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WHO FIRES THE HEAD?

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Recently, the University of Virginia Board of Visitors, led by the Chair (Rector), fired the President of the University. President Teresa Sullivan had been in office only two years. The leadership of the Board was concerned that she was not reacting quickly enough to the financial and technical pressures facing the University and specifically, that other prestigious universities were moving more aggressively into the online education realm.

Was the President ever told of these concerns? Did the President and the Rector have a poor working relationship? Who was empowered to hire, evaluate and fire the President? The manner of this summary dismissal was surprising given that the Board is comprised mostly of high-ranking business executives. Yet it was not shocking to others who also observed that all of the Board Members, except for the non-voting student representative, have given substantial sums to political campaigns, and the majority have neither professional experience in higher education nor board service for other academic institutions.

Unfortunately, abrupt terminations of a head of school, often without full board consultation, due process or prior evaluative feedback to allow the head to address perceived areas of weakness, occur all too often in the independent and international school movement worldwide. The incident at UVA captured the attention of the national and international media because of the University's status and high profile and because it unleashed an immediate and unanticipated angry reaction from parents, students, faculty, and alumni. It also revealed embarrassing, inherent weaknesses in the University's governing Body resulting in the reinstatement of President Sullivan.

I. It Happens in Large and Small Independent and International Schools Too

The vast majority of such departures in the school world occur quietly, without fanfare, but with the sudden disappearance of the head. The board then attempts to explain quickly and simply to the community that the head is leaving for "personal reasons" or "philosophical differences" or the school's attorney crafts some other vague explanation. It fools no one.

This Consultant has a client (actually dozens of clients but one recently comes to mind) where exactly this event occurred. The Head was in place only two years. The Board Chair and she appeared to have a falling out and with very short notice she was gone. The local community, and



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even a few Board members who were not among the insiders, were wondering what happened. The payout of the contract was dependent upon "keeping quiet".

Similarly, a renowned international school Head, leading one of the most prominent Schools in the world, after seven years of outstanding leadership was dismissed abruptly by a new Board Chair who simply took a personal dislike to her. "Mum" was the official word from everyone tied to the situation, including the Head. Since that time the School has found a fine new Head (after an interim) and the former Head has landed a very desirable new post.

These events occur in the best of schools, or at least the schools that we regard as among the best. Based on this Consultant's experience, these board actions are not strange aberrations but commonplace behaviors that occur often and everywhere. Such sudden turnovers create all kinds of governance issues and raise a number of governance questions:

1. Who evaluates the head, based on what criteria? How often does the head receive a formal, written evaluation based upon input from the full board?

Answer: The board as a whole evaluates the head based on a reasonable number (4-6) of clearly stated, previously agreed upon goals. This should happen annually. In this Consultant's opinion, a 360 degree look is both unwise and politically risky in the school context.

2. Even when such formal evaluations occur, sudden dismissals still happen, often after a very positive evaluation. What does that say about board health?

Answer: Most non-renewals and even dismissals occur after recent fairly positive evaluations. This indicates either that board feedback is not clear, direct or honest enough or that the sands shifted over the course of a year and the initial goals are no longer the same ones. But the board seldom tells the head that it will evaluate him/her against a different set of benchmarks.

3. What is the power of the chair relative to the Committee on Trustees? Relative to the other board members? Relative to the Executive Committee?

Answer: The chair should appoint committee chairs and evaluate them annually. But the chair is also evaluated annually by the Committee on Trustees. Clearly, the COT, the Executive Committee and the other officers need to be an appropriate check on the power of the chair's role.

4. To whom is the board answerable?

Answer: In some schools, it is answerable only to the mission. That is fine as long as there is board institutional memory. Otherwise mission is whatever the latest to join the board says it is.



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The board may be accountable to a parent association, an Annual General Meeting, a corporation, a larger community, an embassy or to a "super board" that oversees the board's decisions. The healthiest boards are those that are self-perpetuating, answerable to a clear mission and where a strong process of individual and collective board evaluation occurs regularly.

5. What advice do law firms offer to boards acting in this manner? And why?

Answer: Sometimes attorneys do not dig deeply enough to ascertain whether a coterie is firing the head or whether the full board, based on due process and solid evaluation, has come to a consensus on this issue. "Termination other than for cause" is the most important section in a head's contract. It is the core reason why heads are dismissed in this fashion. Lawyers know this but most heads and many chairs do not. A fair and honest chair/broker, not just the lawyer acting for the school, must carefully vet this termination language.

6. What happens to the careers of heads dismissed in this manner, even when it is done quietly and quickly with no public fuss? Are both the school's and the head's reputation tainted?

Answer: The vast majority of heads have left at least one school under fire or their contracts have not been renewed. Normally, this is not public knowledge and thus it does not damage a career long term. But when the departure is sudden, it always sets a head's career back even though most do recover in time. It can cause a school's reputation to suffer as well, at least in the short term.

7. Is there an appeal process for the head when he/she is faced with summary dismissal or non renewal of contract? When may the head meet with the entire Board to ask for the reasons why?

Answer: It is extremely unlikely that the board will invite a head to take questions from the board or will give him/her an opportunity to challenge its decision. There is a fear that the story will get out in the public domain. But, of course, it often does anyway.

8. What must board chairs and boards do to ensure that misunderstandings, reactive behaviors and actions lacking appropriate due process do not occur?

Answer: Ensure regular board governance training and the formation of an active and powerful Committee on Trustees/Nominating Committee. Unfortunately, in many schools that Committee is nonexistent or moribund and the responsibility to "do the right thing" ultimately falls upon the chair. The chair determines whether there is a real or perceived crisis that threatens the head's tenure. The chair has the final say about whether and how a head/director is terminated or if a contract is not renewed.



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The chairs of most independent and international school boards have enormous influence and assuming they are chosen carefully, indeed they should. Some of that influence is based on tradition; some on personal charisma; and some stems from a network of relationships and professional collaboration that the chair has established over time.

However, chairs are still answerable to due process, to the laws of the land, to the entire board, and in some schools to the greater community. At times even wise chairs, who support the head, feel pressure by alumni, faculty and/or parents to dismiss or not renew the head of school's contract. At times they succumb to that pressure even against their better judgment, largely as a result of peer pressure and the small town nature of our school communities. The chair of the Committee on Trustees or Governance Committee should be a "check and balance" on the chair's actions and authority and on that of the other trustees and the board as a whole. Thus the COT chair must be chosen carefully and thoughtfully, empowered appropriately and retained so that person can gain experience in handling matters of policy. These delicate issues may need legal advice, but the board should understand best practice, appropriate protocol and honorable dealings with the head of school.

II. Board Chairs to Emulate

Very few heads are "fired" outright for actual misconduct, moral turpitude or poor performance. Most are forced out by a small coterie of board members as a result of either a personality conflict or in response to a difference of opinion about how the head handled an incident as opposed to a fundamental disagreement about the strategic direction of the school.

Recently, in one prominent and thriving School, an influential parent felt that the dismissal of his child, who violated the School's policy on substance abuse, was uncalled for. This parent stirred up the entire parent body and garnered much sympathy. Some Board Members insisted that the Head hold a "town meeting" to calm down the community. The Chair supported the Head's disciplinary decision and against his (and the Head's) better judgment, agreed to the parent meeting. The outcome of the meeting confirmed that their instincts were correct; the situation was neither resolved nor diffused as a result.

Shortly thereafter (and not for this reason alone), a small cadre of board members ousted the Chair unceremoniously for "not listening adequately to the 'client' and catering to the wishes of the Head." The length of the Head's contract is now uncertain even after his many years of outstanding service.

The Chair that supported that Head wisely and thoughtfully is now gone. Although well-intentioned, the new Chair is inexperienced and not as sophisticated about the political



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maneuverings going on behind the scenes. The Board/Chair/Head relations are tenuous.

Another Board Chair, who owns her School, stood steadfastly behind the Head and his spouse while the Head endured a long battle with cancer. That Chair demonstrated her care and concern through her personal, financial and professional loyalty to the Head and to his wishes until his passing. Those in the international school world know this individual. We all wish there were more chairs like her. Her father was a Chair of one of the most well-known international Schools in the world. Her sister is a Board member of another outstanding School. Sometimes, these qualities of governance, leadership and compassion run in families.

There are, of course, many such chairs worldwide. They know how to deal with their leaders, in good times and in bad. And thank goodness for them.

John Littleford
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