

GOVERNING BODY STANDING ORDERS

These Standing Orders are established in accordance with the Academy Articles of Association for Hall Orchard CE primary School (Academy) to ensure that governors exercise their powers and duties as set out in their Articles of Association and are also compliant with the Funding Agreement.

In the event of any conflict between these Standing Orders and the Articles of Association the Articles of Association have priority over the Standing Orders.

1. Chairman and Vice-Chairman

- 1.1. At the first meeting in each school year the governing body will elect from among its number a chair and vice-chair, whose term of office will be one year. A governor who is employed by the Academy Trust shall not be eligible for election as chair or vice-chair.
- 1.2. Governors will be able to submit written nominations to the clerk prior to the full governing body meeting 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 poll/secret ballot. When a secret ballot is undertaken, the clerk will tally the votes. If there is a tie governors should discuss the strengths of the nominees further, and another vote will be taken. If there is still a tie, the decision will be based on the toss of a coin.

- 1.3. The clerk will take the chair when the chair is being elected. Otherwise the chair will conduct all meetings of the governing body except that in his/her absence, the vice-chair will take the chair. (Articles 25-26)
- 1.4. If both the chair and vice-chair are absent from a meeting, the governing body will elect a chair for the meeting. The governor elected shall not be a person who is employed by the Academy Trust.
- 1.5. If the chairman resigns, or has to relinquish the office for any reason, the vice-chair will act as chair until a successor is elected at the next meeting of the governing body. The election of chair will be a specific item of business on the agenda for that meeting.
- 1.6. If the vice-chair resigns, or has to relinquish the office for any reason, a successor will be elected at the next meeting of the governing body.
- 1.7. If both the chair and vice-chair resign, or have to relinquish their offices for any reason, the governing body will elect their successor(s) at their next meeting. If necessary, the clerk will call an EGM as soon as is practicably possible for this purpose.
- 1.8. The chair can be removed from office in accordance with Article 92 and 93. A motion to remove the chair or vice-chair must be an agenda item for a governing body 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 chair or vice-chair must be given the opportunity to make a statement in response. Both the proposer and chair or vice-chair will then withdraw and a poll/secret ballot will be held.

2. Calendar of Meetings

- 2.1. The governing body will meet at least three times in each school year, preferably termly.
- 2.2. Committees will meet at a frequency determined by the governing body.
- 2.3. The governing body will plan its meeting dates, including those of any committee and/or working groups, on an annual basis at the last meeting of 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

3. Timing and Duration of Meetings

- 3.1. Meetings will start at times that are acceptable to the governing body and will be limited to 2 ½ hours duration, except in exceptional circumstances or by agreement of

the governing body.

- 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 in line with Article 28.
- 3.3 A meeting may be discontinued at any time if the governing body so resolves.

4. Quorum (Articles 23)

- 4.1 The quorum for all business of the governing body 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 chair in accordance with Article 91 the quorum 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 Any Governor who has or can have any direct or indirect duty or personal interest (including but not limited to any Personal Financial Interest) which conflicts or may conflict with his duties as a Governor shall disclose that fact to the Governors as soon as he becomes aware of it. A Governor must absent himself from any discussions of the Governors in which it is possible that a conflict will arise between his duty to act solely in the interests of the Academy Trust and any duty or personal interest (including but not limited to any Personal Financial Interest).
A Governor has a Personal Financial Interest in the employment or remuneration of, or the provision of any other benefit to, that Governor as permitted by and as defined by Articles 6.5 - 6.10.
- 5.3 If there is a dispute about a person attending a governing body meeting being required to withdraw, the matter of withdrawal shall be determined by those governors present and voting.

6. Clerk to the Governors (Article 82)

- 6.1 The governing body shall appoint a clerk to the governing body for such term, at such remuneration and upon such conditions as they may think fit, but unless there is good reason not to do so, in line with the pay and conditions of other school employees.
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 body, but subject to:
a) any direction from the chair where the matter is urgent;
b) any requisition in writing to the clerk by three governors.
- 6.4 The clerk can be removed as clerk to the governing body by a resolution of the governing body, but only after an appropriate process has been followed in line with the Academy's personnel policies and procedures.

Notice of Meetings

- 7.1 Written notice of meetings, together with the agenda and accompanying papers, 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 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)

- 7.4 A copy of the agenda for every meeting, the draft minutes of every such meeting (once they have been approved by the chair), 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).

8. Agenda & papers

- 8.1 The agenda will be prepared by the clerk in accordance with any determination of the governing body and in consultation with the chair of governors or the committee chair and the headteacher. The relevant chair and headteacher will agree the agenda around 2 weeks in advance of the meeting, including which papers/documents need to be considered at the meeting.
- 8.2 Any governor may propose an item for the agenda by writing to the chair. If the chair is not minded to include the item for the next meeting, its inclusion on a future agenda will be discussed and determined at the next governing body meeting.
- 8.3 The clerk will ensure that papers that inform agenda items including finalised draft minutes from the last meeting will be made available to governors seven clear days before the meeting.
- 8.4 The draft minutes will be presented at each subsequent meeting and once agreed, two copies will be signed by the chair. Approved minutes, agenda and papers will be filed and held by the clerk and School. Approved minutes from committee meetings will be available at the subsequent FGB as a report back from the delegated committee.
- 8.5 After each meeting the clerk will send a first draft of the minutes to the headteacher and chair within 14 days for any additions or amendments. Any 'Action Points' arising from the meeting will be circulated to governors. The chair will approve the final draft minutes.

9. Late Items/Any Other Business

- 9.1 The agenda for governing body meetings will include provisions for late items/any other business only as regarded as urgent by the governing body, but the governing body will consider any proposed items for inclusion on the agenda of the next meeting.

10. Suspension of Governors

- 10.1 The governing body may by resolution suspend a governor for all or any meetings of the governing body, or of a committee, for a fixed period of up to six months on one or more of the following grounds:
- that the governor is in breach of any of the provisions of the agreed code of conduct which the governing body 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 body or his office into disrepute; or
 - that the governor is in serious breach of his duty of confidentiality to the school or to any member of staff or to any pupil at the school.

- 10.2 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.

- 10.3 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 both governors withdraw from the meeting.

- Nothing in this document 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 body during the period of his suspension.
- 10.4

11. Governors' Expenses

- 11.1 The governing body 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 body 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 or without reason, the governing body 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 be deemed to have not been accepted.
- 12.4 **If a governor is absent without the permission of the governing body from all their meetings held within a period of six months and the governors resolve that his office be vacated, s/he would cease to hold office. (Article 71)**

13. Minutes of Meetings

- 13.1 The Clerk will draw up the draft minutes.
- 13.2 Within fourteen days of the meeting the clerk will send the draft minutes and action points to the headteacher and chair for checking, and the chair will determine the final draft.
- 13.3 The clerk will circulate action points to all governors once approved by the chair.
- 13.4 Action will be taken on the basis of decisions and need not await the approval of the minutes of the next meeting.
- 13.5 The minutes of each meeting will be considered for approval or amended at the next meeting and, once approved by the governing body as a true record, will be signed and dated by the chair
- 13.6 Those matters, which the governing body determines shall remain confidential, will be minuted separately and such minutes will not be made publicly available.
- 13.7 Confidential minutes will be circulated only to those governors present at the meeting.
- 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, in line with the agreed *Governing Body Code of Confidentiality*.

15. Correspondence

- 15.1 All incoming correspondence, excluding any concerning an individual member of staff, pupil or governor or any complaint or grievance, is for the attention of the whole governing body. Significant items will be presented to each meeting of the governing body, including any upon which the chair 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 body will determine by resolution who should write letters on behalf of the governing body.
- 15.3 All correspondence should be addressed to the clerk or the chair.

16. Information and Advice

- 16.1 The headteacher has a statutory duty to keep the governing body fully informed, and will present a written report each term to the governing body.

- 16.2 Where important information required by the governing body is given orally, it will be recorded in the minutes in appropriate detail.
- 16.3 Where information required by the governing body is not readily available, reasonable time will be given for its production.
- 16.4 Where expertise is needed but not available within the governing body, the governing body may consider appointing an honorary member as an appropriate non-governor to attend meetings.

17. Discussion and Debate

- 17.1 The chair 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 body will receive, and may debate at the discretion of the chair, decisions on matters that it has delegated to a committee or an 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 body resolution.

18. Decision Making

- 18.1 Members of the governing body recognise that all decisions must be made by the governing body unless an individual or a committee has been delegated to deal with a specific issue.
- 18.2 All matters are normally decided by a majority of the votes of the governors present and voting 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 will ordinarily be by show of hands, unless one or more governors request a poll/secret ballot) in line with Articles 29-35.
- 18.4 Decisions of the governing body are binding upon all its members and will be recorded in the minutes by the clerk.
- 18.5 Decisions of the governing body may only be amended or rescinded at a subsequent meeting of the governing body when the proposal to amend or rescind appears as a specific agenda item.

19. Urgent Action

- 19.1 The chair or in his/her absence or where the chair is unable to act, the vice-chair, 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 governing body.

20. Public Statements

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

21. Access to Meetings of the Governing Body

- 21.1 Apart from governors, the only people entitled to attend a meeting of the governing body are the headteacher and the clerk
- 21.2 When the headteacher is absent, the deputy headteacher or senior leader (as determined by the headteacher) will attend in his/her place but will have no vote.
- 21.3 The governing body will decide who, other than those entitled to attend, may be admitted to a meeting.
- 21.4 The headteacher may invite senior leaders or staff officers (deputy headteacher, bursar, etc.) of the academy to attend meetings in order to give information or advice. All senior leaders and officers are there in an advisory role and have no voting rights, unless they are a governor.
- 21.5 The governing body can require any non-governor present at a meeting to leave at any time

22. Pecuniary and Personal Interest

22.2 The governing body will create annually a register of business interest of its members, in line with the requirements in the Academy Financial Handbook. This is the responsibility of the clerk and should be published on the school website and also be available at the school for inspection.

22.2 Governors will draw attention as appropriate to any pecuniary, connected party, or other personal interest, whether that interest has previously been registered or not, in line with Articles 98 and 99.

22.3 Anyone who is ordinarily entitled to attend governing body or committee meetings (that is governors, members of committees or the 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 governing body; 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 or panel is considering:

- disciplinary action against an employee, a governor or against a pupil;
- a matter arising from an alleged incident involving a pupil, a governor or an employee,

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 body will establish procedures for dealing with all complaints against the school, members of staff and governors.

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

24. Delegation of Functions

24.1 In delegating functions, the governing body will have regard to Article 102 and 103.

24.2 The governing body 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 body.

24.3 In order to ensure the most efficient use of time and resources the governing body will:

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

24.4 The arrangements for delegating functions will be reviewed annually by the full governing body.

25. Committees

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

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

- determine the membership (including non-governors where permitted and appropriate);
- review the need for, and the membership of, committees annually.
- appoint the chairman of each committee annually
- establish and record terms of reference;
- review the terms of reference annually;
- decide whether or not to confer voting rights on any or all non-governors;
- determine arrangements for reporting back;

- 25.3 The governing body will establish panels for the following purposes as and when required:
- Admissions
 - Pupil discipline (exclusions);
 - Staff matters (pay, appeals, 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 will report back verbally to the next meeting of the governing body about any decisions made or action taken. Individuals with delegated powers will report back in writing to the next meeting of the governing body.

25.6 All committees with delegated powers will keep formal minutes, and copies will be presented, once approved at a subsequent committee meeting, to the next meeting of the governing body

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 body 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.

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

26.4 Where appropriate working groups will present a written report, including any recommendations, 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 2010) 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 chair of the governing body.

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;
- a Companies House annual return by 31 December each year.

33. Influenced Company Status

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