

## **Standing Orders for the procedural workings of the Local Governing Bodies (LGBs)**

The STAR MAT Board of Trustees wishes to afford LGBs the flexibility to carry out the delivery of their core governance duties in a manner that suits them. However, the Board has a duty under item a36 of the approved Schemes of Delegation to agree a framework for LGB procedures. Whilst most LGBs approach their business in a relatively informal way there is much benefit in having a framework to formalise the execution of that business.

Each LGB has a Scheme of Delegation and the STAR MAT is ultimately governed by its Articles of Association. However, these documents do not list all elements of procedure and conventions surrounding meetings and, so as to avoid disputes arising, the Trustees have approved the following Standing Orders for LGBs. These Standing Orders cannot replace regulations or statutory guidance but are additional and supplementary to them.

LGBs are welcome to discuss the Standing Orders at any point in the meeting cycle and feedback any comments to the Governance Advisor to the MAT. LGBs will note that, at certain points in the following document, the Board has sanctioned an element of personalisation in procedures (these areas are clearly marked in the document); areas where the Board recognises that settings would wish to take into account their own individual circumstances.

The advice contained in this document succeeds any previous advice given by the STAR MAT Board of Trustees on procedures and conventions in meetings of Local Governing Bodies.

## **1. Governor appointments**

It is essential to ensure that Governors have the necessary skills and attributes required to contribute to effective governance and the success of their school. To that end a skills audit should be completed at least once every two years in order to inform recruitment. LGBs should keep their skills under review and should promptly notify the MAT Board in the event that they do not feel they have an appropriate range of skills and experience to effectively carry out their functions. Due attention will be given to succession planning.

In the case of Church of England schools, Governors will need to be committed to ensuring that the Christian Character of the school is secured, preserved and developed. To that end, Governors in those schools are required, upon appointment, to complete an Ethos Undertaking declaration and return this to the Trust's Governance Advisor. In former Community schools, Governors will need to be committed to respecting and promoting their non-designated status.

The following outlines the particular requirements that will apply to each type of Governor:

### **Staff Governors**

- The LGB (supported by the Headteacher) shall be responsible for the election of Staff Governors. Guidance on the election of staff governors has been issued previously.
- In order to be eligible for election as a Staff Governor, an individual must be employed under a contract of employment to work at the school. A Staff Governor cannot be the Headteacher.
- The LGB shall invite nominations from staff and, where there is a contest, an election will be required. All individuals eligible to serve as a Staff Governor shall be entitled to vote in the election.

### **Parent Governors**

- The LGB (supported by the Headteacher) shall be responsible for the election of Parent Governors. Guidance on the election of parent governors has been issued previously.
- In order to be eligible for election as a Parent Governor, an individual must be a parent of a registered pupil or pupils at the school.
- The LGB shall invite nominations from parents and, where there is a contest, an election will be required. All individuals eligible to serve as a Parent Governor shall be entitled to vote in the election.
- If no parents put themselves forward for election the number of Parent Governors required can be made up by Parent Governors appointed by the LGB.
- In appointing a Parent Governor, the LGB can appoint a person who is the parent of a registered pupil at a school within the MAT; or where it is not reasonably practical to do so, a person who is the parent of a child of compulsory school age.

### **Trust Appointed Governors**

- In order to be eligible for appointment as a Trust Appointed Governor, an individual must, in the opinion of the LGB, have the skills required to contribute to the effective governance and success of the school.
- The LGB shall be responsible for identifying suitable persons to be put forward to the Trust Board for approval.
- In ordinary circumstances, no persons directly employed by the Trust will be considered for a Trust Appointed position.

### **Foundation Governors (for Church of England schools)**

- Foundation Governors will be appointed in the manner outlined in the LG composition document agreed between the MAT and the YDBE.
- Appointment will take place in accordance with the relevant processes and procedures for appointment of Foundation Governors (as published by the YDBE).
- Foundation Governors in Church of England schools have a special role in, and responsibility for, ensuring that the Christian Character of their school is secured, preserved and developed and is conducted in accordance with any trust deed relating to the school.

## **2. Terms of Office**

A four year term of office will apply to all Local Governors save as follows:

- The Headteacher shall be treated as an ex officio Governor and as such will have no specified term of office
- In the case of Church of England schools, the ex officio Foundation Governor will have no specified term of office.

## **3. Election of Chair and Vice Chair**

The Clerk shall take the chair until such time as the election of the chair has been carried out. Each LGB shall elect a Chair and a Vice-Chair from among their number. The Chair and Vice-Chair(s) shall have a term of office of **between 2 and 4 years** (the Trustees would, in normal circumstances, welcome chairs having office terms towards the upper end of the scale). The term shall begin at the first LGB meeting of the autumn term (at which the chair and vice-chair are normally elected). The LGB may also be required to elect a Chair/Vice-Chair to fill any such vacancy arising in year in those positions. In the event of this, the duly elected persons should complete the agreed term for their predecessors and seek re-election (if they so wish) at the relevant first LGB meeting of an autumn term.

Any election of the Chair or Vice-Chair which is contested shall be held by secret ballot.

A person who is employed by the MAT (whether or not working at the school) is not eligible to serve as Chair or Vice Chair.

Where the Chair is absent from any meeting or there is at the time a vacancy in the office of the Chair, the Vice Chair shall act as the Chair for the purposes of the meeting. Where the

Vice-Chair is also absent or there is at the time a vacancy in the office of Vice-Chair, the LGB shall select one of their number to act as Chair for the purposes of that meeting, provided the person so elected would have been eligible to stand as Chair.

The Chair/Vice-Chair may at any time resign their office by giving notice in writing to the LGB and/or the Clerk to the LGB.

The Chair/Vice Chair may be removed from office at any time by the Board or by the LGB. A resolution to remove the Chair or Vice Chair from office which is passed at a meeting of the LGB shall not have effect unless:

- it is confirmed by a resolution passed at a second meeting of the LGB held not less than fourteen days after a first meeting to consider that step; and
- the matter of their removal from office is specified as an item of business on the agenda for each of those meetings.

Before a resolution is passed by the LGB at the relevant meeting as to whether to confirm the previous resolution to remove the Chair/Vice Chair from office, the person or persons proposing his removal shall at that meeting state their reasons for so doing and the Chair/Vice-Chair shall be given an opportunity to make a statement in response. The MAT Board must be informed of any resolution to remove the Chair/Vice Chair. If the Board wishes to overrule the actions of the LGB they may do so without recourse to appeal.

#### **4. Duties of the Chair**

The Chair of LGB will work with the Clerk and the Headteacher to set agendas for meetings, ensure the orderly and efficient conduct of business, monitor the work of any sub-committees and to act as point of contact in relation to the school.

The Chair of the LGB (or in the absence of the Chair, the Vice-Chair), has power to carry out functions of the LGB in circumstances where:

- The function needs to be carried out before there is sufficient time to hold a meeting of the LGB (whether in person or by other approved means); and
- The delay occasioned by not taking action would be reasonably likely to have a serious detrimental effect to the school, a pupil, parent or member of staff; and
- The Chair (or the Vice Chair as the case may be) is satisfied that in the particular circumstances it is reasonable for him or her to carry out the relevant function without the prior approval of the LGB; and
- He or she has consulted with such other LGB members and/or members of staff as he/she deems reasonable within the time available; and
- In all cases, the Chair of LGB (or the Vice Chair as the case may be) should report to the LGB as soon as is reasonably practicable the action that has been taken along with the reasons why the function had to be carried out by way of the Chair's direct action.

## **5. Appointment of the Clerk**

The clerk of the LGB shall be ultimately appointed by the Board, having due regard to the views of the LGB.

## **6. Meetings**

### *(a) Frequency of meetings*

The Local Governing Body will meet at least termly. In normal circumstances, meetings of the LGB shall take place according to a calendar of dates (for the year ahead), which is set out in the preceding summer term.

### *(b) Notice*

Meetings shall be convened by the Clerk. In doing so, the Clerk shall comply with any direction given by the Trust Board, the Chair of the LGB or members of the LGB. Any three members of the LGB may, by notice in writing to the Clerk, requisition a meeting of the LGB and it shall be the duty of the Clerk to convene such a meeting as soon as is reasonably practicable. In such circumstances, each member of the LGB shall be given, at least seven clear days before the date of such a meeting, (1) notice of that meeting; and (2) a copy of the agenda of that meeting.

If the Chair determines that there are matters demanding urgent consideration, a shorter notice period for a meeting may be determined, as is deemed reasonable.

### *(c) Minutes and papers*

Papers will be provided to Governors and attendees, along with the agenda, at least 7 clear days before a meeting. Papers will be provided electronically. The Clerk to the LGB will produce draft minutes of its meetings and will forward these to the Chair and (in normal circumstances) the Headteacher for checking within ten working days. The finalised draft will be circulated to all Governors once available. The minutes will be agreed by the LGB at the following meeting of the LGB and will be made available to the Board of Trustees on request, via the Governance Advisor, for their scrutiny and oversight.

Signed minutes of meetings will be held by the school and minutes of ordinary meetings, regarded as those for public record, will be made available on request. Minutes relating to confidential business will not be disclosed, save if they are requested by the Board of Trustees. The LGB will determine those items that are to be treated as confidential. The status of confidential minutes should be reviewed from time to time to ensure that matters that are in the public interest are made available once a suitable time period has elapsed.

### *(d) Quorum*

The quorum for a meeting of the LGB and any vote on any matter thereat, shall be not less than 50% of the number of governors in post at the time of the meeting (rounded up to a whole number)/ any three of the Governors or, where greater, any one third (rounded up to a whole number) of the total number of members of the LGB at the date of the meeting. The LGB may act, notwithstanding any vacancies,

but, if the numbers of persons serving is less than the number fixed as the quorum, the continuing persons may act only for the purpose of filling vacancies. The appointment or removal of an LGB governor requires a quorum of two thirds (rounded up to a whole number) of the persons who are entitled to vote on the relevant matter.

*(e) Voting*

Matters to be decided at LGB meetings must be determined by a majority of the votes of the Governors able to vote on the matter. Each Governor shall be entitled to one vote. Where there is an equal division of votes the Chair shall have a casting vote. A resolution to rescind or vary a resolution carried at a previous meeting shall not be proposed at a meeting unless the consideration of the recession or variation of the previous resolution is a specific item of business on the agenda for that meeting.

A resolution in writing, circulated to all Governors entitled to vote on a relevant matter, and signed by at least three quarters of such Governors, shall be valid and effective as if it had been passed at a meeting of the LGB duly convened and held.

Such a resolution may consist of several documents in the same form; each signed by one or more of the members of the LGB and may include an electronic communication by or on behalf of the LGB indicating his or her agreement to the form or resolution.

*(f) Attendance*

Specialist advisors and key personnel such as the Finance Director and Directors may request or be invited to attend LGB meetings. Such attendees may speak with the permission of the Chair but they shall not be entitled to vote.

The Chief Education Officer and/or Chair (or other nominee) of the STAR MAT Board are entitled to attend and speak at any LGB meeting but are not entitled to vote.

LGBs may invite other non-Governors to assist or advise on a particular matter or range of issues. Such attendees may speak with the permission of the Chair but they shall not be entitled to vote.

Governors will make every effort to attend all meetings and will, wherever possible, provide apologies with an explanation of reasons for non-attendance in advance.

(All apologies, together with the reason(s) for non-attendance at a meeting of the LGB shall be submitted to the Clerk or to the Chair in advance of a meeting. The LGB shall then determine whether such absence(s) should be treated as 'consented' or 'non-consented' absence(s) and recorded as such in the minutes of the meeting. The failure to submit an apology shall be deemed to be a 'non-consented' absence and recorded as such in the minutes of the meeting).

A register of attendance must be kept for each LGB meeting and this must be published annually.

### **7. Conflicts of interest**

Any governor 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 their duties as a governor shall disclose that fact to the LGB as soon as they become aware of it. A governor must absent themselves from any discussions of the LGB in which it is possible that a conflict will arise between their duty to act solely in the interests of the school or Trust and any duty or personal interest (including but not limited to any Personal Financial Interest).

Every governor shall be required to complete an annual business interest's declaration at the first meeting in the autumn term (or within one month of their election/appointment). A register of interests shall be drawn up on the back of those declaration forms by the Clerk and passed to the Governance Advisor as necessary and, in any event, annually. In the event of any governor having declared no interests then a NIL return shall be recorded for that governor on the register of interests.

### **8. Resignation/removal/disqualification**

A Governor may resign by giving notice of their resignation to the Chair and/or the Clerk to the LGB.

All governors will be expected to accept and comply with a Code of Conduct, with removal from the LGB being a potential consequence of a failure to comply with this code.

A Governor must give notice to the Chair of the LGB in the event that they are disqualified from serving as a Governor under the criteria below, and must resign their post forthwith.

A person shall be disqualified from serving as a Governor and thereby be ineligible for appointment to the LGB and, if already appointed, must immediately cease to be a Governor if the relevant individual:

- is or becomes disqualified from holding office under the Articles;
- is or becomes disqualified from holding office as a governor of a school or academy;
- is included in the list of workers considered by the Secretary of State as unsuitable to work with children or young people;
- is barred from any regulated activity relating to children;
- is or becomes bankrupt or makes any arrangement or composition with his/her creditors generally; or their estate has been sequestrated and the sequestration has not been discharged, annulled or reduced;
- is convicted of any criminal offence (other than minor offences under the Road Traffic Acts or the Road Safety Acts for which a fine or non-custodial

- penalty is imposed or any conviction which is a spent conviction for the purposes of the Rehabilitation of Offenders Act 1974);
- has been fined for causing a nuisance or disturbance on school/academy premises during the 5 years prior to or since appointment or election as an LGB member;
- refuses to an application being made to the Disclosure and Barring Services (DBS) for a criminal records check;

A Governor shall cease to hold office if they are absent without the permission of the LGB from all their meetings held within a period of six months and the governors resolve that they should be disqualified. This does not apply to the headteacher or to foundation governors appointed by virtue of their office (ex-officio).

The Trustees reserve the right, in accordance with the Articles of Association, to remove or suspend any LGB member by written notice to the Chair of the LGB.

### **9. Committees/Delegation**

LGBs will have flexibility as to how they structure any sub-committees and the terms of reference therein for those committees (provided they do not contravene the relevant Scheme of Delegation or any requirements outlined in this document with regards meeting conventions etc). The only exception to this is for Pay Review Committee, whereby the terms of reference will be approved and reviewed by the Board of Trustees and provided to the LGB annually.

### **10. Indemnity**

Subject to the provisions of the Companies Act 2006, every member of the LGB shall be indemnified out of the assets of the MAT against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgement is given in favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the MAT.

### **11. Records of the LGB**

The clerk to the LGB shall be responsible for maintaining and keeping up to date the records of the LGB which, for the purpose of this Standing Order, shall comprise the following:

- the minutes of the meetings of the LGB and any of its committees;
- the record of attendance;
- the register of business interests;
- any records pertaining to the removal and/or disqualification of a governor;
- any such other records as may be determined from time to time by formal resolution of the LGB.



## **12. Conduct**

All governors of an LGB shall abide by the The Nolan Principles on Public Life as follows:

- **Selflessness** - holders of public office should take decisions solely in terms of the public interest. They should not do so in order to gain financial or other material benefits for themselves their family, or their friends
- **Integrity** - holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might influence them in the performance of their official duties
- **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.