

**BOARD OF TRUSTEES' STANDING ORDERS**  
2020-2021

The Board of Trustees will conduct all its business in accordance with its Funding Agreement and Articles of Association.

<b>1.</b>	<b>Chair and Vice-Chair</b>
1.1.	At the first meeting in each school year the Board of Trustees will elect from among its number a Chair and Vice-Chair, whose terms of office will be until the first meeting of the following year. A Trustee who is employed by the Academy Trust shall not be eligible for election as Chair or Vice-Chair.
1.2	<p>Trustees will be able to submit written nominations to the Secretary to the Board of Trustees prior to the full Board of Trustees 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.</p> <p>Nominees(s) will be asked to leave the room whilst the election takes place.</p> <p>If there is more than one nominee, the remaining Trustees will take a vote by a secret ballot (previously Article 90). Please note that when a secret ballot is undertaken, the Secretary will tally the votes.</p> <p>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 candidates will draw lots.</p>
1.3	If nobody has indicated willingness to stand for the office of Chair, the meeting will be adjourned until a Chair can be elected or the business of the meeting is completed whilst chaired by the previous Chair or a Trustee appointed as a Chair for the purpose of the meeting. A further meeting date must be set for election of a Chair.
1.4	The Secretary will take the Chair when the Chair is being elected. Otherwise the Chair will conduct all meetings of the Board of Trustees except that in his/her absence, the Vice-Chair will take the Chair.
1.5	If both the Chair and Vice-Chair are absent from a meeting, the Board of Trustees will elect a Chair for the meeting. The Trustee elected shall not be a person who is employed by the Academy Trust.

1.6	If the Chair resigns, or has to relinquish the office for any reason, the Vice-Chair will act as Chair until a successor is appointed at the next meeting of the Board of Trustees. The election of Chair will be a specific item of business on the agenda for that meeting.
1.7	If the Vice-Chair 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 Chair and Vice-Chair 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 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 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 Chair or Vice-Chair must be given the opportunity to make a statement in response.
<b>2.</b>	<b>Calendar of Meetings</b>
2.1	The Board of Trustees will meet at least four times in each school year, preferably termly. Any decision can only be made when quorate.
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 no later than at the first Board of Trustees meeting in the Autumn term each year.
<b>3.</b>	<b>Timing and Duration of Meetings</b>
3.1	Meetings will start at times that are acceptable to the Board of Trustees and will aim not to exceed 2 hours in duration
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.

<b>4.</b>	<b>Quorum</b>
4.1	<p>The quorum for a meeting of the Board of Trustees is half of the total number of Trustees holding office on the date of the meeting (rounded up to the next whole number).</p> <p>For the purpose of appointing a parent Trustee under Article 57, any vote on the removal of a Trustee in accordance with Article 67 or any vote on the removal of the Chair in accordance with Article 91 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.</p>
4.2	If a meeting becomes inquorate no further decisions can be made.
4.3	If a meeting is inquorate or discontinued for any reason, any items requiring a decision will be placed on the agenda of a subsequent meeting.
<b>5.</b>	<b>Withdrawal from meetings</b>
5.1	Trustees will be required to withdraw from a meeting in which they have a direct or indirect duty or personal interest (as set out in Articles 98 and 99).
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.
<b>6.</b>	<b>Secretary to the Board of Trustees</b>
6.1	The Board of Trustees shall appoint a Secretary to the Board of Trustees for such term; at such remuneration and upon such conditions as they may think fit. The Secretary shall not be a Trustee or a Head Teacher.
6.2	Should the Secretary not attend a meeting at short notice, then a Trustee, but not the Head Teacher, can act as Secretary for that meeting.
6.3	<p>All the meetings will be convened by the Secretary, in accordance with arrangements made by the Board of Trustees, but subject to:</p> <ul style="list-style-type: none"> <li>a) The Chair may convene a special meeting for urgent reasons in consultation with the Secretary;</li> <li>b) Any 3 Trustees acting together may write to the Secretary to ask that a special meeting be convened and setting out the purpose of the proposed meeting. The Secretary will convene the meeting as soon as practicable unless it is inappropriate to do so for procedural or technical reasons in which case the Secretary will advise the 3 Trustees accordingly.</li> </ul>

6.4	The Secretary can be removed as Secretary to the Board of Trustees by a resolution of the Board of Trustees.
<b>7.</b>	<b>Notice of Meetings</b>
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 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). This excludes confidential items (see 13.5 & 14).
7.4	Any Trustee shall be permitted to participate in meetings of the Trustees by telephone or video conference as per Article 123 <b>providing at least 48 hours notice of their intention is given and that Trustees have access to appropriate equipment.</b>
<b>8.</b>	<b>Agenda</b>
8.1	The Secretary will prepare the agenda in consultation with the Chair and Head Teacher over the content.
8.2	Any Trustee may place an item on the agenda by writing to the Secretary at least 2 weeks before the meeting. The item will be included unless it is inappropriate for procedural or technical reasons.
8.3	Papers that inform agenda items will be sent to Trustees with the agenda to arrive seven clear days before the meeting although, in exceptional circumstances, late papers might be accepted at the discretion of the Chair of Trustees / Chair of Committee.
<b>9.</b>	<b>Late Items/Any Other Business</b>
9.1	Each agenda will include an item at an early stage where any Trustee who wishes to raise an item to be considered under 'any other business' has an opportunity to identify the item. The Board of Trustees will decide whether to consider that item at the meeting or, if not, how to it should be dealt with. No other items will be accepted at the conclusion of the meeting.

<b>10.</b>	<b>Suspension of Trustees</b>
10.1	<p>The Board of Trustees may suspend a Trustee by resolution 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:</p> <ul style="list-style-type: none"> <li>• that the Trustee, being a person paid to work at the school, is the subject of disciplinary proceedings in relation to his employment;</li> <li>• 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;</li> <li>• that the Trustee is in breach of any of the provisions of this code of practice which the Board of Trustees believes has, or could, bring the office of school Trustee into disrepute;</li> <li>• that the Trustee 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 Board of Trustees or his office into disrepute; or</li> <li>• 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.</li> </ul>
10.2	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.
10.3	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.
10.4	Nothing in this regulation 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.
<b>11.</b>	<b>Trustees' Expenses</b>
11.1	The Board of Trustees will prepare a policy on the payment of expenses of Trustees in accordance with Article 6.5.

<b>12.</b>	<b>Attendance</b>
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	<p>Where a Trustee sends an apology for absence with reason, the Board of Trustees will decide whether to 'consent' to the absence and the Secretary 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.)</p> <p><b>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.</b></p> <p>The Secretary will notify the Board of Trustees when a Trustee will automatically cease to be a member due to the non-attendance rules.</p>
<b>13.</b>	<b>Minutes of Meetings</b>
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	Action will be taken on the basis of decisions and need not await the approval of the minutes of the next meeting.
13.3	Within seven days of the meeting the Secretary will send the draft minutes to the Chair for checking, with copies to the Head Teacher for information. Within a further 7 days, the minutes will be circulated to Trustees.
13.4	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 Chair.
13.5	Those matters, which the Board of Trustees determines shall remain confidential, will be minuted separately and such minutes will not be made publicly available.
13.6	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 except for confidential items.

<b>14.</b>	<b>Confidentiality of Proceedings</b>
14.1	Details of any dispute, discussion, disagreement or voting should remain confidential to those present at the meeting.
14.2	All decisions reached in meetings are public unless deemed by the Board of Trustees to be confidential.
14.3	Documents which are confidential will be watermarked 'Confidential'. All other documents will be public documents.
14.4	Confidential matters will normally only be those which refer to the personal circumstances of identifiable individuals. There may be specific circumstances relating to contracts or future developments which the Board of Trustees may decide should be considered confidential for an initial period.
<b>15.</b>	<b>Correspondence</b>
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 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 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 Secretary of the Board of Trustees or the Chair.
<b>16.</b>	<b>Information and Advice</b>
16.1	The Head Teacher 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	All Trustees should have a working knowledge of the Governance Handbook (January 2017 or later) and the Academies Financial Handbook (2018 or later).

<b>17.</b>	<b>Discussion and Debate</b>
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 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 Chair, 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.
<b>18.</b>	<b>Decision Making</b>
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 Chair has a casting or second vote.
18.3	Voting in the election of the Chair or Vice-Chair 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 Chair.
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.
<b>19.</b>	<b>Urgent Action</b>
19.1	The Chair or in his/her absence the Vice-Chair, has the authority to take urgent action between meetings where: <ul style="list-style-type: none"> <li>• 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;</li> <li>• a meeting could not be called in sufficient time to deal with the matter.</li> </ul>
19.2	The Chair cannot take action on matters which cannot be delegated or on matters which cannot be delegated to an individual.

19.3	If the Chair takes any urgent action between meetings, the facts will be reported to the next meeting of the Board of Trustees.
<b>20.</b>	<b>Public Statements</b>
20.1	Public statement on behalf of the Board of Trustees will be made only by the Chair or those delegated to make them.
<b>21.</b>	<b>Access to Meetings of the Board of Trustees</b>
21.1	Apart from Trustees, the only people entitled to attend a meeting of the Board of Trustees are the Head Teacher, the Secretary to the Board of Trustees and, where appropriate, Associate Members.
21.2	Associate Members may be required to leave a meeting where matters of a confidential nature relating to an individual staff member or pupil are discussed.
21.3	When the Head Teacher is absent, the deputy Head Teacher will attend in his/her place but will have no vote unless appointed as acting Head Teacher in the long-term absence of the Head Teacher.
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.
21.7	The Board of Trustees can require any non-Trustee present at a meeting to leave at any time.
<b>22.</b>	<b>Pecuniary and Personal Interest</b>
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 Secretary to the Board of Trustees. This should be available at the school and on the school website for inspection.
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	<p>Anyone who is ordinarily entitled to attend Board of Trustees or committee meetings (that is Trustees, members of committees, Associate Members or Head Teachers) must withdraw and not vote on the issue if:</p> <ul style="list-style-type: none"> <li>• there could be conflict between the interest of that person and the interests of the Board of Trustees; or</li> <li>• where a fair hearing must be given and there is reasonable doubt about the individual's ability to act impartially on any matter.</li> </ul>
22.4	<p>When a committee is considering:</p> <ul style="list-style-type: none"> <li>• disciplinary action against an employee or against a pupil;</li> <li>• 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.</li> </ul>
<b>23.</b>	<b>Complaints and Staff Discipline</b>
23.1	The Board of Trustees 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.
<b>24.</b>	<b>Delegation of Functions</b>
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 of Trustees.
24.2	<p>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:</p> <ul style="list-style-type: none"> <li>• delegate work to committees with the power to make decisions on behalf of the Board of Trustees;</li> <li>• delegate work to individual members of the Board of Trustees and/or the Head Teacher;</li> <li>• set up working groups to provide information and/or make recommendations to the Board of Trustees.</li> </ul>

24.3	The arrangements for delegating functions will be reviewed annually by the full Board of Trustees.
24.4	In delegating functions to individuals, the Board of Trustees will have regard to Article 102 and 103.
<b>25.</b>	<b>Committees</b>
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: <ul style="list-style-type: none"> <li>• determine the membership (including non-Trustees where permitted and appropriate);</li> <li>• appoint the Chair of each committee annually;</li> <li>• establish and record terms of reference;</li> <li>• review the terms of reference annually;</li> <li>• decide whether or not to confer voting rights on any or all non-Trustees;</li> <li>• allow the committees to determine their own timetables within given limits;</li> <li>• determine arrangements for reporting back;</li> <li>• review the need for, and the membership of, committees annually.</li> </ul>
25.3	<i>The Board of Trustees will establish committees for the following purposes:</i> <ul style="list-style-type: none"> <li>• Finance, Facilities Management, Audit &amp; Risk Committee</li> <li>• Personnel Committee</li> <li>• Admissions Committee</li> <li>• Staff Discipline &amp; Dismissal Committee</li> <li>• Complaints Committee</li> <li>• Pay Committee</li> <li>• Head Teacher's performance management panel</li> <li>• Pupil Discipline (exclusions) Committee</li> <li>• Appeals Committee</li> </ul>
25.4	The Head Teacher 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 (Article 103).
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 secretaried by the Secretary to the Board of Trustees.
<b>26.</b>	<b>Working Groups</b>
26.1	In establishing working groups the Board of Trustees will: <ul style="list-style-type: none"> <li>• determine their purpose;</li> <li>• determine the membership, including non-Trustees, and the method of appointing the Chair;</li> <li>• allow working groups to determine their own timetables within given limits;</li> <li>• determine procedures for reporting back.</li> </ul>
26.2	The Head Teacher 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 report, including recommendations where appropriate, to the next meeting of the Board of Trustees.
<b>27.</b>	<b>Safeguarding Pupils</b>
	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 Trustees and the Chair of the Board of Trustees.
<b>28.</b>	<b>Code of Conduct</b>
	Every Trustee will be required to sign the Code of Conduct declaration at first appointment and each subsequent year of appointment at the (autumn) term meeting.
<b>29.</b>	<b>Disqualification of Trustees</b>
	Articles 69 - 81 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 should be vacated.

<b>30.</b>	<b>Board of Trustees Structure</b>
30.1	The composition and structure of the Board of Trustees and the term of office for each category of Trustee is set out in the Articles of Association. This should be reviewed on an annual basis.
30.2	The number of Trustees will be a minimum of three.
<b>31.</b>	<b>Appointment of Trustees</b>
31.1	No more than one third of the Trustees shall be employees of the Academy Trust.
31.2	The Head Teacher shall be treated for all purposes as being an ex-officio.
31.3	The Trustees shall approve procedure for election/appointment of parent and staff Trustees.
31.5	The Secretary of State may appoint additional Trustees subject to Article 60 to 64.
31.6	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.
31.7	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.
31.8	All Trustees in the interest of openness and transparency will have their full names, date of appointment, terms 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.
<b>32.</b>	<b>Annual Report and Annual Return</b>
32.1	The Trustees shall prepare: <ul style="list-style-type: none"> <li>• an annual report to be submitted to the Secretary of State by 31 December each year;</li> <li>• a Companies House annual return by 31 December each year.</li> </ul>
<b>33.</b>	<b>Influenced Company Status</b>
33.1	The Board of Trustees should consider Articles 136 to 141 before appointing a Local Authority Associated Person.

**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.**

The Board of Trustees approved these standing Orders on 29 September 2020.

To be reviewed in Autumn term 2021.