

# Standing Orders – Trust Board & Committees

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## 1. Context

These Standing Orders are subject to the provision in the Articles of Association and should be used within the context the following suite of governance and related documents adopted by the Trust:

- Scheme of Delegation
- Committee Terms of Reference
- Code of Conduct for Trustees
- Role description for Trustees; Chair of Trust Board; Clerk; Company Secretary

## 2. Convening and Planning Meetings, and the Conduct of Business

### 2.1 Chair and Vice Chair

- a) The Trust Board will elect from among its number a Chair and a Vice Chair for the coming academic year (deemed to begin 1 September and end 31 August) at its final meeting of the preceding year.
- b) The Chair will conduct all meetings of the Trust Board except where, in their absence, the chair will be taken by the Vice Chair.
- c) If both the Chair and Vice Chair are absent from a meeting or have resigned, the Trust Board will elect from its number a Chair for that meeting (the Clerk temporarily overseeing proceedings to enable this).
- d) If both the Chair and the Vice Chair resign, the Company Secretary will ask the Clerk to convene a special meeting within 10 days to elect their successors.
- e) The term of office for each Trustee shall not be more than 4 years, however subject to remaining eligible to be a Trustee, any Trustee may be re-appointed or re-elected.

### 2.2 Calendar of Meetings

- a) The Trust Board will meet as a whole not less than 6 times each year.
- b) The Trust Board will plan its meetings, including those of committees, for the coming year at the final meeting of the preceding year.

### 2.3 Timing of Meetings

- a) Meetings will start at times which are acceptable to the Trust Board, and in planning will be limited to 2 hours' duration.
- b) Where business has not been completed within the time stated in paragraph 2.3a above, those present at a meeting may resolve to extend the meeting for a given time in order to deal with specified business.

### 2.4 Quorum

- a) For meetings of the Trust Board, the quorum will be one-third, rounded up, of the Trust Board when fully constituted (to a minimum of three), unless the meeting is concerned with any of the issues listed below, when the quorum must be two thirds (rounded up to a whole number) of those Trustees of the Board who are entitled to vote:
  - i. The co-option of a Trustee;
  - ii. The appointment of Trustees of a committee with delegated authority and the determination of any question relating to such a committee; or
  - iii. The removal of the Chair.
- b) The quorum for a Trust Board Committee or working party will be a minimum of three Trustees.
- c) A meeting cannot be held if inquorate, and, therefore, decisions may not be made.
- d) If during the course of a meeting it becomes inquorate it will be discontinued.
- e) A meeting may be discontinued at any time by resolution of the Trust Board.
- f) When a meeting is discontinued, or is inquorate, any items remaining on the agenda will be placed on the agenda of a subsequent meeting.

## **2.5 Convening Meetings**

All meetings will be convened by the Clerk, who must also comply with any direction of the Chair, and with any request signed by three Trustees, to convene a meeting.

## **2.6 Notice of Meetings**

- a) Written (including electronic) notice of meetings and the agenda will be sent to Trustees 14 clear days before the meeting, while those for an extraordinary meeting called by the Chair or by request of three Trustees, may be sent within a shorter time.
- b) Non-receipt of notice of a meeting will not invalidate the meeting.

## **2.7 Agenda**

- a) The agenda will be organised by the Clerk in consultation with the Chair, the Company Secretary and the CEO together.
- b) Items may be placed on the agenda by individual, or groups of, Trustees by writing to the Clerk.
- c) Papers which inform agenda items will be made available to Trustees 7 clear days before the meeting.

## **2.8 Late Items/Any Other Urgent Business**

- a) Immediately after the declarations of business and pecuniary interest have been noted, Trustees should inform the meeting of any item they wish to raise under Other Urgent Business.
- b) The meeting will decide whether any item so identified may be raised under Any Other Business, another more suitable item, whether it should be deferred to a subsequent meeting, or whether it should not be heard at all.

## **2.9 Attendance**

- a) A record will be kept of all persons attending a meeting of the Trust Board or any of its Committees.
- b) Attendance, absences and apologies should be recorded in the minutes under in following classifications:
  - i. Present: the names of Trustees (eligible to vote) including any staff Trustees;
  - ii. In attendance: the names of others who attend and participate in the meeting but are not Trustees;
  - iii. Apologies received.
  - iv. Absent and no apologies received.
- c) The time of departure of any Trustee leaving before the end of a meeting will be recorded in the minutes, as will the time of any late arrival.

## **2.10 Minutes of Meetings**

- a) The minutes of meetings will be drawn up on consecutively-numbered loose leaf pages, each page initialled by the person signing them as the true record.
- b) A dissenting view will be recorded in the minutes of the meeting, if that is the wish of one or more Trustees present.
- c) Copies of the draft minutes will be sent to the Chair within 5 working days of the meeting. Draft minutes checked for accuracy by the Chair, will be made available to all Trustees within 10 working days of the meeting.
- d) The minutes of a meeting will be considered for approval or amendment at the next meeting.
- e) Action will be taken on the basis of decisions and need not await the approval of the minutes at the next meeting.
- f) Those matters which by law must remain confidential or which the Trust Board decides shall be confidential will be identified as such in the meeting and recorded in separately documented confidential minutes.
- g) The draft minutes of meetings will be available for public inspection on request once they have been approved by the Chair.
- h) The approved minutes will be available for public inspection at reasonable times by arrangement with the Clerk alongside the Statutory Books.

## **2.11 Correspondence**

- a) All incoming correspondence, excluding any concerning a complaint, is for the attention of the Trust Board. Significant items will be presented to each meeting of the Trust Board, including any on which the Chair has already taken urgent action, so that the need for, and the nature of, action may be decided or confirmed.
- b) The Trust Board will determine by resolution who should write letters on behalf of the Board.

## **2.12 Information and Advice**

- a) The CEO and CFO has a duty to keep the Trust Board fully informed about matters affecting the Trust to ensure Trustees make informed decisions and will present an annual report.
- b) Where important information required by the Trust Board is given orally, it will be recorded in the minutes in appropriate detail.
- c) Where information is required by the Trust Board but is not readily available, reasonable time will be given for its production.
- d) Where expertise is needed but not available within the Trust Board, the Trust Board may consider co-opting an appropriate individual in accordance with the Articles of Association.

## **2.13 Discussion and Debate**

- a) The Chair will consult the Trust Board on matters raised where they appear to be not relevant to the agenda, or for which due notice has not been given.
- b) The Chair will ensure that all Trustees enjoy equality of opportunity to express their views.
- c) Recommendations received from working parties will be recorded in the written minutes.
- d) The Trust Board will receive, but not debate, decisions which it has delegated to a Committee or an individual. Decisions will be recorded in the minutes.

## **2.14 Decision-Making**

- a) Trustees recognise that all decisions must be made by a full meeting of the Trust Board unless an individual or a Committee has been delegated to deal with a specific issue.
- b) Decisions will be made after full discussion and by a simple majority by show of hands unless any one Trustee, or more, requires a secret ballot.
- c) A decision of the Trust Board is binding upon all its members.
- d) If there is a tied vote at the end of a discussion, the Chair may vote a second time to determine the issue.
- e) Decisions of the Trust Board may only be amended or rescinded at a subsequent meeting of the Trust Board when the proposal to amend or rescind appears as a separate agenda item.

## **2.15 Urgent Action**

- a) The Chair, or in their absence the Vice Chair, has authority to take urgent action between meetings provided that the following conditions exist:
  - i. Delay in dealing with the matter would be seriously detrimental to a student, a potential student, his or her parents, a member of staff, or a potential member of staff; and
  - ii. A meeting could not be called in sufficient time to deal with the matter without being seriously detrimental as described in 2.15 above.

- b) If, in rare circumstances, urgent action needs to be taken and with prior agreement (a majority of Trustees) the Trust Board/ Committee Clerk may organise a vote using electronic systems.
- c) If any urgent action is taken by the Chair or votes using electronic systems between meetings, the facts will be reported to the next meeting of the Trust Board.

## **2.16 Public Statements**

Public statements will be made only by those delegated to make them.

## **2.17 Access to Meetings of the Trust Board and its Committees**

- a) Those persons entitled to attend a meeting of the Trust Board and its Committees are any of its members, the Head of Governance & Compliance, the Clerk and the Company Secretary (In respect of the Finance, Resources, Audit and Risk Committee, the CFO; People Committee, the Head of HR; Education and Safeguarding Committee, the Head of School Improvement).
- b) The CEO and other members of the Executive Team are entitled to attend the meeting, unless the matters being discussed are required to be confidential.
- c) The Trust Board will decide who, other than a Trustee, the Head of Governance & Compliance, the Clerk and the Company Secretary, will be admitted to a meeting.
- d) The Trust Board will determine its procedures for responding to those seeking permission to attend meetings.
- e) The Trust Board will decide which of its meetings, if any, will be open to the public.
- f) If a meeting is to be opened to parents/the public, reasonable notice will be given.

## **2.18 Pecuniary and Personal Interest**

- a) The Trust Board will maintain a register of the pecuniary interests of its members, each member confirming the completeness of their declaration annually or at the point of any relevant change notifying this to the Clerk.
- b) Trustees will draw attention as appropriate to their declared pecuniary or personal interests.
- c) A Trustee will be required to withdraw from a meeting if they:
  - i. Stand to gain financially from a matter under consideration
  - ii. Have personal interest in a matter under consideration; or
  - iii. Are a relative of a student, parent or employee being discussed.
- d) Trustees who have relevant declared personal interests must be allowed to attend a meeting to give evidence if they have made relevant accusations, or are witnesses in the case, when it is discussing:
  - i. Disciplinary action against an employee or student; or
  - ii. A matter arising from an alleged incident involving a student.

## **2.19 Delegation of Functions**

The Trust Board will decide as occasion arises the delegation of its functions in relation to complaints, appeals, the dismissal or grievance of a staff member, the exclusion of a student and pay decisions in relation to staff performance.

## **2.20 Committees and Working Parties**

- a) In order to ensure the most efficient use of time and resources, and in some cases to ensure absolute propriety, the Trust Board will, where it is proper and appropriate to do so:
  - i. Set up Committees and working parties to provide information and/or make recommendations to the Trust Board;
  - ii. Delegate work to individual members of the Trust Board.

## **2.21 Committees**

- a) Committees may be given delegated authority to make decisions on behalf of the Trust Board only where delegation is not forbidden by requirement.
- b) When establishing Committees, the Trust Board, in addition to ensuring that between three and five Trustees are appointed to each, will:
  - i. Determine the membership and the method of appointing the Chair of each committee;
  - ii. Establish and record terms of reference for approval by the Trust Board;
- c) The Board may co-opt non-Trustees to committees but they may not vote on any matter;
- d) The membership of an appeal committee will not include any member of the relevant Local Governing Body (LGB) "first" committee or a Trustee who had any previous involvement with the matter under appeal.
- e) The Trust Board will ensure that the appeal committee will have no fewer members than the relevant LGB "first" committee.
- f) A Committee will provide a written report of its decisions and action to the next meeting of the Trust Board.
- g) The minutes of a Committee meeting will be approved by the relevant committee in accordance with the provisions for the Trust Board minutes, and a copy will be presented to the next meeting of the Trust Board for information and filing.

## **2.22 Resignation**

Any Trustee may resign as such by giving notice in writing (electronic form accepted) to the Clerk, specifying the future date on which resignation is to be effective unless it is with immediate effect on date of the communication.

## **3. Review**

- a) Amendments to these Standing Orders may be made only by the Trust Board.