

## Model Governing Board Standing Orders – Academy Version

*These Standing Orders are established in accordance with the Articles of Association for a Single Academy Model (3 January 2013 v2). The governors shall exercise their powers and duties as set out in their Articles of Association and Funding Agreement.*

***This document is not statutory but can be adopted by the governing board as a framework for its effective operation.***

*Italic type means that governing boards may adopt the suggested good practice, establish their own practice or delete that particular standing order.*

### 1. Chairman and Vice-Chairman

- 1.1. At the first meeting in each school year the governing board will elect from among its number a chairman and vice-chairman, whose term of office will be one year. A governor who is employed by the Academy Trust shall not be eligible for election as chairman or vice-chairman.
- 1.2 The governing body will decide in advance of the election the process of election for either or both positions.

*Governors will be able to submit written nominations prior to the full governing board and verbal nominations at the meeting. A governor can nominate him/herself for office and does not need to be present at the meeting to be considered.*

*Nominees(s) will be asked to leave the room whilst the election takes place.*

*If there is more than one nominee, the remaining governors will take a vote by a secret ballot (previously Article 90). Please note that when a secret ballot is undertaken, the clerk will tally the votes.*

*If there is a tie:*

- *each candidate will be given the opportunity to speak to the governors about their nomination and a further vote would be taken*
- *if there is still a tie, governors should discuss the strengths of the nominees further, and another vote will be taken. This process will repeat until a nominee polls a majority of the votes.*
- *or, the decision will be based on the toss of a coin*

- 1.3 If nobody has indicated willingness to stand for the office of chairman, the meeting will be adjourned until a chairman can be elected.

- 1.4 *The clerk will take the chair when the chairman is being elected (Article 89 – not used in this version). Otherwise the chairman will conduct all meetings of the governing board except that in his/her absence, the vice-chairman will take the chair.*
- 1.5 If both the chairman and vice-chairman are absent from a meeting, the governing board will elect a chairman for the meeting. The governor elected shall not be a person who is employed by the Academy Trust.
- 1.6 If the chairman resigns, or has to relinquish the office for any reason, the vice-chairman will act as chairman until a successor is appointed at the next meeting of the governing board. The election of chairman will be a specific item of business on the agenda for that meeting.
- 1.7 If the vice-chairman resigns, or has to relinquish the office for any reason, a successor will be appointed at the next meeting of the governing board.
- 1.8 If both the chairman and vice-chairman resign, or have to relinquish their offices for any reason, the governing board will elect their successor(s) at their next meeting.
- 1.9 The chairman can be removed from office in accordance with Article 92 and 93. A motion to remove the chairman or vice-chairman must be an agenda item for a governing board meeting and must be confirmed by resolution at the follow up meeting held not less than 14 days after the first meeting. The governor proposing the removal must state his/her reasons for doing so at the meeting. The chairman or vice-chairman must be given the opportunity to make a statement in response.

## **2. Calendar of Meetings**

- 2.1 The governing board will meet at least three times in each school year, preferably termly.
- 2.2 *Committees will meet at a frequency determined by the governing board.*
- 2.3 *The governing board will plan its meetings dates, including those of any committee and/or working groups, on an annual basis at the last meeting preceding the summer term.*
- 2.4 *The Academy Trust shall hold an Annual General Meeting every year in addition to any other meetings in that year (Article 19 not used in this version).*

## **3. Timing and Duration of Meetings**

- 3.1 *Meetings will start at times that are acceptable to the governing board*

*and will be limited to 2 hours duration, except in exceptional circumstances.*

3.2 *Where the business has not been completed within the agreed time, those governors present may resolve to continue the meeting in order to deal with the business notified on the agenda or to make arrangements for a further meeting to complete the business.*

3.3 A meeting may be discontinued at any time if the governing board so resolves.

#### **4. Quorum**

4.1 The quorum for all business of the governing board is 3 governors or one third (rounded up to a whole number) of the total number of governors holding office on the date of the meeting, **whichever is the greater.**

For the purpose of appointing a parent governor under Article 57, any vote on the removal of a governor in accordance with Article 67 or any vote on the removal of the chairman in accordance with Article 91 shall be two-thirds (rounded up to a whole number) of the persons who are at the time governors entitled to vote on those matters.

4.2 A meeting will be discontinued if it becomes inquorate.

4.3 If a meeting is inquorate or discontinued for any reason, any items remaining of the agenda will be placed on the agenda of a subsequent meeting.

#### **5. Withdrawal from meetings**

5.1 Governors will be required to withdraw from a meeting under circumstances set out in Article 98 and 99.

5.2 If there is a dispute about a person attending a governing board meeting being required to withdraw, the matter of withdrawal shall be determined by the governing board.

#### **6. Clerk to the Governors (or Secretary)**

6.1 The governing board shall appoint a clerk (*or secretary*) to the governing board for such term; at such remuneration and upon such conditions as they may think fit. The clerk shall not be a governor or a headteacher.

6.2 Should the clerk not attend a meeting at short notice, then a governor, but not the headteacher, can act as clerk for that meeting.

6.3 All the meetings will be convened by the clerk, in accordance with arrangements made by the governing board, but subject to:

- a) any direction from the chairman where the matter is urgent
- b) any requisition signed by three governors

6.4 The clerk can be removed as clerk to the governing board by a resolution of the governing board.

## **7. Notice of Meetings**

7.1 Written notice of meetings, together with the agenda, will be sent to arrive seven clear days before the meeting, except where the chair calls an urgent meeting at short notice.

7.2 Non-receipt of notice of a meeting will not invalidate the meeting.

7.3 Copy of the agenda for every meeting, the draft minutes of every such meeting (if they have been approved), the signed minutes and any report, document or other paper considered will be made available at the school, at all reasonable times, for inspection by anyone wishing to see them (Article 121).

7.4 Any governor shall be able to participate in meetings of the governors by telephone or video conference as per Article 123.

**(Providing at least 48 hours' notice of their intention is given and that governors have access to appropriate equipment)**

## **8. Agenda**

8.1 The agenda will be prepared by the clerk in accordance with any determination of the governing board and in consultation with the chairman and the headteacher.

8.2 Any governor may place an item on the agenda by writing to the clerk.

8.3 *Papers that inform agenda items will be sent to governors with the agenda to arrive seven clear days before the meeting.*

## **9. Late Items/Any Other Business**

9.1 *The agenda for governing board meetings will not normally include provisions for late items/any other business but an opportunity will be provided for items to be identified for inclusion on the agenda of the next meeting.*

## **10. Suspension of Governors**

10.1 The governing board may by resolution suspend a governor for all or any meetings of the governing board, or of a committee, for a fixed period of up to six months on one or more of the following grounds:

- that the governor, being a person paid to work at the school, is the subject of disciplinary proceedings in relation to his employment
- that the governor is the subject of proceedings in any court or tribunal, the outcome of which may be that he is disqualified from continuing to hold office as a governor under the articles of association
- that the governor is in breach of any of the provisions of this code of practice which the governing board believes has, or could, bring the office of school governor into disrepute
- that the governor has acted in a way that is inconsistent with the ethos or with the religious character of the school and has brought or is likely to bring the school or the governing board or his office into disrepute, or
- that the governor is in breach of his duty of confidentiality to the school or to any member of staff or to any pupil at the school

A resolution to suspend a governor from office shall not have effect unless the matter is specified as an item of business on the agenda for the meeting of which notice has been given in accordance with the articles of association.

Before a vote is taken on a resolution to suspend a governor, the governor proposing the resolution shall at the meeting state his reasons for doing so. The governor who is the subject of the resolution shall then be given the opportunity to make a statement in response before withdrawing from the meeting.

Nothing in this procedure shall be read as affecting the right of a governor who has been suspended to receive notices of, and agendas and reports or other papers, for meetings of the governing board during the period of his suspension.

## **11. Governors' Expenses**

- 11.1 The governing board will prepare a policy on the payment of expenses of governors in accordance with Article 6.5.

## **12. Attendance**

- 12.1 A record will be kept of all persons attending a meeting of the governing board or any of its committees.
- 12.2 *The time of arrival and/or departure of any governor not in attendance throughout any meeting will be recorded in the minutes.*
- 12.3 Where a governor sends an apology for absence with reason, the governing board will decide whether to 'consent' to the absence and the clerk will record the decision in the minutes. If apologies are not submitted they will deem to have not been accepted. (A copy of the approved draft minutes will be sent as soon as possible to the governor

concerned.)

**If a governor is absent without the permission of the governing board from all their meetings held within a period of six months he would cease to hold his office.**

### **13. Minutes of Meetings**

- 13.1 The minutes of meetings will be drawn up on consecutively numbered loose-leaf pages, each page initialled by the person signing them as a true record.
- 13.2 Any dissenting views will be recorded in the minutes of the meeting, if that is the wish of one or more governors present.
- 13.3 Action will be taken on the basis of decisions and need not await the approval of the minutes of the next meeting.
- 13.4 *Within ten school days of the meeting* the clerk will send the draft minutes to the chairman for checking, with copies to the headteacher for information.
- 13.5 *Copies of the approved draft minutes will be sent to all members of the governing board as soon as cleared by the chairman.*
- 13.6 The minutes of each meeting will be considered for approval or amended at the next meeting and, once approved by the governing board as a true record, will be signed and dated by the chairman.
- 13.7 Those matters, which the governing board determines shall remain confidential, will be minuted separately and such minutes will not be made publicly available.
- 13.8 Approved draft minutes, and subsequently the approved minutes, will be made available at the school, at all reasonable times, for inspection by anyone wishing to see them.

### **14. Confidentiality of Proceedings**

- 14.1 Details of any dispute, discussion or disagreement should remain confidential to those present at the meeting.

### **15. Correspondence**

- 15.1 All incoming correspondence, excluding any concerning a complaint, is for the attention of the whole governing board. Significant items will be presented to each meeting of the governing board, including any upon which the chairman has already taken urgent action, so that the need for, and the nature of, any action may be decided or confirmed.

15.2 The governing board will determine by resolution who should write letters on behalf of the governing board.

15.3 All correspondence should be addressed to the clerk or the chairman.

## **16. Information and Advice**

16.1 The headteacher has a statutory duty to keep the governing board fully informed, *and will present a written report to each termly meeting of the governing board.*

16.2 Where important information required by the governing board is given orally, it will be recorded in the minutes in appropriate detail.

16.3 Where information required by the governing board is not readily available, reasonable time will be given for its production.

16.4 *Where expertise is needed but not available within the governing board, the governing board may consider appointing an honorary officer as an appropriate non-governor to attend meetings.*

16.5 All governors should have a working knowledge of the Governance Handbook (November 2015 or later) and the Academies Financial Handbook (2016 or later)

## **17. Discussion and Debate**

17.1 The chairman will ensure that meetings are run effectively, focusing on priorities and making the best use of time available and ensuring that all governors enjoy equality of opportunity to express their views.

17.2 The governing board will receive, and may debate at the discretion of the chairman, decisions on matters that it has delegated to a committee or individual. Decisions will be recorded in the minutes.

17.3 Recommendations received from working groups will be recorded in the minutes, together with any related governing board resolution.

## **18. Decision Making**

18.1 Members of the governing board recognise that all decisions must be made by the governing board unless an individual or a committee has been delegated to deal with a specific issue.

18.2 All matters are decided by a majority of the votes of the governors present and every governor has one vote. This includes any governors participating by video or telephone link. In the event of a tie, the chairman has a casting or second vote.

18.3 *Voting in the election of the chairman or vice-chairman where there is a*

*contest will be held by secret ballot. Otherwise voting will ordinarily be by show of hands, unless one or more governors request a secret ballot. There is no second or casting vote in the election of chairman.*

- 18.4 Decisions of the governing board are binding upon all its members.
- 18.5 Decisions of the governing board may only be amended or rescinded at a subsequent meeting of the governing board when the proposal to amend or rescind appears as a specific agenda item.

## **19. Urgent Action**

- 19.1 *The chairman or in his absence the vice-chairman, has the authority to take urgent action between meetings (**this duty must be formally delegated and minuted**) where:*
- *a delay in dealing with matter would be seriously detrimental to the interest of the school, a pupil, his/her parents, or a member of staff*
  - *a meeting could not be called in sufficient time to deal with the matter*
- 19.2 *If the chairman takes any urgent action between meetings, the facts will be reported to the next meeting of the governing board.*

## **20. Public Statements**

- 20.1 Public statement on behalf of the governing board will be made only by the chairman or those delegated to make them.

## **21. Access to Meetings of the Governing Board**

- 21.1 Apart from governors, the only people entitled to attend a meeting of the governing board are the headteacher, the clerk and where appropriate non-governors.
- 21.2 Non-governors may be required to leave a meeting where matters of a confidential nature relating to individual staff or pupil are discussed.
- 21.3 When the headteacher is absent, the deputy headteacher will attend in his/her place but will have no vote unless appointed as acting headteacher in the long-term absence of the headteacher.
- 21.4 The governing board will decide who, other than those entitled to attend, may be admitted to a meeting and which of its meetings, if any, will be open to parents/the public.
- 21.5 *If the meeting is to be opened to parents/the public reasonable notice will be given.*

21.6 *The headteacher may invite officers (deputy headteacher, bursar, head of department etc.) of the academy to attend meetings on an occasional or regular basis. All officers are there in an advisory role and have no voting rights, unless they have an additional role such as staff governor.*

21.7 The governing board can require any non-governor present at a meeting to leave at any time.

21.8 *The deputy headteacher will be invited to attend meetings of the governing board as part of his/her professional development.*

## **22. Pecuniary and Personal Interest**

22.2 The governing board will create annually a register of business interest of its members in the form of consecutively numbered loose-leaf sheets, each sheet being completed and signed by the relevant governor. This is the responsibility of the clerk. This should be available at the school for inspection and published on the website.

22.2 Governors will draw attention as appropriate to any pecuniary or other personal interest, whether that interest has previously been registered or not.

22.3 Anyone who is ordinarily entitled to attend governing board or committee meetings (that is governors, members of committees, any non-governors or headteachers) must withdraw and not vote on the issue if:

- there could be conflict between the interest of that person and the interests of the governing board or
- where a fair hearing must be given and there is reasonable doubt about the individual's ability to act impartially on any matter

22.4 When a committee is considering:

- disciplinary action against an employee or against a pupil
- a matter arising from an alleged incident involving a pupil, a governor who has declared a personal interest may attend the meeting to give evidence if he/she has made relevant accusations, or is a witness in the case

## **23. Complaints and Staff Discipline**

23.1 The governing board will establish procedures for dealing with general and curriculum complaints.

23.2 The governing board will establish procedures for dealing with staff discipline matters and staff grievances.

23.3 The governing board has its own complaints policy, which is available on request.

## **24. Delegation of Functions**

24.1 The governing board stresses that no action may be taken by an individual governor unless authority to do so has been delegated formally by resolution of the governing board.

24.2 In order to ensure the most efficient use of time and resources, and in some cases to ensure absolute property, the governing board will:

- delegate work to committees with the power to make decisions on behalf of the governing board
- delegate work to individual members of the governing board and/or the headteacher
- set up working groups to provide information and/or make recommendations to the governing board

24.3 The arrangements for delegating functions will be reviewed annually by the governing board.

24.4 In delegating functions to individuals, the governing board will have regard to Article 102 and 103.

## **25. Committees**

25.1 Committees, if any, will have delegated authority to make decisions on behalf of the governing board strictly in accordance with the terms of delegations.

25.2 When establishing committees the governing board will ensure compliance with the Articles and will:

- determine the membership (including non-governors where permitted and appropriate)
- appoint the chairman of each committee annually/allow the committee to elect its chairman
- establish and record terms of reference
- review the terms of reference annually
- *allow the committees to determine their own timetables within given limits*
- determine arrangements for reporting back
- review the need for, and the membership of, committees annually

25.3 *The governing board will establish committees for the following purposes:*

- *all staff appeals (pay, discipline and grievance)*

- *a pupil discipline (exclusions)*
- *staff matters (pay, discipline and grievance)*
- *complaints*

25.4 The headteacher has the right to attend any committee meetings subject to the statutory rules on withdrawal.

25.5 All committees and individuals with delegated powers will report in writing to the next meeting of the governing board about any decisions made or action taken (Article 103).

25.6 All committees with delegated powers will keep formal minutes, and copies will be presented to the next meeting of the governing board.

25.7 All meetings of committees will be clerked by a person who is not the headteacher.

## **26. Working Groups**

26.1 *In establishing working groups the governing board will:*

- *determine the membership, including non-governors, and the method of appointing the chairman*
- *allow working groups to determine their own timetables within given limits*
- *determine procedures for reporting back*

26.2 *The headteacher has the right to attend any meeting of any working group.*

26.3 *Working groups established for specific purposes will be discontinued when their work has been completed.*

26.4 *All working groups will present a written report, including recommendations where appropriate, to the next meeting of the governing body.*

## **27. Safeguarding Pupils**

*The Academy shall comply with the requirements of the Education (Independent School Standards) (England) Regulations 2014 (or such other regulations as may for the time being be applicable) in relation to carrying out enhanced criminal records checks, obtaining enhanced criminal records certificates and making any further checks, as required and appropriate for individual governors and the chairman of the governing board..*

## **28. Code of Conduct**

Every governor will be requested to sign the Code of Conduct

declaration at first appointment and each subsequent year of appointment at the (autumn) term meeting.

## **29. Disqualification of governors**

Articles 69 - 81 cover the conditions under which a governor is disqualified. These include disqualification if a governor is absent without permission from all meetings held within six-month period and governors resolve that the office be vacated.

## **30. Governing Board Structure**

30.1 The structure of the governing board should be reviewed on an annual basis.

30.2 The number of governors will be a minimum of three.

## **31. Appointment of Governors**

31.1 No more than one third of the governors shall be employees of the Academy Trust.

31.2 *The headteacher shall be treated for all purposes as being an ex-officio ( Article 52 not used in this version)*

31.3 *The Local Authority (LA) may appoint the LA governor (Article 51 not used in this version)*

31.4 The governors shall approve procedure for election/appointment of parent and staff governors.

31.5 *The Secretary of State may appoint additional governors subject to Article 60 to 64 (not used in this version).*

31.6 Term of office for any governor shall be 4 years subject to them remaining eligible to be a particular type of governor. Any governor may be re-appointed or re-elected.

31.7 All governors will demonstrate commitment to continual development of their knowledge and skills and keep themselves up to date. This will include their ability to understand and interpret educational and financial data.

31.8 All governors in the interest of openness and transparency will have their full names, date of appointment, terms of office, role on the governing board, attendance record, relevant personal and pecuniary interests, category of governor and the body responsible for their appointment published on the school's website.

## **32. Annual Report and Annual Return**

32.1 The governors shall prepare:

- an annual report to be submitted to the Secretary of State by 31 December each year
- an annual return to the Registrar of Companies by 31 December each academy financial year

## **33. Influenced Company Status**

33.1 The governing board should consider Articles 136 to 141 before appointing a Local Authority Associated Person.

Reviewed by EES for Schools Clerking Agency August 2016.

## Appendix 1

### **Key changes to 2016 version of the Model Governing Board Standing Orders:**

- governing body has been replaced with governing board
- paragraphs 31.7 and 31.8 have been added to align the Standing Orders to the Code of Conduct