



# **SOUTH GLOUCESTERSHIRE AND STROUD ACADEMY TRUST**

## **STANDING ORDERS**

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# SOUTH GLOUCESTERSHIRE AND STROUD ACADEMY TRUST (SGS AT)

## STANDING ORDERS

### **1 INTRODUCTION**

- 1.1 South Gloucestershire and Stroud Academy Trust (SGS AT) is a company limited by guarantee and is constituted as a non-profit charitable trust. SGS AT is sponsored by South Gloucestershire and Stroud College. SGS AT has been established as a multi-academy trust.
- 1.2 These Standing Orders provide the framework within which South Gloucestershire and Stroud Academy Trust operates and supplement the provisions of relevant legislation and the Company's Articles of Association. Nothing in this document is meant to override the provisions of the Articles of Association which at all times are to be regarded as the primary sources of guidance.
- 1.3 These Standing Orders apply equally to the Trust, its Committees and any working party to which Trustees may be appointed. It is, however, permissible for Local School Board Standing Orders to be in existence provided that they do not contradict anything in these Standing Orders.
- 1.4 Members, Trustees and Local School Board members owe a fiduciary duty to the Trust. This means that they should show it the highest loyalty and act in good faith in its interest. Every Member/Trustee/Local School Board member /Committee Member shall be expected to adhere to the seven principles of public life laid down by the Nolan Committee. These are:
  - a) **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.
  - b) **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.
  - c) **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.
  - d) **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.

e) **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.

f) **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.

g) **Leadership**

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

1.5 Other documents which are relevant to the conduct of SGS AT business include:

1.2.1 Memorandum and Articles of Association and applicable law.

1.2.2 Funding Agreements.

1.2.3 Academy Trust Handbook.

1.2.4 Department for Education Governance Handbook.

1.2.5 SGS AT Code of Conduct.

1.2.6 Scheme of Delegation.

1.2.7 Committee Terms of References.

1.2.8 Financial Regulations and Procedures.

1.2.9 Whistleblowing Policy.

1.2.10 Register of Interests.

## **2 HIERARCHY OF THE TRUST**

2.1 Members shall be the top tier of governance and have a different status from the Trustees. The Members are the subscribers to the Trust's Memorandum of Association, and any other individuals permitted to become Members under its Articles of Association.

2.2 While Members can also be Trustees, guidance is to retain some distinction between the two layers ensures that Members, independent of Trustees, provide oversight and challenge. This is especially important in multi-academy trusts in which Trustees are responsible for a number of academies.

2.3 Trustees (akin to Company Directors) must be appointed in accordance with the Articles of Association.

- 2.4 Trustees must understand their duties as Company Directors and Charity Trustees to:
- (i) Act within their powers
  - (ii) Promote the success of the Trust
  - (iii) Exercise independent judgment
  - (iv) Exercise reasonable care, skill and diligence
  - (v) Avoid conflicts of interest
  - (vi) Not to accept benefits from third parties
  - (vii) Declare interest in proposed transactions or arrangements

### **3 ROLE OF MEMBERS**

- 3.1 Members shall subscribe to the Trust's Articles of Association.
- 3.2 Members have an overview of the governance arrangements of the trust and have the power to appoint Trustees and remove these Trustees. Members can also amend the Articles and may do so to support stronger governance arrangements. Guidance should be sought when deciding on circumstances to change the Articles.
- 3.3 Members have the power to appoint/remove additional Members as they think fit and appoint/remove Trustees in accordance with the Articles of Association. Any Member may resign provided that after such resignation the number of Members is not less than three.
- 3.4 Every person nominated to be a Member of the Trust shall either sign a written consent to become a Member or sign the register of Members on becoming a Member.

### **4 ROLE OF TRUSTEES**

- 4.1 Trustees are responsible under the Articles of Association for controlling the management and administration of the Trust. They have responsibility for directing its affairs, and for ensuring that it is solvent, well-run, and delivering the Trust's charitable outcomes for the benefit of the public. The powers of Trustees are contained in the Articles of Association.
- 4.2 Trustees shall ensure clarity of vision, ethos and strategic direction of the Trust.
- 4.3 Trustees shall hold the Chief Executive Officer/Deputy CEO, and Head Teacher(s) to account who shall be responsible for the educational performance of pupils and the management of staff.
- 4.4 Trustees shall oversee the financial performance of the Trust and its proper use of funds.

- 4.5 Where deemed appropriate, Trustees shall also appoint designated Trustees as Lead Trustees, for example Pupil Premium, Special Educational Needs and Disability, Safeguarding, Health and Safety etc, and these will be regularly reviewed.
- 4.6 Trustees shall ensure that the Accounting Officer (Chief Executive Officer of the Trust) Chief Financial Officer and SGS AT Director of Finance implement the Board's decisions and to manage the Trust's affairs within the budgets and frameworks set by the Board.
- 4.7 The Board of Trustees is subject to the duties and responsibilities of charitable Trustees and Company Directors as well as any other conditions that the Secretary of State agrees with them.
- 4.8 Further details of the role of the Trustee can be found in the Trustee Role Description and Person Specification (Appendix 1)

## **5 ROLE OF LOCAL THE SCHOOL BOARD**

- 5.1 SGS AT uses the terminology of Local School Board.
- 5.2 Local School Board members are individuals who sit on a Local School Board (LSB) at a constituent school in a multi academy trust and may not necessarily be Trustees of that overall trust, but can have duties delegated to them by the Board of Trustees via a Scheme of Delegation.

## **6 CHIEF EXECUTIVE OFFICER AND HEAD TEACHERS**

- 6.1 Trustees appoint the Chief Executive Officer and the School(s) Head Teachers. They can have duties delegated to them by the Board of Trustees, via a Scheme of Delegation, which is reviewed annually.
- 6.2 The Chief Executive Officer should be appointed as Accounting Officer, under the guidance of the board, and must have appropriate oversight of financial transactions.

## **7 GOVERNANCE MANAGER AND COMPANY SECRETARY TO THE TRUST**

- 7.1 The Company Secretary to the Academy Trust shall be the Governance Manager to the Board of Trustees.
- 7.2 The Governance Manager and Company Secretary shall be appointed by the Trustees for such term, remuneration and conditions as they may think fit and any Clerk so appointed may also be removed by the Trustees.
- 7.3 The Governance Manager and Company Secretary shall not be a Trustee, Head Teacher or Chief Executive Officer.

- 7.4 The Trustees may, however, where the Governance Manager and Company Secretary fails to attend a meeting, appoint any one of their number or any other person to act as the Governance Manager and Company Secretary for the purposes of that meeting, provided that individual is not the Chief Executive Officer or Head Teacher.
- 7.5 In the absence of the Governance Manager and Company Secretary due to illness or other good and urgent cause, the Chair will make arrangements, following discussion with the Governance Manager and Company Secretary, for someone other than a member of the Board of Trustees to take the minutes or carry out the role on a temporary basis.
- 7.6 On occasions where the Governance Manager and Company Secretary is required to withdraw from a meeting the Chair will be responsible for preparing a note of the discussion for inclusion in the minutes.
- 7.7 The Governance Manager and Company Secretary shall be responsible to the Trust and managed by the Chair of the Board of Trustees.

## **8 MEMBERSHIP OF THE TRUST**

- 8.1 Academy trusts should be established with three Members, although the Department for Education (DfE) encourages trusts to have at least five Members in total, as this:
- ensures enough Members can take decisions via special resolution (which requires 75% of Members to agree) without requiring unanimity, and
  - facilitates majority decisions being taken by ordinary resolution (which requires a majority of Members to agree)
- 8.2 Membership of SGS Academy Trust shall comprise of up to 3 persons who may be appointed by South Gloucestershire and Stroud College.
- 8.3 An employee of the Academy Trust cannot be a Member of the Academy Trust.
- 8.4 The number of Trustees shall not be less than three but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum. Members may appoint up to 6 Trustees, in accordance with the Articles of Association, 2 of whom are to be appointed by South Gloucestershire and Stroud College Corporation.
- 8.5 Trustees (including Parent Trustees), Co-opted Trustees and Local School Board members are to be appointed in accordance with the Articles of Association and Local School Board Terms of Reference.

- 8.6 The total number of Trustees including the Chief Executive Officer who are employees of the Trust shall not exceed one third of the total number of Trustees.
- 8.7 There shall be a minimum of two Parent Trustees unless there are Local School Boards which include at least two Parent Local School Board members. Nominations/Elections for Parent Local School Board members on Local School Boards shall be conducted by the Governance Officer to the LSB in accordance with arrangements agreed by the Board of Trustees.
- 8.8 Should the membership of the LSB include Staff School Board members then nominations/elections for such Staff School Board members shall be conducted by the Governance Officer to the LSB in accordance with agreed procedures.
- 8.9 Trustees appoint the Chief Executive Officer who may, if he/she agrees to so act and their appointment is ratified by the Members, be a Trustee.
- 8.10 Trustees may appoint Co-opted Trustees. A “Co-opted Trustee” means a person who is appointed to be a Trustee by being Co-opted by Trustees who have not themselves been so appointed.
- 8.11 The Board of Trustees will endeavor to ensure that there is an appropriate balance of skills, experience, gender, ethnicity and disability on the Board of Trustees.
- 8.12 The Board of Trustees should consider Articles 139 to 144 before appointing a Local Authority Associated Person.
- 8.13 Trustees, Members and Co-Opted Committee Members and Local School Board members are required to complete an enhanced Disclosure Barring Service (DBS) check, normally on appointment. In the event that such an enhanced DBS check gives rise for concern, then the Governance Manager/Governance Officer in consultation with the Chair shall conduct a risk assessment to determine the suitability of the person in question to continue as a Trustee/Local School Board member.
- 8.14 Registers of Members, Trustees and Local School Board members, Committees upon which they serve, membership category and expiry of term of office (including any re-appointments) shall be maintained. These are available for public information.

## **9. RELATIONSHIP WITH SPONSOR – SGS COLLEGE**

- 9.1 SGS College is the Sponsor of SGS Academy Trust.
- 9.2 Both organisations recognise the benefit of a warm, professional relationship between the two separate legal entities and a Memorandum of Understanding is in place for this purpose.

- 9.3 All requirements related to connected parties as outlined in the Academy Trust Handbook are adhered to for this relationship, including contract for services and service level agreements which are regularly reviewed.

## **10. TERM OF OFFICE**

- 10.1 The term of office for any Trustee shall be four years, save that this limit shall not apply to the Chief Executive Officer, should this role holder be a Trustee. Subject to remaining eligible to be a particular type of Trustee, any Trustees retiring at the end of their term of office shall be eligible for re-appointment or re-election. All re-appointments are made on the basis of merit, subject to the need to achieve diversity and a balance of relevant skills and backgrounds on the Board. Succession planning should be implemented to seek potential Trustees to bring the skills required on the Board and address the requirement for re-appointment beyond two terms in office.
- 10.2 Except for the Chief Executive Officer (should this role holder be a Trustee), Trustees should not normally serve for more than two terms (or a maximum of eight years). In exceptional circumstances Trustees may be re-appointed for a third term of office if there are special reasons.
- 10.3 The Chief Executive Officer, should this role holder be a Trustee, shall cease to be a Trustee if s/he ceases to be employed by the Trust and thereupon the office shall become vacant.
- 10.4 External co-option to Committees is permitted. Appointment shall be by the Board of Trustees to strengthen the breadth of experience and skills on the Committee by contributing their professional, specialist and general management skills, and providing an impartial and independent view. An externally Co-opted Committee member's term of office will be no more than four years. Externally Co-opted Committee members are eligible to be considered for re-appointment if they so wish. Such reappointment will be considered by the Board of Trustees.
- 10.5 Appointment as an externally Co-opted member shall be counted as additional service to any Trustee appointment.
- 10.6 Any circumstances resulting in disqualification of a Trustee will result in the office then becoming vacant.

## **11. UNABLE OR UNFIT TO SERVE AS A MEMBER, TRUSTEE, COMMITTEE MEMBER OR LOCAL SCHOOL BOARD MEMBER**

- 11.1 The Charity Disqualification Rules and Articles of Association provides guidance on the resignation, removal, termination and disqualification of Members, Trustees, Committee Members and Local School Board members.
- 11.2 Members, Trustees and Local School Board members are required to complete a Declaration of Eligibility form on appointment and annually thereafter.

Members/Trustees/Local School Board members hold responsibility to disclose to the Clerk, in a timely manner, any information that may lead to their disqualification.

- 11.3 Any question as to whether or not a Trustee or Member may be unable or unfit to discharge their functions of the Trust must be referred to the Chair or Vice-Chair and Clerk who shall take action in accordance with the Articles of Association.

## **12 APPOINTMENT OF CHAIR AND VICE-CHAIR OF THE BOARD OF TRUSTEES AND COMMITTEES**

- 12.1 The Board of Trustees should ensure compliance with the requirements of the Articles of Association when electing or removing the Chair and Vice-Chair.
- 12.2 The Chair and Vice-Chair role descriptions are contained in Appendix 2.
- 12.3 The Trustees shall each school year elect a Chair and Vice-Chair from among their number, provided that the Trustee chosen is not the Chief Executive Officer/an employee of the Trust.
- 12.4 To encourage succession planning, all Trustees will be provided with an opportunity to express interest in these positions on an annual basis. The policy on succession planning is at Appendix 3.
- 12.5 In advance of the last meeting of the current academic year, the Governance Manager and Company Secretary shall write to Trustees inviting expressions of interest or nominations to the posts of Chair and Vice-Chair for the following academic year and will confirm that nominated candidates agree to stand.
- 12.6 If there is more than one candidate for either appointment the Governance Manager and Company Secretary will contact nominees before organising a secret ballot (from which nominees are excluded) for Trustees to make their selection. Nominees will be asked to leave the room whilst the ballot takes place and the Governance Manager and Company Secretary will tally the votes. If there is a tie voting will continue until a majority is achieved. If the meeting to which this ballot is to take place is held as a virtual Teams meeting, the Governance Manager and Company Secretary will liaise with Members of the Board in advance of the meeting to agree an acceptable process for the ballot to take place.
- 12.7 The Trustee selected by a single nomination or election will be appointed formally at the last meeting of the current academic year. The Chair or Vice-Chair shall remain in office until his/her successor has been elected.
- 12.8 The term of office for the Chair and Vice-Chair shall be one year. The Chair and Vice-Chair retiring at the end of their respective terms of office shall be eligible for re-appointment, subject to any rule made by the Board of Trustees concerning the number of terms of office which a person may serve.

- 12.9 Where the Chair is absent from any meeting or there is at the time a vacancy in the office of Chair, the Vice-Chair shall act as the Chair for the purposes of the meeting. If both the Chair and Vice-Chairs are absent from any Board of Trustee meeting, the Trustees present shall choose someone from among themselves to act as Chair for that meeting, provided that the member chosen shall not be the Chief Executive Officer/an employee of the Trust.
- 12.10 The Chair or Vice-Chair may resign at any time by giving notice to the Governance Manager and Company Secretary. Further details in relation to the ceasing of office for the Chair and Vice-Chair are contained in the Articles of Association. The procedures outlined above will be followed for appointment to the relevant post(s).
- 12.11 In the event that the Chair or Vice-Chair should resign or be removed from office, Trustees shall elect another of its number as the Chair or Vice-Chair at their next meeting in order to fill any such vacancy.
- 12.12 If no expressions of interest are received and no one is willing to put themselves forward Trustees will need to decide if it would be necessary to consider recruiting a Chair from outside, together with the process for any such recruitment. Any such appointment would need to be approved by the Board of Trustees.
- 12.13 Prospective Chairs and Vice-Chairs should be given the opportunity to chair a Committee of the Trust, if they do not already do so, so that they can gain experience in chairing meetings.
- 12.14 The Board of Trustees shall appoint the Chair of each Committee (including Local School Boards). The Committee shall elect a Vice-Chair in accordance with the terms of reference and rules established for that Committee.

### **13 COMMITTEES**

- 13.1 Trustees should be mindful of the requirements of the Articles of Association and the Academy Trust Handbook when establishing Committees.
- 13.2 Subject to provisions in the Articles of Association the Trustees;
- (i) may appoint separate Committees to be known as Local School Boards for each school (and the same Local School Board may be appointed for more than one school) and
  - (ii) may establish any other Committee.
- 13.3 Subject to the Articles of Association the constitution, membership and proceedings of any Committee shall be determined by the Trustees. The establishment, terms of reference, constitution and membership of any Committee shall be reviewed at least once in every twelve months.
- 13.4 The membership of any Committee of the Board of Trustees may include persons who are not Trustees, provided that (with the exception of the Local School Boards)

- a majority of members of any such Committee shall be Trustees. Except in the case of a Local School Board, no vote on any matter shall be taken at a meeting of a Committee unless the majority of members of the Committee present are Trustees, or attendance is in line with the Committees Approved Terms of Reference.
- 13.5 The Trustees may delegate any of their powers or functions (including the power to sub-delegate) to any Trustee, Committee, the Chief Executive Officer or any other holder of an executive office. Any such delegation shall be made in writing and subject to any conditions the Trustees may impose, and may be revoked or altered.
- 13.6 For those powers that are subsequently sub-delegated reference is to be made to the Articles of Association in relation to the exercising and reporting of that power.
- 13.7 The Board of Trustees has established the following Committees;
- (i) ***Local School Board (LSB)***  
The LSB is responsible to the Board of Trustees. The terms of reference of the LSB must be approved by the Board of Trustees. The Board may review and amend the terms of reference from time to time, but as a minimum the terms of reference shall be reviewed at least once in every twelve months. The terms of reference provide the framework, together with the Scheme of Delegation, within which the LSB shall operate.
  - (ii) ***Finance and Audit Committee***  
The Finance and Audit Committee is responsible to the Board of Trustees and must not adopt an executive role. The main purpose of the Committee is to advise the Board of Trustees on the institution's assurance framework and the provision of the opinion in the annual accounts and to deal with such other financial or audit matters as may from time to time be referred to the Committee for consideration or approval.
  - (iii) ***Curriculum and Quality Committee***  
The Curriculum & Quality Committee is responsible to the Board of Trustees and must not adopt an executive role. The main purpose of the Committee is to advise the Board of Trustees and maintain an oversight of the Trust's curriculum, quality and standards in its Academies.
  - (iv) ***Performance Management and Remuneration Committee***  
The main purpose of the Committee is to advise the Board of Trustees and maintain oversight of the execution of the Trust's Performance Management process and remuneration of senior staff namely Head Teachers, DCEO, CEO and Governance Manager and Company Secretary and receive update on the processes undertaken for shared Executive Roles for the Trust and SGS Corporation of Chief Financial Officer and Chief Groups Services Officer. Any resultant pay recommendations to be made for onward approval to SGS AT Board and inline with SGS AT Pay Policy.

13.8 The Board of Trustees also makes use of the following Committees of South Gloucestershire and Stroud College:

(i) *SGS Search Committee*

To identify and interview prospective candidates as Trustees, based on the skills/experience needs identified by the Board of Trustees and, where appropriate, make recommendations thereon to the Board of Trustees for approval of their appointment.

13.9 Trustees shall be requested to complete a skills/experience audit form from which the Governance Manager and Company Secretary shall produce a matrix showing the collated skills of Trustees. This information shall be used when considering skills/experience gaps on the Board of Trustees. The Board of Trustees shall also monitor the diversity balance of the Board and look to remedy any under-representation when appropriate.

13.10 If deemed appropriate to requirements and timescales, the Board of Trustees may use external agencies (supported by the DfE/RSC) to identify possible candidates of Trustees and Local School Board members. Internal processes shall be completed as 12.14, for any potential candidates provided through these sources.

13.11 The SGS AT Board may convene its own panel of Trustees to undertake interviews for prospective Trustees identified through processes as outlined below. If deemed appropriate to requirements and timescales, the SGS Search Committee may be used to identify possible candidates. The Chief Executive Officer will bring to the attention of SGS Clerk to the Corporation and the SGS Search Committee any requirements from the Board of Trustees in relation to the search for new Trustees.

13.12 The Trust Board or SGS Search Committee shall identify a field of candidates making appropriate use of:

(i) Advertisement - this might be a general advertisement seeking expressions of interest in joining the Board of Trustees or a specific advertisement for a particular position on the Board of Trustees; and/or

(ii) Executive search - the Committee may seek the assistance of professional advisers to assist in identifying the best people and/or

(iii) Direct approach to known persons; and/or

(iv) Consulting with local organisations; and/or

(v) A database maintained by the Clerk of interested people.

13.13 The appropriate method will be selected by the Trust Board/Committee to suit the circumstances of the vacancy being filled.

- 13.14 The following information will be provided to all candidates by the Governance Manager and Company Secretary:
- (i) An application for appointment as a Trustee
  - (ii) Equal Opportunities Monitoring Form
  - (iii) Skills & Experience Audit Form
  - (iv) Trustee role description and person specification
- 13.15 The decision on the short list of candidates to be interviewed will be made by the Trust Board/panel or Search Committee. The Trust Board/panel or SGS Search Committee has the authority to decide the number of candidates to be invited for interview and the length and content of the interview process.
- 13.16 In choosing the preferred candidate(s) for consideration by the Board of Trustees, the SGS Search Committee will consider a candidate's personal suitability for appointment reflecting diversity.
- 13.17 The SGS Search Committee has no power to decide an appointment. All decisions on an appointment shall be made by way of a recommendation from the Committee to the Board of Trustees, normally via the Chief Executive Officer.
- 13.18 All appointments shall be confirmed in writing by the Governance Manager and Company Secretary and subject to Disclosure Barring Service Checks. All Members and Trustees will be asked to confirm their eligibility for appointment as a Member/Trustee.
- 13.19 The Governance Manager and Company Secretary (or Governance Officer to LSB for Local School Board members) shall be responsible for notifying the Education and Skills Funding Agency (via Get Information about Schools) of the appointment of Members, Trustees or Local School Board members and completion of the necessary Companies House documentation.
- 13.20 Occasionally, it may be appropriate to establish a working group as a mechanism to address specific tasks or functions in a separate forum to the Trust or its Committees. These are expected to be short-lived and upon completion of its task, the working group shall be disbanded.
- 13.21 All Committees and their members shall comply with their terms of reference. If a Committee is doubtful over the precise scope of its authority or its remit it should consult with the Governance Manager and Company Secretary in the first instance.
- 13.22 Each Committee shall annually review if it has met its terms of reference to enable the Board to reflect on the extent to which Committees have met their terms of reference and remain fit for purpose.

- 13.23 All Members and Trustees are entitled to attend Committee meetings as observers, but should not vote and only participate in discussion if invited to do so by the Chair of the Committee.
- 13.24 Terms of references for all Committees are maintained and monitored by the SGS AT Governance Manager and Company Secretary. Terms of references are available in the Governance section of the Trust's website.

#### **14 MEETINGS OF THE BOARD OF TRUSTEES**

- 14.1 Meetings of the Board of Trustees should comply with the provisions in the Articles of Association.
- 14.2 Any Trustee or any Member of the Trust may call a general meeting.
- 14.3 Any three Trustees can, by notice in writing given to the Governance Manager and Company Secretary, requisition a meeting of the Trustees; and it shall be the duty of the Clerk to convene such a meeting as soon as is reasonably practicable.
- 14.4 Please see section 19 for the use of visual and audio teleconferencing facilities for meetings.

#### **15 FREQUENCY OF MEETINGS**

- 15.1 The Board of Trustees shall hold at least three meetings in every school year.
- 15.2 A schedule of meetings and calendar of business shall be produced by the Governance Manager and Company Secretary and approved by the Board of Trustees. Committees should meet in accordance with the number of meetings specified in their terms of reference and at other times if required by the Board of Trustees. Additional meetings and meetings of Committees and working groups are arranged as and when the need arises and shall be convened by the Governance Manager and Company Secretary.
- 15.3 The membership of each Committee and working group shall be reviewed and reappointed by the Board of Trustees on an annual basis.

#### **16 NOTICE**

- 16.1 Notice of and proceedings (including voting) at General Meetings should be in accordance with the Articles of Association.
- 16.2 Board meetings shall be convened by the Governance Manager and Company Secretary who shall, at least seven clear days before the date of the meeting, send to Trustees' notice in writing, signed by the Governance Manager and Company Secretary, of the meeting and a copy of the proposed agenda. On the grounds that there are matters demanding urgent consideration, it will be sufficient if the written

notice and copy of the agenda are provided within shorter periods as agreed with the Chair or in his/her absence the Vice-Chair.

- 16.2 The Articles of Association provide further guidance in relation to any notice to be given (other than a notice calling a meeting of the Board of Trustees).

## **17 SPECIAL MEETING**

- 17.1 A special meeting of the Board of Trustees may be called at any time by the Chair or at the request of any three Trustees. Where the Chair, or in the Chair's absence, the Vice-Chair decides that there are matters requiring urgent consideration, the notice convening the special meeting may be given within less than seven clear days.

## **18 QUORUM**

- 18.1 General Meetings (those meetings open to all Members of an organisation) shall be quorate if two Members are present either in person or by proxy in accordance with Article 23. If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to such time and place as the Members may determine. Reference should be made to Proceedings at General Meetings in the Articles of Association.
- 18.2 In accordance with Article 117, subject to Article 119, the quorum for a meeting of the Board of Trustees, and any vote on any matter thereat, shall be any three Trustees, or, where greater, any one-third (rounded up to a whole number) of the total number of Trustees holding office at the date of the meeting.
- 18.3 In accordance with Article 119, the quorum for the purposes of the following shall be any two-thirds (rounded up to a whole number) of the Trustees entitled to vote on these matters: -
- (i) Appointing a Parent Trustee/Parent Local School Board member under Articles 56
  - (ii) Voting on the removal of a Trustee in accordance with Article 66
  - (iii) Voting on the removal of the Chair of the Board of Trustees in accordance with Article 90.
- 18.4 The quorum for each Committee or working group shall be determined by the Board of Trustees and included in the terms of reference for the Committee or working group.
- 18.5 The rules for quorum apply not only at the start of a meeting, but also at any point during the meeting when the numbers present change as a result of Trustees arriving late, leaving early or declaring an interest. The Governance Manager and Company Secretary shall keep a note of attendance, including any changes which take place

during the meeting. If a meeting becomes inquorate the Governance Manager and Company Secretary shall immediately inform the Chair.

- 18.6 A meeting of the Trustees shall be terminated by the Chair if the Trustees so resolve or the number of Trustees present ceases to constitute a quorum in accordance with Article 117, subject to Article 119. However, it is possible to continue discussions on an informal basis. Where a meeting is not held or terminated before all the items of business on the agenda have been disposed of reference is to be made to Articles 115 and 116.
- 18.7 A meeting is deemed to include a meeting at which the Trustees attending are present in more than one room, provided that by use of visual or teleconferencing facilities it is possible for every person present at the meeting to communicate with each other. Such Trustees will count towards the quoracy of a meeting.

## **19 ATTENDANCE AT MEETINGS**

- 19.1 Members, Trustees and Local School Board members are appointed to serve within the Trust in the expectation that they will make time in their schedule to attend and fully participate in the work of the Trust. Trustees and Local School Board members are expected to usually attend in each academic year at least 80% of the total number of Board/Local School Board meetings and meetings of those Committees or working groups of which they are members.
- 19.2 Any Trustee who is unable to attend a meeting shall advise the Governance Manager and Company Secretary as soon as possible before the meeting. The purpose of this is to enable the Governance Manager and Company Secretary to:
- (i) give apologies at the meeting and record these in the minutes;
  - (ii) ascertain whether or not the meeting will be quorate.
- 19.3 Trustees are encouraged in advance of the meeting to raise any issues that they would have raised at the meeting with the Chair, in order that the Chair can introduce those issues into the meeting discussion.
- 19.4 The Governance Manager and Company Secretary shall keep a record of Trustees' attendance at meetings which shall be reported annually to the Board of Trustees and published on the Trust website.
- 19.5 Any Trustees' attendance that falls below an acceptable level or the target set by the Board of Trustees may be removed.
- 19.6 Vacancies occurring on any Committee during any year shall be addressed by the Board of Trustees.

## **20 USE OF VISUAL AND TELECONFERENCING FOR MEETINGS**

- 20.1 The use of visual and teleconferencing facilities including Microsoft Teams, may be used to hold Board and Committee meetings:
- (i) if a Member/Trustee wishes to take part in a meeting via visual or teleconferencing facilities this should be requested in the first instance to the Clerk and Chair of the Board of Trustees (for Board meetings), or relevant Committee Chair. The Governance Manager and Company Secretary and relevant Chair should normally be given at least five days' notice of any such request.
  - (ii) if the Chair wishes to enable the use of visual or teleconferencing facilities this should be discussed in the first instance with the Governance Manager and Company Secretary.
- 20.2 The respective Chair and the Governance Manager and Company Secretary will decide on whether access via visual or teleconferencing facilities will be permitted and notify their decision.
- 20.3 Any visual or teleconferencing facilities used must enable all participants, whether present in person or via the electronic facilities, to hear all participants in the meeting.
- 20.4 Provision will be made for any visual or teleconferencing facilities used to ensure they are secure to avoid breaches of confidentiality.

## **21 AGENDAS**

- 21.1 The agenda for each meeting of the Board of Trustees, or for one of its Committees or working groups, shall be prepared by the Governance Manager and Company Secretary and approved by its Chair.
- 22.2 Any member may request that an item be placed on the agenda provided that written notice of the item is received by the Governance Manager and Company Secretary at least ten days before the meeting. The Governance Manager and Company Secretary shall notify the Chair of any items proposed through this route before the agenda is finalised. The Chair shall make the final decision as to inclusion of any item on the agenda.

## **22 DECLARATIONS OF INTEREST**

- 22.1 Notwithstanding that all Members, Trustees and Local School Board members will have completed an annual review of declaration of interests, there will be a standing item on each meeting agenda inviting any fresh declarations to be made. The Trust's Code of Conduct contains guidance on conflicts of interests. An individual who has declared an interest in an item shall refrain both from taking part in the debate and from voting on that item. The Chair may also ask that individual to withdraw from the meeting during discussion of that item.

22.2 The Governance Manager and Company Secretary will maintain a Register of Interests of those interests which have been disclosed. The register will be made available during normal office hours at the registered office of the Trust to any person wishing to inspect it.

## **23 CONFIDENTIAL ITEMS**

23.1 The following will be regarded as confidential items and thus will not be available for inspection or publication on the Trust's website, and any members of the public attending under the terms of Standing Order 28.2 will be required to withdraw for such items:

- (i) Personal information or any material relating to current or prospective staff, students or members of the Trust or the Clerk.
- (ii) Sensitive commercial or business information which would be disadvantageous to the Trust to release.
- (iii) Information relating to negotiation on employment relations matters.
- (iv) Legal advice on sensitive or confidential matters.
- (v) Any other information which, by reason of its nature, the Board of Trustees is satisfied should be dealt with on a confidential basis.

23.2 Decision on confidentiality will initially be made by the Chair or Chair of the Committee on the advice of the Governance Manager and Company Secretary but may be questioned by the members entitled to attend any meeting. The final decision may then be taken at the meeting.

23.3 Documents and minutes on confidential items shall be retained by the Governance Manager and Company Secretary and shall not be available for public access.

23.4 The Chair of the Board of Trustees and the Chairs of each Committee or working group shall undertake a regular review of all documents and minutes identified as confidential and shall decide whether to release such documents for public access.

## **24 CONDUCT OF MEETINGS**

24.1 Every question to be decided at a meeting of the Board of Trustees or its Committees or working groups shall be determined by a majority of the votes of the Trustees present and entitled to vote on the question.

24.2 Not all decisions need to be taken by formal vote. The Chair will normally ask the meeting, at the conclusion of a discussion, for its agreement to the proposal in question. A formal vote will be taken only if there were a clear expression of dissent or at the Chair's request.

- 24.3 Where there is an equal division of votes the Chair of the meeting shall have a second or casting vote.
- 24.4 A Trustee or Committee member may not send an alternate to attend a meeting on their behalf and neither may they vote by proxy or postal vote. Proxy votes are only permitted for the Annual General Meeting (should one be called) in accordance with Articles 40-43.
- 24.5 A resolution in writing, signed by all Members or Trustees shall be valid and effective as if it had been passed at a meeting of the Members, Trustees or a Committee or working group of the Board of Trustees. Such a resolution may consist of several documents in the same form, each signed by one or more of the Members or Trustees. Electronic signatures will be accepted and where there is a balance of votes the Chair shall have the second casting vote.
- 24.6 Every Member and Trustee shall act in the best interests of the Trust at all times and shall not be bound to speak or vote by mandates given by any other body or person.
- 24.7 High levels of professional conduct are expected by all Members, Trustees and Local School Board members. The Trust Code of Conduct outlines these expectations and any concerns of behavior leading to the detriment of the effective working of the Trust or Local School Board shall be dealt with in line with due process and Articles 66 – 70. This should be discussed in the first instance with the Chair or Governance Manager and Company Secretary/Governance Officer to the Trust/Local School Board or if in relation to the Chair, the Vice Chair and Governance Manager and Company Secretary/Governance Officer.
- 24.8 All Trustees will comply with the doctrine of collective responsibility and stand by a decision even if it was not taken unanimously.
- 24.9 The Chair or Vice-Chair, in the Chair's absence, may vary the order of business so as to give precedence to any report or issue.

## **25 RECONSIDERATION OF RESOLUTIONS**

- 25.1 No Resolution (i.e. formal decision) may be rescinded or varied at a subsequent meeting unless consideration of the rescission or variation is a specific item of business on the agenda for that meeting.

## **26 WITHDRAWAL FROM MEETINGS**

- 26.1 The Chief Executive Officer:
- (i) shall withdraw from that part of any meeting of the Board of Trustees, or any of its Committees, at which the Chief Executive Officer's employment,

remuneration, conditions of service, conduct, performance, suspension, dismissal or retirement in the capacity of Chief Executive Officer are to be considered; and

- (ii) from that part of any meeting of the Board of Trustees, or any of its Committees, at which the appointment of that individual's successor is to be considered;

26.2 A Chief Executive Officer who has chosen not to be Trustee shall still be entitled to attend and speak, or otherwise communicate, at all meetings of the Board of Trustees and any of its Committees, except that the Chief Executive Officer shall withdraw in any case where the Chief Executive Officer would be required to withdraw under paragraph 26.1.

26.3 The Governance Manager and Company Secretary/Governance Officer:

- (i) shall withdraw from that part of any meeting of the Board of Trustees, or any of its Committees, at which the Governance Manager and Company Secretary/Governance Officer remuneration, conditions of service, conduct, performance, suspension, dismissal or retirement in the capacity of Governance Manager and Company Secretary/Governance Officer are to be considered; and
- (ii) from that part of any meeting of the Board of Trustees, or any of its Committees, at which the appointment of that individual's successor is to be considered.

26.4 If the Governance Manager and Company Secretary/Governance Officer withdraws from a meeting, or part of a meeting Trustees shall appoint a person from among themselves (apart from the Chief Executive Officer) to act as minute taker during this absence.

26.5 Staff Trustees and those in attendance at any meeting of the Board of Trustees, or any of its Committees shall withdraw from that part of any meeting at which the Chief Executive Officer and Governance Manager and Company Secretary/Governance Officer would be required to withdraw in accordance with paragraphs 26.1 and 26.3.

26.6 Members of the public will be required to withdraw where the item under discussion is determined as confidential.

## **27 MINUTES**

- 27.1 The Governance Manager and Company Secretary/Governance Officer shall be responsible for the accurate recording of minutes of all agenda items and for the appropriate distribution of minutes.
- 27.2 Separate minutes shall be taken of those parts of meetings from which individuals, including the Governance Manager and Company Secretary/Governance Officer have withdrawn and such persons shall not be entitled to see the minutes of that part of the meeting or, where appropriate, any papers relating to it.
- 27.3 Validation of the minutes of the last meeting will be an item on the agenda of every meeting.
- 27.4 Approved Board, Committee and working group minutes will be signed by the Chair of the meeting at which they were approved as a true record. Any necessary amendments of the copy will be made prior to signature by the Chair. Signature may be made by electronic means applied by the Governance Manager and Company Secretary/Governance Officer.
- 27.5 Signed copies of all minutes of the Board and of its Committees and working groups shall be retained in secure storage by the Governance Manager and Company Secretary/Governance Officer.

## **28 ACCESS TO AND PUBLICATION OF AGENDAS AND MINUTES**

- 28.1 With the exception of confidential items the following documents may be inspected during normal office hours Monday-Friday on application to and by prior arrangement with the Governance Manager and Company Secretary:
- Board and committee papers (which include agendas, minutes, reports, document and papers considered at such meeting)
  - Draft Board and Committee minutes which have been approved by the Chair of the meeting.
  - Signed minutes of every Board and Committee meeting.

## **29 ACCESS TO MEETINGS**

- 29.1 Members, Trustees and the Governance Manager and Company Secretary will be entitled to attend all meetings of the Board of Trustees unless specifically excluded by any bye-law.
- 29.2 The Chair of the Board of Trustees and Committee Chairs may invite members of staff or other persons to attend meetings of the Board and its Committees as necessary, but they will not have voting rights.

## **30 INDUCTION, TRAINING AND DEVELOPMENT**

- 30.1 Members, Trustees and Local School Board members are encouraged to ensure individually and collectively that they have or acquire sufficient understanding about the Trust and educational landscape to be fully engaged in affairs of the Board and the Local School Board respectively.
- 30.2 High quality training and development arrangements will be available both for individual Trustees, Board of Trustees and Local School Board members as a whole so that collectively the Board of Trustees and Local School Board members have the necessary skills and understanding to fulfil their respective responsibilities and to enable Trustees and Local School Board members to make an effective contribution to the work of the Board and the Local School Board. Requests for training are to be directed to the SGS AT Governance Manager and Company Secretary/Governance Officer respectively.
- 30.3 The Governance Manager and Company Secretary shall be responsible for arranging induction training for new Members, Trustees and Local School Board members and ensuring training and development takes place for Local School Board members by the Governance Officer.
- 30.4 Upon appointment, Members, Trustees and Local School Board members shall be directed to the DfE's Governance Handbook, Academy Trust Handbook, Articles of Association, Standing Orders and Committees' Terms of Reference. Other external and internal documents relevant to the role will also be provided.
- 30.5 During the first year of appointment as a Trustee/Local School Board member informal mentoring shall be offered to support them and enable them to become familiar with their role and responsibilities.
- 30.6 Details of relevant training shall be circulated and attendance at training and development events recorded.
- 30.7 The policy for the induction and training of Trustees provides further details.
- 30.8 Local School Board training is to be devised in line with Trust requirements and to fulfil requirements as outlined in their terms of reference.

## **31 PERFORMANCE, EVALUATION AND SELF-ASSESSMENT**

- 31.1 The Board of Trustees and Local School Board shall annually review its effectiveness ensuring continuous improvement. This should reflect on the success of the Trust/Local School Board as a whole in meeting its strategic objectives and associated performance measures.
- 31.2 The annual review of effectiveness shall extend to reflect on the extent to which Committees have met their terms of reference and remain fit for purpose.
- 31.3 Mechanisms for performance, evaluation and self-assessment will be developed and recommended to the Board of Trustees by the Governance Manager and

Company Secretary. In exceptional circumstances, variation to formal processes of evaluation may be considered appropriate by the Chair and Governance Manager and Company Secretary and more informal methods of evaluation and feedback from Board members may be used for this purpose.

### **32 DELEGATION**

- 32.1 The Trustees may delegate any of their powers or functions (including the power to sub-delegate) to any Trustee, Committee (including Local School Board), the Chief Executive Officer or any other holder of an executive office. Any such delegation should be made in writing and subject to any conditions the Trustees may impose, and may be revoked or altered.
- 32.2 The Trustees may delegate such powers and functions as they consider are required by the Chief Executive Officer and the Head Teachers for the internal organisation, management and control of the schools in the Trust (including the implementation of all policies approved by the Trustees and for the direction of teaching and curriculum at the schools).

### **33 PUBLISHING REQUIREMENTS**

- 33.1 The Trust must publish on its website up-to-date details of its governance arrangements in a readily accessible format. Reference should be made to the Academy Trust Handbook, Governance Handbook and Funding Agreement for further information in relation to publishing requirements.
- 33.2 The Trust must inform the Education and Skills Funding Agency of all appointments, resignations or removals of all Members, Trustees and Local School Board members. This will be undertaken in the circumstances of appointment by the Governance Manager and Company Secretary/Governance Officer in liaison with the Member, Trustee or Local School Board member and by the Governance Manager and Company Secretary in all other circumstance.

### **34 ARRANGEMENTS FOR DEALING WITH URGENT MATTERS**

- 34.1 Subject to the provisions of the Articles of Association or other regulations, the Board of Trustees authorises the Chair (of if s/he is not available, the Vice-Chair) to act on behalf of the Board of Trustees:
- (i) In routine matters falling within the scope of existing Board resolutions or policies;
  - (ii) In urgent matters where the delay in calling a meeting would be detrimental to; the efficient discharge of the Board's business, the interest of the Trust and the Schools within the Trust; a pupil; his/her parents or a member of staff, in such cases the Chair will ensure that the Governance Manager and Company Secretary is informed of the action taken so that a written record may be maintained and the matter will be brought to the attention of the next

meeting of the Board of Trustees or, if appropriate, a specially convened extraordinary meeting of the Board of Trustees so that the action taken may be ratified.

### **35 COMPLAINTS**

- 35.1 An external complaint against the Trust, Members, Trustees or Local School Board members shall be addressed to the Governance Manager and Company Secretary of SGS Academy Trust who shall deal with the matter as appropriate. The response to such a complaint will include details of the arrangements for pursuing the matter with an independent body. A complaint against the Governance Manager and Company Secretary/Governance Officer shall be forwarded to the Chair of the Board of Trustees. A copy of the complaint's procedure is at Appendix 4 to these Standing Orders. Any concerns which Members/Trustees/Local School Board members may have in relation to Trust or Academy business should be made to the Chair of the Trust/Local School Board and Governance Manager and Company Secretary/Governance Officer in the first instance for consideration of appropriate route of investigation/resolution.

### **36 THE TRUST ACTING INAPPROPRIATELY OR BEYOND ITS POWERS**

- 36.1 The Governance Manager and Company Secretary will have the right to seek independent legal or other advice when s/he has a concern that the Trust may be acting inappropriately or beyond its powers. As far as possible, such concerns should be resolved internally with the Chair and Vice-Chair of the Board of Trustees and the Chief Executive Officer and the reasons for the Governance Manager and Company Secretary concerns must be notified to all Trustees together with the solution reached.
- 36.2 If no solution can be reached and the Governance Manager and Company Secretary view is that the grounds for the original concern still present a threat to the proper Governance of the Trust, prior authorisation is hereby given for the Governance Manager and Company Secretary to seek advice from the Trust's legal advisors and funding bodies and to inform all Trustees that this has been done.
- 36.3 All Trustees must be notified of the advice received from the Trust's legal advisors and the funding bodies and what action, if any, the funding bodies will be taking.

### **37 INDEMNITY**

- 37.1 Subject to the provisions of the Companies Act 2006 and Article 6.3 every Trustee or other officer or auditor of the Academy Trust shall be indemnified out of the assets of the Academy Trust against any liability incurred by him/her in that capacity in defending any proceedings, whether civil or criminal, in which judgment 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 Academy Trust.

### **38 STATEMENTS MADE ON BEHALF OF THE BOARD**

38.1 Unless otherwise agreed by the Board of Trustees in individual circumstances, Statements on behalf of the Board of Trustees will only be made by the following:

- (i) The Chair
- (ii) Chief Executive Officer

### **39 EXPENSES**

39.1 Other than Staff Trustee(s) and the Chief Executive Officer, Members, Trustees, Local School Board members and Co-Opted Committee Members, are not entitled to payments to attend meetings or for loss of earnings. They are though entitled to claim for expenses incurred. These include travel to and from Board and Committee meetings, other travelling and subsistence, in accordance with the Trust's expenses policy; fees for agreed attendance at conferences or other training events; and other incidental expenses, such as telephone calls, postage and photocopying.

39.2 Claims should be submitted through the Governance Manager and Company Secretary and must be authorised by the Chair of the Board of Trustees in relation to Members and Trustees and the Chair of the Local School Board in relation to Local School Board members.

### **40 PATRONS AND HONORARY OFFICERS**

40.1 Trustees may from time to time appoint any person whether or not a Member of the Trust to be a patron of the Trust or to hold any honorary office and may determine for what period he/she is to hold such office.

### **41 AMENDMENTS TO STANDING ORDERS**

41.1 The Governance Manager and Company Secretary, on behalf of the Board of Trustees, will ensure that the provisions of this document are reviewed annually with the intention of suggesting to the Board of Trustees improvements/amendments to meet changing circumstances.

41.2 All amendments will require the approval of the Board of Trustees, unless they are covered directly or indirectly by statute in which case such changes will be acted upon without delay.



**SOUTH GLOUCESTERSHIRE AND STROUD COLLEGE**  
**ACADEMY TRUST**

**TRUSTEE ROLE DESCRIPTION AND**  
**PERSON SPECIFICATION**

**BACKGROUND**

South Gloucestershire and Stroud Academy Trust (SGSAT) is a company limited by guarantee and is constituted as a non-profit charitable trust. SGSAT is sponsored by South Gloucestershire and Stroud College. As SGSAT has been established as a multi-academy trust..

Academy Schools are state funded schools in England which are directly funded by central government (specifically the Department for Education) and independent of direct control by the local authority. Secondary schools and primary schools have academy status.

Academies are self-governing; however, they must meet the same National Curriculum core subject requirements as other state schools and are subject to inspection by Ofsted.

**TRUSTEES' RESPONSIBILITIES**

Trustees are subject to the duties and responsibilities of charitable trustees and company directors as well as any other conditions that the Secretary of State agrees with them. Trustees must advance education, for the public benefit and to take ultimate responsibility for the Trust's resources; the employment of staff, land and building matters and academy finances and funds. Trustees are responsible for ensuring that the trust's funds are used only in accordance with the law, its articles of association, its funding agreement and the Academies Financial handbook.

The board of trustees should have a strong focus on three core strategic functions:

- a) Ensuring clarity of vision, ethos and strategic direction;
- b) Holding the Head Teacher to account for the educational performance of the school and its pupils, and the performance management of staff and
- c) Overseeing the financial performance of each school in the trust and of the trust overall and assuring value for money.

**TRUSTEES' DUTIES**

As trustees of a charity, academy trustees must comply with the following duties:

- Compliance – ensuring that the charity’s resources are used for the charitable purpose and that the charity complies with the law and its governing document i.e. the articles of association.
- Care – reasonable care should be taken in their work by ensuring that the academy trust is managed efficiently and effectively. It also means considering the need for professional advice on matters where there may be material risk to the charity.
- Prudence – acting responsibly, making sure that the academy trust’s assets are protected and used for the benefit of the charity. Trustees must make sure that the academy trust is solvent and keeps appropriate financial records.

More information and guidance on the role of a charity trustee is available on the Charity Commission’s website. ‘The Essential Trustee: what you need to know’ and ‘Charity Trustee Welcome Pack’ and is also provided to Trustees on appointment.

Academy Trustees are also requested to review the ‘Competency Framework for Governance’ and ‘Governance Handbook’ provided as guidance by the Department for Education and the Academy Trust Handbook, provided by the Education and Skills Funding Agency.

Academy trustees also have statutory duties as company directors under the Companies Act, which comprise the duties 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 to accept benefits from third parties; and
- declare any interest in proposed transactions or arrangements.

The duties of Company Directors are fully described in sections 170 – 181 of the Companies Act 2006

## **PERSON SPECIFICATION**

Trustees should be able to demonstrate:

- a) An interest in education and in providing learning and development opportunities.
- b) Commitment to raising standards and seeking the highest quality provision for learners.
- c) Commitment to the trust and its Objects

- d) A willingness to devote the necessary time and effort to the business of the trust.
- e) Strategic vision.
- f) An understanding of the role, in particular the distinction between governance and management.
- g) The ability and willingness to ask probing questions and to participate in robust debate.
- h) The ability to communicate effectively, to express ideas clearly and listen to others.
- i) The ability to work as a member of a team and to stand by the collective decisions of the board of trustees.
- j) The ability to act as a critical friend and to challenge and probe.
- k) A willingness to undertake appropriate training to develop an understanding of the schools, the trust and the role of a trustee.
- l) Commitment to the principles of equality and diversity.
- m) An interest in voluntary service to the community. (The role of a trustee is voluntary and unpaid, although external training and related travel will be paid for).
- n) Adherence to the seven principles of public life laid down by the Nolan Committee. These are Selflessness, Integrity, Objectivity, Accountability, Openness, Honesty and Leadership.

## **RESPONSIBILITIES**

Trustees hold responsibilities as follows:

- a) To pupils, parents and the wider school and local community.
- b) To the government, funding bodies and public for the use of public funds.
- c) To the Academies within the trust as their legal employer.

Specifically in relation to the following areas:

### **Governance**

- a) Review of their governance including consideration of composition of the Board in terms of Skills, effectiveness, leadership and impact;
- b) Election of the Chair and Vice Chair of Trustees and appointment of the Chairs of Committees;
- c) Co-opting individuals with particular expertise or qualifications as additional members of committees;
- d) Appointment and removal of a Clerk and Company Secretary;
- e) Annual Review of the Scheme of Delegation;
- f) Changes to the Board structure;
- g) Approval of the Terms of reference of the Committees;
- h) Compliance with requirements as outlined by the DfE, ESFA and Ofsted;
- i) Monitoring of the Risk Register to ensure actions are taken where necessary;

### **Strategy**

To participate in the planning and setting of the Trust strategic direction to determine the following:

- a) The vision and ethos of the Trust;
- b) Clear and ambitious strategic priorities and targets for the constituent Academies;

- c) That all students, including those with special education needs, have access to a broad and balanced curriculum;
- d) The Academies budget;
- e) The Trust staffing structure
- f) Effective appraisal and opportunities for staff continuing professional development
- g) The approval of Trust wide policies and Admissions Policies (where appropriate) in particular those relating to HR matters, H&S, Safeguarding & Child Protection , Complaints and Financial Policies;
- h) Approving the Academies Term dates and any changes to the school day;
- i) Trust property and Estates related matters

### **Management Accountability**

To hold members of the Trusts Executive Team to account by:

- a) Monitoring the Academies performance and compliance with Ofsted standards, through review of Key Performance indicators and reports received from the activities of the Local School Boards;
- b) Ensuring effective policies and procedures are in place for effective arrangements for Safeguarding and promoting the welfare of Students.
- c) Asking challenging questions and ensuring these questions are responded to;
- d) Receiving results of Audit activities and understanding any remedial actions required and ensuring implementation.

### **Finance**

Control and financial monitoring ensuring compliance with the Funding Agreement, Academy Trust Handbook and Company and Charity regulations by:

- a) Ensuring good financial management and effective internal financial controls and management of risks;
- b) Regularly reviewing information on financial performance and ensuring any required plans are in place and implemented;
- c) Approving a balanced budget;
- d) Approving the annual report and accounts and ensuring they are audited by a statutory auditor and incorporate accounting policies approved by the Board of Trustees
- e) Ensuring the Trust is sufficiently insured including Trustees' indemnity insurance.

### **ELIGIBILITY**

- a) Trustees will be asked to confirm their eligibility for appointment as a trustee and review this eligibility annually. Trustees hold responsibility to disclose to the Governance Manager and Company Secretary, any information that may lead to their disqualification.
- b) Appointments will be subject to enhanced Disclosure and Barring Service (DBS) certificates.

### **TIME COMMITMENT**

- a) To make all endeavours to attend all meetings of the board of trustees (SGS AT holds six formal meetings in every school year) and any Committees of which s/he is a member, and preparation time for such meetings.
- b) Available to attend appropriate induction and training and development events.
- c) A trustee's term of office is four years.

### **PRINCIPAL RELATIONSHIPS**

- a) Chair of the board of trustees
- b) Other trustees and Members of SGSAT
- c) Relevant Committees i.e. Local School Board
- d) Chief Executive
- e) Deputy Chief Executive
- f) Chief Finance Officer
- g) Head Teachers
- h) Governance Manager and Company Secretary

**CHAIR AND VICE-CHAIR ROLE DESCRIPTIONS.**

**Chair of the Board of Trustees**

<b><u>Title</u></b>	Chair of the Board of Trustees
<b>Department</b>	SGS Academy Trust Board
<b><u>Main Purpose of the role</u></b>	
<p>In addition to the responsibilities as set out in the Role Description for a Trustee, the following apply to the role of the Chair of the Board of Trustees</p> <p>The chair provides leadership and direction to the Board of Trustees and enables the Board to fulfil their responsibilities for the overall governance and strategic direction of the organisation. The chair ensures that the Trust pursues its objects as defined in the Articles of Association, Charity Law, Company law and other relevant legislation. The Chair works in partnership with the Chief Executive and senior staff members and supports employees, helping them achieve the aims of the Trust and to optimise the relationship between the board of Trustees and staff. The chair facilitates the board of Trustees in stimulating excellent, well- rounded and carefully considered strategic decision making.</p>	
<b>Key Tasks / responsibilities:</b>	
<p><b>Principal Accountabilities:</b></p> <ul style="list-style-type: none"><li>• To provide leadership to the Trust board and ensure that trustees fulfil their functions for the proper governance of the Trust and to act in line with the requirements of the Articles of Association.</li><li>• To ensure the Board of Trustees sets a clear vision and strategy for the Trust which identifies strategic priorities and maintains strategic oversight of these priorities</li><li>• To ensure that the Trust board and Executive Team have a shared sense of purpose.</li><li>• To lead the board in monitoring implementation of each schools strategy.</li><li>• To ensure appropriate Trustee involvement in the recruitment of key Trust central roles, to include, The Chief Executive and School Head Teachers.</li><li>• To ensure all Trustees concentrate on their strategic role, receive information fit for purpose and hold the key post holders to account.</li><li>• Ensure that the Board has a clear grasp of the Trust’s financial position and to ensure financial transparency.</li><li>• Ensuring Trust accountability to External Government agencies such as the Department for Education and ensuring the Education Funding Agency is informed if any irregularity is suspected.</li><li>• Promote the best interests and be an advocate for the Trust and where required, represent the Trust Board in its dealings with external partners.</li></ul>	

- To ensure that complaints made to the Trust Board are dealt with in a timely and effective manner.

### **Key Tasks**

- Ensuring that Trustee decisions are acted upon.
- To ensure the board has the required skills to govern well, and that appointments made fill any identified skills gaps.
- To ensure all trustees receive appropriate induction, ongoing training as needed and have a thorough understanding of their role.
- To ensure members of the board act reasonably and in line with the board's agreed code of conduct.
- To develop a good working relationship with the Vice Chair and ensuring s/he is kept fully informed in order to deputise as appropriate and delegating tasks as appropriate.
- Consult with CEO on matters of strategy, governance, finance and HR and oversee the CEO's activities in the context of the implementation of Board's strategy and Policies.
- To work in liaison with the Chief Executive Officer and Trustees who are Chairs of Local School Boards to ensure that the Academies are run in accordance with the decisions of the Trustees, the Articles of Association and appropriate legislation.
- To ensure that there is a plan for succession for the Chair, Vice-Chair and any committee chairs, encourage team working among Board members and that equality and diversity are considered in relation to recruitment to the Board.
- Ensuring there is an effective communication strategy which includes the needs of staff, and other stakeholders.
- Act as final stage adjudicator for disciplinary and grievance procedures if required.
- Ensuring adherence and compliance around key policies e.g. Equality of Opportunity, Health & Safety and in all decisions of the Board and its sub-committees.
- Promote critical self-assessment of Trust Governance performance and processes and continuous improvements.
- Asses the performance of the CEO and the Governance Manager and Company Secretary to the Trust, a Committee may be used for this purpose.

### **Leading School Improvement**

- To ensure the board is involved at a strategic level in the school's self-evaluation process and that this feeds into the key strategic priorities.
- To ensure the board's business is focussed on the key strategic priorities and that performance indicators are established against which performance is measured.
- To take the lead in representing the Trust at relevant external meetings with agencies such as Ofsted, the Department for Education and the local authority.
- To ensure the board has mechanisms in place to obtain and listen to the views of parents, pupils and staff.

### **Trust Board Business**

- With the Clerk and Chief Executive, to plan for board meetings, agree agendas ensuring that focus is on the board's key responsibilities and strategic priorities and agree draft minutes of these meetings.

- Liaise with the CEO and Governance Manager and Company Secretary to promote and enhance good governance within the Trust.
- Chair meetings effectively and promote an open culture on the Trust board that allows ideas and discussion to thrive whilst ensuring clear decisions are reached as quickly as possible.
- Create a strong, profitable and fulfilling working relationship with Trustees and the Chief Executive through review and self-reflective evaluation of contributions and effectiveness of the board.
- To ensure that processes for decision making are transparent, rigorous and decisions taken at the meetings of the Trust Board are implemented.
- To collaborate with the Governance Manager and Company Secretary to establish effective working procedures and sound committee structures and ensure that business at committees of the Trust is reported appropriately.
- To ensure the Trust board appoint a professional and capable Governance Manager and Company Secretary and that s/he is appraised and developed.

**Skills and Attributes:**

- Experience of Chairing of meetings.
- Understanding and acceptance of the legal duties, responsibilities and liabilities of Trusteeship and adhering to Nolan's seven principles of public life: selflessness, integrity, objectivity, accountability, openness, honesty and leadership.
- Commitment to the charity's objects, aims and values and willingness to devote time to carry out responsibilities.
- Strategic and forward looking vision in relation to the Trust's objects and aims.
- Good, independent judgement, political impartiality and the ability to think creatively in the context of the organisation and external environment.
- Leadership skills and experience through periods of change
- Good communication and interpersonal skills and the ability to respect the confidences of colleagues.
- Balancing tact and diplomacy with willingness to challenge and constructively criticise.
- A wider involvement with related sectors within education and business.

**Time Commitment:**

- Attending all Board meetings (currently 6 per year normally lasting 2.5 hours) and any committees of which s/he is a member.
- Attending extra ordinary meetings as required and any ad hoc meetings as required by any developments affecting the Trust.
- Preparation for meeting and liaison with Governance Manager and Company Secretary re meeting agenda's, approval of minutes and board business as required.
- Attendance at strategic away day sessions, induction training for new Trustees and CEO and appraisal of the Governance Manager and Company Secretary.

**Vice Chair of Trustees**

<b><u>Title</u></b>	Vice Chair of the Board of Trustees
<b>Department</b>	SGS Academy Trust Board
<b><u>Main Purpose of the role</u></b>	
<p>In addition to the responsibilities as set out in the Role Description for a Trustee, the following apply to the role of the Vice Chair of the Board of Trustees</p> <p>The role of the Vice-Chair is to support the Chair by undertaking specific responsibilities as may be agreed with the Chair from time to time and to act in the Chair's absence. This is more than stepping in to chair occasional meetings, but to maintain a strategic overview and be prepared to lead with authority on key issues when the Chair is not present. The Vice-Chair shall establish and maintain a good working relationship with the Chair and ensure that sufficient knowledge is maintained so as to be able to deputise for the Chair when required. The Vice-Chair is to be considered and developed as a possible future Chair.</p> <p>Please refer to the Chair Job Description for outline of Key Tasks and responsibilities.</p>	

**POLICY ON SUCCESSION PLANNING**

- 1 The Board of Trustees agrees that there must be an on-going review of succession planning for positions of Chair and Vice-Chair of the Board of Trustees.
- 2 The Chief Executive Officer/an employee of the Trust are not eligible to be appointed Chair or Vice-Chair.
- 3 When considering succession, priority must be given to the development of existing Trustees and of promotion from within existing membership. Where possible, the Vice-Chair is to be considered and developed as a possible future Chair.
- 4 An indication should be sought from existing Trustees if there is anyone prepared to put themselves forward for consideration as either the future Chair or Vice-Chair. This will be undertaken 6 months before the end of the Chair/Vice-Chair's term of office. To help inform Trustees reference should be made to the responsibilities and job descriptions for both Chair and Vice-Chair.
- 5 If there are Trustees who are prepared to undertake either of these roles, then arrangements should be made to enable prospective Chair and Vice-Chair to shadow the existing Chair and Vice-Chair over a period of time.
- 6 In addition, prospective Chair and Vice-Chair should be given the opportunity to chair a Committee of the Board of Trustees, if they do not already do so, so that they gain experience in chairing meetings.
- 7 Should there be no expressions of interest received, and if there are Trustees who have the appropriate skills and expertise to undertake the duties of either Chair or Vice-Chair, then arrangements should be made for the Chair, Vice-Chair and Governance Manager and Company Secretary to actively persuade such members to take on the role.
- 8 If there are no Trustees willing to put themselves forward for Chair or Vice-Chair, and if the Board of Trustees feels there is need to attract a certain caliber of individual from outside its membership, then the option to search and advertise will need to be given consideration. Such a process may include the use of external organisations for this purpose or could be undertaken by SGS College Search Committee.
- 9 In making recommendations to the Board of Trustees on future Trustees, the SGS College Search Committee will also consider whether such Trustees would, in the future, have or have developed, the necessary skills and expertise for the role of Chair and Vice-Chair.
- 10 There should be an on-going review of planning for future membership of the Board of Trustees. The Governance Manager and Company Secretary will monitor the terms of office of existing Trustees and alert the Board of Trustees of future vacancies that will occur in 12 months' time. Existing Trustees will also, where possible, give

the Governance Manager and Company Secretary 12 months' notice if it is their intention to resign before the expiry of their term of office.

**COMPLAINTS AGAINST THE TRUST**

1. An external complaint against the SGS Academy Trust, a Member, and Trustee, Local School Board member or the Governance Manager and Company Secretary may be made by an individual, business or an organisation.
2. Complaints against the Trust, Member, Trustee, Local School Board member should preferably be made in writing and addressed to:

Governance Manager and Company Secretary to SGS Academy Trust  
South Gloucestershire and Stroud College  
Stratford Road  
Stroud  
GL5 4AH

3. The complainant will be expected to state clearly the nature of the complaint and if appropriate provide copies of any related documentation. The complainant should also state the remedy sought.
4. The Governance Manager and Company Secretary SGS Academy Trust, or where appropriate the Local School Board (LSB) Governance Officer will:
  - Acknowledge receipt of the complaint without delay.
  - Investigate the complaint or, if the complaint is against the Chair of the Board of Trustees/Chair of the LSB, arrange for another Trustee/Local School Board member to investigate the complaint.
  - Endeavour to provide a response to the complaint within ten working days and if this is not possible provide the complainant with an interim response within that time.
5. The written response of the Governance Manager and Company Secretary/Governance Officer will include details of any arrangements for pursuing the matter with an independent body (e.g. the Secretary of State for Education and/or the funding bodies).
6. The Governance Manager and Company Secretary/Governance Officer will keep the respective Chairs informed of the situation (unless the complaint is against any of the Chairs) and will provide the Board of Trustees/LSB with a written statement of the nature of the complaint and the response at the next meeting. Such a report shall be circulated to Trustees/LSB within ten working days of the Governance Manager and Company Secretary/Governance Officer response so that Trustees/Local School Board members are aware of the situation.
6. If the complaint is against the Chair of the LSB, this will be dealt with by the Clerk to the Trust in liaison with the Chair of the Trust. If the complaint is against the

Chair of the Trust, this will be dealt with by the Governance Manager and Company Secretary/Governance Officer and Vice Chair of the Trust or another appointed Trustee as appropriate in the circumstances.

7. When carrying out an investigation into a complaint against the Trust, Member, Trustee or Local School Board member the Governance Manager and Company Secretary/Governance Officer (or the appointed Trustee/Local School Board member in the case of a complaint against the Chair) will have the authority to refer issues to the Trust's auditors or other appropriate advisers.
8. A complaint against the Governance Manager and Company Secretary/Governance Officer shall be forwarded to the Chair of the Board of Trustees/Chair of the LSB for investigation and response. Letters for the attention of the Chair should be addressed to:

The Chair of SGS Academy Trust  
South Gloucestershire and Stroud College  
Stratford Road  
Stroud  
GL5 4AH

The approach to be adopted by the Chair of the Board of Trustees/Chair of the LSB in investigating and responding to a complaint will be the same as that outlined above with regard to complaints against the Trust, Members, Trustees, and Local School Board members.

Originator:	Governance Manager and Company Secretary to SGS Academy Trust
Date of latest review:	July 2022
Date of last approval:	13 July 22
Approved by:	Board of Trustees
Review interval:	Annually
Next review due by:	July 2023