



## **Alpha Trust - Board of Trustees Standing Orders**

*These Standing Orders are established in accordance with the Model Articles of Association (February 2016) and provide the framework within which a Multi Academy Trust (MAT) operates and supplement the provisions of relevant legislation and the Articles of Association which all times should be regarded as the primary source of guidance.*

### **1. Role of Members**

- 1.1 Members shall subscribe to the trust's Articles of Association.
- 1.2 Members will have an overview of the governance arrangements of the trust and have the power to appoint trustees and remove these trustees. Members, by special resolution, will also be able to amend the Articles of Association in order to support stronger governance arrangements.
- 1.3 Members will appoint/remove additional members as they think fit. Any member may resign provided that after such resignation the number of members is not less than three.
- 1.4 Members will appoint the trust's auditors and receive the trust's annual audited accounts.
- 1.5 Members have the power to change the name of the school and ultimately, wind up the academy trust.
- 1.6 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.

### **2. Role of Trustees**

- 2.1 Trustees will be responsible under the Articles of Association for controlling the management and administration of the trust. They will have responsibility for directing its affairs, and for ensuring that is solvent, well-run and delivering the trust's charitable outcomes for the benefit of the public.
- 2.2 Trustees shall ensure clarity of vision, ethos and strategic direction of the trust.
- 2.3 Trustees shall hold executive leaders to account for the educational performance of the organisation and its pupils, and the performance management of staff.
- 2.4 Trustees shall oversee the financial performance of the trust, making sure its money is well spent.
- 2.5 Where deemed appropriate, trustees shall appoint designated trustees to LINK roles such as Pupil Premium, Safeguarding, Special Educational Needs, Health & Safety, etc. and will review these on an annual basis.

2.6 Trustees shall ensure that the Accounting Officer (Chief Executive Officer) and the Chief Financial Officer implement the board's decisions and to manage the trust's affairs within the budgets and framework set by the board.

### **3. Role of Local Governors**

3.1 Local Governors will be individuals who sit on Local Governing Bodies (LGBs) at constituent schools in a multi academy trust and may not necessarily be trustees of the overall trust but will have duties delegated to them by the trustees through a Scheme of Delegation (S of D) and a detailed Terms of Reference.

### **4. Membership of the Trust**

4.1 The trust will have five members. The Department for Education's strong preference wherever possible is for trusts to have at least five members in order to provide for a more diverse range of perspectives to enable robust decision making and reduces the risks of concentrating power and ensures members can take decisions via special resolution without requiring unanimity.

4.2 An employee of the trust cannot be a member of the trust.

4.3 The number of trustees shall be not less than three but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum. Members will appoint up to 10 trustees, in accordance with the Articles of Association (Article 50).

4.4 The trust will have to include at least two parents at each individual LGB.

4.5 No more than one of the board of trustees will be an employee of the trust.

4.6 The Chief Executive Officer (CEO), if he/she agrees so to act, will be appointed a trustee by the members (Article 57).

4.7 The members and board of trustees will endeavour to ensure that there is an appropriate balance of skills, experience, gender, ethnicity and disability amongst the trustees.

### **5. Term of Office**

5.1 The term of office for any trustee shall be four years, save that this limit shall not apply to the CEO. Subject to remaining eligible to be a particular type of trustee, any trustee may be re-appointed or re-elected as appropriate.

5.2 All re-appointments will be made on the basis of merit, subject to the members endeavouring to act in accordance with point 4.7 and the need to achieve diversity and balance of relevant skills. Succession planning will be implemented to seek potential trustee to bring the skills required on the board of trustees and address the requirement for re-appointment beyond two terms in office.

5.3 The CEO shall cease to be a trustee if he/she ceases to be employed by the trust and thereupon the office shall become vacant.

## **6. Chair and Vice-Chair of the Trustees**

6.1. At the first meeting in each school year the board of trustees will elect from among its number a chair and vice-chair, whose term of office will be one year. A trustee who is employed by the trust shall not be eligible for election as chair or vice-chair.

6.2 The board of trustees will decide in advance of the election the process of election for either or both positions.

Trustees will be able to submit written nominations prior to the full board meeting and verbal nominations at the meeting. A trustee can nominate him/herself for office and does not need to be present at the meeting to be considered.

Nominees(s) will be asked to leave the room whilst the election takes place.

If there is more than one nominee, the remaining trustees will take a vote by a secret ballot. Please note that when a secret ballot is undertaken, the clerk will tally the votes.

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

If there is still a tie, trustees 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 or, the decision will be based on the toss of a coin.

The election can be held virtually and trustees have agreed to use email to the clerk.

6.3 If nobody has indicated willingness to stand for the office of chair, the meeting will be adjourned until a chair can be elected.

6.4 The clerk will take the chair when the chair is being elected. Otherwise the chair will conduct all meetings of the board of trustees except that in his/her absence, the vice-chair will take the chair.

6.5 If both the chair and vice-chair are absent from a meeting, the board of trustees will elect a chair for the meeting. The trustee elected shall not be a person who is employed by the trust.

6.6 If the chair resigns, or has to relinquish the office for any reason, the vice-chair will act as chair until a successor is appointed at the next meeting of the board of trustees. The election of a chair will be a specific item of business on the agenda for that meeting.

6.7 If the vice-chair resigns, or has to relinquish the office for any reason, a successor will be appointed at the next meeting of the board of trustees.

6.8 If both the chair and vice-chair resign, or have to relinquish their offices for any reason, the board of trustees will elect their successor(s) at their next meeting.

6.9 The chair can be removed from office in accordance with Article 91 and 92. A motion to remove the chair or vice-chair must be an agenda item for a board of trustees

meeting and must be confirmed by resolution at the follow up meeting held not less than 14 days after the first meeting. The trustee proposing the removal must state his/her reasons for doing so at the meeting. The chair or vice-chair must be given the opportunity to make a statement in response.

## **7. Calendar of Meetings**

- 7.1 The board of trustees will meet at least three times in each school year, preferably termly.
- 7.2 Committees and LGBs will meet at a frequency determined by the board of trustees.
- 7.3 The board of trustees will plan its meeting dates, including those of any committee and LGBs, on an annual basis at the last meeting preceding the summer term.
- 7.4 The trust shall hold an Annual General Meeting every year in addition to any other meetings in that year (Article 19).
- 7.5 Any trustee or any member of the trust may call a general meeting.

## **8. Timing and Duration of Meetings**

- 8.1 Meetings will start at times that are acceptable to the board of trustees and will be limited to 2 hours duration, except in exceptional circumstances.
- 8.2 Where the business has not been completed within the agreed time, those trustees present may resolve to continue the meeting in order to deal with the business notified on the agenda or to make arrangements for a further meeting to complete the business.
- 8.3 A meeting may be discontinued at any time if the board of trustees so resolves.

## **9. Quorum**

- 9.1 General meeting (those of members of the trust) shall be quorate if three 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 trustees may determine.
- 9.2 The quorum for all business of the board of trustees is 70% (rounded up to a whole number) of the total number of trustees holding office on the date of the meeting. For the purpose of removal of a trustee in accordance with Article 66 or any vote on the removal of the chair in accordance with Article 90 shall be two-thirds (rounded up to a whole number) of the persons who are at the time trustees entitled to vote on those matters.
- 9.3 If a meeting is inquorate or discontinued for any reason, any items remaining on the agenda will be placed on the agenda of a subsequent meeting.

- 9.4 The quorum for each committee and LGB shall be determined by the board of trustees and included in the terms of reference for the committee or the LGB.
- 9.5 The rules for quorum will 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 clerk shall keep a note of attendance, including any changes which take place during the meeting. If a meeting becomes inquorate the clerk shall immediately inform the chair.
- 9.6 A meeting will be discontinued if it becomes inquorate.

## **10. Withdrawal from meetings**

- 10.1 Trustees will be required to withdraw from a meeting under circumstances set out in Article 97 and 98.

## **11. Clerk to the Trustees**

- 11.1 The board of trustees shall appoint a clerk to the trustees for such term, at such remuneration and upon such conditions as they may think fit. The clerk shall not be a trustee or the CEO.
- 11.2 Should the clerk not attend a meeting at short notice, then a trustee, but not the CEO, can act as clerk for that meeting.
- 11.3 All the meetings will be convened by the clerk, in accordance with arrangements made by the board of trustees, but subject to:
- a) any direction from the chair where the matter is urgent
  - b) any requisition signed by three trustees
- 11.4 The clerk can be removed as clerk to the trustees by a resolution of the board of trustees.
- 11.5 The Chief Financial Officer may be appointed the company secretary of the trust.

## **12. Notice of Meetings**

- 12.1 Notice of and proceedings (including voting) at general meetings will be in accordance with the Articles of Association.
- 12.2 Written notice of meetings, together with the agenda, will be sent to arrive seven clear days before the meeting, except where the chair calls an urgent meeting at short notice.
- 12.3 Non-receipt of notice of a meeting will not invalidate the meeting.
- 12.4 Copy of the agenda for every meeting, the draft minutes of every such meeting (if they have been approved), the signed minutes and any report, document or other paper

considered will be made available at the school, at all reasonable times, for inspection by anyone wishing to see them except for confidential papers (Article 124 & 125).

- 12.5 Any trustee shall be able to participate in meetings of the trustees by telephone or videoconference as per Article 126.  
(Providing at least 48 hours' notice of their intention is given and that trustees have access to appropriate equipment)

These arrangements can include the use of remote online platforms such as Teams or Zoom and may also include a hybrid approach to meetings [ie some governors dialling in virtually whilst others attend in person] as well as a blended approach [ie a mixture of some virtual and some physical meetings over the year].

### **13. Agenda**

- 13.1 The notice for general meetings will be given at least fourteen clear days before the meeting.
- 13.2 The notice shall specify the time and place of the meeting and the general nature of the business to be transacted. The notice shall also state the members' entitlement to proxy voting. The notice shall be given to all the members, to the trustees and auditors.
- 13.3 The agenda for the board of trustees' meeting will be prepared by the clerk in accordance with any determination of the board of trustees and in consultation with the chair and the CEO.
- 13.4 Any trustee may place an item on the agenda by writing to the clerk prior to publication of the agenda or as an agreed Any Other Business item.
- 13.5 Papers that inform agenda items will be sent to trustee with the agenda to arrive seven clear days before the meeting.

### **14. Late Items/Any Other Business**

- 14.1 The agenda for board of trustees meetings will normally include provisions for late items/any other business and an opportunity will be provided for items for inclusion to be identified at the beginning of the meeting.

### **15. Suspension of Trustees**

- 15.1 The board of trustees may by resolution suspend a trustee for all or any meetings of the board of trustees, or of a committee, for a fixed period of up to six months as per Article 68 – 80.

### **16. Trustees' Expenses**

- 16.1 The board of trustees will prepare a policy on the payment of expenses of trustees in accordance with Article 6.5.

## **17. Attendance**

- 17.1 Members, trustees and local governors are appointed to serve on 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 governors are expected to usually attend in each academic year at least 80% of the total number of board and LGBs meetings and meetings of those committees of which they are members.
- 17.2 A record will be kept of all persons attending a meeting of the board of trustees, any of its committees and LGBs.
- 17.3 The time of arrival and/or departure of any trustee and local governor not in attendance throughout any meeting will be recorded in the minutes.
- 17.4 Where a trustee sends an apology for absence with reason, the board of trustees will decide whether to 'consent' to the absence and the clerk will record the decision in the minutes. If apologies are not submitted they will deem to have not been accepted. (A copy of the approved draft minutes will be sent as soon as possible to the trustee concerned.)

If a trustee is absent without the permission of the board of trustees from all their meetings held within a period of six months they would normally cease to hold their office.

## **18. Minutes of Meetings**

- 18.1 The minutes of meetings will be drawn up on consecutively numbered pages.
- 18.2 Any dissenting views will be recorded in the minutes of the meeting, if that is the wish of one or more trustees present.
- 18.3 Action will be taken on the basis of decisions and need not await the approval of the minutes of the next meeting.
- 18.4 Within **ten school working days** of the meeting the clerk will send the draft minutes to the chair for checking, with copies to the CEO for information.
- 18.5 Copies of the approved draft minutes will be sent to all members of the board of trustees as soon as cleared by the chair.
- 18.6 The minutes of each meeting will be considered for approval or amended at the next meeting and, once approved by the board of trustees as a true record, will be initialled at the foot of each page and signed and dated by the chair.
- 18.7 Those matters, which the board of trustees determines shall remain confidential, will be minuted separately and such minutes and supporting papers will not be made publicly available.
- 18.8 Approved draft minutes, and subsequently the approved minutes, will be made available at the school, at all reasonable times, for inspection by anyone wishing to see them by appointment and with due notice.

## **19. Confidentiality of Proceedings**

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

## **20. Correspondence**

- 20.1 All incoming correspondence, excluding any concerning a complaint, is for the attention of the whole board of trustees. Significant items will be presented to each meeting of the board of trustees, including any upon which the chair has already taken urgent action, so that the need for, and the nature of, any action may be decided or confirmed.
- 20.2 The board of trustees will determine by resolution who should write letters on behalf of the board of trustees.
- 20.3 All correspondence should be addressed to the clerk or the chair.

## **21. Information and Advice**

- 21.1 The CEO has a statutory duty to keep the board of trustees fully informed, and will present a written report to each termly meeting of the board of trustees.
- 21.2 Where important information required by the board of trustees is given orally, it will be recorded in the minutes in appropriate detail.
- 21.3 Where information required by the board of trustees is not readily available, reasonable time will be given for its production.
- 21.4 Where expertise is needed but not available within the board of trustees, the board of trustees may consider appointing an appropriate non-trustee to attend meetings.
- 21.5 All trustees should have a working knowledge of the Governance Handbook (January 2017 or later) and the Academies Financial Handbook (2017 or later).

## **22. Discussion and Debate**

- 22.1 The chair will ensure that meetings are run effectively, focusing on priorities and making the best use of time available and ensuring that all trustees enjoy equality of opportunity to express their views.
- 22.2 The board of trustees will receive, and may debate at the discretion of the chair, decisions on matters that it has delegated to a committee or individual. Decisions will be recorded in the minutes.
- 22.3 Recommendations received from LGBs will be recorded in the minutes, together with any related board of trustees' resolution.



## **23. Decision Making**

- 23.1 Members of the board of trustees recognise that all decisions must be made by the board of trustees unless an individual, a committee or a LGB has been delegated to deal with a specific issue.
- 23.2 All matters are decided by a majority of the votes of the trustees present and every trustee has one vote. This includes any trustees participating by video or telephone link. In the event of a tie, the chair has a casting or second vote.
- 23.3 Voting in the election of the chair or vice-chair where there is a contest will be held by secret ballot. Otherwise voting will ordinarily be by show of hands, unless one or more trustees request a secret ballot. There is no second or casting vote in the election of chair.
- 23.4 Decisions of the board of trustees are binding upon all its members.
- 23.5 Decisions of the board of trustees may only be amended or rescinded at a subsequent meeting of the board of trustees when the proposal to amend or rescind appears as a specific agenda item.

## **24. Urgent Action**

- 24.1 The board of trustees authorises the chair or in his absence the vice-chair to act on behalf of the board:
- in routine matters falling within the scope of existing board resolutions and policies
  - 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
- 24.2 If the chair takes any urgent action between meetings, the facts will be reported to the next meeting of the board of trustees.

## **25. Public Statements**

- 25.1 Public statements on behalf of the board of trustees will be made only by the CEO or chair

## **26. Access to Meetings of the Board of Trustees**

- 26.1 Apart from trustees, the only people entitled to attend a meeting of the board of trustees are the members, the clerk, the CFOO, CEO/Executive Principal and where appropriate non-trustees.
- 26.2 Non-trustees may be required to leave a meeting where matters of a confidential nature relating to individual staff or pupil are discussed.
- 26.3 The board of trustees will decide who, other than those entitled to attend, may be admitted to a meeting and which of its meetings, if any, will be open to parents/the public.

- 26.4 If the meeting is to be opened to parents/the public reasonable notice will be given.
- 26.5 The CEO may invite officers (head(s) of schools, CFOO, head of departments etc.) of the trust to attend meetings on an occasional or regular basis. All officers are there in an advisory role and have no voting rights.
- 26.6 The board of trustees can require any non-trustees present at a meeting to leave at any time.

## **27. Pecuniary and Personal Interest**

- 27.1 Notwithstanding that all members, trustees and local governors will have completed an annual review of business interests, there will be a standing item on each agenda inviting any fresh declarations to be made.
- 27.2 The register of business interests will be created and reviewed at least on an annual basis. This is the responsibility of the CFOO. This should be available at schools for inspection and published on the trust and schools websites.
- 27.3 Anyone who is ordinarily entitled to attend board of trustees or committee meetings (that is trustee, members of committees, non-trustees or CEO) must withdraw and not vote on the issue if:
- there could be conflict between the interest of that person and the interests of the board of trustees or
  - where a fair hearing must be given and there is reasonable doubt about the individual's ability to act impartially on any matter

## **28. Complaints and Staff Discipline**

- 28.1 The board of trustees will establish procedures for dealing with general and curriculum complaints.
- 28.2 The board of trustees will establish procedures for dealing with staff discipline matters and staff grievances.
- 28.3 The board of trustees has its own complaints policy, which is available on request.

## **29. Delegation of Functions**

- 29.1 The board of trustees' stresses that no action may be taken by an individual trustee unless authority to do so has been delegated formally by resolution of the board.
- 29.2 In order to ensure the most efficient use of time and resources the board of trustees will:
- delegate work to committees and LGBs with the power to make decisions on behalf of the board
  - delegate work to individual members of the board of trustees and/or the CEO

29.3 The arrangements for delegating functions will be reviewed annually by the board of trustees.

29.4 In delegating functions to individuals, the board of trustees will have regard to Article 105,105A 106 and 107.

### **30. Committees and Local Governing Bodies**

30.1 Subject to provisions in the Articles of Association the trustees:

- will appoint separate committees to be known as LGBs for each school (and the same LGB may be appointed for more than one school)
- will establish any other committee

30.2 No parent (or carer) engaged in paid employment at any school within the Trust for more than 500 hours in any consecutive 12 month period (at the time of election or appointment) can stand for election/appointment as a parent governor of the same school. If a serving parent governor subsequently starts to work at the school for more than 500 hours in a consecutive 12 month period, they would serve out their term of office.

30.3 Committees and LGBs, if any, will have delegated authority to make decisions on behalf of the board of trustees strictly in accordance with the terms of delegation.

30.4 When establishing committees and LGBs the board of trustees will ensure compliance with the Articles and will:

- determine the membership (including non-governors where permitted and appropriate)
- allow the committee and LGB to elect its chair
- establish and record terms of reference
- review the terms of reference annually
- allow the committees and LGBs to determine their own timetables within given limits
- determine arrangements for reporting back
- review the need for, and the membership of, committees and LGBs annually

30.5 All committees, LGBs and individuals with delegated powers will report in writing to the next meeting of the board of trustees about any decisions made or action taken.

30.6 All committees and LGBs with delegated powers will keep formal minutes, and copies will be presented to the next meeting of the board of trustees.

30.7 All meetings of committees and LGBs will be clerked by a person who is not the CEO or Executive Headteacher / Principal / Associate Principal in case of LGB.

### **31. Safeguarding Pupils**

31.1 The Trust shall comply with the requirements of the Education (Independent School Standards) (England) Regulations 2014 as amended (or such other regulations as may for the time being be applicable) in relation to carrying out and obtaining enhanced Disclosure and Barring Service checks, and certificates and making any further checks, as required and appropriate for individual trustees, the chair of the trustees and local governors.

**32. Code of Conduct**

32.1 Every trustee and member will be requested to sign the Code of Conduct declaration at the first appointment and each subsequent year of appointment at the (autumn) term meeting.

**33. Disqualification of trustees**

33.1 Articles 68 - 80 cover the conditions under which a trustee is disqualified. These include disqualification if a trustee is absent without permission from all meetings held within six-month period and trustees resolve that the office be vacated.

33.2 Each trustee will have to sign a self-declaration form on appointment and re-appointment as a trustee.

**34. Annual Report and Annual Return**

34.1 The trustees shall prepare:

- an annual report to be submitted to the Secretary of State and the Principal Regulator by 31 December each academy financial year
- an annual return to the Registrar of Companies by 31 December each academy financial year

**Approved by Trustees 8 December 2021**