

Model Standing Orders for a Single Academy Trust

These Standing Orders are established in accordance with the Articles of Association for a Single Academy Model (March 15 v4). The trustees 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 board of trustees as a framework for its effective operation.

Italic type means that board of trustees may adopt the suggested good practice, establish their own practice or delete that particular standing order.

1. Chairman and Vice-Chairman of the Trustees

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

Trustees will be able to submit written nominations prior to the full board meeting and verbal nominations at the meeting. A trustee 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 trustees will take a vote by a secret ballot. 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 trustees about their nomination and a further vote would be taken.*

If there is still a tie, trustees 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.* Otherwise the chairman will conduct all meetings of the board of trustees 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 board of trustees will elect a chairman for the meeting. The trustee 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 chair until a successor is appointed at the next meeting of the board of trustees. 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 board of trustees.
- 1.8 If both the chairman and vice-chairman resign, or have to relinquish their offices for any reason, the board of trustees will elect their successor(s) at their next meeting.
- 1.9 The chairman can be removed from office in accordance with Article 91 and 92. A motion to remove the chairman or vice-chairman must be an agenda item for a board of trustees meeting and must be confirmed by resolution at the follow up meeting held not less than 14 days after the first meeting. The trustee 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 board of trustees will meet at least three times in each school year, preferably termly.
- 2.2 *Committees will meet at a frequency determined by the board of trustees.*
- 2.3 *The board of trustees 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).

3. Timing and Duration of Meetings

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

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 trustees 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 board of trustees so resolves.

4. Quorum

4.1 The quorum for all business of the board of trustees is 3 trustees or one third (rounded up to a whole number) of the total number of trustees holding office on the date of the meeting, **whichever is the greater.** For the purpose of removal of a trustee in accordance with Article 66 or any vote on the removal of the chairman in accordance with Article 90 shall be two-thirds (rounded up to a whole number) of the persons who are at the time trustees 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 Trustees will be required to withdraw from a meeting under circumstances set out in Article 97 and 98.

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

6. Clerk to the Trustees

6.1 The board of trustees shall appoint a clerk to the trustees for such term, at such remuneration and upon such conditions as they may think fit. The clerk shall not be a trustee or a headteacher.

6.2 Should the clerk not attend a meeting at short notice, then a trustee, 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 board of trustees, but subject to:

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

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

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 chairman 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 124).

7.4 Any trustee shall be able to participate in meetings of the trustees by telephone or videoconference as per Article 126.
(Providing at least 48 hours' notice of their intention is given and that trustees have access to appropriate equipment)

8. Agenda

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

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

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

9. Late Items/Any Other Business

9.1 *The agenda for board of trustees meetings will normally include provisions for late items/any other business and an opportunity will be provided for items for inclusion to be identified at the beginning of the meeting.*

10. Suspension of Governors

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

- that the trustee, being a person paid to work at the school, is the subject of disciplinary proceedings in relation to his employment
- that the trustee 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 trustee under the articles of association

- that the trustee is in breach of any of the provisions of the code of practice which the board of trustees believes has, or could, bring the office of trustee into disrepute
- that the trustee has acted in a way that is inconsistent with the ethos of the school and has brought or is likely to bring the school or the board of trustees or his office into disrepute or
- that the trustee 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 trustee 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 trustee, the trustee proposing the resolution shall at the meeting state his reasons for doing so. The trustee 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 Articles 67A-C shall be read as affecting the right of a trustee who has been suspended to receive notices of, and agendas and reports or other papers, for meetings of the board of trustees during the period of his suspension.

A trustee may not be disqualified from continuing to hold office for failure to attend any meeting of the board of trustees under Article 67A.

11. Trustees' Expenses

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

12. Attendance

- 12.1 A record will be kept of all persons attending a meeting of the board of trustees or any of its committees.
- 12.2 *The time of arrival and/or departure of any trustee not in attendance throughout any meeting will be recorded in the minutes.*
- 12.3 Where a trustee sends an apology for absence with reason, the board of trustees 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 trustee concerned.)

If a trustee is absent without the permission of the board of trustees 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 pages.*
- 13.2 Any dissenting views will be recorded in the minutes of the meeting, if that is the wish of one or more trustees 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 board of trustees 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 board of trustees as a true record, will be signed and dated by the chairman.
- 13.7 Those matters, which the board of trustees 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 board of trustees. Significant items will be presented to each meeting of the board of trustees, 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 board of trustees will determine by resolution who should write letters on behalf of the board of trustees.

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 board of trustees fully informed, and *will present a written report to each termly meeting of the board of trustees.*

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

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

16.4 Where expertise is needed but not available within the board of trustees, the board of trustees may consider appointing an appropriate non-governor to attend meetings.

16.5 All trustee 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 trustees enjoy equality of opportunity to express their views.

17.2 The board of trustees 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 board of trustees' resolution.

18. Decision Making

18.1 Members of the board of trustees recognise that all decisions must be made by the board of trustees 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 trustees present and every trustee has one vote. This includes any trustees 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 trustees request a secret ballot. There is no second or casting vote in the election of chairman.

- 18.4 Decisions of the board of trustees are binding upon all its members.
- 18.5 Decisions of the board of trustees may only be amended or rescinded at a subsequent meeting of the board of trustees 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 (**this duty must be formally delegated and minuted**), has the authority to take urgent action between meetings 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 board of trustees.*

20. Public Statements

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

21. Access to Meetings of the Board of Trustees

- 21.1 Apart from trustees, the only people entitled to attend a meeting of the board of trustees are the headteacher, the clerk and where appropriate non-trustees.
- 21.2 Non-trustees 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 board of trustees 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 trustee.

- 21.7 The board of trustees can require any non-trustees present at a meeting to leave at any time.
- 21.8 The deputy headteacher will be invited to attend meetings of the board of trustees as part of his/her professional development.

22. Pecuniary and Personal Interest

22.2 The board of trustees 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 trustee. This is the responsibility of the clerk. This should be available at the school for inspection and published on the website.

22.2 Trustees 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 board of trustees or committee meetings (that is trustee, members of committees, non-trustees or headteacher) must withdraw and not vote on the issue if:

- there could be conflict between the interest of that person and the interests of the board of trustees 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 trustee 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 board of trustee will establish procedures for dealing with general and curriculum complaints.

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

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

24. Delegation of Functions

- 24.1 The board of trustees' stresses that no action may be taken by an individual trustee unless authority to do so has been delegated formally by resolution of the board.
- 24.2 In order to ensure the most efficient use of time and resources, and in some cases to ensure absolute property, the board of trustees will:
- delegate work to committees with the power to make decisions on behalf of the board
 - delegate work to individual members of the board of trustees and/or the headteacher
 - set up working groups to provide information and/or make recommendations to the board of trustees
- 24.3 The arrangements for delegating functions will be reviewed annually by the board of trustees.
- 24.4 In delegating functions to individuals, the board of trustees will have regard to Article 105,105A and 106.

25. Committees

- 25.1 Committees, if any, will have delegated authority to make decisions on behalf of the board of trustees strictly in accordance with the terms of delegations.
- 25.2 *When establishing committees the board of trustees will ensure compliance with the Articles and will:*
- *determine the membership (including non-governors where permitted and appropriate)*
 - *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 board of trustees 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 board of trustees about any decisions made or action taken.
- 25.6 All committees with delegated powers will keep formal minutes, and copies will be presented to the next meeting of the board of trustees.
- 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 board of trustees 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 board of trustees.*

27. Safeguarding Pupils

The Academy shall comply with the requirements of the Education (Independent School Standards) (England) Regulations 2014 as amended (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 trustees and the chair of the trustees.

28. Code of Conduct

Every trustee 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 trustees

Articles 68 - 80 cover the conditions under which a trustee is disqualified. These include disqualification if a trustee is absent without permission from all meetings held within six-month period and trustees resolve that the office be vacated.

30. Board of Trustees Structure

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

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

31. Appointment of Trustees

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

31.2 The headteacher shall be treated as a trustee (Article 57).

31.3 The trustees shall approve procedure for election/appointment of parent and staff trustees.

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

31.5 All trustees 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.

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

32. Annual Report and Annual Return

32.1 The trustees shall prepare:

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

33. Influenced Company Status

33.1 The board of trustees should consider Articles 139 to 144 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 Standing Orders for a Single Academy Trust:

- paragraphs 31.5 and 31.6 have been added to align the Standing Orders to the Code of Conduct