institutional outcomes. This recognition must be built upon; all in the sector have their role to play.

1. Promotion of the role and the freedom to put into play the skills, knowledge, and experience governance professionals have of good governance practice, the sector, and their institutions, needs to be facilitated by those in positions of power and influence.
2. Those new to middle and senior leadership could benefit from being open to advice and guidance the governance professional can give them, as they begin and continue to work with the board. It would benefit middle and senior managers to gain an understanding of governance as a whole-organisation function and therefore relevant to their role, together with an appreciation of the knowledge exchange that should take place in the boardroom.
3. Those with influence over resource allocation can play their part by taking a long-term view as to the likely benefit to institutions that increased resourcing of governance can bring.
4. Governing bodies must also ensure that they fulfil their duty of care to those they directly appoint and acknowledge and address the unique and complex position the governance professional holds within the organisational structure and the conflicts that come with such a position.

The resource needs of the governance professional are complex. The recognition that a highly effective governance professional requires FE sector knowledge, technical knowledge and a fundamental understanding of the principles of effective governance, all in the context of the widely varying size and structure of colleges and therefore the requirements of the governance provision, means that the resource provision to enable them to facilitate effective governance and optimally fulfil their strategic leadership role must vary widely too.

The rapid growth in software development to deliver training, and the competency of those accessing it (courtesy of Covid-19), opens up a new realm of possibilities for training and development. This could better give the flexibility that is required to make the desired and perhaps required impact on participants with wide-ranging levels of governance knowledge and expertise.

1. Any new development programme should be designed to enable governance professionals to recognise the factors driving their institution's performance agenda, to understand and influence boardroom behaviour, to gain key technical and regulatory knowledge, and to deploy their strengths to address the challenges they face, both inside and outside the boardroom on a daily basis.
2. Such training and development activities should be backed up by building on the existing resources within the sector, to ensure, crucially, that all information advice and guidance available, is up to date and easily accessible by all.

Such a complement of resources, training and development for governance professionals and those who operate around them will continue to build upon the growing realisation that a highly competent governance professional is a crucial weapon in the armoury of college leadership, to be under-utilised at their peril.

ACKNOWLEDGEMENTS

I would like to thank all those who took part in this research project, whether through completing the questionnaire and talking to me about their experiences either as a governance professional, or a key stakeholder in FE governance. Thanks, must also go to the proof reader and manuscript editor. The commitment, professionalism and constructive candour of all involved has made a huge difference to this research project. This was particularly appreciated given the impact Covid-19 had on individuals and their workload during this project. It is the hope of the researcher that this report and its effects will be seen by those whose participation was a very generous gift, as just reward for their generosity in allowing me and the reader access some of their innermost hopes and fears.

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