



TOLWORTH GIRLS' SCHOOL & SIXTH FORM

STANDING ORDERS FOR THE PROCEDURAL WORKINGS OF THE GOVERNING BODY

1. Chair and Vice-Chair

1.1. At the first meeting in each school year the governing body will elect from among its number a chair and vice-chair (or if it sees fit joint chairs and/or joint vice-chairs), whose term of office will be one year. A governor who is employed by the Academy Trust shall not be eligible for election as chair or vice-chair.

1.2 Unless the governing body otherwise determines, the process of election for either or both positions will be as follows:

Governors will be able to submit written nominations prior to the full governing body and verbal nominations at the meeting. A governor can nominate him/herself for office and does not need to be present at the meeting to be considered.

Nominees(s) will be asked to leave the room whilst the election takes place.

If there is more than one nominee, the remaining governors will take a vote by a secret ballot (previously Article 90). Please note that when a secret ballot is undertaken, the clerk will tally the votes.

If there is a tie: -

- each candidate will be given the opportunity to speak to the governors about their nomination and a further vote would be taken. If there is still a tie, governors 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 decision will be based on the toss of a coin.

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.

1.4 The clerk will take the chair when the chair is being elected. Otherwise the chair will conduct all meetings of the governing body 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 governing body will elect a chair for the meeting. The governor 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 governing body. 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 governing body.
- 1.8 If both the chair and vice-chair resign, or have to relinquish their offices for any reason, the governing body 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 governing body meeting and must be confirmed by resolution at the follow up meeting held not less than 14 days after the first meeting. The governor 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.

2. Calendar of Meetings

- 2.1 The governing body will meet at least five times in each school year, preferably termly.
- 2.2 Committees will meet at a frequency determined by the governing body.
- 2.3 The governing body will plan its meetings dates, including those of any committee and/or working groups, on an annual basis at the last meeting preceding the summer term.
- 2.4 The Academy Trust shall hold an Annual General Meeting every year in addition to any other meetings in that year (Article 19 not used in this version).

3. Timing and Duration of Meetings

- 3.1 Meetings will start at times that are acceptable to the governing body and will be limited to 2 hours' duration, except in exceptional circumstances.
- 3.2 Where the business has not been completed within the agreed time, those governors 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 governing body so resolves.

4. Quorum

- 4.1 The quorum for all business of the governing body is 3 governors or one third (rounded up to a whole number) of the total number of governors holding office on the date of the meeting, **whichever is the greater**. For the purpose of appointing a parent governor under Article 57, any vote on the removal of a governor 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 governors entitled to vote on those matters.

4.2 A meeting 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.

5. **Withdrawal from meetings**

5.1 Governors will be required to withdraw from a meeting under circumstances set out in Article 98 and 99.

5.2 If there is a dispute about a person attending a governing body meeting being required to withdraw, the matter of withdrawal shall be determined by the governing body.

6. **Clerk to the Governors (*previously Secretary to the Governors*)**

6.1 The governing body shall appoint a clerk (*or secretary*) to the governing body for such term; at such remuneration and upon such conditions as they may think fit. The clerk shall not be a governor or a headteacher.

6.2 Should the clerk not attend a meeting at short notice, then a governor, but not the headteacher, can act as clerk for that meeting.

6.3 All the meetings will be convened by the clerk, in accordance with arrangements made by the governing body, but subject to:

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

6.4 The clerk can be removed as clerk to the governing body by a resolution of the governing body.

7. **Notice of Meetings**

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), 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).

7.4 Any governor shall be able to participate in meetings of the governors by telephone or video conference as per Article 123.
(Providing at least 48 hours notice of their intention is given and that governors have access to appropriate equipment)

8. Agenda

- 8.1 The agenda will be prepared by the clerk in accordance with any determination of the governing body and in consultation with the chair and the headteacher.
- 8.2 Any governor may place an item on the agenda by writing to the clerk.
- 8.3 Papers that inform agenda items will be sent to governors with the agenda to arrive seven clear days before the meeting.

9. Late Items/Any Other Business

- 9.1 The agenda for governing body meetings will not normally include provisions for late items/any other business but an opportunity will be provided for items to be identified for inclusion on the agenda of the next meeting.

10. Suspension of Governors

- 10.1 The governing body may by resolution suspend a governor for all or any meetings of the governing body, or of a committee, for a fixed period of up to six months on one or more of the following grounds:
 - that the governor, being a person paid to work at the school, is the subject of disciplinary proceedings in relation to his employment;
 - that the governor 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 governor under the articles of association;
 - that the governor is in breach of any of the provisions of this code of practice which the governing body believes has, or could, bring the office of school governor into disrepute;
 - that the governor 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 governing body or his/her office into disrepute; or
 - that the governor is in breach of his/her duty of confidentiality to the school or to any member of staff or to any student at the school.

A resolution to suspend a governor 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.

Before a vote is taken on a resolution to suspend a governor, the governor proposing the resolution shall at the meeting state his/her reasons for doing so. The governor who is the subject of the resolution shall then be given the opportunity to make a statement in response before withdrawing from the meeting.

Nothing in this regulation shall be read as affecting the right of a governor who has been suspended to receive notices of, and agendas and reports or other papers, for meetings of the governing body during the period of his/her suspension.

11. Governors' Expenses

- 11.1 The governing body will prepare a policy on the payment of expenses of governors in accordance with Article 6.5.

12. Attendance

- 12.1 A record will be kept of all persons attending a meeting of the governing body or any of its committees.
- 12.2 The time of arrival and/or departure of any governor not in attendance throughout any meeting will be recorded in the minutes.
- 12.3 Where a governor sends an apology for absence with reason, the governing body 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 deem to have not been accepted. (A copy of the approved draft minutes will be sent as soon as possible to the governor concerned.)

If a governor is absent without the permission of the governing body from all their meetings held within a period of six months he would cease to hold his/her office.

13. Minutes of Meetings

- 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 Any dissenting views will be recorded in the minutes of the meeting, if that is the wish of one or more governors present.
- 13.3 Action will be taken on the basis of decisions and need not await the approval of the minutes of the next meeting.
- 13.4 Within ten days of the meeting the clerk will send the draft minutes to the chair for checking, with copies to the headteacher for information.
- 13.5 Copies of the approved draft minutes will be sent to all members of the governing body as soon as cleared by the *chair*.
- 13.6 The minutes of each meeting will be considered for approval or amended at the next meeting and, once approved by the governing body as a true record, will be signed and dated by the chair.
- 13.7 Those matters, which the governing body determines shall remain confidential, will be minuted separately and such minutes will not be made publicly available.
- 13.8 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.

14. Confidentiality of Proceedings

- 14.1 Details of any dispute, discussion or disagreement should remain confidential to those present at the meeting.

15. Correspondence

- 15.1 All incoming correspondence, excluding any concerning a complaint, is for the attention of the whole governing body. Significant items will be presented to each meeting of the governing body, including any upon which the chairman has already taken urgent action, so that the need for, and the nature of, any action may be decided or confirmed.
- 15.2 The governing body will determine by resolution who should write letters on behalf of the governing body.
- 15.3 All correspondence should be addressed to the clerk or the chair.

16. Information and Advice

- 16.1 The headteacher has a statutory duty to keep the governing body fully informed, and will present a written report to each termly meeting of the governing body.
- 16.2 Where important information required by the governing body is given orally, it will be recorded in the minutes in appropriate detail.
- 16.3 Where information required by the governing body is not readily available, reasonable time will be given for its production.
- 16.4 Where expertise is needed but not available within the governing body, the governing body may consider appointing an honorary officer/associate member as an appropriate non-governor to attend meetings.
- 16.5 All governors should have a working knowledge of the Governance Handbook (2019 or later) and the Academies Financial Handbook (2019 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 governors enjoy equality of opportunity to express their views.
- 17.2 The governing body 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 governing body resolution.

18. Decision Making

- 18.1 Members of the governing body recognise that all decisions must be made by the governing body 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 governors present and every governor has one vote. This includes any governors participating by video or telephone link. In the event of a tie, the chairman 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 governors request a secret ballot. There is no second or casting vote in the election of chair.
- 18.4 Decisions of the governing body are binding upon all its members.
- 18.5 Decisions of the governing body may only be amended or rescinded at a subsequent meeting of the governing body when the proposal to amend or rescind appears as a specific agenda item.

19. Urgent Action

- 19.1 The chair or in his/her absence the vice-chair, has the authority to take urgent action between meetings where:
 - a delay in dealing with matter would be seriously detrimental to the interest of the school, a student, his/her parents, or a member of staff;
 - a meeting could not be called in sufficient time to deal with the matter.
- 19.2 If the chair takes any urgent action between meetings, the facts will be reported to the next meeting of the governing body.

20. Public Statements

- 20.1 Public statement on behalf of the governing body will be made only by the chair or those delegated to make them.

21. Access to Meetings of the Governing Body

- 21.1 Apart from governors, the only people entitled to attend a meeting of the governing body are the headteacher, the clerk and where appropriate associate members.
- 21.2 Associate members may be required to leave a meeting where matters of a confidential nature relating to individual staff or student are discussed.
- 21.3 When the headteacher is absent, the deputy headteacher will attend in his/her place but will have no vote unless appointed as acting headteacher in the long-term absence of the headteacher.
- 21.4 The governing body 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.

- 21.6 The headteacher may invite officers (deputy headteacher, bursar, head of department etc.) 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 governor.
- 21.7 The governing body can require any non-governor present at a meeting to leave at any time.
- 21.8 The deputy headteacher will be invited to attend meetings of the governing body as part of his/her professional development.

22. Pecuniary and Personal Interest

- 22.2 The governing body 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 governor. This is the responsibility of the clerk. This should be available at the school for inspection.
- 22.2 Governors will draw attention as appropriate to any pecuniary or other personal interest, whether that interest has previously been registered or not.
- 22.3 Anyone who is ordinarily entitled to attend governing body or committee meetings (that is governors, members of committees, associate members or headteachers) must withdraw and not vote on the issue if:
- there could be conflict between the interest of that person and the interests of the governing body; or
 - where a fair hearing must be given and there is reasonable doubt about the individual's ability to act impartially on any matter.
- 22.4 When a committee is considering:
- disciplinary action against an employee or against a student;
 - a matter arising from an alleged incident involving a student, a governor 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.

23. Complaints and Staff Discipline

- 23.1 The governing body will establish procedures for dealing with general and curriculum complaints.
- 23.2 The governing body will establish procedures for dealing with staff discipline matters and staff grievances.
- 23.3 The governing body has its own complaints policy, which is available on request.

24. Delegation of Functions

- 24.1 The governing body stresses that no action may be taken by an individual

governor unless authority to do so has been delegated formally by resolution of the governing body.

24.2 In order to ensure the most efficient use of time and resources, and in some cases to ensure absolute propriety, the governing body will:

- delegate work to committees with the power to make decisions on behalf of the governing body;
- delegate work to individual members of the governing body and/or the headteacher;
- set up working groups to provide information and/or make recommendations to the governing body.

24.3 The arrangements for delegating functions will be reviewed annually by the full governing body.

24.4 In delegating functions to individuals, the governing body will have regard to Article 102 and 103.

25. Committees

25.1 Committees, if any, will have delegated authority to make decisions on behalf of the governing body strictly in accordance with the terms of delegations.

25.2 When establishing committees, the governing body will ensure compliance with the Articles and will:

- determine the membership (including non-governors where permitted and appropriate);
- appoint the chair of each committee annually or allow the committee to elect its chair;
- establish and record terms of reference;
- review the terms of reference annually;
- decide whether or not to confer voting rights on any or all non-governors;
- allow the committees to determine their own timetables within given limits;
- determine arrangements for reporting back;
- review the need for, and the membership of, committees annually.

25.3 The headteacher has the right to attend any committee meetings subject to the statutory rules on withdrawal.

25.4 All committees and individuals with delegated powers will report in writing to the next meeting of the governing body about any decisions made or action taken (Article 103).

25.5 All committees with delegated powers will keep formal minutes, and copies will be presented to the next meeting of the governing body.

25.7 All meetings of committees will be clerked by a person who is not the headteacher.

26. Working Groups

- 26.1 In establishing working groups the governing body will:
- determine the membership, including non-governors, and the method of appointing the chairman;
 - allow working groups to determine their own timetables within given limits;
 - determine procedures for reporting back.
- 26.2 The headteacher 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 written report, including recommendations where appropriate, to the next meeting of the governing body.

27. Safeguarding Students

The Academy shall comply with the requirements of the Education (Independent School Standards) (England) Regulations 2010 (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 governors and the chairman of the governing body.

28. Code of Conduct

Every governor will be requested to sign the Code of Conduct declaration at first appointment and each subsequent year of appointment at the (autumn) term meeting.

29. Disqualification of governors

Articles 69 - 81 cover the conditions under which a governor is disqualified. These include disqualification if a governor is absent without permission from all meetings held within six-month period and governors resolve that the office be vacated.

30. Governing Body Structure

- 30.1 The governors should agree the categories and total number the current governing body structure would be made up of. This structure should be reviewed on an annual basis.
- 30.2 The number of governors will be a minimum of three.

31. Appointment of Governors

- 31.1 No more than one third of the governors shall be employees of the Academy Trust.

- 31.2 The headteacher shall be treated for all purposes as being an ex-officio (Article 52 not used in this version).
- 31.3 The governors shall approve procedure for election/appointment of parent and staff governors.
- 31.4 The Secretary of State may appoint additional governors subject to Article 60 to 64 (not used in this version).
- 31.5 Term of office for any governor shall be 4 years' subject to them remaining eligible to be a particular type of governor. Any governor may be re-appointed or re-elected.

32. Annual Report and Annual Return

- 32.1 The governors shall prepare:
- an annual report to be submitted to the Secretary of State by 31 December each year;
 - a Companies House annual return by 31 December each year.

33. Influenced Company Status

- 33.1 The governing body 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.