

SHINE Multi Academy Trust Standing Orders

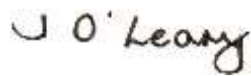


Management log

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Signed	Signed



Chair of the board



CEO

Document history

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V1	May 2017	Helena Brooks	May 2017	May 2017	To secure a document which outlines the standing orders to be abided by
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Directorates affected by these orders – trustees and governors

Please note that the version of this document contained at <https://www.shine-mat.com/shine-documentation/> is the only version that is maintained.

Any printed copies should therefore be viewed as ‘uncontrolled’ and as such, may not necessarily contain the latest updates and amendments.

Related policies

Policy	Website link
Articles of Association	https://www.shine-mat.com/statutory-documentation/
Code of Conduct	https://www.shine-mat.com/shine-documentation/
Conflicts of Interest	https://www.shine-mat.com/shine-documentation/
Complaints	https://www.shine-mat.com/business-and-personnel/
Education Skills Funding Agency (ESFA) Academy Trust Handbook	https://www.gov.uk/guidance/academy-trust-handbook
ESFA Complaints Procedure	https://www.gov.uk/government/organisations/education-and-skills-funding-agency/about/complaints-procedure
Equality	https://www.shine-mat.com/special/pupil-welfare/
General Data Protection Regulation (GDPR)	https://www.shine-mat.com/gdpr-1/
Governance Handbook	https://www.gov.uk/government/publications/governance-handbook
Governance Structures and Roles	https://www.gov.uk/government/publications/governance-structures-and-roles
Terms of Reference and Scheme of Delegation	https://www.shine-mat.com/shine-documentation/
Whistleblowing	https://www.shine-mat.com/business-and-personnel/

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1. Chair and vice chair

1.1. At the first meeting in each academic year (or when a term of office is due end) the board will elect from its number a chair and vice-chair. The board will also elect the local governing bodies (LGB) chair and vice chair. The term of office for each post will be one year. The board cannot conduct its business without an elected chair. A trustee / local governor¹ who is paid to work at the school is not eligible to be chair or vice-chair of the board or the academy they are appointed to.

- Eligible trustees will indicate their intention to stand as chair or vice-chair to the clerk of the board (clerk) before the meeting. If no nominations are received for either posts, trustees may put their names forward at the meeting.
- The clerk will chair the meeting during this item but may not vote. If the election is contested, the candidates must withdraw from the meeting during the vote and may not vote themselves. The election will be held by secret ballot.

1.2. The chair will conduct all meetings of the board except that in his/her absence, the chair will be taken by the vice chair. (This also applies to the LGB)

1.3. If both the chair and vice-chair are absent from a meeting, the board will elect a chair for that meeting. (This also applies to the LGB)

1.4. If the board (or LGB 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.

1.5. 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.

1.6. If both the chair and vice-chair resign, or have to relinquish their offices for any reason, the board will hold a special meeting according to their Articles of Association to elect their successors, such meeting to be chaired by the clerk until the chair is elected.

1.7. The board can remove the chair or vice-chair from office. A motion to remove the chair or vice-chair must be an agenda item for a board meeting and the agenda must be

¹ Within Mutli Academy Trusts trustees appoint local governors to support them in their duties, but to ease the reading of this document local governors will be referred to as governors.

circulated to board members fourteen days in advance of the 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 before he/she withdraws from the meeting and the board votes on the proposal to remove the chair or vice-chair from office. The board reserves the right to remove the chair or vice chair of the LGB.

2. Calendar of meetings

2.1. The board (and LGB) will meet at least three times a year, preferably termly.

2.2. The board have delegated financial scrutiny to their appointed finance and business committee, and they will meet at least six times a year to meet their obligations to the Education Skills Funding Agency (ESFA) Financial Academies Handbook.

2.3. The board will plan its full board meetings and committee meetings on an annual basis in the summer term of the preceding academic year; they will also agree the annual plan for the LGB's. LGBs and committee meetings will normally be held before the board meeting each term so that all business can be reported to the board. Working groups are convened as required.

3. Timing of meetings

3.1. Meetings will start at times which are acceptable to the board (and LGB) and will be limited to two hours duration, except in exceptional circumstances.

3.2. Where the business has not been completed within the agreed time, those trustees / governors present may resolve to continue the meeting in order to deal with the business notified on the agenda.

3.3. A meeting may be discontinued at any time if the board (and LGB) so resolves.

4. Quorum

4.1. The legal minimum quorum for board meetings is set out in the [Articles of Association 117 and subject to Article 119](#), the quorum for a meeting of the trustees, and any vote on any matter thereat, shall be any three trustees, or where greater, any one third (rounded up to a whole number) of the total number of trustees holding office at the date of the

meeting. Unless decisions are made surrounding matters detailed in 119 states two thirds of trustees must be in attendance i.e. removal of a trustee or the chair.

4.2. Therefore, according to articles 117 and 119, when the board membership is complete, the quorum will be one third of the appointed number unless decisions with regard to appointment and removal of trustees or the chair then two thirds of the appointed number.

4.3. The board will define the composition of their LGBs at a minimum the LGB's will consist of two staff governors (inc headteacher), two parent governors and two co-opted governors.

4.4. A meeting will not take place if it is inquorate or will be discontinued if it becomes inquorate.

4.3. If a meeting is inquorate or discontinued for any reason, any items remaining of the agenda will be placed on the agenda of a subsequent meeting, which must be established by the clerk (or LGB appointed clerk) as soon as is reasonably practicable, but in any event within seven days of the date on which the meeting was originally to be held or was so terminated.

5. Clerk

5.1. The board must appoint a clerk, to support their meetings and each of its committees (including LGBs). Trustees, advisors and the CEO cannot be the appointed clerk. The CEO / headteacher cannot be appointed as clerk to a LGB and its committee.

5.2 If the clerk does not attend a meeting the trustees present at the meeting can appoint a member of the board / LGB or committee (but not the CEO / headteacher) to act as clerk for that meeting.

5.3 The board can remove their clerk from office by resolution at a board meeting.

6. Advisors

6.1. The board and their LGB can benefit from being able to draw on expertise and experience from outside their formal trustee membership. The board can appoint advisors to serve on their board, their LGB and committees and attend meetings by invitation.

6.2. Advisors do not have the right to vote at board, LGB or committee meetings.

7. Convening meetings

7.1. All meetings will be convened by the clerk (or LGB clerk), in accordance with arrangements made by the board, but subject to:

- a) any direction from the chair where a matter is urgent
- b) any requisition signed by three trustees

8. Notice of meetings

8.1. Written notice of meetings, together with the agenda, will be sent to arrive seven² clear days before the meeting, except where the chair calls an urgent meeting at short notice, to:

- a) the trustees at their registered addresses or via the academy, as per individual arrangement
- b) the CEO, if not a trustee

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

8.3. Notices of meetings and the accompanying agenda will be made available at the academy, at all reasonable times, for inspection by anyone wishing to see them.

9. Agenda

9.1. The agenda will be organised by the clerk in consultation with the chair of board, the CEO and the chairs of the two “standing” committees – these will also be organised by the clerk³ in consultation with the chair and headteacher for the LGB and their committees.

9.2. Any trustee may place an item on the agenda by contacting the clerk and with the agreement of the chair and CEO. Governors should seek approval by the board via the clerk should they require an amendment to standardised agendas.

9.3. Whenever possible, supporting papers which inform agenda items will be sent to trustees / governors to arrive no later than seven clear days before the meeting with the agenda.

² With the exception of the Trust’s Annual General Meeting as notice will be given fourteen clear days in advance.

³ Unless the LGB have an appointed clerk then they will undertake this role and ensure the clerk to the board receives a copy.

10. Any other business

10.1. Items to be raised under Any Other Business (AOB) must be notified to the chair and/or clerk in advance of the meeting. LGBs must also report any other business in advance of their meetings.

10.2. The chair reserves the right to consider AOB raised at a meeting of the board / LGB and will defer the request to the next meeting if it is deemed non-urgent.

10.3. If the matter is urgent the item may be discussed but should the board or LGB agree they need additional information to allow them to make an informed decision, then an extra-ordinary meeting must be scheduled by the clerk within seven days.

11. Attendance

11.1. A record will be kept in the minutes of all persons attending a meeting of the board, LGB or any of its committees.

11.2. The time of arrival and/or departure of any trustee / governor not in attendance throughout any meeting will be recorded in the minutes.

11.3. Apologies for absence will be recorded (when submitted). The decision to accept or not to accept the apology is taken by the board / LGB and will be recorded.

12. Minutes

12.1. The clerk will ensure that minutes of meetings will be drawn up on consecutively numbered loose-leaf pages, each page initialed by the chair signing them as a true record.

12.2. Any dissenting views will be recorded in the minutes of the meeting, if that is the wish of one or more trustees / governors present.

12.3. Action will be taken on the basis of decisions and need not await the approval of the minutes of the next meeting.

12.4. Within 10 days of the meeting, the draft minutes will be sent by the clerk (or LGB clerk) to the chair of the board (or LGB chair) for checking and chair's approval.

12.5. Copies of the approved draft minutes must be sent to all trustees of the board within 14 days of the meeting. (This also applies to the LGB – who must submit their minutes to the clerk to the board)

12.6. The minutes of each meeting will be considered for approval or amendment at the next meeting and, once approved by the board (or LGB) as a true record, will be signed and dated by the chair.

12.7. Those matters which the board (or LGB) determines shall remain confidential will be minuted separately and such minutes will not be made publicly available. However, a full copy of all minutes recorded at all LGB meetings must be submitted to the clerk to the board – who will confidentially file for the board.

12.8. Approved draft minutes, and subsequently the approved minutes, will be made available by the board or by the LGB at their academy, at all reasonable times, for inspection by anyone wishing to see them (with exception to confidential minutes which must not be circulated).

13. Correspondence

13.1. All incoming correspondence, excluding any concerning a complaint, is for the attention of the whole board. Significant items will be presented to each meeting of the board, 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. (Also applies to the LGB)

14. Information and advice

14.1. The CEO has a statutory duty to keep the board fully informed and will present a written report to each termly meeting of the board. (Also applies to the headteacher for each LGB meeting)

14.3. Where important information required by the board (or LGB) is given orally, it will be recorded in the minutes in appropriate detail.

14.3. Where information required by the board is not readily available, reasonable time will be given for its production.

14.4. Where expertise is needed but not available within the board, the board may consider co-opting an appropriate trustee or appoint an advisor. LGB's are to inform the board if they require additional support with appropriate justification.

15. Discussion and debate

15.1. The chair of the board (chair of the LGB) will ensure that meetings are run effectively, focusing on priorities and making the best use of time available, and ensuring that all attendees have an equal opportunity to participate in discussion and decision making.

15.2. The board will receive, and may debate at the discretion of the chair, decisions on matters which it has delegated to a committee or individual. Decisions will be recorded in the minutes. LGBs must not work outside of their delegated authority.

15.3. Recommendations received from working groups will be recorded in the minutes, together with any related board resolution.

16. Decision making

16.1. Trustees 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. (Also applies to the LGB and their headteacher)

16.2. Decisions will be made by a simple majority of those trustees (or governors) present and when voting, by show of hands unless any one trustee (or governors), or more, requires a secret ballot.

16.3. If there is a tied vote at the end of a discussion, the chair of the board (or chair of the LGB) may vote a second time to determine the issue.

16.4. A decision of the board (or LGB) is binding on all its appointed trustees (or governors).

16.5. 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. The board will rescind LGB decisions – which must be recorded at their next meeting.

17. Urgent action

17.1. The chair of the board (or chair of the LGB as long as it is within the powers of the LGB) or in his or her absence the vice-chair, has the authority to take urgent action between meetings where:

- a delay in dealing with the matter would be seriously detrimental to a pupil, his/her parents, or a member of staff.
- a meeting could not be called in sufficient time to deal with the matter.

17.2. If any urgent action is taken by the chair of the board (or chair of the LGB) between meetings, the facts will be reported to the next meeting of the board (or LGB).

18. Public statements

18.1. Public statements will be made only by the CEO or chair of the board and only in exceptional circumstances and in the knowledge of the chair of the LGB or headteacher if the matter relates to an academy.

19. Access to meetings of the board

19.1 Trustees, the CEO, advisors and their clerk have the right to attend board meetings.

19.2 Trustees with a declaration of interest and advisors may be excluded from any part of a meeting when an item concerns an individual member of staff or pupil. (This also applies to LGBs – governors, headteachers, board appointed advisors)

19.3. The SHINE team are advisors of the board, LGB and committees – they attend by invitation approved by the chair of the board (or LGB chair) and in accordance to the agenda and papers submitted.

19.3. The board will decide who, other than a trustee, the CEO or the clerk to the board, may be admitted to a meeting and which of its meetings (if any) will be open to parents / the public. LGB's must seek approval by the board if they wish to invite stakeholders to their meetings.

19.4. If a meeting is to be opened to parents / the public, reasonable notice will be given.

20. Pecuniary and personal interests

20.1. The board will maintain a register of the business interests of its members, trustees, governors, SHINE team, headteachers in the form of a statement completed and signed. If these stakeholders have access to GovernorHub the board request that they update their declarations at least annually so a report can be filed and published on the SHINE website.

20.2. Members, trustees and governors, SHINE team, headteachers must draw attention as appropriate to any business or other personal interest, whether that interest has previously been registered or not.

20.3. A member, trustee and governor, SHINE team, headteacher must withdraw from a meeting, if he/she (or a close relative or partner):

- stands to gain financially from a matter under consideration
- has a personal interest in a matter under consideration
- is a relative of a pupil, a parent or an employee being discussed
- is a academy employee, other than the CEO / headteacher, and the pay or performance of academy employees is under discussion
- is the CEO / headteacher and the pay or performance of the CEO / headteacher is under discussion

20.4. When a committee is considering:

- a) disciplinary action against an employee or against a pupil
- b) a matter arising from an alleged incident involving a pupil

20.5. A trustee or governor who has declared a personal interest may attend the meeting to give evidence if he/she has made relevant is a witness in the case.

21. Suspension of trustees and governors

21.1. In certain prescribed circumstances, the board can decide to suspend a trustee or governor for a period of up to six months. The board can only suspend a trustee or governor if one or more of the following grounds apply:

- a) the trustee or governor is paid to work in the academy and is the subject of disciplinary proceedings in relation to his/her employment
- b) the trustee or governor is the subject of any court or tribunal proceedings, the outcome of which may be that s/he is disqualified from continuing to hold office as a trustee or governor under schedule 6 of the Constitution Regulations
- c) the trustee or governor has acted in a way that is inconsistent with the academy's ethos or with the religious character and has brought or is likely to bring the academy or the board or his/her office into disrepute
- d) the trustee or governor is in breach of his/her duty of confidentiality to the academy or the staff or to the pupils

21.2. The board can vote to suspend a trustee or governor on any of the above grounds, but it is recommended that suspension is only used as a last resort.

21.3. Any motion to suspend must be specified as an agenda item of a meeting for which at least fourteen days' notice must be given. Before the board votes to suspend a trustee or governor, the trustee or chair of the LGB proposing their suspension must give their reasons for proposing the suspension. The trustee or governor who is proposed for the suspension must be given the opportunity to respond before s/he withdraws from the meeting and a vote is taken.

21.4. A trustee or governor who is suspended must be given notice of any meetings and must be sent agendas, reports and papers for any meetings during their suspension.

22. Complaints and staff discipline

22.1. The board will establish procedures for dealing with general complaints and will abide by the [ESFA's complaints arrangements](#).

22.2. The board will establish procedures for dealing with staff disciplinary matters and staff grievances.

23. Delegations and functions

23.1 The board can delegate any of its statutory functions to its committees, LGB and their committees, a trustee or to the CEO, subject to prescribed restrictions⁴. The board must review the delegation of functions annually ([known as the scheme of delegation](#)). The board will remain accountable for any decisions taken, including those relating to functions delegated to by the LGB and their committees or an individual.

23.2. The board stresses that no action may be taken by an individual trustee or governors unless authority to do so has been delegated formally by resolution of the board.

23.3. In order to ensure that the most efficient use of time and resources, and in some cases to ensure absolute propriety, the board will, where it is proper and appropriate to do so:

- delegate work to its committees, LGB and their committees with the power to make decisions on behalf of the board
- delegate work to individual trustees of the board and/or the CEO, if not a trustee
- set up working groups to provide information and/or make recommendations to the board

23.4. Committees, if any, will have delegated authority to make decisions on behalf of the board strictly in accordance with the scheme of delegation. LGB committees will also have their scheme of delegations outlined by the board.

23.5. When establishing committees, the board, in addition to ensuring that at least three trustees (not including the CEO) are appointed to each, will:

- determine the membership and the method of appointing the chair
- establish and record terms of reference
- allow the committees to determine their own timetables within given limits
- determine procedures for reporting back
- review the need for, and the membership of committees annually

⁴ Noted in the Articles of Association and the Board's approved Terms of Reference document.

23.6. The CEO has the right to attend any committee meetings subject to the statutory rules on withdrawal. (Also applies to the headteacher and LGB committees)

23.7. The board will establish statutory committees to consider:

- Complaints committee
- Staff discipline committee
- Staff pay and discipline appeal committee
- Pupil discipline (exclusions) committee
- Admissions committee

23.8. No trustee or governor who served on the relevant first committee or had any previous involvement with the matter under appeal may serve on an appeal committee.

23.9. All committees with delegated powers will report in writing to the next meeting of the board (or the LGB) about any decisions made or action taken.

23.10. As for the board, its committees, LGB and their committees with delegated powers will follow the same procedures for notice of meetings, the keeping of minutes and withdrawing from meetings as for the board meetings and copies of the minutes will be presented to the next meeting of the board for information.

24. Working groups

24.1. In establishing working groups, the board will:

- determine the membership, including non-trustees, and the method of appointing the chairman
- establish and record terms of reference
- allow working groups to determine their own timetables within given limits
- determine procedures for reporting back

24.2. The CEO has the right to attend any meeting of any working group.

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

24.4. All working groups will present a written or oral report, including recommendations where appropriate, to the next meeting of the board.
