

THE BATH AND MENDIP PARTNERSHIP TRUST
Scheme of Delegation, Terms of Reference and
Standing Orders

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Glossary of abbreviations

Accounting Officer (note the CEO is also the Accounting Officer)	AO
Business Director (note: the Business Director is also the Chief Financial Officer)	BD
Chief Education Officer	CEdO
Chief Executive Officer	CEO
Chief Financial Officer (note the Chief Financial Officer is also the Business Director)	CFO
Executive Headteacher	EH
Executive Team (comprising of CEO, CEdO, EH, BD)	ET
Headteacher	HT
Independent Trustee – all Trustees except those that are appointed to their role by virtue of being a Chair of a LGB	IT
Local Governing Body	LGB
Schools within the TBMPT	Academies
The Bath and Mendip Partnership Trust	The Trust
The Bath and Mendip Partnership Trust	TBMPT
The Trust Board	TB

Scheme of Delegation

1. Introduction: The Bath and Mendip Partnership Trust (“the Trust”) operates the family of academies. It is a company limited by guarantee and is an exempt charity which means that although it has the responsibilities that are placed upon charities it is not required to be registered with the Charity Commission or file documents there. The Trust is constituted under Articles of Association which set out the purposes (“Objects”) and powers of the Trust and how these are to be exercised. The Objects cannot be changed although they can be added to with the approval of the Secretary of State and the Charity Commission.
2. The Objects are:-
 - 2.1 *to advance for the public benefit education in the United Kingdom, in particular but without prejudice to the generality of the foregoing, by establishing, maintaining, carrying on, managing and developing schools (“the Academies”) offering a broad and balanced curriculum, and*
 - 2.2 *to promote for the benefit of the inhabitants of Bath and the surrounding area the provision of facilities for recreation or other leisure time occupation of individuals who have need of such facilities by reason of their youth, age, infirmity or disablement, financial hardship or social and economic circumstances or for the public at large in the interests of social welfare and with the object of improving the condition of life of the said inhabitants.*
3. As a company limited by guarantee and to meet the requirements of company law the Trust has a dual governance level. It has
 - Members, the equivalent of shareholders in a commercial limited company, and
 - Trustees, who are the directors of the company and who together comprise the Trust Board (“TB”) and who report and are accountable to the Members.
4. The TB has overall responsibility for the operation of the academies. It delegates functions that are specific to the individual academies to committees – known as Local Governing Bodies (“LGB”) and it delegates certain of its functions that relate to the Trust as a whole to other committees of the TB. The Executive Team (“ET”), made up of the Chief Executive Officer (“CEO”), Chief Education Officer (“CEdO”), Executive Headteachers (“EH”) and the Chief Financial Officer (“CFO”) have delegated responsibility for the day to day operation of the Trust and each academy has a Headteacher (“HT”) who reports to the ET and has delegated responsibility for the operation of the individual academy.
5. Members

The Members have overall nominal responsibility for the Trust but they exercise their functions through the Trust Board. Each Member guarantees to contribute £10 if the Trust were to become insolvent and be wound up – that is the “guarantee” implied by the term “company limited by guarantee”. The powers and duties of the Members in broad terms are:

- To appoint and remove Trustees
- To maintain the Membership and to appoint Members
- To approve any proposed changes to the Articles of Association
- To receive the annual accounts of the Trust

6. Trustees

The Trustees are the directors of the trust and are the equivalent of governors in a local authority-maintained school. As company directors their duties are to:-

- Act within their powers
- Promote the success of the company
- Exercise independent judgment
- Exercise reasonable care, skill and diligence
- Avoid conflicts of interest
- Not accept benefits from third parties
- Declare any interest in proposed transactions or arrangements

7. Conflicts of Interest

7.1 Trustees and all who have delegated responsibility are required to ensure that no conflict of interest arises. They are required to disclose and declare any business interests. The current Articles provide:-

“Any Trustee who has or can have any direct or indirect duty or personal interest (including but not limited to any Personal Financial Interest) which conflicts or may conflict with his duties as a Trustee shall disclose that fact to the Trustees as soon as he becomes aware of it. A Trustee must absent himself from any discussions of the Trustees in which it is possible that a conflict will arise between his duty to act solely in the interests of the Academy Trust and any duty or personal interest (including but not limited to any Personal Financial Interest).”

7.2 A “Personal Financial Interest” is defined in Articles 6.5 to 6.9 and is widely drafted to include companies in which the Trustee has an interest as well as interests of family members and those with whom the Trustee has business or other close relationships.

7.3 In addition, all Trustees and those with delegated responsibility are required to observe the Nolan Principles which are:-

Selflessness

Holders of public office should act 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.

Integrity

Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might seek to influence them in the performance of their official duties.

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.

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.

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.

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.

Leadership

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

8. Trust Board

8.1 The Trust Board focuses on the three core functions of governance:

- Ensuring clarity of vision, ethos and strategic direction;
- Holding the CEO to account for the educational performance of the academies and their pupils, and the performance management of staff; and
- Overseeing the financial performance of the Trust and making sure its money is well spent.

8.2 Composition: Up to 12 Trustees appointed by the Members, Bath and Wells Diocese and Board of Trustees

8.3 Quorum: One-third of the total number of Trustees in post or 3 if higher

8.4 Frequency of Meetings: At least three each year convened on seven clear days' notice except in emergency as determined by the Chair

8.5 Responsibility: The Trust Board retains at Board level responsibility for:

8.5.1 Compliance and Governance

- Ensuring compliance with all statutory regulations and Acts of Parliament governing the operation of the School, including health and safety are met.
- Compliance with the provisions of the Funding Agreements.
- Adopting the strategic plan for the Trust.

8.5.2 Appointments and Training

- Determining staffing policies, procedures and terms and conditions of service for all employees including the setting of appropriate rules for the conduct of staff. Significant changes to such policies and procedures will be effected only after consultation with the individual Headteacher and Local Governing Body and staff groups where appropriate.
- Putting in place processes for: (i) making appointments within the Trustees' remit; and (ii) the Local Governing Body making appointments within its own remit.
- Performance Management, delegated to the CEO, of the Headteacher at a School and determining subsequent salary increases (subject to each Headteacher's contract of employment) in consultation with the relevant LGB.
- In relation to each Local Governing Body, to ratify the appointment of the Chair.
- Appointment of:
 - CEO
 - CEdO
 - CFOHeadteacher at a School in consultation with CEO, CEdO, the school's LGB and if relevant, Executive Headteacher.
- Providing Trustee and Governor training and evaluation.

8.5.3 Finances

- Establishing a funding model for use across the Trust and the Schools, including determining, after consultation with the Local Governing Body, of the extent of the services provided to the School by the Trust and how the costs should be allocated.
- Determining and approving the overall budget for the Trust and individual School's annual budgets in consultation with the Local Governing Body including without limitation any changes to staff salaries (including the Headteacher) and any changes to the overall part of the budget allocated to staffing costs.
- Procurement requiring the publication of OJEU advertisements.
- Procurement of any contract with a value in excess of £75,000.
- Approving the overall budget for the Trust and its devolution to each School.
- Approving the annual accounts of the Trust.
- Compliance with the Academies Financial Handbook including, but without limitation, determination of procurement policies for the Trust, in conjunction with the Trust's Finance Trustee, from time to time.
- Oversight with regard to the finances of the Trust and the School, including, but without limitation, responsibility for compliance with the financial and accounting requirements detailed within the Funding Agreement.
- Putting in place guidelines for the local maintenance of assets and appropriate registers.

8.5.4 Policies and Targets

- Determining the Trust's Strategic and Business Plan.
- Considering and evaluating performance against Key Performance Indicators set by the Trust in relation to academics, finances and other matters.

- Determining the educational targets of the School in consultation with the Local Governing Body, including, but without limitation, determination of the School's development plan.
- Determining any additional financial and reporting targets for the School.
- Determining Trust-wide policies such as a DBS policy.
- As the legal employer of all staff, responsibility for human resource policies and procedures and appropriate terms and conditions of service as developed with each School (including best practice for HR and recruitment);
- Determining the admissions policy and arrangements for the School in accordance with admissions law and DfE codes of practice (which is communicated to the Governors and implemented locally).
- Deciding upon major strategic and legal aspects such as:
 - Establishing a new School.
 - Discontinuing or merging existing ones.
 - Disposal of land or otherwise for operational letting or hire purposes.
- Amending the Articles of Association.
- Adopting the strategic plan for the Trust which will include individual strategic plans for each School.
- Ensuring that all regulatory requirements are met.
- Recommending appointment of Members, Trustees and members of LGB (if not full delegation LGB) and co-opting additional Trustees including conducting skills audits as required.
- Securing that all Trustees and members of LGB are appropriately trained.
- Approving all policies that the Trust by law is required to maintain. All policies originate from the ET. A schedule of policies is attached as Appendix One.
- Determining each year the Scheme of Delegation, Terms of Reference and Standing Orders including approving the membership of all committees.
- Determining admission arrangements for each School.
- Establishing arrangements for independent appeals against refusals to admit pupils to a School.
- Establishing arrangements for independent review panels to review permanent exclusions.

8.6 Chair's Emergency Powers

The Chair, or in the absence of the Chair the Vice-Chair, may take such action as the Chair may think fit to protect the interests of the Trust, any academy within the Trust, any student or employee of the Trust or any other member of the school community in circumstances where, in the opinion of the Chair, it would not be reasonably possible to convene a meeting of the TB or a relevant Committee or LGB in the time necessary to protect such interests

9. Audit Committee

9.1 Composition:

- The Chair shall not be the chair of the Board.
- Members of the Audit and Finance Committee will be "independent" Trustees. Chairs of Local Governing Bodies and employees are not eligible.

- Board members who are not members of the Audit and Finance Committee should have the right of attendance.
- The CEO in his or her role as accounting officer and the Business Director will normally attend meetings of the Committee.

9.2 Frequency of Meetings

The Board shall determine how often the Committee shall meet, normally at least three times each year. The external auditor may request a meeting if they consider one is necessary.

9.3 Authority

- The Audit and Finance Committee is an advisory body with no executive powers. However, it is authorised by the board to investigate any activity within its terms of reference, and to seek any information it requires from staff, who are requested to co-operate with the Committee in the conduct of its inquiries. Requests for work, and reports received, from the contracted internal audit service will be channelled through the accounting officer and the Business Director.
- The Audit and Finance Committee is authorised to obtain independent professional advice if it considers this necessary.

9.4 Duties

- To report in summary to the Trust Board the activities undertaken at each meeting. In particular to report its findings and recommendations to the Board.
- Monitoring the financial performance of the Trust and holding the Business Director to account for this.
- Consideration and approval of the annual budget (for recommendation to the Trust Board)
- Review the Trust's internal and external financial statements and reports to ensure that they reflect best practice.
- Discuss with the external auditor the nature and scope of each forthcoming audit and to ensure that the external auditor has the fullest co-operation of staff.
- Consider all relevant reports by the appointed external auditor, including reports on the Trust's accounts, achievement of value for money and the response to any management letters.
- Review the effectiveness of the body's internal control system established to ensure that the aims, objectives and key performance targets of the organisation are achieved in the most economic, effective and environmentally preferable manner.
- Ensure that the body's internal audit service meets, or exceeds, the standards specified in the Government Academies Financial Handbook and complies in all other respects with these guidelines and meets agreed levels of service.
- Consider and advise the board on the Trust's annual and long-term audit programme.
- Consider internal audit reports, including value-for-money reports and the arrangements for their implementation.
- Review the operation of the Trust's code of practice for board members, code of conduct for staff and periodically

- Review the Trust’s Financial Regulations and related policies regarding Anti- Fraud and Whistleblowing.
- Determining policies as assigned to them
- Monitoring the use of the pupil premium and other earmarked or dedicated funds.
- Monitoring all Human Resource aspects.
- Determination of staff pay and conditions.
- Procurement of any contract with a value in excess of £75000.
- Performance management of CEO.
- Disciplinary, capability and grievance aspects relating to CEO, CEo and CFO
- Detailed consideration of those policies within its remit.
- Levels of delegated spending authority and procurement policies
- Contracts, service level agreements and tendering procedures
- Insurance arrangements
- Directors/Governors expenses policy
- Monitor Risk Register and Risk Assessment
- Monitor and recommend the % of funds which are contributed by schools for central services
- Charging policy; income generation policy; lettings policy
- Financial procedures (including compliance with the EFA procedures);
- Appointing non-employee members of the committee to advise where appropriate
- Monitor Premises and Assets of all schools within the Trust
- Consider any other matters where requested to do so by the Trust Board; and report at least once a year to the Board on the discharge of the above duties.
- Dealing with formal complaints against a School in accordance with the Trust Complaints Policy.

10. Standards Committee

10.1 Membership and Attendance:

- The chair shall not be the chair of the Board.
- Members of the Standards Committee will be “independent” Trustees. Chairs of Local Governing Bodies and employees are not eligible.
- Board members who are not members of the Standards Committee should have the right of attendance.
- The CEO, CEo, EH and the C will normally attend meetings of the Committee.

10.2 Frequency of Meetings

- The Board shall determine how often the committee shall meet, normally three times per year, and otherwise as required.

10.3 Authority

- The Standards Committee is an advisory body with no executive powers. However, it is authorised by the TB to investigate any activity within its terms of reference, and to seek any information it requires from staff, who are requested to co-operate with the Committee in the conduct of its inquiries.
- The Standards Committee is authorised to obtain independent professional advice if it considers this necessary.

10.4 Duties

- To report in summary to the TB, the activities undertaken at each meeting. In particular, to report its findings and recommendations to the Board.
- To monitor all matters relating to school curriculum including compliance with statutory obligations regarding the National Curriculum
- To receive and review reports regarding the curriculum and how it is taught, evaluated and resourced in each of the schools.
- To receive and review information and data regarding school performance.
- To receive and review targets for pupil attainment and progress at end of Key Stages
- To receive, review and make recommendations to the Board on achievement, progress and assessment of pupils across the Trust.
- To receive and review individual school improvement plans and the post-Ofsted inspection action plan
- Monitoring all aspects of safeguarding including British Values and the operation of the Prevent strategy .

STANDING ORDERS OF THE PARTNERSHIP TRUST BOARD

1. Context

These Standing Orders should be used in conjunction with the general advice issued by the Department for Education.

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

2.1 Chair and Vice Chair

- a) The Board will elect from among its number a Chair and a Vice Chair and the term (not more than 2 years) which the office to be held.
- b) The chair will conduct all meetings of the Board except where, in his or her 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 Board will elect from its number a Chair for that meeting.
- d) If both the Chair and the Vice Chair resign, the Board will hold a special meeting within 10 days to elect their successors.
- e) The term of office for each Trustee/Governor shall not be more than 4 years.

2.2 Calendar of Meetings

- a) The Board will meet as a whole not less than 4 times each year.
- b) The Board will plan its meetings, including those of committees, at the first meeting of the academic year.

2.3 Timing of Meetings

- a) Meetings will start at times which are acceptable to the full Board, and will be limited to 2½ 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 full Board, the quorum will be one-third, rounded up, of the Board when fully constituted, 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 committee/working part 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 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

- a) All meetings will be convened by the Clerk, who must also comply with any direction of the Chair, and with a requisition signed by three members of the Board.

2.6 Notice of Meetings

- a) Written notice of meetings and the agenda will be sent to Trustees at their correspondence address to be received 7 clear days before the meeting, while those for an extraordinary meeting called by the Chair or by requisition may be sent within a shorter time.
- b) Non-receipt of notice of a meeting will not invalidate the meeting.

2.7 Agenda

- a) Agenda will be organised by the Clerk in consultation with the Chair 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 sent to Trustees with the agenda.

2.8 Late Items/Any Other Business

- a) Immediately after the minutes of the previous meeting have been approved, Trustees should inform the meeting of any item they wish to raise under Any Other Business.
- b) The meeting will decide whether any item so identified may be raised under Any Other Business, 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 Board or any of its committees.
- b) Absences and apologies should be recorded in the minutes under the following headings:
 - I. Present: the names of Trustees (eligible to vote) including staff Trustees;
 - II. In attendance: the names of others who attend and participate in the meeting but are not Trustees;
 - III. Apologies received and whether accepted.
 - 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.

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, checked for accuracy by the Chair and CEO, will be sent to all members of the Board within 10 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 Board decides shall be confidential will not be published in the minutes of any meeting.
- g) The draft minutes of meetings will be available for public inspection once they have been checked by the CEO and approved by the Chair.
- h) The approved minutes etc. will be available for public inspection at reasonable times by arrangement with the Clerk.
- i) A copy of the signed minutes of any or all meetings will be sent to the Department of Education on request.

2.11 Correspondence

- a) All incoming correspondence, excluding any concerning a complaint, is for the attention of the Board. Significant items will be presented to each meeting of the 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 Board will determine by resolution who should write letters on behalf of the Board.

2.12 Information and Advice

- a) The CEO has a duty to keep the 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 Board is given orally, it will be recorded in the minutes in appropriate detail.
- c) Where information is required by the Board but is not readily available, reasonable time will be given for its production.
- d) Where expertise is needed but not available within the Board, the Board may consider co-opting an appropriate non-Trustee.

2.13 Discussion and Debate

- a) The Chair will consult the 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 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) Members of the Board recognise that all decisions must be made by a full meeting of the 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 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 Board may only be amended or rescinded at a subsequent meeting of the Board when the proposal to amend or rescind appears as a separate agenda item.

2.15 Urgent Action

- a) The Chair, or in his or her 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 pupil, or a potential pupil, or his or her parents, or to a member of staff, or to 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 2.15I above.
- b) If urgent action needs to be taken and with prior agreement (Majority) of the Board/LGB the chair may organise a vote using electronic systems.
- c) If any urgent action is taken by the Chair between meetings, the facts will be reported to the next meeting of the Board.

2.16 Public Statements

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

2.17 Access to Meetings of the Board

- a) Those persons entitled to attend a meeting of the Board are any of its members, and the Clerk.
- b) The Board will decide who, other than a Trustee or the Clerk, will be admitted to a meeting.
- c) The Board will determine its procedures for responding to those seeking permission to attend meetings.
- d) The Board will decide which of its meetings, if any, will be open to the public.
- e) If a meeting is to be opened to parents/the public, reasonable notice will be given.

2.18 Pecuniary and Personal Interest

- a) The Board will maintain a register of the pecuniary interests of its members in the form of consecutively numbered loose leaf sheets, each sheet being a statement completed and signed by the relevant Trustee.
- 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 he or she:
 - I. Stands to gain financially from a matter under consideration
 - II. Has a personal interest in a matter under consideration; or
 - III. Is a relative of a pupil, parent or employee being discussed.
- d) Trustees who have declared personal interest must be allowed to attend a meeting of a committee of the Board 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 against a pupil; or
 - II. A matter arising from an alleged incident involving a pupil.

2.19 Delegation of Functions

- a) The Board will decide as occasion arises the delegation of its functions in relation to complaints, the dismissal or grievance of a staff member, the exclusion of a pupil 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 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 Board;
- II. Delegate work to individual members of the Board.

2.21 Committees

- a) Committees may be given delegated authority to make decisions on behalf of the Board only where delegation is not forbidden by requirement.
- b) When establishing committees, the Board, in addition to ensuring that at least three Trustees (not including the CEO) 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 Board;
- c) The Board may co-opt non-Trustees to committees but they may not vote on any matter;
- d) The CEO has the right to attend any meeting of Board committees.
- e) 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.
- f) The Board will ensure that the appeal committee will have no fewer members than the relevant LGB "first" committee.
- g) A committee will provide a written report of its decisions and action to the next meeting of the full Board.
- h) The minutes of a committee meeting will be approved by the relevant committee, and a copy will be presented to the next meeting of the Board for information and filing.

2.22 Working Parties

In establishing working parties, the Board will:

- a) Determine the membership, including that of non-members of the Board, and the method of appointing the Chair of each working party;
- b) Establish terms of reference;
- c) Determine procedures for reporting back.
- d) The CEO has the right to attend any meeting of the Board's working parties.
- e) If the Board establishes working parties to make recommendations or provide information they will be discontinued when their work has been completed.
- f) A working party will present either written recommendations or progress reports to the next meeting of the full body.

3. Review

- a) Amendments to these Standing Orders may be made only by the Board at its first full meeting of any academic year.

This policy is written in compliance with the Equal Opportunities Policy.

STANDING ORDERS OF XXX SCHOOL LOCAL GOVERNING BODY

1. Context

- a) These Standing Orders should be used in conjunction with the general advice issued by the Department for Education.

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

2.1 Chair and Vice Chair

- a) The LGB will elect from among its number a Chair and a Vice Chair. The term which the office to be held should not be more than 2 years. The Trust Board then ratifies the election of the chair by the LGB by which action the chair is appointed as a Trustee.
- b) The chair will conduct all meetings of the whole LGB except where, in his or her 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 LGB will elect from its number a Chair for that meeting.
- d) If both the Chair and the Vice Chair resign, the LGB will hold a special meeting within 10 days to elect their successors.
- e) The term of office for each governor shall not be more than 4 years.

2.2 Calendar of Meetings

- a) The LGB will meet as a whole not less than 5 times each year.
- b) The LGB will plan its meetings, including those of committees, at the first meeting of the academic year.

2.3 Timing of Meetings

- a) Meetings will start at times which are acceptable to the full LGB, and 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 full LGB, the quorum will be one-third, rounded up, of the LGB when fully constituted, 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 members of the LGB who are entitled to vote:
 - I. The appointment of a parent governor when there have not been sufficient candidates to fill the post;
 - II. The co-option of a governor;
 - III. The co-option of a teacher governor to a temporary LGB;
 - IV. The appointment of members of a committee with delegated authority and the determination of any question relating to such a committee; or
 - V. The removal of the Chair.
- b) The quorum for a committee/working party will be a minimum of three governors, including members from more than one representative group.
- 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 LGB.

- 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

- a) All meetings will be convened by the Clerk, who must also comply with any direction of the Chair, and with a requisition signed by three members of the LGB.

2.6 Notice of Meetings

- a) Written notice of meetings and the agenda will be sent to members at their registered addresses and the Principal/Headteacher if not a governor.
- b) To be received 7 clear days before the meeting, while those for an extraordinary meeting called by the Chair or by requisition may be sent within a shorter time.
- c) Non-receipt of notice of a meeting will not invalidate the meeting.

2.7 Agenda

- a) Agenda will be organised by the Clerk in consultation with the Chair and the Principal/Headteacher together.
- b) Items may be placed on the agenda by individual or groups of, governors by writing to the Clerk.
- c) Papers which inform agenda items will be sent to governors with the agenda.

2.8 Late Items/Any Other Business

- a) Immediately after the minutes of the previous meeting have been approved, members should inform the meeting of any item they wish to raise under Any Other Business.
- b) The meeting will decide whether any item so identified may be raised under Any Other Business, 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 LGB or any of its committees.
- b) Absences and apologies should be recorded in the minutes under the following headings:
 - I. Present: the names of governors (eligible to vote) including staff governors;
 - II. In attendance: the names of others who attend and participate in the meeting but are not governors;
 - III. Apologies received and whether accepted.
 - IV. Absent and no apologies received.
- c) The time of departure of any member leaving before the end of a meeting will be recorded in the minutes.

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 members present.
- c) Copies of the draft minutes, checked for accuracy by the Chair and Principal, will be sent to all members of the LGB within 10 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 LGB decides shall be confidential will not be published in the minutes of any meeting.
- g) The draft minutes of meetings will be available for public inspection once they have been checked by the Principal/Headteacher and approved by the Chair.
- h) The approved minutes etc. will be available for public inspection at reasonable times by arrangement with the Clerk.
- i) A copy of the signed minutes of any or all meetings will be sent to the Department of Education on request.

2.11 Correspondence

- a) All incoming correspondence, excluding any concerning a complaint, is for the attention of the whole LGB. Significant items will be presented to each meeting of the LGB, 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 LGB will determine by resolution who should write letters on behalf of the LGB.

2.12 Information and Advice

- a) The Principal/Headteacher has a statutory duty to keep the LGB fully informed, and will present a written report at least twice each year.
- b) Where important information required by the LGB is given orally, it will be recorded in the minutes in appropriate detail.
- c) Where information is required by the LGB but is not readily available, reasonable time will be given for its production.
- d) Where expertise is needed but not available within the LGB, the LGB may consider co-opting an appropriate non-governor.

2.13 Discussion and Debate

- a) The Chair will consult the LGB 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 governors enjoy equality of opportunity to express their views.
- c) Recommendations received from working parties will be recorded in the written minutes.
- d) The LGB 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) Members of the LGB recognise that all decisions must be made by a full meeting of the LGB 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 member, or more, requires a secret ballot.
- c) A decision of the LGB is binding upon all its members.
- d) Voting on a decision to ballot parents will be by secret ballot.
- e) If there is a tied vote at the end of a discussion, the Chair may vote a second time to determine the issue.
- f) Decisions of the LGB may only be amended or rescinded at a subsequent meeting of the LGB when the proposal to amend or rescind appears as a separate agenda item.

2.15 Urgent Action

- a) The Chair, or in his or her 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 pupil, or a potential pupil, or his or her parents, or to a member of staff, or to 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 2.15a) above
- b) If urgent action needs to be taken and with prior agreement (Majority) of the Board/LGB the chair may organise a vote using electronic systems.
- c) If any urgent action is taken by the Chair between meetings, the facts will be reported to the next meeting of the LGB.

2.16 Public Statements

- a) Public statements will be made only by those delegated to make them

2.17 Access to Meetings of the LGB

- a) Those persons entitled to attend a meeting of the LGB are any of its members, the Principal/Headteacher whether or not a member of the LGB, and the Clerk.
- b) When the Principal/Headteacher is absent his or her place will be taken by the Deputy Headteacher/ Vice Principal.
- c) The LGB will decide who, other than a governor, the Principal/Headteacher or the Clerk, will be admitted to a meeting.
- d) The LGB will determine its procedures for responding to those seeking permission to attend meetings.
- e) The LGB 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.
- g) The Vice Principal/ Deputy Headteacher will be invited to attend meetings of the full body as part of his or her professional development.

2.18 Pecuniary and Personal Interest

- a) The LGB will maintain a register of the pecuniary interests of its members in the form of consecutively numbered loose leaf sheets, each sheet being a statement completed and signed by the relevant member.
- b) Members will draw attention as appropriate to their declared pecuniary or personal interests.
- c) A governor will be required to withdraw from a meeting if he or she:
 - I. Stands to gain financially from a matter under consideration;
 - II. Has a personal interest in a matter under consideration; or
 - III. Is a relative of a pupil, parent or employee being discussion.
- d) Governors who have declared personal interest must be allowed to attend a meeting of a committee of the LGB 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 against a pupil; or
 - II. A matter arising from an alleged incident involving a pupil.

2.19 Delegation of Functions

- a) The LGB will decide as occasion arises the delegation of its functions in relation to complaints, the dismissal or grievance of a staff member, the exclusion of a pupil 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 Local LGB 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 whole LGB;
 - II. Delegate work to individual members of the LGB.

2.21 Committees

- a) Committees will have delegated authority to make decisions on behalf of the LGB only where delegation is not forbidden by requirement.
- b) When establishing committees, the LGB, in addition to ensuring that at least three governors (not including the Principal/Headteacher) 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 LGB;
- c) The LGB may co-opt non-governors to committees but they may not vote on any matter except the use of school premises out of school hours.
- d) The Principal/Headteacher has a right to attend any meeting of the LGB or any of its committees subject to the statutory rules laid down in respect of exclusions and staff disciplinary matters.
- e) The LGB will request that Trustees establish a committee to deal with appeals against any decision of a "first" committee.
- f) The membership of the appeal committee will not include any member of the relevant "first" committee.
- g) The Trustees will ensure that the appeal committee will have no fewer members than the relevant "first" committee.
- h) A committee will provide a written report of its decisions and action to the next meeting of the full body.
- i) The minutes of a committee meeting will be approved by the relevant committee, and a copy will be presented to the next meeting of the LGB for information and filing.

2.22 Working Parties

- a) In establishing working parties, the LGB will:
- b) Determine the membership, including that of non-members of the LGB, and the method of appointing the Chair of each working party;
- c) Establish terms of reference;
- d) Determine procedures for reporting back.
- e) The Headteacher has the right to attend any meeting of the LGB or any of its working parties.
- f) If the LGB establishes working parties to make recommendations or provide information they will be discontinued when their work has been completed.
- g) A working party will present either written recommendations or progress reports to the next meeting of the full body.

3. Review

- a) Amendments to these Standing Orders may be made only by the Board of Trustees at its first full meeting of any academic year.

Note: all decisions taken under delegated authority MUST be reported to the next available Trust Board meeting. This should be done by way of a minute of the decision or of the meeting at which the decision was taken.

This policy is written in compliance with the Equal Opportunities Policy.

Appendix One

1. PARTNERSHIP TRUST POLICIES

Policies maintained by the Academy Trust requiring Trust review and adoption

Note: all required policies are initiated by the Executive Team including Headteachers at the direction of the CEO. All policies are to be reviewed every three years unless shown otherwise or a change of legislation or policy requires a sooner review. The Trust Board will set a review timetable to secure a rolling cycle of review.

1.1 Policies Review Frequency - Annually

- **Scheme of Delegation, Terms of Reference and Standing Orders**
- **Equal Opportunities (Recruitment)**
- **Financial Regulation Manual**
- **Staff Pay Policy**

1.2 Policies Review Frequency - Three Yearly

- **Adoption Leave Policy**
- **Appraisal Policy**
- **Capability Policy**
- **DBS Policy – Academy**
- **Governor and Trustee Allowances**
- **Governor Visits Policy**
- **Grievance Policy**
- **Maternity Leave Policy**
- **Parental Leave Policy**
- **Paternity Leave Policy**
- **Privacy Note for Staff**
- **Staff Sickness and Absence Policy**
- **Staff Safer Recruitment and Selection Policy**
- **Staff Code of Conduct**
- **Staff Disciplinary Procedure**
- **Staff Flexible Working**
- **Staff Time off Work policy**
- **Staff Probationary Policy for Support Staff**
- **Staff LGPS Procedure and Discretions**
- **Whistle Blowing Policy**

1.3 Policies Review Frequency - Live

- **Register of business interests**
- **School information published on a website**

Review frequency: Live – must be updated as soon as possible after a change and at least annually

Appendix 2

TABLE OF DELEGATION

1. It is not possible nor desirable for the Scheme of Delegation to cover every action, decision, situation, policy and document that Members, Trustees, Governors and the Executive Team will encounter both in the usual Trust and School business that will occur as well as in the unexpected and unfamiliar. The Table is an attempt to highlight the main responsibilities and duties assigned to both the Governance and the Executive arms of the Trust. In the case of uncertainty, ambiguity, omission or dispute, the matter will be referred to the CEO or the Chair of the Trust in the first instance and subsequently to the Main Trust Board, if necessary.
2. List of Abbreviations in the Table

AUDIT = Audit & Finance Committee
 CEo = Chief Education Officer
 CEO = Chief Executive Officer
 CFO = Chief Financial Officer (Business Director)
 Clerk = Clerk to the Trustees or to the Local Governing Body (LGB)
 ET – Executive Leadership Team
 FO = Finance Officer
 GM = Governance Manager
 HT = Head of School or Executive Headteacher of individual School
 LGB = Local Governing Body
 P&P = Policy & Procedure
 SC = Standards Committee
 TB = Trust Board

	Prepare	Consult with or refer to	Determine/ Adopt/Approve	Implement
TRUST & INDIVIDUAL SCHOOL STRATEGY				
Trust Strategic Plan	CEO/CEo	As appropriate	TB	CEO/CEo
Trust Business Plan	CFO	CEO/CEo	TB	CEO/CEo/CFO
Individual School strategic and development plan	HT	LGB	SC/TB	HT
New school applications or	CEO/CEo/CFO	As appropriate	TB	CEO/CEo/CFO

	Prepare	Consult with or refer to	Determine/ Adopt/Approve	Implement
applications to join the Trust				
FINANCIAL MATTERS				
Annual Trust budget	CFO	As appropriate	AUDIT/TB	CFO
Individual School budgets	CFO/HT	LGB	AUDIT/TB	CFO
Expenditure or award of contracts up to HT limit	HT	As appropriate	HT	FO
Expenditure or award of contracts from HT limit to LGB limit (c.f. Finance Regulations)	HT	CFO	LGB	FO
Expenditure or contracts from LGB limit to Board	CFO	AUDIT	TB	CFO
Expenditure or contracts from TB limit to OJEU limit	CFO	As appropriate	TB	CFO
CURRICULUM & PUPIL RELATED SCHOOL MATTERS, POLICIES AND PROCEDURES (P&P)				
School Specific Polices	HT	As appropriate	HT/LGB	HT
Making a Permanent Exclusion	HT	As appropriate	LGB	HT
Admissions	HT	As appropriate	TB	HT

	Prepare	Consult with or refer to	Determine/ Adopt/Approve	Implement
Individual Admission Decisions	Local Authority to handle the actual admissions procedures and ranking of parental preferences, unless School within the Trust was formerly a voluntary aided school and there is an additional application form to be returned to the School. In that case a panel of governors will make the decisions.			
Curriculum	HT	As appropriate	LGB	HT
Teaching and learning	HT	As appropriate	HT	HT
Annual SEND Local Information Report	HT	As appropriate	LGB	HT
Quality Assurance in Schools	CEO/CedO/ET	As appropriate	SC	CEO/CdeO/ET
Data Review	HT/ET	As appropriate	SC	HT/ET
MARKETING, BRANDING & INFORMATION				
Trust website	GM	As appropriate	ET	GM
Individual School website	HT	As appropriate	HT	HT
Publication of Statutory Information including on websites	HT	As appropriate	HT	HT
PREMISES AND SITES				
Asset Management P&P	CFO	As appropriate	TB & LGB	CFO
Significant Alterations	CFO	As appropriate	TB & LGB	CFO

	Prepare	Consult with or refer to	Determine/ Adopt/Approve	Implement
Health and safety P&P	CFO	As appropriate	TB & LGB	CFO
GOVERNANCE				
Changes to Trust Articles of Association	CEO	Chair and as appropriate	TB & Members	Clerk
Change name of Trust	TB	As appropriate	TB & Members	Clerk
Scheme of Delegation	CFO/GM	As appropriate	TB	CFO
Establish Trust Committees	TB	As appropriate	TB	Clerk
Approve terms of reference for Trust committees	CFO/GM	As appropriate	TB	GM
Establish LGB committees	LGB	As appropriate	LGB	Clerk
Appoint Chair and Vice-chair of Trust Board	Trustees elect chair and vice-chair and term of office to a maximum of 2 years.			
Appoint Chair of LGB	Governors elect chair and vice-chair and term of office to a maximum of 2 years.		TB to ratify	Clerk
Register of interests	GM/Clerk	Members, Trustees & Governors	Individual Members, Trustees & Governors	GM/Clerk
Filings at Companies House and at the Charity Commission	CFO			CFO
Ensure website compliance	Clerk or HT			Clerk

	Prepare	Consult with or refer to	Determine/ Adopt/Approve	Implement
Skills audit	GM/Clerk			GM/Clerk
Trustee and Local Governor training	GM/Clerk to circulate details	Trustees & Governors		Individual Trustees & Governors
Freedom of Information P&P	CFO	As appropriate	TB	CFO
Data Protection	GM	As appropriate	TB	GM
Equality Information & Objectives	CFO	As appropriate	TB	CFO
STAFFING				
Staff Terms & conditions or collective agreements	CFO	As appropriate	TB	CFO
Teachers annual pay award	CFO	As appropriate	TB	CFO
Support staff annual pay award	CFO	As appropriate	TB	CFO
Individual pay awards	HT	As appropriate	LGB	CFO
Staff Policies and Procedures	CFO	As appropriate	AUDIT/TB	CFO
Performance management and appraisal implementation	HT	As appropriate	HT	HT
Performance management and appraisal implementation of	CEO/CEdO	As appropriate	CEO/CEdO	CEO/CEdO

	Prepare	Consult with or refer to	Determine/ Adopt/Approve	Implement
Heateachers and Senior Central Team Leaders				
Trust Staff structure and grades	CFO	CEO/AUDIT	TB	CFO
CEO/CEdO/SEH /CFO appointment	Chair	Trustees	TB	Chair
Headteacher appointment	CEO	LGB	Panel from TB and LGB	CEO
Deputy Headteacher appointment	HT	LGB	Panel from TB and LGB	HT
Senior leadership appointments in individual academies	HT	LGB	Panel from LGB and HT	HT
Senior leadership appointments across Trust	CEO	Senior leadership appointments in individual academies	TB	CEO
Non SLT appointments	HT	Senior leadership appointments in individual academies	HT	HT
Allegations of Abuse Against Staff P&P	HT	As appropriate	LGB/TB	HT
Central Record of Recruitment & Vetting Checks	School	As appropriate	HT	CFO/school
RISK MANAGEMENT				

	Prepare	Consult with or refer to	Determine/ Adopt/Approve	Implement
Maintain risk register (and update)	CFO	As appropriate	AUDIT	CFO
Insurance Policy	CFO	As appropriate	AUDIT	CFO
Business Continuity	CFO	As appropriate	AUDIT	CFO