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**BOARD OF ACADEMY TRUSTEES STANDING ORDERS – Approved 22<sup>nd</sup> March 2024**

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**1. Chair and Vice Chair of Trustees**

- 1.1. At the end of each school year (or when the term of office is due) the Academy Board (hereafter known as the Board) will approve from its number a Chair and Vice Chair of Trustees for the next academic year. The term of office for each post will be one year and the term of office will end on the date of the first meeting of the Board after the first anniversary of his/her election or at the end of his/her term of office as a trustee, whichever date is earlier. The Board cannot conduct its business without an elected Chair. A trustee who is paid to work at the school is not eligible to be Chair or Vice Chair of that school.
  - Eligible trustees will indicate their intention to stand as Chair or Vice Chair to the Clerk to Trustees by e-mail or verbally. If no nominations are received for either post, trustees may put their names forward at the next Trust Board meeting.
  - If an election is required, trustees will cast their vote by email using an electronic voting system with votes being sent directly to the Clerk.
  - If a vote is required at a Board 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.
- 1.3. If both the Chair and Vice Chair are absent from a meeting, the Board will elect a chair for that meeting.
- 1.4. 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 Board.
- 1.5. If the Vice Chair resigns, or has to relinquish the office for any reason, a successor will be sought. Eligible trustees will indicate their intention to stand as Chair or Vice Chair to the Clerk to Trustees by e-mail or verbally. If no nominations are received for the post, trustees may put their names forward at the next Trust Board meeting.
- 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 within 28 days to elect their successors, such meeting to be chaired by the Clerk to Trustees until the Chair is elected.
- 1.7. The Board can remove the 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 circulated to Board members at least seven 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.
- 1.8. The Chair of Trustees will hold the post of Chair of the Management Committee and may not hold the chairmanship of any other Board committee whilst in office.

**2. Terms of Office for Categories of Trustees**

- 2.1 The terms of office for all categories of trustee will be four years. Trustees will relinquish their position at the end of the academic term following the 4<sup>th</sup> anniversary of their appointment. Parent trustees are required to relinquish their position at the end of the term of office during which their daughter leaves the School.

- 2.2 The maximum number of consecutive terms of office is three, ie 12 years, unless continuation is approved by the CCHS Academy Members.

### **3. Calendar of Meetings**

- 3.1. The Board will meet at least three times a year, preferably termly.
- 3.2. The Board will plan its general meetings and committee meetings on an annual basis at the final Summer Term Board meeting of the preceding academic year. Committee meetings will normally be held before the Board meeting each term so that committee business can be reported to the Board. Working groups are convened as required.
- 3.3 Board and committee meetings are usually held face-to-face at the School however meetings may also be held remotely, via teleconferencing or the internet, with the permission of the relevant meeting chair.

### **4. Timing of Meetings**

- 4.1. Meetings will start at times which are acceptable to the Board and will generally be limited to two hours duration, except in exceptional circumstances.
- 4.2. Where the business has not been completed within the agreed time, those trustees present may resolve to continue the meeting in order to deal with the business notified on the agenda.
- 4.3. A meeting may be discontinued at any time if the Board so resolves.

### **5. Quorum**

- 5.1. The quorum for any Board meeting or sub-committee meeting and vote must be one half (rounded up to a whole number) of the current membership of the Board.
- 5.2. A meeting will not take place if it is inquorate or will be discontinued if it becomes inquorate.
- 5.3. 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.

### **6. Clerking**

- 6.1. The Board must appoint a Clerk to the Board and each of its committees. Trustees, associate members and the Headteacher cannot be Clerk to the Board. The Headteacher cannot be appointed as Clerk to a committee.
- 6.2. Full Board meetings, statutory meetings and non-statutory committee meetings will be clerked by the appointed Clerk to the Board.
- 6.3. If the Clerk does not attend a meeting the trustees present at the meeting can appoint a member of the Board or committee (but not the Headteacher) to act as clerk for that meeting.
- 6.4. The Board can remove the Clerk from office by resolution at a Board meeting.

### **7. Associate Members**

- 7.1 Academy Boards can benefit from being able to draw on expertise and experience from outside their formal trustee membership. The Board can appoint associate members to serve on one or more Board committees and attend full Board meetings.
- 7.2 Associate members are appointed as members of committees established by the Board, or as members of the Board and one or more of its committees. Associate members who are not members of the School staff are appointed for a period of one year and can be re-appointed at the end of their term of office. Associate members who are members of the School staff are appointed for the duration of their employment at the School. Associate members are not trustees and they are not recorded in the Articles of Association.
- 7.3 Associate members do not have the right to vote at Board meetings. The Board can give limited voting rights to associate members on committees at the time of appointment.

## **8. Convening Meetings**

- 8.1. All meetings will be convened by the Clerk, in accordance with arrangements made by the Board, but subject to:
- a) any direction from the Chair where a matter is urgent, or
  - b) any requisition signed by three trustees.

## **9. Notice of Meetings**

- 9.1. Written notice of meetings, together with the agenda, will be sent to the trustees by e-mail to arrive seven clear days before the meeting, except where the Chair calls an urgent meeting at short notice.
- 9.2. Non-receipt of notice of a meeting will not invalidate the meeting.
- 9.3. Notices of meetings and the accompanying agenda pack will be made available at the School, at all reasonable times, for inspection by anyone wishing to see them.

## **10. Agenda**

- 10.1. The agenda will be organised by the Clerk in consultation with the Chair of Trustees, the Headteacher and the chairs of the standing sub-committees.
- 10.2. Any trustee may place an item on the agenda by contacting the Clerk and with the agreement of the Chair and Headteacher.
- 10.3. Whenever possible, supporting papers which inform agenda items will be made available to trustees on the Trustee Portal at least seven clear days before the meeting.

## **11. Any Other Business**

- 11.1 Items to be raised under “Any Other Business” must be notified to the Chair and/or Clerk to Trustees in advance of the meeting.

## **12. Attendance**

- 12.1. A record will be kept in the minutes of all persons attending a meeting of the Board or any of its committees.
- 12.2. The time of arrival and/or departure of any trustee not in attendance throughout any meeting will be recorded in the minutes.
- 12.3. Apologies for absence will be recorded (when submitted). The decision to accept or not to accept the apology will be recorded.

## **13. Minutes of Meetings**

- 13.1. 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.
- 13.2. Any dissenting views will be recorded in the minutes of the meeting, if that is the wish of one or more trustees 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 14 days of the meeting, the draft minutes will be sent by the Clerk to the Chair for checking.
- 13.5. Copies of the approved draft minutes will be made available to all members of the Board via the Trustee Portal within 28 days of the meeting.
- 13.6. The minutes of each meeting will be considered for approval or amendment at the next meeting and, once approved by the Board as a true record, will be signed and dated by the Chair.

- 13.7. Those matters which the Board 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. Correspondence**

- 14.1. 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.

#### **15. Information and Advice**

- 15.1. The Headteacher has a statutory duty to keep the Board fully informed and will present a written report to each termly meeting of the Board.
- 15.2. Where important information required by the Board is given orally, it will be recorded in the minutes in appropriate detail.
- 15.3. Where information required by the Board is not readily available, reasonable time will be given for its production.
- 15.4. Where expertise is needed but not available within the Board, the Board may consider co-opting an appropriate non-trustee.

#### **16. Discussion and Debate**

- 16.1. The Chair will ensure that meetings are run effectively, focusing on priorities and making the best use of time available, and ensuring that all members have an equal opportunity to participate in discussion and decision making.
- 16.2. 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.
- 16.3. Recommendations received from working groups will be recorded in the minutes, together with any related Board resolution.

#### **17. Decision Making**

- 17.1. Members of the Board recognise that all decisions must be made by the Board unless an individual or a committee has been delegated to deal with a specific issue.
- 17.2. Decisions will be made by a simple majority of those trustees present and when voting, by show of hands unless any one trustee, or more, requires a secret ballot.
- 17.3. If there is a tied vote at the end of a discussion, the Chair may vote a second time to determine the issue.
- 17.4. A decision of the Board is binding on all its members.
- 17.5. 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.
- 17.6. When circumstances require it, decisions may be made by Trustee email approval, organized and recorded by the Clerk and subject to the receipt of full explanatory information or relevant documentation. All email approvals will be formally ratified by the relevant committee at the next available meeting.

#### **18. Urgent action**

- 18.1. The Chair, or in his/her absence the Vice Chair, has the authority to take urgent action between meetings when:
  - a) A delay in dealing with the matter would be seriously detrimental to a pupil, her parents, or a member of staff, and

b) A meeting could not be called in sufficient time to deal with the matter.

18.2. If any urgent action is taken by the Chair between meetings, the facts will be reported to the next meeting of the Board.

## **19. Public Statements**

19.1. Public statements will be made only by the Headteacher or Chair of Trustees.

## **20. Access to Meetings of the Board**

20.1 Trustees, the Headteacher, associate members and the Clerk have the right to attend Board meetings. Associate members may be excluded from any part of a meeting when an item concerns an individual member of staff or pupil.

20.2. The Board will decide who, other than a trustee, the Headteacher or the Clerk, may be admitted to a meeting and which of its meetings, if any, will be open to parents/the public.

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

## **21. Pecuniary and Personal Interest**

21.1. The Board will maintain a register of the business 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, and as a composite register with the agreement of the trustees. All business interests will be published on the School website.

21.2. Trustees will report any personal business or other personal interest plus those of any close family members, whether that interest has previously been registered or not.

21.3. A trustee must withdraw from a meeting, if he/she (or a close relative or partner):

- a) stands to gain financially from a matter under consideration.,
- b) has a personal interest in a matter under consideration,
- c) is a relative of a pupil, a parent or an employee being discussed,
- d) is a School employee, other than the Headteacher, and the pay or performance of School employees is under discussion, or
- e) is the Headteacher and the pay or performance of the Headteacher is under discussion.

21.4. 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

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

## **22. Suspension of Trustees**

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

- a) the trustee is paid to work in the school and is the subject of disciplinary proceedings in relation to his/her employment; or
- b) the trustee is the subject of any court or tribunal proceedings, the outcome of which may be that he/she is disqualified from continuing to hold office as a trustee under Schedule 6 of the Constitution Regulations; or

- c) the trustee has acted in a way that is inconsistent with the School's ethos and has brought or is likely to bring the School or the Board or his/her office into disrepute; or
- d) the trustee is in breach of his duty of confidentiality to the School or the staff or to the pupils.

22.2 A Board can vote to suspend a trustee on any of the above grounds, but it is recommended that suspension is only used as a last resort.

22.3 Any motion to suspend must be specified as an agenda item of a meeting for which at least seven days' notice must be given. Before the Board votes to suspend a trustee, the trustee proposing their suspension must give their reasons for proposing the suspension. The trustee who is proposed for the suspension must be given the opportunity to respond before he/she withdraws from the meeting and a vote is taken.

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

### **23. Complaints and Staff Discipline**

23.1. The Board will establish procedures for dealing with general complaints and will abide by the Local Authorities curriculum complaints arrangements.

23.2. The Board will establish procedures for dealing with staff disciplinary matters and staff grievances.

### **24. Delegation of Functions**

24.1 A Board can delegate any of its statutory functions to a committee, a trustee or to the Headteacher, subject to prescribed restrictions. The Board must review the delegation of functions annually. The Board will remain accountable for any decisions taken, including those relating to functions delegated to a committee or an individual. The Board stresses that no action may be taken by an individual trustee unless authority to do so has been delegated formally by resolution of the Board.

24.2. 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:

- a) delegate work to committees with the power to make decisions on behalf of the Board.
- b) delegate work to individual members of the Board and/or the Headteacher, if not a trustee.
- c) set up working groups to provide information and/or make recommendations to the Board.

### **25. Committees**

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

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

- a) determine the membership and the method of appointing the Chair,
- b) establish and record terms of reference,
- c) allow the committees to determine their own timetables within given limits,
- d) determine procedures for reporting back, and
- e) 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. In the event of his/her absence, the Head may send a member of SLT to a committee meeting as his/her representative, subject to the prior agreement of the chair of the committee.

25.4. The Board will establish statutory committees as required to consider:

- a) Staff discipline and staff discipline appeals (appeal committees will have no fewer members than the

relevant “first” committee,

- b) Student discipline and student admissions to the Sixth Form, and
  - c) Staff pay and staff appeals matters.
- 25.5. No trustee who served on the relevant first committee or had any previous involvement with the matter under appeal may serve on an appeal committee.
- 25.6. All committees with delegated powers will report in writing to the next meeting of the Board about any decisions made or action taken.
- 25.7. As for the Board, all committees with delegated powers will follow the same procedures for notice of meetings, the keeping of minutes and withdrawing from meetings as for Board meetings and copies of the minutes will be presented to the next meeting of the Board for information.
- 25.8. The election of sub-committee chairs for the next academic year will take place the Board meeting in the Summer Term of the preceding year and the election of the vice chair at the first committee meeting of the academic year.

## **26. Working Groups**

- 26.1. In establishing working groups, the Board will:
- a) determine the membership, including non-trustees, and the method of appointing the Chairman,
  - b) establish and record terms of reference,
  - c) allow working groups to determine their own timetables within given limits, and
  - d) determine procedures for reporting back.
- 26.2. The Headteacher has the right to attend any meeting of any working group. In the event of his/her absence, the Headteacher may send a member of SLT to any working group meeting as his/her representative, subject to the prior agreement of the chair of the 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 or oral report, including recommendations where appropriate, to the next meeting of the Board.