

Standing Orders for Meetings of Trustees and Local Governing Boards

Context and Status

1. The Articles of Association provide the definitive and legal framework within which the Trust operates.
2. The structure and format of the Articles does not always provide easy or accessible guide for use during a meeting or on a day-to-day basis. Hence these Standing Orders have been prepared and adopted by the Trust and should be used as the framework within which business can be conducted and decisions taken.
3. These Standing Orders should be applied within the context of the Trust's approved Scheme of Delegation.
4. In the event of a challenge to the interpretation of these Standing Orders, or if there is a lack of clarity in the process and procedures being followed, then the Articles should be consulted. Where this is required, and should there remain a difference of interpretation, then the Clerk's interpretation will take precedent.
5. To arrive at a determination the Clerk, as they see fit, may wish to consult the Chair or another member of the Board. They may also wish to consult with a senior officer of the Trust.

Code of Conduct

1. All trustees and governors must sign the code of conduct and abide by the Seven Principles of Public Life (the Nolan principles).
2. Trustees and governors are expected to sign the Trust code of conduct annually.
3. Trustees/governors are expected to attend meetings prepared in advance. Papers will be circulated timely in advance of the meeting (see below).
4. Trustees/governors are expected to exhibit behaviours and conduct that demonstrate dignity, respect and tolerance. Behaviours should also underpin the ethos of cabinet and collective responsibility.
5. The approved minutes of the meeting constitute the accurate record of the meeting.
6. There is a duty of confidentiality for discussions and individual perspectives that take place during the meeting and whilst arriving at the final outcome. This duty of confidentiality remains after the meeting. The views expressed by individuals expressed in the meeting should not be shared or attributed, unless they are recorded explicitly within the minutes.

Meetings

1. An annual schedule of meetings will be published at the beginning of the academic year. Trustees will normally meet a minimum of four times per year. The Trust Board will agree the timing and frequency for its committees. The number of meetings required each year will be recorded in the approved Terms of Reference for the respective committee.
2. Local Governing Boards (LGB) are expected to meet at least three times per year academic year, typically once per term. This number may be increased with the agreement of the LGB Chair, primarily where there is a need to provide greater oversight of the educational developments and performance within the school.
3. Formal notice of any meeting is provided via the published calendar.
4. Additional or extraordinary meetings are permissible. In such cases the Clerk will work with the Chair to identify an appropriate date and time for the meeting.

Standing Orders for Meetings of Trustees and Local Governing Boards

5. Trustees and governors will normally be provided with seven calendar days' notice of an additional or extraordinary meeting. However, this period may be shortened if the Chair determines the matters urgent.
6. When determining the need and scheduling of an extraordinary meeting, the Chair and Clerk will give due regard to the availability of trustees/governors, and in particular, the availability of any members any specific skills or experience necessary to advise the meeting.
7. The Chair will seek to identify and share with members in advance of the extraordinary meeting the intended or likely outcomes or options and provide appropriate context on the urgency of any timescales. This will support any member unable to attend to exercise their opinion in writing or request a proxy vote.
8. In the case of a meeting being curtailed due to quoracy, then the notice period may be shortened. It will be determined by the Chair and Clerk, although notice of one week will typically be provided.
9. The Chair, supported by the Clerk, will agree the meeting agenda in advance of each meeting. The agenda will normally be published seven calendar days in advance of the meeting.
10. Papers supporting the agenda will be published and circulated in advance of the meeting. Wherever possible, papers should be made available normally seven calendar days in advance of the meeting.
11. The convening of a meeting and the proceedings conducted shall not be invalidated by reason of any individual not having received written notice of the meeting or a copy of the agenda.
12. The Chair will determine whether late papers may be accepted for discussion. The Chair may adjourn a meeting temporarily to allow members an opportunity to review any late paper. Any trustee or governor can seek an adjournment. However, it will be for the Chair to determine whether it is granted.
13. The Chair will be responsible for managing the business during the meeting. In doing so they will give due regard to ensuring that any members can express an opinion. However, the Chair reserves the right to curtail discussion on any item at the time which they determine appropriate.
14. The approved minutes of the meeting will constitute the accurate record of the meeting. There is a duty of confidentiality for discussions and individual perspectives that take place within the meeting prior to arriving at the final outcome being determined and recorded.
15. The advice of the Clerk on issues of process can be sought at any time during the meeting.
16. The Board has no power to remove the Clerk during the meeting.
17. In the event that the Clerk is unable to complete the meeting, then the Chair will appoint a substitute Clerk for the remainder of the meeting. In such circumstances, the substitute Clerk may be drawn from the officers or current Board membership present, provided that the meeting remains quorate.

Virtual Meetings

1. Meetings are normally transacted in person. Where it is not possible for some or all of the trustees/governors to attend in person then the meeting can be conducted virtually via a video link or telephone.
2. Where a trustee/governor wishes to attend virtually, then arrangements should contact the Clerk at least 48 hours in advance to ensure that appropriate arrangements can be put in place. In circumstances where arrangements cannot be made, then the trustee/governor may be permitted to submit comments in writing to the Chair, via the Clerk. They may also request a proxy vote.
3. Trustees/governors attending meetings virtually continue to have the right to vote.

Agendas

1. The agenda will be agreed by the Chair, taking due regard to any items identified by the Clerk and CEO/Head for inclusion.

Standing Orders for Meetings of Trustees and Local Governing Boards

2. The Chair may mark any item as “confidential” either before the meeting or during the meeting. In such cases the minutes will be redacted or recorded as a separate confidential minute which has restricted access.
3. Items marked as confidential typically relate to financial or commercial sensitive information or are item that relate specifically to a named individual (pupil, staff member, trustees/governor), that may or may not be subject to a data access request.
4. Any item that is marked as confidential does not preclude it from being disclosable under the Freedom of Information legislation. A decision on disclosure would be taken by the appropriate officer in consultation with the Trust Data Protection Office at the time such a request is received.
5. A governor can make a request to the Chair for an item to be included on the agenda by sending it to the Clerk in advance of the meeting.
6. The agenda will normally be published at least seven calendar days in advance of the meeting.
7. The Chair may agree to include an agenda item to cover “Any Other Urgent Business”. The Chair will determine what constitutes “Urgent Business”. Normally the Chair and Clerk would be expected to be advised of an item 24 hours prior to the start of the meeting.

Meetings Quoracy

1. The terms of reference for each board will confirm what constitutes a quorum. The terms of reference are agreed by the Board of Trustees and form part of the Scheme of Delegation.
2. Where quoracy is not defined in the terms of reference, then the default for quoracy will be the greater of 3 or one third of the governors/trustees (excluding vacancies). In the case of a Local Governing Board (LGB), the quoracy must consist of at least two appointed governors.
3. If a meeting is inquorate or becomes inquorate, then the Chair, in consultation with the Clerk, will determine whether to:
 - a. delay the start of the meeting, up to a maximum of 30 minutes, if the meeting has not started;
 - b. postpone the meeting, if it has not started;
 - c. temporarily adjourn the meeting for a maximum of 30 minutes;
 - d. continue the meeting, noting in the minutes the point and time at which the meeting became inquorate;
 - e. close the meeting at the point at which the meeting became inquorate.
4. Where the Chair determines to start or continue with an inquorate meeting, then the minutes will continue to record the meeting discussions. The remaining members present will not be permitted to take any formal decisions.
5. In the event that during a meeting a vote is called for seeking the removal of the Chair, then the quorum necessary to take the vote will be formed on the basis of two thirds of the trustees/governors available and present at the start of meeting.

Decisions and Voting

1. Unless trustee/governors are voting for the Chair or Vice-Chair, or there is specific request for a secret ballot (see 6 below), then votes will be cast by verbal agreement.
2. Votes do not need to be seconded.
3. Any trustee/governor who is unable to attend a meeting may request a proxy vote. The request must be made in writing to the Clerk in advance of the start of the meeting.
4. Every trustee/governor present in person or by proxy will have one vote.
5. In the event that the poll is tied, the Chair will be permitted to have an additional “casting” vote.
6. A resolution put to the vote of the meeting shall be decided on a show of hands unless a request is made for a poll before the vote is actioned. A poll may be demanded:

Standing Orders for Meetings of Trustees and Local Governing Boards

- a. by the Chair; or
 - b. by at least two trustees/governors having the right to vote at the meeting.
7. If governors wish to revoke a decision from the previous meeting, then this proposal must be specified as an agenda item.
 8. With the approval of the Chair and a majority of trustees/governor present, the Board is permitted to delegate matters (provided these are within the Board's remit prescribed by the Scheme of Delegation) to a sub-group or formal committee for further consideration and/or action.
 9. Should the Board wish to delegate responsibility for a specific decision to be taken then this delegation should be recorded explicitly within the minutes of the meeting.
 10. The Board, should it wish, may delegate individual matters to be taken on its behalf by the Chair. In such cases, the Chair will report back to the next meeting of the Board any delegated decisions taken. These will be recorded in the minutes.
 11. The Board is permitted to seek a decision via correspondence with its members. In such cases, a clear time frame should be provided. The quoracy for a decision by correspondence is set at 50% of the eligible membership.
 12. In the event of any challenge on the process taken to arrive at a decision, then the Clerk will be consulted and their opinion on the validity of the process followed will stand. However, the Clerk may advise that the decision taking should be recorded as "pending". In such cases the Clerk will be required to seek and take appropriate advice and guidance to confirm the pending decision, or otherwise, as soon as is practically possible. In such cases, members will be advised of the outcome accordingly.

Election of Chair and Vice-Chair

1. The Chair and Vice-Chair will be elected for one calendar year unless prescribed differently within the terms of reference.
2. The term of office for Chair and Vice-Chair will normally end at the first full trustee/governors' meeting held after this term of office.
3. The election of the Chair and Vice-Chair will normally take place at the beginning of the academic year and be specified as an agenda item.
4. Expressions of interest leading to nominations can be made in advance or at the meeting. Trustees/governors can self-nominate.
5. If there is more than one candidate, then each candidate will be given a maximum of two minutes to state why they should be elected. If a candidate cannot attend the meeting, then they can submit a written statement to the Clerk in advance of the meeting. The Clerk will read this and be subject to the two-minute time limit.
6. The election will normally be held by ballot. If there is only one candidate, then a vote will still be held with trustees/governors voting either in favour or against that candidate.
7. If the vote is tied trustees/governors will discuss the result and vote again to reach a resolution. They retain the option to seek another candidate to come forward.
8. If the Chair and Vice-Chair both fail to attend a meeting then, provided that a quorum can be established, the Board members present will elect an Acting Chair for that meeting. The Acting Chair will be a trustee/governor who is a member of the Board.
9. The Clerk will normally lead and temporarily Chair the Board for any agenda item that seeks to resolve the appointment of the Chair.

END

Adopted for Trust use July 2023