**THE SCHOOL GOVERNANCE (CONSTITUTION) (ENGLAND) REGULATIONS 2012**

**GUIDANCE NOTE FOR MANAGING SURPLUS GOVERNORS**

Guidance from the Department for Education states that “governing bodies should be no bigger than they need to be to have all the skills necessary to carry out their functions. The size and structure of the governing body should be designed so that every member actively contributes relevant skills and experience.”

Undertaking a skills audit will enable the governing body to determine what skills and experience current governors have and also will identify any skills gaps that could be filled by new governor appointments.

Once a governing body has decided on its new constitution, it may be that there are more governors in a particular category that is provided for in its Instrument of Government. This situation could arise if the governing body has decided to reduce in size and sufficient resignations are not forthcoming for the remaining members to fit within the new structures.

Governing bodies should make every effort to achieve any restructuring or downsizing amicably through sensitive and honest negotiation about which governors are best placed to contribute to effective governance and the success of the school. This is best achieved when a governing body has put a fair and transparent process in place to define the skills it requires and taking account of the results from the skills audit.

Where negotiations and the results of a skills audit do not result in sufficient resignations and there remains a surplus:-

* Any surplus in the number of foundation governors must be resolved by the person responsible for appointing foundation governors.
* Any surplus in any other category of governor must be resolved by a separate vote of the governing body on each category in which there is a surplus. This vote must be specified as an item on the agenda issued seven days in advance of the meeting. Governors are not permitted to vote on their own category. Given the sensitivity of this situation, a secret vote should be taken, not a “show of hands”. The Chair has a casting vote but it is recommended that this is only used when all other options have been exhausted.