

Dorset Studio School Governing Body Standing Orders

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To be reviewed Annually

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1 Powers and Duties of the Governing Body

The Governors have wide responsibilities under statute, regulations and the funding agreement. Principally, they are responsible for ensuring that the trust's funds are used only in accordance with the law, it's the Articles of Association, the funding agreement and Financial Handbook. The GB has wide discretion over its use of the trust's funds, which it **must** discharge reasonably and in a way that commands broad public support. It is responsible for the proper stewardship of those funds, including regularity and propriety, and for ensuring economy, efficiency and effectiveness in their use – the three key elements of value for money.

The Governors shall exercise their powers and duties as set out in the Memorandum and Articles of Association (AA), Funding Agreement (FA), and Financial Handbook in compliance with relevant and current legislation.

2 Composition and Appointment of the Governing Body

2.1 MEMBERSHIP – The composition of the Governing Body is set out in Paragraph 46 of the Articles of Association.

2.2 TERM OF OFFICE FOR EACH CATEGORY OF GOVERNOR – The Term of office for any Governor is 4 years save that this limit shall not apply to the Principal. Subject to remaining eligible any Governor may be re-appointed or re-elected to a maximum term of 12 years.

2.3 APPOINTMENT OF GOVERNORS – The process for appointing Governors is laid down in the AA. All Governors will demonstrate commitment to continual development of their knowledge and skills and keep themselves up to date. This will include their ability to understand and interpret educational and financial data.

All Governors in the interest of openness and transparency will have their full names, date of appointment, terms of office, role on the Governing Body, attendance record, relevant personal and pecuniary interests published on the school's website.

2.4 DISQUALIFICATION OF GOVERNORS – The AA cover the conditions under which a governor is disqualified. These include disqualification if a governor is absent without permission from all meetings held within a six month period and governors resolve that the

office be vacated as well as disqualification for failure to provide a DBS (Disclosure & Barring Service) certificate.

2.5 ASSOCIATE MEMBERS – The Governing Body can choose whether to appoint associate members to Committees and whether or not to give them voting rights on those committees.

2.6 CHAIR AND VICE CHAIR - At the first meeting in each school year the Governing Body will elect from among its number a Chair and Vice-Chair whose term of office will be 1 year. A Governor who is employed by the Academy Trust shall not be eligible for election as Chair or Vice-Chair. The maximum term for one person as Chair or Vice-Chair will be 6 years.

The Governing Body resolves that the following process will apply to the election of Chair and Vice-Chair:

- The Clerk will take the Chair when the Chair is being elected.
- Governors will be able to submit written nominations prior to the full governing body and verbal nominations at the meeting. A Governor can nominate him/herself for office and does not need to be present at the meeting to be considered.
- Nominee(s) will be asked to leave the room whilst the election process takes place.
- If there is more than one nominee, the remaining governors will take a vote by a secret ballot. Please note that when a secret ballot is undertaken, the clerk will tally the votes.
- The nominee(s) will return to the meeting.
- Where there are three or more nominees, the nominee polling the least votes will be eliminated and a further vote will be taken
- The clerk will announce the result, with the nominee polling the majority of votes being duly elected.

If there is a tie each candidate will be given the opportunity to speak to the governors about their nomination and a further vote would be taken.

If there is still a tie, governors should discuss the strengths of the nominees further, and another vote will be taken. This process will repeat until a nominee polls a majority of the votes.

If both the Chair and Vice-Chair are absent from a meeting, the Governing Body will elect a Chair for the meeting.

If the Chair resigns, or had to relinquish the office for any reason, the Vice-Chair will act as Chair until a successor is appointed at the next meeting of the Governing Body. The election of Chair will be a specific item of business on the Agenda for that meeting.

2.7 APPOINTMENT OF ACCOUNTING OFFICER - The Governing Body shall appoint the Principal as Accounting Officer with personal responsibility to the Governing Body for financial and administrative matters including;

- Ensuring regularity and propriety
- Prudent and economical administration
- Avoidance of waste and extravagance
- Efficient and effective use of available resources
- Day to day organisation, staffing and management of the Studio School

2.8 CHIEF FINANCIAL OFFICER (CFO): The CFO should be an appropriately qualified and experienced individual, with the necessary financial interest and skills to be able to perform the role competently. This may be a Governor but not the Chair.

The CFO will be appointed at a full Governing Body Meeting.

The CFO will carry out the checks as identified in the Finance Handbook

2.9 APPOINTMENT OF THE CLERK - The Governing Body will appoint a Clerk to the Governors who shall carry out those functions of the Company Secretary as delegated with the agreement of the Governing Body. The Clerk shall not be a Governor or the Principal. Should the Clerk not attend a meeting at short notice, then a Governor, but not the Principal, can act as clerk for that meeting.

3 Meetings

The Governing Body notes the requirement to meet at least three times in each school year.

The Governing Body notes the requirement for notice of the meeting to be given 14 clear days before the date of the meeting.

A Calendar of meetings will be agreed annually by the Governing Body
Meetings will start at times that are acceptable to the Governing Body and will be limited to 2 hours duration, except in exceptional circumstances.

All documentation for meetings will be uploaded to the Governors' Virtual Office (GVO), with written notice of meetings, together with the Agenda, uploaded seven days before the meeting, except where the Chair calls an urgent meeting at short notice.

The Agenda will be prepared in advance by the Clerk in accordance with any determination of the Governing Body and in consultation with the Chair and Principal.

A record of attendance will be kept of all persons attending a meeting of the Governing Body, or any of its Committees. The time of arrival and/or departure of any Governor not in attendance throughout the meeting will be recorded in the minutes.

The Chair will ensure that meetings are run effectively, focusing on priorities and making the best use of time available and ensuring that all Governors enjoy equality of opportunity to express their views.

4 Quorum

The quorum will be 3 Governors or one third of the number of governors holding office (rounded up), whichever is the greater.

The quorum will be two thirds of the number of governors holding office (rounded up), when

- Appointing parent governors
- Removal of a Governor
- Removal of the Chair of Governors.

A meeting will be discontinued if it becomes inquorate, and any items remaining on the Agenda will be placed on the Agenda of a subsequent meeting.

5 Voting

All matters are decided by a majority of the votes of the Governors present and every Governor has one vote. This includes any governors participating by video or telephone link. In the event of a tie, the Chair (or Acting Chair) has an additional (casting) vote. Decisions of the Governing Body are binding upon all its members.

Decisions of the Governing Body may only be amended or rescinded at a subsequent meeting when the proposal to amend or rescind appears as a specific Agenda item.

Governors may also be consulted and make decisions by voting electronically to the Clerk on matters of urgent business, agreed by the Chair, out-with scheduled meetings. The

normal consensus will apply. Any resolution thus made will be confirmed and minuted at the next scheduled meeting of the Governing Body.

6 Restrictions on Participation / Conflicts of Interest

An annual register of interests will be established and updated annually, which will be available for inspection and published on the website.

Each Governor must declare at the start of any meeting if there is an item on the agenda which poses a potential conflict of interest, whether the interest has previously been registered or not, or where a fair hearing is required, and his/her impartiality is in doubt. In such a case, the Governor concerned must withdraw from the discussion and may not vote.

In the event of a dispute the Governing Body decides whether the individual should withdraw.

7 Committees and Working Groups

COMMITTEE STRUCTURE/MEMBERSHIP OF COMMITTEES

The establishment, Terms of Reference, constitution and membership of any committee of the governors shall be reviewed at least once in every twelve months.

The GB notes that it should have a finance committee to which it delegates financial scrutiny and oversight, however in the infancy of the Studio School the GB has agreed to hold sufficient meetings to allow the full board to undertake this role.

Also during infancy, the GB will be responsible for identifying that risks are adequately identified and managed by:

- Reviewing the risks to internal financial control at the trust
- Agreeing a programme of work to address, and provide assurance on, those risks, which may include the appointment of Internal Auditors to give independence.

8 Minutes and Papers

Minutes must include a record of all appointment of officers made by the Governors, the meeting's proceedings and the names of everyone present.

The minutes of each meeting will be considered for approval or amended at the next meeting, and, once approved, by the Governing Body as a true record, will be signed and dated by the Chair. They will then be made available on the School website.

Signed minutes, the agenda, and any supporting papers must be available for public inspection as soon as is reasonably practicable. This includes the draft minutes once they have been approved by the person acting as Chair at the meeting. Draft minutes should be marked 'subject to ratification.' The AA covers confidential items

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

9 Independent Appeals Panel

Governors noted the need to use a suitably trained panel for Independent Appeals against decisions of the Pupil Discipline Committee.

Governors agreed to use the Independent Appeals Panel Service provided the Thomas Hardy School, if needed.

10 Correspondence

All incoming correspondence, excluding any concerning a complaint, is for the attention of the whole Governing Body. All items should be directed to the Clerk with significant items presented to each meeting of the Governing Body, including any upon which urgent action was necessary, so that the need for, and the nature of, any action may be decided or confirmed.

11 Complaints and Staff Discipline

The Governing Body will establish procedures for dealing with general and curriculum complaints.

The Governing Body will establish procedures for dealing with staff discipline matters and staff grievances.

12 Delegation of Functions

A Governing Body can delegate any of its statutory functions to a committee, a Governor or the Principal, subject to the restrictions described below. The Governing Body must review the delegation of functions annually. A Governing Body will remain accountable for any decisions taken, including those relating to a function delegated to a committee or individual.

The following functions may not be delegated to a governor, committee, the Principal or any other holder of an executive office:

- The removal of Governors
- The appointment or removal of the Chair or Vice-Chair
- The appointment of the clerk
- The establishment of committees and delegation of functions

The following functions can be delegated to a committee but cannot be delegated to an individual, even in urgent cases:

- The approval of the budget plan for the Studio School financial year.
- The review of the exclusion of pupils
- Admission matters

The Governing Body can still perform functions it has delegated.

- Any individual or committee to whom a decision has been delegated must report to the Governing Body in respect of any action or decision made
- Delegated powers will be reviewed annually in the autumn term.

DELEGATION OF FUNCTIONS TO THE CHAIR

The Governing Body agrees the delegation of functions to the Chair as described below:

Personnel:

- Co-ordinating arrangements for governor participation in interview, and for hearings relating to Pupil Discipline, Staff Dismissal, Staff Dismissal Appeals, Pay Review Appeals and Employee Grievance.
- Liaison with the Principal in relation to personnel issues.

Inset:

- Approval of INSET days where time does not permit this to be considered by the full Governing Body.

Correspondence/Documentation

- Preparing a response on behalf of the Governing Body to any other correspondence/ documentation, e.g. consultation documents, received from the LA or DfE where time does not permit the full Governing Body to consider it at a meeting. In delegating this function to the Chair, he/she will be expected to liaise with the Principal before preparing a response.
- The Governing Body delegates to the Chair, the right to take a decision in an emergency
- Any decisions taken by the Chair under his/her delegated authority will be reported back to the next meeting of the Governing Body

DELEGATION OF FUNCTIONS TO THE PRINCIPAL

The Governing Body agrees the delegation of functions to the Principal as described below:

- **Accounting Officer:** In accordance with the requirements of the Funding Agreement the Governing Body identifies the Principal as the Accounting Officer
- The Governors delegate such powers and functions as they consider are required by the Principal for the internal organisation, management and control of the Studio School (including the implementation of all policies approved by the Governors and for the direction of the teaching and curriculum at the Studio School.
- **Staff Appointments:** The Governing Body agrees that the Principal will be responsible for staff appointments outside of the leadership group and initial staff dismissals, subject to the adoption of the appropriate HR policies.
- **Staffing Issues:** In exceptional circumstances an individual governor or group of Governors, with or without the Principal, will deal with staff appointments outside of the leadership group and initial staff dismissal decisions

- **Freedom of Information Act:** The Governing Body delegates to the Principal day-to-day responsibility for the Freedom of Information Act and the provision of advice, guidance, publicity and interpretation of the school's policy.

13 Payment to Governors

Governors can receive payment for all reasonable out of pocket travel, accommodation or other expenses legitimately incurred by them, excluding foreign travel incurred whilst attending meetings of the Governing Body and its committees, undertaking governor development and otherwise acting on behalf of the governing body.

14 Code of Conduct and Confidentiality

Governors agree to follow Code of Conduct as adopted on 5 December 2019.

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

15 Access to Meetings

Apart from the Governors, the only people entitled to attend a meeting of the Governing Body are the Principal and the Clerk. Other attendees may be invited in advance by the Governing Body but will be required to leave a meeting where matters of a confidential nature are being discussed. Any other officers of the school may be invited on an occasional or regular basis. All officers are there in an advisory role and have no voting rights, unless they have an additional role such as staff governor.

16 Safeguarding Students

The Academy shall comply with the requirements of the Education (Independent School Standards) (England) Regulations 2014 (or such other regulations as may for the time being be applicable) in relation to carrying out enhanced Disclosure and Barring Service (DBS)

certificates and making any further checks, as required and appropriate for all individual Governors.

17 Avoiding influenced Company Status

A person associated with the Local Authority will not be appointed as a Governor if this results in the number of Governors who are Local Authority Associated Persons representing 20% or more of the total number of Governors.

A Local Authority Associated Person is defined as someone who:

- is, or has been in the last 4 years, a councillor (at any level, e.g. parish, district, county etc);
- is an employee of the local authority, which includes councils at all levels as above, a Fire and Rescue Service, a police authority and a National Park; or
- is a senior employee of a company which is itself controlled by the local authority.

18 Declaration

The Governing Body, at its meeting on 5 December 2019 resolved to adopt the Standing Orders. These Standing Orders will be reviewed annually in the Autumn Term.