

# STANDING ORDERS FOR USE BY THE BOARD OF TRUSTEES OF WOKING COLLEGE

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## 1 INTRODUCTION

- 1.1 To assist in ensuring that governance at Woking College is conducted in a manner that accords with the Articles of Association it is proposed to adopt Standing Orders. Their purpose is to define the basic rules and procedures by which the Board of Trustees of Woking College and its committees will conduct its business.

## 2 INTERPRETATION

- 2.1 Reference in these Standing Orders to the masculine gender shall include the feminine; the singular the plural, and vice versa.

- 2.2 In these Standing Orders words and phrases which are defined in the Articles of Association shall have the same meaning in these Standing Orders. The following words and expressions shall have the following meaning:

“Articles” shall mean the Articles of Association of the Academy Trust;

“Chair” shall mean, unless the context indicates otherwise, the Chair of the Board of Trustees or in his absence, the Trustee acting in that capacity;

“College” shall mean Woking College;

“Trustee” shall mean any person appointed as a Trustee in accordance with the Articles of Association of the Academy Trust and the expression “the Board” shall mean the members of the Academy Trust Board;

- 2.3 The expression 'clear days' means the time is to be reckoned exclusive of the day the notice is given and on the day of the meeting. A Sunday or a public holiday is counted as a clear day.

## 3 AUTHORITY

- 3.1 The legal framework within which the Board is authorised to govern the affairs of the College, by virtue of the Powers delegated by the Secretary of State for Education, is set out in the Articles of Association of the Academy Trust, copies of which are provided to all Trustees on their appointment, and the Funding Agreement. The Board must at

all times act within its powers and in accordance with the Articles of Association of the Academy Trust and the Board's Standing Orders and Terms of Reference.

- 3.2 These Standing Orders set out the Board's policy and practice on those issues which it has power to determine. In the event of a conflict between the College's Standing Orders and the Articles of Association of the Academy Trust, the Articles of Association shall prevail.
- 3.3 With the exception of approving the educational character of the College and the annual budget, the Board delegates to the Principal the responsibility for managing the affairs of the College in accordance with the policies of the Board and the requirements of the Education and Skills Funding Agency (ESFA). Financial management is to be exercised in accordance with the Financial Procedures and Scheme of Delegation approved by the Board.

### **Conditions of service of Trustees**

- 3.4 It is a condition of service as a Trustee that those so appointed agree:
- (a) The authority of these Standing Orders and the powers given to the Chair, Vice-Chair and the Trustees acting as a Corporate Body;
  - (b) Unless specifically directed by the resolution of the Board of Trustees, Trustees have no power or authority vested in them as individuals;
  - (c) To act in the best interests of the College; for the interests of the students and other users of the College's services, and the safeguarding of public funds and not for any improper purpose, or for personal motive;
  - (d) Not to allow any sectional interest to take precedence; Trustees are not appointed as 'representatives' or 'delegates' of any outside body, and may not be lawfully bound by mandates given to them by others;
  - (e) Woking College's Code of Conduct for Trustees which sets out the standards of conduct and accountability expected of Trustees;
  - (f) The doctrine of collective responsibility and agree to stand by a decision even if it was not taken unanimously;
  - (g) That a minimum attendance level at all Board of Trustees and committee meetings of 80% is required by Trustees;
  - (h) To adhere to the seven principles of public life as recommended by the Nolan Committee's reports "Standards in Public Life". In summary, these are:
    - (i) **Selflessness**  
Holders of public office should take decisions solely in terms of the public interest. They should not do so in order to gain financial or other material benefits for themselves, their family or their friends.
    - (ii) **Integrity**  
Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might influence them in the performance of their official duties.

**(iii) Objectivity**

In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit.

**(iv) Accountability**

Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.

**(v) Openness**

Holders of public office should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.

**(vi) Honesty**

Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.

**(vii) Leadership**

Holders of public office should promote and support these principles by leadership and example.

3.5 These Standing Orders have in mind that the Board is a body with a common purpose - the well-being and success of Woking College. Where Standing Orders do not cover a particular event or circumstance, it will be for the Chair of the Board, the Vice Chair of the Board, or a Chair of a Committee, as appropriate, to consult with Trustees present and agree a way forward. Where agreement cannot be reached, the matter is to be referred to the Chair of the Board whose ruling is final and binding on all Trustees

3.6 These Standing Orders having been adopted by the Trustees at its meeting on 4 July 2018, may only be altered with the approval of the Board.

3.7 These Standing Orders will be reviewed bi-annually by the Board.

## 4 MEMBERSHIP OF THE BOARD OF TRUSTEES

### 4.1 Categories of Trustees

The Board of Trustees shall comprise up to 11 Trustees from the following categories:

- (a) **8 skills based Trustees**, who have the necessary skills to ensure that the Board of Trustees carries out its functions;
- (b) **The Principal**, if he or she chooses to be a Trustee;
- (c) **2 Parent Trustees**, who, at the date of their election, are the parent of a student aged under 19 attending the College nominated and elected by the parents.

#### 4.2 **Skills Audit**

The Board shall annually conduct a skills audit to monitor the current level of skills, qualities and other relevant attributes of its membership in order to identify any shortfall when next reviewing nominations for any vacancy. The Clerk shall conduct the appropriate audit.

#### 4.3 **Eligibility**

Trustees must meet the criteria required by statute to become a Director of a Company and Trustee of a Charity and will so indicate by signing a declaration on appointment and confirming this annually.

#### 4.4 **Period of Office**

- (a) The Principal will be a member of the Board of Trustees for the period of his/her appointment as Principal. All other Trustees will serve for a period of four years.
- (b) The Principal shall be deemed to have retired from the Board upon termination of his/her service at the College.
- (c) Trustees may resign at any time from the Board or a committee by giving notice in writing to the Clerk.
- (d) Trustees due to retire, having completed a term of office on the Corporation, remain in office until the last day of the relevant academic year.
- (e) Trustees retiring at the end of their term of office will be eligible for reappointment. This applies both to membership of the Board and its committees. Subject to their continuing eligibility, Trustees reaching the end of their term of office will be eligible for re-appointment for a second term. Trustees will generally not be considered for a third term unless there is a particular skills shortage or there are other circumstances why their continuation in office is needed. In the event that a Trustee is appointed for a third term of office such appointment shall be limited to a maximum term of two years.

### 5 **Chair and Vice-Chair of the Board**

- 5.1 The Chair and Vice-Chair of the Board shall be elected for a term of office of one year at the last Board meeting before the expiry of their term of office. This is effectively the last Board meeting of the academic year unless the Chair or Vice Chair resign prematurely in which case a new Chair or Vice Chair is elected following their resignation. A Trustee who is employed by the Academy Trust shall not be eligible for election as Chair or Vice Chair.
- 5.2 The Clerk will invite nominations, which must be seconded. A Trustee can nominate him/herself for office and does not need to be present at the meeting to be considered. Nominees must agree to their nomination. A ballot will be held in the event of more than one nomination. (The ballot will normally be 'open' unless a majority of Trustees by a show of hands request a 'closed' ballot).
- 5.3 The Clerk 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.

- 5.4 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.
- 5.5 If nobody has indicated willingness to stand for the office of Chair, the meeting will be adjourned until a Chair can be elected.
- 5.6 The Chair can be removed from office in accordance with Article 91 and 92. A motion to remove the Chair or Vice-Chair must be an agenda item for a Board 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.

## **6 Calendar of Meetings**

- 6.1 The Board will meet at least three times in each College year, preferably termly.
- 6.2 Committees will meet at a frequency determined by the Board.
- 6.3 The Board will plan its meetings dates, including those of any committee and/or working groups, on an annual basis at the last meeting of the summer term.
- 6.4 The Academy Trust shall hold an Annual General Meeting every year in addition to any other meetings in that year (Article 19).

## **7 Timing and Duration of Meetings**

- 7.1 Meetings will start at times that are acceptable to the Board.
- 7.2 A meeting may be discontinued at any time if the Board so resolves.

## **8 Quorum**

- 8.1 The quorum for all business of the Board 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 chair 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.
- 8.2 Trustees and Committee Members who declare an interest at any meeting will be discounted in determining quoracy on any vote relating to that matter.
- 8.3 A meeting will be discontinued if it becomes inquorate.
- 8.4 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.

## **9 Conflicts of Interest**

- 9.1 Trustees must declare conflicts of interest in accordance with Article 97. Trustees will be asked at the beginning of a meeting to declare any interests, which will be noted in

the minutes by the Clerk. If an interest is declared, Trustees will be required to withdraw from a meeting under circumstances set out in Article 97 and 98.

- 9.2 If there is a dispute about a person attending a meeting of the Board being required to withdraw, the matter of withdrawal shall be determined by the Board.

## 10 **Clerk to the Trustees**

- 10.1 The Board 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 Principal.

- 10.2 All the meetings will be convened by the Clerk, in accordance with arrangements made by the Board, but subject to:

- (a) any direction from the Chair where the matter is urgent;
- (b) any requisition signed by three Trustees

- 10.3 The Clerk is entitled to attend all meetings of the Board (including meetings of its Committees) but will be required to withdraw from any part of a meeting at which his remuneration, conditions of service, conduct, suspension, dismissal or retirement are to be considered or where the business under discussion is such that the Trustees consider that the Clerk should not be present. In such instances the Trustees shall appoint from their number a person to act as Clerk for the duration of such meeting or part of a meeting.

- 10.4 Should the Clerk not attend a meeting at short notice, then a Trustee, but not the Principal, can act as clerk for that meeting.

- 10.5 The Clerk is directly responsible to the Board of Trustees.

- 10.6 The Clerk is able to seek independent professional and legal advice on behalf of the Board as required. The Clerk would normally confirm the need and cost of advice with the Chair, Vice Chair, Principal or Committee Chair before seeking advice.

## 11 **Notice of Meetings**

- 11.1 Written notice of meetings, together with the agenda, will be sent at least seven clear days before the meeting, except where the Chair calls an urgent meeting at short notice.

- 11.2 Non-receipt of notice of a meeting will not invalidate the meeting.

- 11.3 A 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 College, at all reasonable times, for inspection by anyone wishing to see them (Article 124).

- 11.4 Any Trustee shall be able to participate in meetings of the Trustees by telephone or by any suitable electronic means agreed by the Trustees as per Article 126 and by which all those participating in the meeting are able to communicate with all other participants providing at least 48 hours' notice of their intention is given and that trustees have access to appropriate equipment.

## 12 **Agenda**

- 12.1 The agenda will be prepared by the Clerk in accordance with any determination of the Board and in consultation with the Chair and the Principal.
- 12.2 Papers which inform agenda items will be sent to Trustees with the agenda seven clear days before the meeting.

## 13 **Suspension of Trustees**

- 13.1 The Board may by resolution suspend a Trustee for all or any meetings of the Board, or of a committee, for a fixed period of up to six months on one or more of the following grounds:
- (a) that the Trustee, being a person paid to work at the College, is the subject of disciplinary proceedings in relation to his/her employment;
  - (b) that the Trustee is the subject of proceedings in any court or tribunal, the outcome of which may be that he/she is disqualified from continuing to hold office as a Trustee under the Articles of Association;
  - (c) that the Trustee is in breach of any of the provisions of the Code of Conduct which the Board believes has, or could, bring the office of Trustee into disrepute;
  - (d) that the Trustee has acted in a way that is inconsistent with the ethos of the College and has brought or is likely to bring the College or the Board or the office into disrepute or;
  - (e) that the Trustee is in breach of his/her duty of confidentiality to the College or to any member of staff or to any student at the College.
- 13.2 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.
- (a) 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.
  - (b) 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 during the period of his suspension.
  - (c) 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.

## 14 **Attendance and Removal from Office**

- 14.1 A record will be kept of all persons attending a meeting of the Board or any of its committees.

- 14.2 The time of arrival and/or departure of any Trustee not in attendance throughout any meeting will be recorded in the minutes.
- 14.3 Where a Trustee sends an apology for absence with reason, the Board 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.
- 14.4 If a Trustee is absent without the permission of the Board from all their meetings held within a period of six months, and the Board resolves to remove him/ her, the Trustee will cease to hold their office.

## 15 **Minutes of Meetings**

- 15.1 Any dissenting views will be recorded in the minutes of the meeting, if that is the wish of one or more of the Trustees present.
- 15.2 Action will be taken on the basis of decisions and need not await the approval of the minutes of the next meeting.
- 15.3 Copies of the approved draft minutes will be sent to all members of the Board as soon as cleared by the Chair.
- 15.4 The minutes of each meeting will be considered for approval or amended at the next meeting and, once approved by the Board as a true record, will be signed and dated by the Chair.
- 15.5 Those matters, which the Board determines shall remain confidential, will be minuted separately and such minutes and confidential papers will not be made publicly available. Reports relating to Staff Remuneration, a Special Committee, monthly financial statements, management accounts and commercially sensitive information shall be considered confidential to the Board and College Senior Management Team.
- 15.6 Approved draft minutes, and subsequently the approved minutes, will be made available at the College, at all reasonable times, for inspection by anyone wishing to see them.

## 16 **Information and Advice**

- 16.1 The Principal has a statutory duty to keep the Board fully informed, and will present a written report each term to a meeting of the Board.
- 16.2 Where important information required by the Board is given orally, it will be recorded in the minutes in appropriate detail.
- 16.3 Where information required by the Board is not readily available, reasonable time will be given for its production.
- 16.4 Where expertise is needed but not available within the Board, the Board may consider appointing an appropriate non-trustee to attend meetings.
- 16.5 All Trustees should have a working knowledge of the Governance Handbook (October 2020 or later) and the Academy Trust Handbook (September 2022 or later).

## 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 Trustees enjoy equality of opportunity to express their views. The aim is to have free, frank and beneficial discussion with the minimum of formality. To achieve this aim discussion will be governed by the following rules:
- (a) Every Trustee/person desiring to speak shall signify his/her wish to the Chair who shall determine the order of speaking.
  - (b) Speeches are to be addressed to the Chair.
  - (c) The content is to be relevant to the matter under discussion.
  - (d) Intemperate language is not permitted.
  - (e) Unless on a point of order, Trustees are not to be interrupted.
  - (f) Unless prior permission is given by the Chair, their maximum permitted duration is 5 minutes.
  - (g) The Chair may direct a Trustee to cease speaking if in his opinion it is in the interests of the meeting that he so order.
  - (h) If, in the opinion of the Chair, any Trustee persistently disregards the ruling of the Chair, or behaves improperly or offensively so as to obstruct the business of the meeting, the Chair may move that the Trustee should not be heard further and the motion, if seconded, shall be determined forthwith. In extreme cases, the Chair may require a Trustee to leave the meeting.

## 18 Motions

- 18.1 A Trustee may place a motion before the Board for debate, provided that the notice of the motion in writing, signed by at least one Trustee, is lodged with the Clerk to the Trustees at least 8 working days before the date of the meeting at which the motion is to be proposed. Where such notice has not been given, the Chair may direct that it be submitted in writing before he/she will consider whether to allow it to be put to the meeting for discussion.
- 18.2 All motions must be relevant to the College or to an aspect of business or procedure over which the Board has power.
- 18.3 The following motions which may be moved without notice:
- (a) That a Chair is appointed for the meeting.
  - (b) That minutes are corrected.
  - (c) That the meeting moves to the next item on the agenda.
  - (d) That further discussion on the subject is adjourned.
  - (e) That the order of business is changed.

- (f) That the subject be referred to committee.
  - (g) That a committee be appointed.
  - (h) That reports or recommendations from committees or Trustees be adopted.
  - (i) That a motion is withdrawn.
  - (j) That a motion is amended.
  - (k) That a document is sealed.
  - (l) That Standing Orders are suspended.
- 18.4 The Board 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.
- 18.5 Recommendations received from working groups will be recorded in the minutes, together with any related Board resolution.
- 19 Decision Making**
- 19.1 Members of the Board recognise that all decisions must be made by the Board unless an individual or a committee has been delegated to deal with a specific issue.
- 19.2 All matters are decided by a majority of the votes of the Trustees present and voting on the decision by a show of hands. Every Trustee has one vote. This includes any Trustees participating by telephone link. In the event of a tie, the Chair has a casting or second vote.
- 19.3 Voting in the election of the Chair or Vice-Chair where there is a contest will be held by secret ballot. There is no second or casting vote in the election of chairman.
- 19.4 A vote may be conducted by secret ballot if a majority of Trustees present and entitled to vote on a particular issue so wish. It is envisaged that such an arrangement will only be needed in exceptional circumstances.
- 19.5 Postal votes or voting by proxy is not permitted.
- 19.6 A Trustee may request that the minutes record whether each Trustee present at the meeting voted for or against the resolution before them, or abstained. Such requests must be made before the vote is taken.
- 19.7 Decisions of the Board are binding upon all its members.
- 19.8 Decisions of the Board may only be amended or rescinded at a subsequent meeting of the Board when the proposal to amend or rescind appears as a specific agenda item.
- 20 Urgent Action**
- 20.1 The Chair or in his absence the Vice-Chair, has the authority to take urgent action between meetings where:

- (a) a delay in dealing with matter would be seriously detrimental to the interest of the College, a student, his/her parents, or a member of staff; or
  - (b) a meeting could not be called in sufficient time to deal with the matter
- 20.2 If the Chair takes any urgent action between meetings, the facts will be reported to the next meeting of the Board in order for decisions to be ratified by the Board.

## 21 Public Statements

- 21.1 Public statements on behalf of the Board will be made only by the Chair or Principal or those delegated to make them.
- 21.2 The content of the statements will be the subject of consultation between the Chair or Principal and the College management.
- 21.3 It is recognised that the majority of issues which require public statement concern the strategic management and day to day operation of the College and are therefore dealt with by, or on behalf of, the Principal.
- 21.4 All correspondence to the Board should be addressed to the Clerk or the Chair. It is the responsibility of the Clerk to the Trustees to respond to correspondence on behalf of the Trust Board in accordance with its wishes.

## 22 Access to Meetings of the Board

- 22.1 Apart from Trustees, the only people entitled to attend a meeting of the Board are the Principal, the Clerk and where appropriate non-Trustee members of Committees of the Board of Trustees.
- 22.2 A person wishing to attend a Board meeting as an observer should first approach the Clerk in advance who will arrange with the Chair for the issue to be taken as the first item of business on the agenda. Until the Board reaches a decision, the person wishing to attend the meeting will be required to remain outside the meeting room. While considering such requests the Board will have regard to the availability of space in the meeting room and the reason for the request to attend.
- 22.3 Unless specifically invited to do so by the Chair, members of the public and the press do not have speaking rights at any time during a meeting of the Board.
- 22.4 If there is any form of disruption by members of the public and/or press the Chair will have the authority to suspend the meeting.
- 22.5 When it is possible to reconvene the meeting the Board will consider the withdrawal of the invitation to the members of the public and/or press to be in attendance at the meeting. The decision of the Board in such matters is final.
- 22.6 Non-trustees may be required to leave a meeting where matters of a confidential nature relating to individual staff or student are discussed.
- 22.7 When the Principal is absent, the Deputy Principal will attend in his/her place but will have no vote unless appointed as Acting Principal in the long-term absence of the Principal.

- 22.8 The Board 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/ invited student observers / the public.
- 22.9 If the meeting is to be opened to parents/the public reasonable notice will be given.
- 22.10 The Principal may invite officers 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 and the Board can require any non Trustees present at a meeting to leave at any time.
- 22.11 The Assistant Principal(s) will be invited to attend meetings of the Board as part of their professional development.

### **23 Pecuniary and Personal Interest**

- 23.1 Trustees will annually confirm their Register of Business Interests by reviewing, amending as appropriate and confirming their individual record on GovernorHub. This is the responsibility of each Trustee and will be checked by the Clerk. A summary of all business interests will be available at the College for inspection and published on the website.
- 23.2 Trustees will draw attention as appropriate to any pecuniary or other personal interest, whether that interest has previously been registered or not.
- 23.3 Anyone who is ordinarily entitled to attend Board or committee meetings (that is Trustee, members of committees, non- trustees or Principal) must withdraw and not vote on the issue if:
- 23.4 there could be conflict between the interest of that person and the interests of the Board or;
- 23.5 where a fair hearing must be given and there is reasonable doubt about the individual's ability to act impartially on any matter.
- 23.6 When a committee is considering:
- (a) disciplinary action against an employee or against a student;
  - (b) a matter arising from an alleged incident involving a student,

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.

### **24 Trustees' Expenses**

- 24.1 Trustees are prohibited from receiving any remuneration or attendance allowance in respect of their membership of the Board of Trustees. Trustees are allowed to claim the same out of pocket expenses as are paid to members of staff for attendance at any external conference or event on behalf of the Board in accordance with Article 6.5. No payments will be made for loss of earnings. Expenses claims should be submitted to the Clerk to the Trustees.
- 24.2 Trustees should not receive gifts, hospitality or benefits of any kind from a third party which might be seen to compromise their personal judgment or integrity as a Trustees.

Any offer or receipt of such gifts, hospitality or benefits should immediately be reported to the Clerk.

## 25 **Complaints and Staff Discipline**

- 25.1 The Board will establish procedures for dealing with general and curriculum complaints.
- 25.2 The Board will establish procedures for dealing with staff discipline matters and staff grievances.

## 26 **Delegation of Functions**

- 26.1 The Board 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.
- 26.2 In order to ensure the most efficient use of time and resources, and in some cases to ensure absolute propriety, the Board will:
  - 26.3 delegate work to committees with the power to make decisions on behalf of the Board;
  - 26.4 delegate work to individual members of the Board and/or the Principal;
  - 26.5 The arrangements for delegating functions will be reviewed annually by the Board.
- 26.6 In delegating functions to individuals, the Board will have regard to Articles 105, 105A and 106.

## 27 **Committees**

- 27.1 Committees, if any, will have delegated authority to make decisions on behalf of the Board
- 27.2 strictly in accordance with the terms of delegations.
- 27.3 When establishing committees, the Board will ensure compliance with the Articles and will:
  - (a) determine the membership (including non-trustees where permitted and appropriate)
  - (b) allow the committee to elect its chair
  - (c) establish and record Terms of Reference
  - (d) review the Terms of Reference annually
  - (e) allow the committees to determine their own timetables within given limits
  - (f) determine arrangements for reporting to the Board
  - (g) review the need for, and the membership of, committees annually
- 27.4 The board will establish committees for all staff appeals (pay, discipline and grievance) as and when required:

- 27.5 The Principal has the right to attend any committee meetings subject to the statutory rules on withdrawal.
- 27.6 All committees and individuals with delegated powers will report in writing to the next meeting of the Board about any decisions made or action taken.
- 27.7 All committees with delegated powers will keep formal minutes, and copies will be presented to the next meeting of the Board.
- 27.8 All meetings of committees will be clerked by a person who is not the Principal.

## 28 Working Groups

- 28.1 In establishing working groups the Board will:
- (a) determine the membership, including non-trustees, and the method of appointing the chair;
  - (b) allow working groups to determine their own timetables within given limits;
  - (c) determine procedures for reporting to the Board.
- 28.2 The Principal has the right to attend any meeting of any working group.
- 28.3 Working groups established for specific purposes will be discontinued when their work has been completed.
- 28.4 All working groups will present a written report, including recommendations where appropriate, to the next meeting of the Board.

## 29 Safeguarding Students and staff

- 29.1 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 Disclosure and Barring Service records checks, obtaining enhanced DBS certificates and making any further checks, as required and appropriate for individual Trustees and the Chair of the Trustees.
- 29.2 In the event that such a check gives rise for due concern, then the Chair in consultation with the Principal shall conduct a risk assessment to determine the suitability of the person in question to continue as a Trustee.
- 29.3 The Board is committed to protecting the safety of young people and vulnerable adults. Trustees are required to comply with the College safeguarding procedures.

## 29.4 Whistleblowing

- 29.5 The Board shall approve and keep under review a whistleblowing policy which enables employees to draw attention to malpractice, whilst at the same time protecting such employees against victimisation.

## 30 Code of Conduct

By accepting appointment to the Board, each Trustee agrees to accept the provisions of the Code of Conduct for Trustees.

### **31 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.

### **32 Board of Trustees Structure**

32.1 The structure of the Board should be reviewed regularly.

32.2 The number of Trustees will be a minimum of three.

### **33 Appointment of Trustees**

33.1 No more than one third of the Trustees shall be employees of the Academy Trust.

33.2 The Principal shall be treated as a Trustee (Article 57).

33.3 The Trustees shall approve the procedure for election/appointment of Parent and Staff Trustees.

33.4 The 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 subject to them remaining eligible to be a particular type of trustee, Trustees reaching the end of their term of office will be eligible for re-appointment for a second term. This will be reviewed by the Trustee Succession Planning / Governance Working Party which will make a recommendation to the Board. Trustees will generally not be considered for a third term unless there is a particular skills shortage or there are other circumstances why their continuation in office is needed. In the event that a Trustee is appointed for a third term of office such appointment shall be limited to a maximum term of two years.

33.5 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.

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

### **34 Annual Report and Annual Return**

The Trustees shall prepare: an annual report to be submitted to the Secretary of State and the Principal Regulator by 31 December each year; and an annual return to the Registrar of Companies by 31 December each year

### **35 Appointment of Senior Post-Holders**

35.1 Where there is a vacancy or expected vacancy in a senior post, the Board shall—

(a) advertise the vacancy nationally; and

(b) appoint a Selection Panel consisting of—

(i) at least five Trustees including the Chair or the Vice-Chair or both, where the vacancy is for the post of Principal; or

(ii) the Principal and at least three other Trustees where the vacancy is for any other senior post.

35.2 The members of the Selection Panel shall—

(a) decide on the arrangements for selecting the applicants for interview;

(b) interview the applicants; and

(c) where they consider it appropriate to do so, recommend to the Board for appointment one of the applicants they have interviewed.

### 36 **Influenced Company Status**

The Board should consider Articles 139 to 144 before appointing a Local Authority Associated Person.

### 37 **Self-Assessment**

37.1 The Trust Board shall consider on an annual basis:

(a) the training and development needs of its members;

(b) an assessment of its own performance as perceived by individual Trustees;

(c) attendance levels of Trustees at meetings of the Board and its Committees; and

(d) its own range of skills and experience, in order to identify and rectify any deficiencies.