



**STANDING ORDERS FOR THE CONDUCT OF MEETINGS  
OF THE ACADEMY TRUST AND GOVERNING BODY  
AND CODE OF CONDUCT FOR THE ACADEMY TRUST AND  
GOVERNING BODY MEMBERS**

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## **STANDING ORDERS**

### **1 Introduction**

- 1.1 In this Document “Academy” means The Sutton Academy Governing Body and “Member”, “Governor”, “Chair”, “Principal” and “Clerk” mean respectively the Member, Governor, Chair, Principal and Clerk for the time being of the Trust Body and Governing Body. All other definitions have the same meanings as given in the Academy’s Memorandum and Articles of Association, and word importing one gender will import any gender.
- 1.2 Nothing in this document is meant to override the provisions of the Memorandum and Articles of Association which at all times are to be regarded as the primary sources of guidance. These Standing Orders are the by-laws to support the Memorandum and Articles of Association.
- 1.3 It is the responsibility of the Clerk to the Governing Body to interpret the following documents and to advise the Governing Body (or if appropriate, the Chair of the Governing Body) if at any time it appears that the Academy Trust/Governing Body (or an individual Member or Governor) is in breach of the regulations:
- Memorandum of Association of the Sutton High Academy
  - EFA Academies Financial Handbook
  - Standing Orders for the conduct of meetings and related issues and Code of Conduct for Academy Trust and Governing Body Members
  - DfE Governors’ Handbook.
- 1.4 These Standing Orders should apply to Academy Trust Body Members and to Governors/Trustees of The Sutton Academy.

### **2 The Academy Trust Body: Terms of Reference**

#### **2.1 Core Purpose of the Academy Trust Body Members**

The Academy Trust Body Members shall be responsible for the overall direction of the Academy and for overseeing and reviewing the operation of the Academy. The latter responsibility will be undertaken through the Governors who collectively form the Governing Body, which has delegated responsibility for the management of the Academy on behalf of the Members.

#### **2.2 Membership and meetings**

2.2.1 The Membership of the Academy Trust Body shall be as determined by the Memorandum and Articles of Association.

2.2.2 The Academy Trust Body shall meet at least once per year, in addition to the Annual General meeting to which all Governing Body members are also invited.

#### **2.3 Terms of Reference of the Academy Trust Body**

The Academy Trust Body Terms of Reference are appended to this document at Appendix I.

### **3 The Governing Body: Terms of Reference**

#### **3.1 Core Purpose of the Governing Body**

The Governing Body shall take a strategic role in the governance of the Academy. It will act as a critical friend to the Academy and be accountable for the Academy and its own strategic decisions. It will agree its strategic aims and objectives and agree, monitor and review policies, targets and priorities. The Governing Body has delegated responsibility for the management of the Academy on behalf of the Trust Body Members.

In Accordance with the DfE Governors' Handbook for governors in maintained schools, academies and free schools, the Governing Body will have a strong focus on three core strategic functions:

- a. Ensuring clarity of vision, ethos and strategic direction;
- b. Holding the headteacher 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 the school and making sure its money is well spent.

#### **3.2 Membership and meetings**

3.1.1 The membership of the Governing Body shall be as determined by the Memorandum and Articles of Association and as determined by the Academy Trust Body. In accordance with the Education Brief of the Academy, the Sponsor will appoint the majority of the members of the Governing Body.

3.1.2 The Governing Body shall approve a schedule of meetings and cycle of business for the forthcoming year on an annual basis. The cycle of business is a working document and therefore remains subject to change.

#### **3.3 Terms of Reference of the Governing Body**

The Governing Body's Terms of Reference and Scheme of Delegation are appended to these Standing Orders at Appendix II.

### 3.4 **Standing Committees**

The following Standing Committees have been established by the Governing Body:

- a) Finance and Human Resources Committee
- b) Standards and Curriculum Committee
- c) Remuneration Committee
- d) Senior Staff Appeals Committee (to be drawn from a pool of identified Governors)
- e) Pupil Discipline Committee.

### 3.5 **Powers of the Governing Body and delegation to the Principal**

The Powers of the Governing Body, as directed in the Memorandum of Association of the Academy, are attached at Appendix III. The powers of the Governing Body delegated to the Principal form part of the Governing Body's Terms of Reference and Scheme of Delegation, attached at Appendix III.

## 4 **Attendance by Governors at meetings of the Governing Body and Quorum requirements**

- 4.1 Governors have been appointed to serve on the Governing Body in expectation that they will be able to participate fully in the work of the Governing Body and the life of the Academy. It is appreciated, of course, that Governors have other demands on their time and that there may be occasions when it is not possible to attend a meeting.
- 4.2 Governors are asked to give the Clerk as much notice as possible of the fact that they will be unable to attend a meeting. This arrangement has two purposes. Firstly, it enables the apologies for absence to be registered at the meeting. Secondly, it will enable the Clerk to judge if the meeting will be quorate. In exceptional cases it may be necessary to consult the Chair with a view to postponing a meeting because it becomes clear that no business can be transacted due to the lack of a quorum. It is hoped that such a situation will never arise for the Governing Body.
- 4.3 The Clerk will maintain an active register of attendance at meetings for future reference by Governors and other interested parties, and for measurement of attendance. In addition attendance registers are also signed at each meeting. A summary of Governors' attendance will also be posted on the Academy website, which is now a requirement in accordance with the Academies Financial Handbook.
- 4.4 The Memorandum and Articles of Association provide for the Governing Body to consider removing a Governor from office if he/she has been absent from meetings of the Governing Body/Committee for a period of 6 consecutive months without the permission of the Governing Body. It is important, however, for apologies for absence to be submitted so that the Governing Body may consider if the circumstances are such that removal from membership is justified. In the light of individual circumstances it may be appropriate for the Governing Body to grant leave of absence from their duties as a Governor.

- 4.5 If at any time the members of the Governing Body/Committee are satisfied that any member of the Governing Body/Committee is unfit to discharge the functions of a member, the Governing Body may by notice in writing to that member remove him/her from office and thereupon the office shall become vacant.
- 4.6 From time to time it may be necessary for a Governor to request a formal temporary leave of absence from the Board due to other commitments, and this will be documented within the minutes of the meeting at which the request is reported and endorsed by the Governing Body.
- 4.7 The Governing Body membership as at December 2017 comprises of 12 members. The Governing Body operates its quorum requirements in accordance with the Memorandum and Articles of Association; hence, The Sutton Academy Governing Body comprising 12 Members requires the attendance of 5 members which equates to just over one-third of the Governing Body membership in order to constitute a quorum, and the majority of the quorum requirement must consist of External Governors. The Committees of the Governing Body have separate quorum requirements, which are included in each Committee's Terms of Reference, as approved by the Governing Body. The Academy Trust Body has determined a quorum of 3 out of 4 Members. However, following advice from the DfE the membership of the Trust Body is to be increased to 5 members, which will affect the quorum requirement yet to be determined.
- Trust Members may agree with the Governing Body to appoint such additional Governors as they think fit and may unanimously (save that the agreement of the Governor or Governors to be removed shall not be required) agree in writing to remove any such additional Governors.
- 4.8 The Clerk to the Governing Body, through the Chair, shall be responsible for the closure of a meeting should a quorum not be achieved. If in the course of a meeting, the membership present falls below that which constitutes a quorum, the meeting shall normally be terminated forthwith. In some circumstances the meeting may continue on an informal basis but there can be no formal decisions or resolutions made at that meeting. The notes of that meeting, should it continue, are then presented to the next scheduled and quorate meeting for further discussion and ratification of any proposed decisions/resolutions taken. The decision as to whether to continue a meeting on an informal basis is at the discretion of the respective Chair. In some instances, dependent primarily on timing, Chair's action will be sought following an inquorate meeting, relating to those decisions which may require an urgent decision and before the next formal meeting; Chair's action will be subsequently ratified at the next quorate committee meeting and also by the full Governing Body at the first business meeting, as required.
- 4.9 In exceptional circumstances, it is possible for a Governor to attend a meeting by tele-conference which also allows the Governor to count towards the quorum for that particular meeting.

## **5 Publication of Minutes and Papers**

- 5.1 The Clerk to the Academy Trust Body and Governing Body will aim to produce draft Minutes of all Academy Trust/Governing Body/Committee meetings within five working days of the date of the meeting being held. Once approved by the Chair, the draft Minutes are circulated to each Governor for information and become available for public inspection at this time. Arrangements for the distribution of Committee Minutes may differ dependent upon the frequency of meetings. All approved Minutes are posted on the Academy website.
- 5.2 With the exception of excluded items (see paragraph 5.3 below), the following will be available for inspection in the office of the Clerk to the Governing Body of The Sutton Academy with the minutes of each meeting available via the Clerk:
- the agenda for meetings of the Governing Body/Committees
  - the open draft minutes of meetings of the Governing Body/Committees once they have been approved by the Chair
  - the signed open minutes of the Governing Body/Committees
  - any reports, documents and other papers considered at a meeting of the Governing Body/Committee (unless deemed confidential by the Academy see 5.3 below).
- 5.3 The following items will be regarded as confidential items and thus will not be available for inspection:
- information relating to a named teacher or other person employed, or proposed to be employed, at The Academy;
  - information relating to a named pupil at, or candidate for admission to, The Academy; and
  - information regarding any matter which, by reason of its nature, the Governors are satisfied should remain confidential.
- 5.4 The address of the Office of the Clerk to the Sutton Academy Governing Body/Company Secretary is as follows:  
The Clerk to the Governing Body (Sutton Academy)  
Room BS278  
St Helens College  
Water Street  
ST HELENS, WA10 1PP  
Tel: 01744 623104  
Email: [cjones@sthelens.ac.uk](mailto:cjones@sthelens.ac.uk)
- 5.5 Whenever practicable documents will be available between 0900 and 1700, Monday to Thursday and 0900 to 1630 on Fridays. If it is not possible to provide immediate access to documents the Clerk will endeavour to provide requests for information within 15 working days.
- 5.6 The Clerk shall make arrangements for the Governing Body to annually review all confidential material and make such material available for public inspection where it is satisfied and that the reason for dealing with the matter on a confidential basis no longer applies or considers that the public interest in disclosure outweighs that reason.

## **6 Access to Meetings of the Governing Body and Confidentiality**

- 6.1 Members of the Governing Body and the Clerk will be the only persons entitled to attend all meetings of the Governing Body.
- 6.2 A fully scheduled calendar of all Governing Body/Committee Meetings and an annual cycle of Business will be approved and published by the Governing Body for the forthcoming academic year.
- 6.3 It is important to remember that in certain circumstances a member of the Governing Body, a member of staff, or the Clerk may be asked to withdraw.
- 6.4 Responsibility for determining who may attend meetings of the Governing Body other than Governors and the Clerk rests with the Governing Body.
- 6.5 The Principal and Clerk will consider which members of staff are required to attend meetings of the Governing Body so that the Governing Body has access to information and advice (for example, it is likely that the Senior Vice Principals will be invited to meetings of the Governing Body). Staff, other than the elected staff Governor, are invited to attend Governing Body/Committee Meetings, through the Principal, at the discretion of the Governing Body.
- 6.6 The Governing Body places responsibility on the Chair, the Principal and the Clerk to ensure that any member of the Governing Body, members of Academy Staff, or the Clerk, should withdraw from meetings as and when the need arises. This decision may be taken before the meeting commences depending on the subject matter. Such an arrangement avoids potential embarrassment for all parties. If, however, one of more members of the Governing Body believes that members of staff should withdraw from a meeting for a particular item throughout a meeting, they are required to bring this to the immediate attention of the meeting through the Chair.
- 6.7 While the majority of business conducted by the Governing Body is not confidential and thus reports etc., are open to inspection (see paragraphs 5.2 and 5.3), it is not thought appropriate, as a matter of course, for members of the public (including members of the staff of the Academy, apart from the Staff Governor) or the press to be in attendance at meetings as observers, apart from any Public meetings that the Governing Body may hold.
- 6.8 A person wishing to attend a meeting of the Governing Body as an observer should first approach the Clerk who will arrange with the Chair for the issue to be taken as the first item of business on the agenda. Until a decision is reached by the Governing Body the person wishing to attend the meeting will be required to remain outside of the meeting room.
- 6.9 While considering such requests the Governing Body will have regard to the availability of space in the meeting room and the reason for the request to attend.
- 6.10 Where a member of the public or press is given observer status at a meeting of the Governing Body, the Chair will stress that certain items of business may be regarded as confidential. In such cases the person will be required to withdraw from the meeting and observers should not disclose Governors' discussions or views to any third parties. If practical an indication should be given at this stage of any known confidential items.

## **7 Proceedings of Meetings and Committees**

- 7.1 Any member of the Governing Body may attend any Committee meeting (even if not a member) and, with the consent of the Chair of that Committee, speak but not vote.
- 7.2 The quorum for a meeting of a Standing Committee of the Governing Body shall be determined by the Governing Body.
- 7.3 Where required, questions shall be decided by a majority of votes of the eligible members present and voting on that question save that where there is an equal division of votes, the person who is acting as Chair of the meeting shall have the casting vote. No vote on any matter may be taken at a meeting of any Committee unless the majority of the members of the Committee present are members of the Governing Body.
- 7.4 Any Committee shall report to the Governing Body in respect of any action taken or decision made with respect to the exercise of its functions at the meeting of the Governing Body. This will normally be undertaken through presentation of the respective Committee minutes at the next full Governing Body meeting.
- 7.5 In the event of the person appointed by the Governing Body to act as Clerk to a Committee failing to attend a meeting of that Committee, the Committee shall appoint one of their number to act as Clerk for the purposes of that meeting.
- 7.6 The agenda for any meeting of a Committee shall be prepared by the Clerk in consultation with the Principal/Chair. Each meeting shall be convened by the Clerk or Acting Clerk of that Committee who shall give each member (and the Principal) at least seven clear days' notice in writing thereof and a copy of the agenda for the meeting save in cases of emergency.  
So far as is possible, Chairs of Committees will arrange dates for Committee meetings at the same time as those for full Governing Body meetings are fixed, at the beginning of the Academic year.
- 7.7 The minutes of the proceedings of each meeting of a Committee shall be drawn up, recorded, and duly approved. Minutes should record decisions and other main points together with such brief explanations as may be necessary. Confidential matters shall be recorded separately and, as such, subject to restricted circulation (in case of doubt to be resolved by the Chair). The Clerk to the Governing Body shall arrange for minutes to be circulated to all members of the Governing Body and for them to be included as an item on the Agenda at the next meeting of the Governing Body.
- 7.8 If the person appointed as Chair of a Committee is absent from any meeting of the Committee, the members of the Committee who are present shall, before proceeding to any other business, appoint any of their number (not being an employee of the Academy or a registered pupil or a person who is not a member of the Governing Body) to be Chair of the meeting.

## **8 Rules of Debate at Meetings, Decisions and Voting**

The Academy Trust Body shall hold an Annual General Meeting each year in addition to any other General Meetings that may be convened in that year. The AGM is also attended by all members of the Governing Body.

### **8.1 Proceedings at General Meetings**

The proceeding at General meetings is as directed in the Memorandum and Articles of Association of the Sutton Academy.

## **9 Agendas for Meetings and Convening Meetings**

- 9.1 The presentation of tabled papers must be minimised and are only allowed to be presented with the approval of the Governing Body through the Chair.
- 9.2 Agendas for meetings of the Governing Body will include “Notification of items of urgent business”. The operative used in this statement is “urgent” and thus it should only be used for issues which arise since the publication of the agenda.
- 9.3 The item will normally appear as the penultimate item in the agenda although the Chair will ask during an early stage in proceedings if any Governor or the Clerk proposes to put forward an item of urgent business.
- 9.4 The Chair will need to be assured that the issue is one which meets the following criteria:
- it is the proper business of the Governing Body to consider, having regard to the Memorandum and Articles of Association and the terms of reference of the relevant Committees of the Governing Body;
  - it needs urgent attention by the Governing Body.
- 9.5 If appropriate, the Chair will seek the support of the Governing Body as a whole that a proposed item of urgent business is not heard. In such cases it is hoped that it is possible to determine a way forward which is acceptable to all parties.
- 9.6 Members of the Governing Body are asked to give prior notice to the Clerk of their intention to raise an item of urgent business, the subject matter and the reason for the urgency.
- 9.7 An Annual cycle of business for the Governing Body will be maintained by the Clerk and presented to the Governing Body for approval. This will provide for an Annual General Meeting being held. The cycle of business is acknowledged as being a working document and could therefore be subject to change.
- 9.8 Committees shall comply as far as possible with any stipulated minimum number of meetings as agreed by the Governing Body.

- 9.9 All Governing Body and Committee meetings shall be summoned by the Clerk to the Governing Body by at least seven calendar days and all relevant papers will be sent to every Member as appropriate, together with a copy of the relevant agenda. Such notice shall also state the time, date and venue of the meeting.
- 9.10 It shall be permissible for the Chair of a Committee to convene an emergency non-scheduled meeting of that committee by giving less than seven business day's prior notice if in the reasonable opinion of the Chair there are matters which demand urgent consideration.
- 9.11 The Chair of the Governing Body (and Chair of Committees where required) shall agree the draft agenda(s) before distribution and shall make the final decisions regarding those agenda items to include.
- 9.12 Any meeting that is convened outside of the approved schedule of meetings shall be convened as a non-scheduled Meeting of the relevant Committee or Governing Body and, agendas and papers will be forwarded in accordance with Para 9.11 above, as far as is practical.
- 9.13 There may be occasions between meetings when an urgent decision is required. It is therefore permissible for Chair's action to be sought or for Committee approval to be sought via email communication outside of scheduled meetings. Any such action will be subsequently reported at the next meeting of the Governing Body or Committee as appropriate for formal ratification.

## **10 Declarations of Interest/Potential Conflicts of Loyalty**

- 10.1 Any Governor who has or can have any direct or indirect duty or personal interest (including but not limited to any Personal Financial Interest) which conflicts or may conflict with his duties as a Governor shall disclose that fact to the Governors as soon as he becomes aware of it. A Governor must declare an interest and may be requested to also absent himself from any discussions of the Governors in which it is possible that a conflict will arise between his duty to act solely in the interests of the Academy Trust and any duty or personal interest (including but not limited to any Personal Financial Interest).
- 10.2 For the purpose of para 10.1, a Governor has a Personal Financial Interest in the employment or remuneration of, or the provision of any other benefit to, that Governor as permitted by and as defined by paragraphs 10.3-10.7 below.
- 10.3 A Governor may at the discretion of the Governors be reimbursed from the property of the Academy Trust for reasonable expenses properly incurred by him or her when acting on behalf of the Academy Trust, but excluding expenses in connection with foreign travel.
- 10.4 No Governor may:
- a) buy any goods or services from the Academy Trust;
  - b) sell goods, services, or any interest in land to the Academy Trust;
  - c) be employed by or receive any remuneration from the Academy Trust (other than the Principal whose employment and/or remuneration is subject to the procedure and conditions in Article 9.6)
  - d) receive any other financial benefit from the Academy Trust; unless:

- (i) the payment is permitted by Article 6.7 and the Governors follow the procedure and observe the conditions set out in Article 6.8; or
  - (ii) the Governors obtain the prior written approval of the Charity Commission and fully comply with any procedures it prescribes.
- 10.5 Subject to paragraph 10.6 below, a Governor may (apart from the Principal):
- a) Receive a benefit from the Academy Trust in the capacity of a beneficiary of the Academy Trust.
  - b) Be employed by the Academy Trust or enter into a contract for the supply of goods or services to the Academy Trust, other than for acting as a Governor.
  - c) Receive interest on money lent to the Academy Trust at a reasonable and proper rate not exceeding 2% per annum below the base rate of a clearing bank to be selected by the Governors.
  - d) Receive rent for premises let by the Governor to the Academy Trust if the amount of the rent and the other terms of the lease are reasonable and proper.
- 10.6 The Academy Trust and its Governors may only rely upon the authority provided by paragraph 10.5 above if each of the following conditions is satisfied:
- a) The remuneration or other sums paid to the Governor do not exceed an amount that is reasonable in all the circumstances.
  - b) The Governor is absent from the part of any meeting at which there is discussion of:
    - i) his or her employment, remuneration, or any matter concerning the contract, payment or benefit; or
    - ii) his or her performance in the employment, or his or her performance of the contract; or
    - iii) any proposal to enter into any other contract or arrangement with him or her or to confer any benefit upon him or her that would be permitted under paragraph 9.5 above; or
    - iv) any other matter relating to a payment or the conferring of any benefit permitted by paragraph 9.5 above.
  - c) The Governor does not vote on any such matter and is not to be counted when calculating whether a quorum of Governors is present at the meeting.
  - d) Save in relation to employing or contracting with the Principal, the other Governors are satisfied that it is in the interests of the Academy Trust to employ or to contract with that Governor rather than with someone who is not a Governor. In reaching that decision the Governors must balance the advantage of employing a Governor against the disadvantages of doing so (especially the loss of the Governor's services as a result of dealing with the Governor's conflict of interest).
  - e) The reason for their decision is recorded by the Governors in the minute book.
  - f) A majority of the Governors then in office have received no such payments or benefit.
- 10.7 In paragraphs 10.3-10.7:
- a) "company" shall include any company in which the Academy Trust:
    - holds more than 50% of the shares; or
    - controls more than 50% of the voting rights attached to the shares; or
    - has the right to appoint one or more directors to the board of the company.

- b) "Governor" shall include any child, stepchild, parent, grandchild, grandparent, brother, sister or spouse of the governor or any person living with the governor as his or her partner
- c) The employment or remuneration of a Governor includes the engagement or remuneration of any firm or company in which the Governor is:
  - i) a partner;
  - ii) an employee;
  - iii) a consultant;
  - iv) a director;
  - v) a member; or
  - v) a shareholder, unless the shares of the company are listed on a recognised stock exchange and the Governor holds less than 1% of the issued capital.

## **11 Statements made on behalf of the Governing Body**

Unless otherwise agreed by the Governing Body in individual circumstances, statements on behalf of the Governing Body will only be made by the following:

- the Chair;
- the Principal;
- the Clerk.

## **12 Legal Advice and Insurance Liability for members of the Governing Body**

12.1 Governing Body members should seek advice from the Clerk if legal advice is felt necessary.

### **Indemnity**

12.2 Subject to the provisions of the Companies Act 2006 every Governor 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 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.

12.2 The Governing Body has an approved Policy and Procedure on Whistleblowing/ Employee Disclosure.

12.3 There may be occasions when the Clerk feels that her/his advice is being overruled and because of this the proper conduct of the Governing Body is being put at risk.

Firstly, the Clerk must make every effort to resolve the difficulty through the avenues available within The Sutton Academy. S/he must be sure that her/his concerns are properly understood and have been adequately considered by those concerned. This will be best achieved in the first instance by ensuring that:

- the reasons for the concern have been put in writing and sent by the Clerk to the Chair of the Governing Body and to the Principal;

- the Clerk has reported her/his concerns to a meeting of the relevant Committee or to the full Governing Body and asked for this to be recorded in a publicity available minute;
- the Academy's external auditors have been informed.

12.4 The Academy has appropriate Insurance Liability cover arrangements for individual Governing Body Members.

12.5 The Principal is required to advise the Governing Body on non-compliance with the requirements of regularity and propriety.

### **13 Membership of the Governing Body - availability of information to the public**

13.1 A list of the names of members of the Academy Trust Body/Governing Body will be available for inspection in the office of the Clerk for The Sutton Academy.

13.2 In addition to the names of the Members of the Academy Trust Body/Governing Body, enquirers will be notified of the following:

Any person wishing to write to members of the Governing Body may do so by providing the Clerk to the Governing Body with sufficient copies of any documentation. Normally no charge will be made for postage for forwarding a document although the Clerk to the Governing Body will use discretion when considering if the costs to be incurred are reasonable. Thus a charge could be made to cover direct and indirect costs as a condition of forwarding documentation.

13.3 Addresses and telephone numbers of members of the Governing Body will not be made available to third parties.

### **14 Membership of the Governing Body and appointment of Chair and Deputy Chair of the Governing Body**

14.1 The Membership of the Governing Body of The Sutton Academy will be determined from time to time by the Governing Body, having regard to the provisions of the Memorandum and Articles of Association.

14.2 It is the wish of the Governing Body that there is an appropriate balance of skills and experience amongst members.

14.3 The membership, and eligibility criteria, of the Governing body shall be as determined by the Memorandum and Articles of Association and as determined by the Academy Trust Body.

14.4 The Governors' Terms of Office are for a 4-year fixed term of office. Save that this time limit shall not apply to either the Principal or The Sponsor (during any period that The Sponsor is a Governor). Subject to remaining eligible to be a particular type of Governor, any Governor may be re-appointed or re-elected. External Governor appointments are subject to a 9 month-probationary period. The role description for Governors is appended to the Standing Orders at Appendix IX.

It has been agreed that a maximum of two terms-of-office (8 years) be introduced for all new External Governors, subject to the Trust Body having authority to extend Governors for further service, ensuring that the relevant and appropriate levels of skills and experience would be maintained on the Governing Body.

The Academy Trust Body has resolved that any member of Senior Staff employed by St Helens College and appointed by the Trust Body as a St Helens College Sponsor Governor would not have a fixed term-of-office assigned and be deemed to be ex-officio following their appointment as a Governor of the Academy.

#### 14.5 **Appointment of Governing Body Chair/Deputy Chair**

The Governing Body shall, each year, elect a Chair and Deputy Chair at their first meeting in that year. The election is by the proposing, seconding and agreement of the majority of Governing Body Members. The Clerk is normally required to present this item of business, but the retiring Chair may take this item, or the Governing Body may decide to appoint another Governor from among their number to call for proposals. Should there be an occasion when more than one member of the Governing Body is nominated for either of the above positions, the Clerk will arrange an election process.

Governors are requested to put forward a self nomination for any of these positions at the time when the elections are being considered, which should be submitted to the Clerk well in advance of the meeting at which the election takes place.

Chairs of Committees are appointed by the relevant Committee on an annual basis. The Chair of the Trust Body is confirmed by St Helens College Governors (The Sponsor), who also determine the Trust Members.

#### 14.6 **Committee Membership - Terms of Reference**

Committee Membership Terms of Reference are reviewed annually by the relevant Committee and agreed by the full Governing Body.

If the Terms of Reference are amended throughout the year, the revised terms are approved separately by the Governing Body. The Governing Body also determines the term of office of each Committee Member.

The Governing Body also has the authority to establish ad hoc working groups and Committees of the Governing Body, as the need arises. The Membership, terms of reference and quorum arrangements will be determined and agreed if required.

### 15 **Development, Training and Induction of Governing Body Members**

15.1 The Governing Body will aim to produce an annual Governor development schedule that will be agreed and delivered on an annual basis. Development events are evaluated to inform future developments.

### 16 **Complaints about the Governing Body**

Any complaints about the Governing Body should be forwarded to the Clerk, or if the complaint is about the Clerk, should be forwarded to the Chair of the Governing Body.

**17 Amendments to the Standing Orders for the conduct of meetings and related issues**

- 17.1 The Clerk will be required to keep under continuous review the provisions of this document with the intention of suggesting to the Governing Body improvements/amendments to meet changed circumstances.
- 17.2 Individual Members of the Governing Body may wish to suggest to the Clerk improvements/amendments/additions to this document. Points raised will be the subject of a report to the next convenient meeting of the Governing Body so that a decision may be made.
- 17.3 Any amendments to the text of this document will require the approval of the Governing Body unless they are covered directly or indirectly by statute in which case such changes will be acted upon without delay.

## 18 **CODE OF CONDUCT FOR GOVERNING BODY MEMBERS (as based on the model provided by Eversheds)**

### **18.1 Introduction**

This Code is intended as a guide, to indicate the standards of conduct and accountability which are expected of Academy Trust/Governing Body members, to enable them to understand their legal and ethical duties and to assist them both in carrying out those duties and in their relationship with the Governing Body and Principal. This Code is therefore aimed at promoting effective, well informed and accountable Academy governance, and is not intended to be a definitive or authoritative statement of the law or good practice.

In addition to this Code, Governors are recommended to familiarise themselves with the following:

- a) the Academy's Memorandum and Articles of Association
- b) the Academy's Development Plan
- c) the Academy's Mission statement and Corporate Objectives
- d) the principles laid down by the Committee on Standards in Public Life (Nolan Committee) for those holding public office, namely:
  - Selflessness;
  - Integrity;
  - Objectivity;
  - Accountability;
  - Openness;
  - Honesty; and
  - Leadership
- e) Academy Policies and Procedures.

This Code applies to every committee or working party of the Governing Body.

By accepting appointment to the Governing Body, each Academy Trust/Governing Body member agrees to accept the provisions of this Code.

### **18.2 Interpretation**

In this Code "Academy" means The Sutton Academy, 'Academy Mission Statement' means the statement set out in this Code, or such other mission statements as may be agreed by the Governing Body from time to time.

Governing Body and "Member", "Governor", "Chair", "Principal" and "Clerk" mean respectively the Member, Governor, Chair, Principal and Clerk for the time being of the Trust and Governing Body.

All other definitions have the same meanings as given in the Academy's Memorandum and Articles of Association, and word importing one gender will import any gender.

### **18.3 Mission Statement**

The Academy's main strategy is encompassed in its mission statement which is 'Together Students Achieve'.

The Governing Body is committed to ensuring that it conducts its business in accordance with the highest ethical standards as set out in more detail in this code.

## **18.4 Obligation to Staff**

The Academy has an obligation to value its staff and their contribution to the achievement of its mission. In doing so it will seek to be a caring and considerate employer, investing in the training and developing of staff, consulting and involving staff in development, providing clear policies and procedures and promoting equality of opportunity in all employment matters.

## **18.5 Standards of Conduct**

The Sutton Academy Trust Body/Governing Body strongly supports the seven principles of public life identified by the Committee on Standards in Public Life as the basis on which Members fulfil the onerous responsibilities which they undertake in their professional role. The following is an extract from the Second Report of the Nolan Committee on Standards in Public Life, May 1996:

### **The Seven Principles of Public Life**

#### **Selflessness**

Holders of public office should take decisions solely in terms of the public interest. They should not do so in order to gain financial or other material benefits for themselves, their family, or their friends.

#### **Integrity**

Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might influence them in the performance of their official duties.

#### **Objectivity**

In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit.

#### **Accountability**

Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.

#### **Openness**

Holders of public office should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.

#### **Honesty**

Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.

#### **Leadership**

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

## **18.6 Duties**

- (a) Governors owe a fiduciary duty to the Academy. This means that they should show it the highest loyalty and act in good faith in its best interests. Each Governor should act honestly, diligently and, subject to the provisions appearing within this Code relating to collective responsibility, independently. The actions of Governors should promote and protect the good reputation of the Academy, and the trust and confidence of those with whom it deals.
- (b) Decisions taken by Governors at meetings of the Governing Body and its Committees must not be for any improper purpose of personal motive. Decisions must always be for the benefit of the Academy, its pupils and staff and other users of the Academy and must be taken with a view to safeguarding public funds. Accordingly, Governors must not be bound in their speaking and voting by mandates given to them by other bodies or persons (including but not limited to the bodies that elect them)
- (c) Academy Trust Members and Governors must observe the provision of the Academy's Memorandum of Association and in particular the duty to give immediate notice to the Clerk should they become disqualified from continuing to hold office.
- (d) Governors should comply with the Standing Orders and terms of reference of the Governing Body's Committees to ensure that the Governing Body and its Committees operates in an orderly, fair, open and transparent manner and must keep those Standing Orders and Terms of Reference under periodic review.
- (e) The Governing body should refer to the Clerk for advice relating to the governance functions and have regard to the Clerks' independent advisory role.

## **18.7 Statutory Responsibility and Accountability**

- a) Academy Trust Members and Governors are collectively responsible for observing the duties set out in the Financial Memorandum which the Academy has entered into with the Funding Agencies as a condition of receiving public funds.
- b) In accordance with the Academy Funding Agreement, the Principal is the identified Accounting Officer and this post confers responsibility for financial and administrative matters. The Principal is directly responsible and accountable to Parliament for ensuring that the uses to which the Academy puts its funds are consistent with the purposes for which the funds were given and comply with the conditions attached to them.
- c) The remaining responsibilities of the Principal, as the Academy Accounting Officer, are as detailed within the Academies Financial Handbook.
- d) The Academy has appointed a person who has specific responsibility for overseeing the financial arrangements on their behalf.

## **18.8 Public Service Values**

High standards of personal and corporate conduct, based on Nolan's seven principles of Public Life, and the recognition that students and other users of the Academy's services come first, are a requirement of being a Trust Member/Governor, and should underpin all decisions taken by the Governing Body. The Academy Trust Body/Governing Body are also committed to the Core Principles of Good Governance as follows:

- 1 Good governance means focusing on the organisation's purposes and on outcomes for citizens and service users
  - 1.1 Being clear about the organisation's purposes and its intended outcomes for citizens and service users;
  - 1.2 Making sure that users receive a high quality service;
  - 1.3 Making sure that taxpayers receive value for money.
- 2 Good governance means performing effectively in clearly defined functions and roles
  - 2.1 Being clear about the functions of the governing body;
  - 2.2 Being clear about the responsibilities of the non-executives and the executive, and making sure that those responsibilities are carried out;
  - 2.3 Being clear about relationships between the governors and the public.
- 3 Good governance means promoting values for the whole organisation and demonstrating the values of good governance through behaviour
  - 3.1 Putting organisational values into practice;
  - 3.2 Individual governors behaving in ways that uphold and exemplify effective governance.
- 4 Good Governance means taking informed, transparent decisions and managing risk
  - 4.1 Being rigorous and transparent about how decisions are taken;
  - 4.2 Having and using good quality information, advice and support;
  - 4.3 Making sure that effective risk management systems are in operation.
- 5 Good governance means developing the capacity and capability of the governing body to be effective
  - 5.1 Making sure that appointed and elected governors have the skills, knowledge and experience they need to perform well;
  - 5.2 Developing the capability of people with governance responsibilities and evaluating their performance, as individuals and as a group;
  - 5.3 Striking a balance, in the membership of the governing body, between continuity and renewal.
- 6 Good governance means engaging stakeholders and making accountability real
  - 6.1 Understanding formal and informal accountability relationships;
  - 6.2 Taking an active and planned approach to dialogue with accountability to the public;
  - 6.3 Taking an active and planned approach to responsibility to staff;
  - 6.4 Engaging effectively with institutional stakeholders.

## **18.9 Skill, Care and Diligence**

A Governor should in all his/her work for the Academy exercise such skill as he/she possesses and such care and diligence as would be expected from a reasonable person in the circumstances. This will be particularly relevant when Governors act as agents of the Academy, for example, when functions are delegated to a committee of the Governing Body or the Chair. Governors should be careful to act within the terms of reference of any committees on which they serve.

## **18.10 Powers**

Governors are responsible for taking decisions which are within the powers given to them. The powers of Governors are as set out in Appendix III.

## **18.11 Conflicts of Interest/potential conflicts of loyalty**

- a) Like other persons who owe a fiduciary duty, Governors should seek to avoid putting themselves in a position where there is a conflict (actual or potential) between their personal interests and their duties to the Governing Body. They should not allow any conflict of interest to arise which might interfere with the exercise of their independent judgment.
- b) Academy Trust Body Members/Governors are reminded that in accordance with the Articles of Government, and its Policy on Conflicts of Interest and the general law, they must disclose to the Governing Body any direct or indirect financial interest which they have, or may have, in:
  - i) the supply of work or goods to or for the purposes of the Academy;
  - ii) any contract or proposed contract concerning the Academy; or
  - iii) any other matter relating to the Academy, or any other interest of a type specified by the Governing Body in any matter relating to the Academy or any duty which is material and which conflicts or may conflict with the interests of the Academy.The declaration of any external interest should also include immediate members of a Governor's family as part of the annual declaration of interests, and should also include the receipt of any gifts or hospitality received in connection with role of governor, throughout the preceding 12 month period.
- c) If an interest of any kind (including an interest of a spouse or partner of a Governor or of a close relative of the Governor or his or her partner or spouse) is likely or would, if publicly known, be perceived as being likely to interfere with the exercise of a Governor's independent judgement, then:
  - i) the interest, financial or otherwise, should be reported to the Clerk;
  - ii) the nature and extent of the interest should be fully disclosed to the Governing Body before the matter giving rise to the interest is considered;

- iii) If the Governor concerned is present at a meeting of the Governing Body, or any of its committees, at which such supply, contract or other matter constituting the interest is to be considered, he or she should:
- (a) not take part in the consideration or vote on any question with respect to it and shall not be counted in the quorum for that meeting; and
  - (b) withdraw from that Governing Body or committee meeting where required to do so by a majority of the Governors of the Governing Body or committee present at the meeting.
- For the above purpose; “close relative” includes but is not limited to a “father, mother, brother, sister, child, grandchild and step father/mother/brother/sister/child”.

- d) Where it is proposed that the Governing Body should grant a member a financial interest (such as a contract for the supply of goods or services) the Governing Body must observe the requirements of the Charities Act 2011. The Governing Body may wish to take legal advice before granting such an interest to a member.
- e) Academy Trust Members/Governors must not receive gifts, hospitality or benefits of any kind from a third party which might be in breach of the Bribery Act 2010 and the Academy’s Anti-Bribery Policy or be seen to compromise their personal judgment or integrity. Any offer or receipt of such gifts, hospitality or benefits should immediately be reported to the Clerk.
- f) The Clerk will maintain a Register of Members’ Interests which will be open for public inspection. Governors must disclose routinely to the Governing Body all business interests, financial or otherwise, which they may have, and the Clerk will enter such interests on the Register. Governors must give sufficient details to allow the nature of their interests to be understood by enquiries. Governors should inform the Clerk whenever their circumstances change and interests are acquired or lost. In deciding whether an interest should be disclosed, Governors should have regard to the meaning given to “interest” in paragraph (d) above. The Clerk will also invite an annual update of the register to all Governors. The declaration of interests is brought to the attention of all Governors at each meeting, as part of the agenda itself, or as part of the terms of reference of each Committee, which is presented at each meeting. The clerk to the Governing Body is also required to participate in the register. The register of interests for Governors and members of the Academy Leadership Team are public documents and available for public inspection.

## **18.12 Collective Responsibility**

- a) The Governing Body operates by Governors taking majority decisions in a corporate manner at quorate meetings. Therefore, a decision of the Governing Body, even when it is not unanimous, is a decision taken by the Governors collectively and each individual Governor has a duty to stand by it, whether or not he/she was present at the meeting of the Governing Body when the decision was taken.

- b) If a Governor disagrees with a decision taken by the Governing Body, his or her first duty is to have any disagreement discussed and minuted. If the Governor strongly disagrees, he/she should consult the Chair and, if necessary, then raise the matter with the Governing Body when it next meets.

### **18.13 Openness and Confidentiality**

- a) Because of the Governing Body's public accountability and the importance of conducting its business openly and transparently, Governors should ensure that, as a general principle, students and staff of the Academy have free access to information about the proceedings of the Governing Body. Accordingly, agendas open minutes and other papers relating to meetings of the Governing Body are normally available for public inspection when they have been approved for publication by the Chair.
- b) There will be occasions when the record of discussions and decisions will not be made available for public inspection, for example, when the Governing Body considers sensitive issues or named individuals and for other good reasons. Such excluded items will be kept confidential, and will be circulated in confidence to Members. The Governing Body at The Sutton Academy actively encourages staff participation in all Governing Body business. However, staff and parent Governors have no right of access to minutes dealing with matters in respect of which they are required to withdraw from meetings.
- c) Some confidential items are likely to be of a sensitive nature for a certain period of time only (for example information relating to a proposed commercial transaction or collaboration with another institution). The Governing Body will undertake an annual review of all confidential items and agree whether the confidential status should be removed and the item made available for public inspection. This depends on whether the public interest in disclosure outweighs that confidential status and the item made available for public inspection when considering such issues. Governors must also be mindful of the Freedom of Information Act.
- d) It is important that the Governing Body and its committees have full and frank discussions in order to take decisions collectively. To do so, there must be trust between Governors with a shared corporate responsibility for decisions. Governors should keep confidential any matter which, by reasons of its nature, the Chair or the Governors, the Chair or members of any committee of the Governing Body, are satisfied should be dealt with on a confidential basis.
- e) Governors should not make statements to the press or media or at any public meeting relating to the proceedings of the Governing Body or its committees without first having obtained the approval of the Chair or Principal. It is unethical for Governors to publicly criticise, canvass or reveal the views of other Governors which have been expressed at meetings of the Governing Body or its committees.

### **18.14 Procedures for Handling Enquiries and Complaints**

In order to ensure that the affairs of the Academy are conducted in an open and transparent manner and that the Academy is accountable for its use of public funds but also its students and the community it serves, it is important for there to be appropriate complaints procedures in place and for these to be well publicised.

### **18.15 Attendance at Meetings**

A high level of attendance at meetings of the Governing Body is expected so that Governing Body Members can perform their functions properly.

### **18.16 Governor Development**

The Governing Body shall seek to ensure that all Governors are appointed on merit, in accordance with an open selection procedure and are drawn widely from the community which the Academy serves so as to be representative of that community. The Governing Body should have regard to the need to combat discrimination and to promote equality, and the need to make available a range of necessary skills and experience to ensure that the Governing Body carries out its functions under the Academy's Memorandum and Articles of Association. A Governors' Skills Audit will be undertaken periodically to ensure an appropriate balance and mix of skills and experience amongst Governors.

Governors must obtain a thorough grounding in their duties and responsibilities by participating in the Academy's governance induction and development programmes, including regular refresher workshops as required. In order to promote more effective governance, Governors will carry out an annual review of the performance by the Governing Body of its duties and responsibilities, as part of a continuing and critical process of self evaluation.

### **18.17 Breach of Code**

If a Governor is in breach of the Code of Conduct it may:

- a) constitute a breach of trust;
- b) entitle the Governing Body to disqualify the Member from continued membership of the Governing Body

### **18.18 Resolution of Difficulties**

If a Governing Body Member has a difficulty in understanding the implications or, or complying with, this Code, they should raise the issue with the Chair of the Governing Body, who will advise on the resolution of the issue. If the Governor remains concerned, they may seek further guidance from the Clerk to the Governing Body.

If a Governor believes that the Governing Body is proposing to act improperly or a decision taken, or a process of decision taking, by the Governing Body is flawed or wrong, there are two possible courses of action that can be taken to resolve the matter:

- arrange a private meeting with the Chair; or
- request that an item be put on the agenda of the next meeting of the Governing Body

If the Governor and/or Chair feels that the conflict cannot be resolved, then consideration must be given to that Governor's continued membership of the Governing Body.



## **ACADEMY TRUST BODY TERMS OF REFERENCE**

### **Membership and Meetings:**

- 1 The Membership of the Academy Trust Body shall be as determined by the Memorandum and Articles of Association of The Sutton Academy.
- 2 The Academy Trust Body Members will hold a meeting at least once per year, in addition to the Annual General Meeting, to which all Governors will also be invited to attend.

### **Core Purpose of the Academy Trust :**

- 3 The Academy Trust Body Members shall be responsible for the overall direction of the Academy and for overseeing and reviewing the operation of the Academy. The latter responsibility will be undertaken through the Governors who collectively form the Governing Body, which has delegated responsibility for the management of the Academy on behalf of the Members.

### **Terms of Reference:**

4. The Academy Trust shall:
  - a. Approve the Financial Annual Accounts and Annual Budget and reports as recommended by the Governing Body
  - b. Set the strategic direction of the Academy and agree annual and longer-term high level performance targets for the Academy
  - c. Be responsible, through the Chair, for reviewing the performance of the Principal and, through the Chair of the Trust Body, for any subsequent relevant actions
  - d. To determine the composition of the Governing Body, to appoint the majority of Governors (as per the Memorandum of Association) and direct the Governing Body on recruitment strategies for additional Governors.
  - e. To determine the partnership relationship between the Sponsor and the Academy.
  - f. To be responsible for overseeing the overall effectiveness of excellent governance arrangements at the Academy and to take appropriate action if required.
  - g. To address any other significant strategic or performance or other non-operational issue deemed appropriate by the Trust Body.

The Trust Body normally meets once in the first term and once in the third term  
(*with non-scheduled meetings convened as and when necessary* ).

Number of Members:	4
Quorum Requirement:	3

## GOVERNING BODY

### Terms of Reference and Scheme of Delegation of the Governing Body

#### Membership and meetings:

1. The membership of the Governing Body shall be as determined by the Memorandum and Articles of Association for The Sutton Academy
2. The Governing Body shall meet at least three times each year.

#### Core Purpose of the Governing Body:

3. The Governing Body shall take a strategic role in the governance of the Academy. It will act as a critical friend to the Academy and be accountable for the Academy and its own strategic decisions. It will agree its strategic aims and objectives and agree, monitor and review policies, targets and priorities. The Governing Body has delegated responsibility for the management of the Academy on behalf of the Trust Body Members.

In Accordance with the DfE Governors' Handbook for governors in maintained schools, academies and free schools, the Governing Body will have a strong focus on three core strategic functions:

- a. Ensuring clarity of vision, ethos and strategic direction;
- b. Holding the headteacher 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 the school and making sure its money is well spent.

#### Terms of Reference:

4. The Governing Body shall:
  - a. Agree constitutional matters\*, including procedures where the Governing Body has discretion.
  - b. Review and approve Academy policies as necessary or note Academy Trust Body Policies.
  - c. Recruit and appoint new Governors as vacancies arise\* and to appoint new governors\* where appropriate, subject to approval by the Academy Trust Board (NB: Sponsor Governors are appointed by the Sponsor through the Academy Trust Body).
  - d. Elect the Chair and Deputy Chair\* at the first meeting of the Governing Body in each Academy year or as and when determined by the Governing Body and/or the Articles of Association.
  - e. Appoint or remove a Clerk to the Governing Body\*.
  - f. Establish the committees of the Governing Body\* and agree their terms of reference.
  - g. Appoint the Chairs of committees or make provision for their appointment.
  - h. Decide which functions of the Governing Body will be delegated to committees, groups and individuals\* and review the scheme of delegation annually.
  - i. Receive minutes of committee meetings and reports from committees at meetings of the Governing Body.
  - j. Recommend the Financial Annual Accounts and Annual Budget in each financial year for approval to the Academy Trust Body.
  - k. Recommend performance targets for the Academy for approval to the Academy Trust Body.
  - l. Receive an annual report on the performance of the Principal.

- m. Undertake an annual self-evaluation of its own performance and also participate in the overall self-evaluation processes of the Academy
  - n. Operate within the terms of the Academy Trust Body Roles and Responsibilities which may be amended from time to time by the Academy Trust Body.
5. The Governing Body as the appointing authority may suspend and dismiss a non-sponsor Governor\*

*Note: matters marked with an \* may not be delegated*

The Governing Body normally meets twice in the first term and once in both the second and third terms (*with non-scheduled meetings to be convened as and when necessary*)

Number of Governors:	13
Quorum Requirement:	5

**POWERS OF GOVERNORS**  
**(as determined by the Articles of Association)**

- 1 Subject to provisions of the Companies Act 1985 and the Companies Act 2006, the Memorandum and the Articles of Association and to any directions given by special resolution, the business of The Sutton Academy shall be managed by the Governors who may exercise all the powers of The Sutton Academy Trust. No alteration of the Memorandum and Articles of Association and no such direction shall invalidate any prior act of the Governors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the Governors by the Articles and a meeting of Governors at which a quorum is present may exercise all the powers exercisable by the Governors.
  
- 2 In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the Articles the Governors shall have the following powers, namely:
  - a) to expend the funds of the Academy Trust in such manner as they shall consider most beneficial for the achievement of the Objects and to invest in the name of the Academy Trust such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the Objects;
  - b) to enter into contracts on behalf of the Academy Trust.
  
- 3 In the exercise of their powers and functions, the Governors may consider any advice given by the Principal and any other executive officer.
  
- 4 Any bank account in which any money of The Sutton Academy Trust is deposited shall be operated by the Governors in the name of the Academy Trust. All cheques and orders for the payment of money from such an account shall be signed by at least two signatories authorised by the Governors.

## **FINANCE AND HUMAN RESOURCES COMMITTEE**

***Governing Body Members are reminded that any external interests/potential conflicts of loyalty, which may conflict with any of the presented agenda items, must be declared at the start of the meeting.***

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### **PURPOSE:**

**To assist the decision making of the Governing Body, by enabling more detailed consideration to be given to the best means of fulfilling the Governing Body's responsibility to ensure sound management of the Academy's finances and resources, including proper planning, monitoring and probity.**

1. To consider the Academy's indicative funding, notified annually by the EFA and to assess its implications for the Academy, in consultation with the Principal, in advance of the financial year, drawing any matters of significance or concern to the attention of the Governing Body.
2. To consider and recommend acceptance/non-acceptance of the Academy's Three Year Forecast, the annual budget and the latest in-year forecast.
3. To contribute to the formulation of the Academy's development plan, through the consideration of financial priorities and proposals, in consultation with the Principal, with the stated and agreed aims and objectives of the Academy.
4. To receive and approve the management accounts and to consider the termly budget position statement including virement decisions and to report any significant anomalies from the anticipated position to the Governing Body, making recommendations where necessary, and to monitor planned against actual expenditure.
5. To monitor expenditure of all voluntary funds held on behalf of the Governing Body, which are audited by the External Auditors as part of the annual accounts.
6. To review, on an agreed basis, the Academy policies on Charging/Remissions and Governors' Expenses, and making recommendations to the Governing Body.
7. The role of Compliance Officer to be replaced with an annual check on the financial control process, together with additional key financial controls audit to be undertaken either by the Academy's external auditors, subject to affordability, or through another source.
8. To undertake self-review at the end of each academic year to assess whether priorities have been achieved, making recommendations to the Governing Body on committee membership, terms of reference, delegated powers and priorities for the coming year.
9. To receive and review the financial statements and the annual report of the Governing Body to parents and for filing in accordance with Companies Act and Charity Commission requirements.
10. To monitor and review procedures for ensuring the effective implementation and operation of financial policies and procedures, on a regular basis, including the implementation of bank account arrangements and, where appropriate to make recommendations for improvement.

11. To satisfy itself that satisfactory arrangements are in place to promote economy, efficiency, effectiveness and ensure value for money is achieved.
12. To approve capital expenditure projects and proposals within the prescribed limits and to make recommendations to the Board regarding any projects and proposals which are outside of the prescribed limits.
13. To participate in the financial and estate planning of the Academy's activities.
14. To review all audit reports that are undertaken on behalf of The Sutton Academy and to invite the Principal to be 'in attendance' only for the presentation of all audit-related reports.
15. To approve matters relating to borrowing and investment.
16. To oversee cash management, banking and insurance arrangements.
17. The oversight, review and revision of Academy's Human Resources policies and systems, including organisational staffing structures linked to adapting to Academy change.
18. To consider progress on HR-related aspects of the Academy Development plan and OFSTED action plan.
19. To consider the budget implications of the annual staff pay awards, and to make recommendations to the Governing Body.
20. The oversight of staff recruitment matters.
21. To consider all strategic matters relating to staff, including the training and development of staff, and to make recommendations to the Principal and to the Governing Body.
22. To determine the terms and conditions of service of all employees in accordance with the Academy's Pay Policy and to be responsible for reviewing teacher salaries each year in line with the Academy's performance management policy; taking recommendations from the Principal with regard to teachers pay progression and ensuring that the decisions will be communicated to each member of staff by the Principal in writing; ensuring that all pay decisions are made within the remit of the Academy Pay Policy
23. To review regularly the Academy's Pay Policy and all policies relating to the Governors' employment responsibilities including the review of Performance Management Policy.
24. The oversight of industrial relations matters within the Academy.
25. To receive and review progress updates in respect of Health and Safety.

The Committee should meet termly.

The Committee reports to the Governing Body through the Chair of the Finance and HR Committee, who presents the Minutes of each meeting to the Corporation.

Number of Members: 6  
 (Membership is determined by the Governing Body with current  
 Committee Member details available separately)  
 Quorum Requirement: 3

**STANDARDS AND CURRICULUM COMMITTEE:**

***Governing Body Members are reminded that any external interests/potential conflicts of loyalty, which may conflict with any of the presented agenda items, must be declared at the start of the meeting***

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**PURPOSE:**

***To assist the decision making of the Governing Body, by enabling more detailed consideration to be given to the best means of fulfilling the Governing Body's responsibility to promote excellent outcomes of student achievement, curriculum provision and staff development***

1. To consider all matters relating to the Curriculum of the Academy and to make recommendations to the Governing Body.
2. In conjunction with the Principal to monitor the delivery of the National Curriculum and advise the Governing Body on the content of the Curriculum over and beyond the requirements of the National Curriculum.
3. To monitor progress in relation to Teaching, Learning and Assessment
4. To hear complaints in respect of any curricular matter including a decision to disapply or modify the National Curriculum in respect of a particular pupil.
5. In conjunction with the Principal, to oversee the arrangements made for religious education and collective worship and to ensure that they are in accordance with the Academy's memorandum and Articles of Association and the Funding Agreement with the DfE.
6. In conjunction with the Principal, to make recommendations to the Governing Body with a view to ensuring that its duties in respect of the following matters are duly performed and that the Academy's policies in respect of such matters are carried out and kept under review:
  - a. Special and additional Educational Needs including disapplication of the National Curriculum:
  - b. Sex Education, and;
  - c. the treatment of political issues arising in the curriculum including the preparation of pupils for the opportunities, responsibilities and experiences of later life in modern Britain. The active fundamental promotion of the British values of democracy, the rule of law, individual liberty and mutual respect and tolerance of those with different faiths and beliefs:
7. In conjunction with the Principal and the Academy Leadership Team to keep the Academy Development Plan under review. To recommend to the Governing Body any amendments to the Development Plan which from time to time appear necessary in light of changing circumstances including any OFSTED or other authorised Inspection Reports and in this respect to oversee arrangements for inspections and the preparation of subsequent Action Plans.

8. In conjunction with the Principal to review regularly the Academy's key academic performance indicators and priorities relating to student progress and achievement against national benchmarks and to recommend strategy changes to the Academy Development Plan accordingly.
9. To monitor and review national developments and emerging statutory requirements related to target setting and student performance. In conjunction with the Academy Leadership Team to oversee the target setting process and make recommendations to the full Governing Body.
10. To review with the Principal and the Senior leadership team the Academy's monitoring and evaluation process.
11. To monitor Safeguarding on behalf of the Governing Body and to keep pupils safe from Extremism and Radicalism.
12. To oversee the establishment and review of Academy policies and procedures as identified and delegated by the Governing Body.

The Committee should meet once per term (twice in the first term).  
The Committee reports to the Governing Body through the Chair of the Standards and Curriculum Committee, who presents the Minutes of each meeting to the Corporation.

Number of Members: 6  
(Membership is determined by the Governing Body)  
Quorum Requirement: 3

**SENIOR STAFF APPEALS COMMITTEE: TERMS OF REFERENCE**

***Governing Body Members are reminded that any external interests which may conflict with any of the presented agenda items, must be declared at the start of the meeting.***

To hear and determine any appeal in respect of a decision of Senior Staff made by the Principal or CEO (*above Head of Department*). Membership of this Committee will comprise of 3 identified Governors.

**PUPIL DISCIPLINE COMMITTEE: TERMS OF REFERENCE**

***Governing Body Members are reminded that any external interests which may conflict with any of the presented agenda items, must be declared at the start of the meeting.***

To hear and determine any appeal in respect of permanent exclusions. Membership of this Committee will comprise of 3 identified Governors. Parents have a right of appeal to the Governing Body.

**REMUNERATION COMMITTEE: TERMS OF REFERENCE**

***Governing Body Members are reminded that any external interests which may conflict with any of the presented agenda items, must be declared at the start of the meeting.***

- 1 To receive reports and to give advice and make recommendations to the Governing Body on the remuneration levels of the Principal and the Senior Vice-Principal.
- 2 Staff and Student Members cannot be members of this Committee and the Chair of the Committee shall consist of the following two ex-officio members:
  - The Chair of the Academy Trust Body and the Governing Body
  - The Deputy Chair of Governing Body
  - plus two other Members of the Governing Body, as agreed by the Governing Body.

The Committee normally meets on an annual basis as a minimum.

Number of Members	4
Quorum Requirement	3

## **ROLE DESCRIPTION AND PERSON SPECIFICATION FOR GOVERNORS**

The purpose of the post of Academy Governor is to contribute to the work of the Governing Body in raising standards of achievement for all pupils. This involves providing a strategic view for the Academy, acting as a critical friend, challenging and supporting the Principal, the Academy Leadership Team and staff of the Academy, and ensuring accountability. Each individual Governor has a responsibility, working alongside other members of the Governing Body, to the staff and pupils of the Academy and to the Academy's wider community. Although some Governors, eg: Staff and parent governors, may be elected by their peers, they are not representatives or delegates of those groups.

### **The Board of Governors:**

The Governing Body is responsible for:

- In partnership with the Academy Trust Body, to agree strategic aims and objectives and agree, monitor and review policies, targets and priorities in partnership with the Trust.
- Ensuring clarity of vision, ethos and strategic direction of The Sutton Academy
- Holding the Principal to account for the educational performance of the Academy and its pupils, and the performance management of staff.
- Supporting, advising and challenging the Principal and the Academy Leadership Team.
- Ensuring the effective and efficient use of resources, the solvency of the Academy, the safeguarding of its assets and making sure its money is well spent.
- Acting as a critical friend to the Academy and being accountable for the Academy and its own strategic decisions.
- Holding delegated responsibility for the management of the Academy on behalf of the Trust Body Members.
- Setting and monitoring targets and ensuring that action plans are realistic and achievable.
- Ensuring that adequate management information systems are maintained and scrutinising and questioning the data where required.
- Ensuring there is a climate for creativity, change and responsiveness to the needs of pupils and the local community.
- Recommending the Financial Annual Accounts and Annual Budget in each financial year for approval to the Academy Trust Body.
- Recommending performance targets for the Academy for approval to the Academy Trust Body.
- Ensuring that the Academy has appropriate policies and procedures in place and that they are implemented in practice.
- Ensuring that decisions taken by the Governors have an adequate assessment of risk
- Undertake a regular assessment of the Academy's effectiveness against key performance indicators.
- Reporting regularly to the Trust Body.
- Recruiting and appointing new Governors as vacancies arise and to appoint new governors where appropriate, subject to approval by the Academy Trust Board. (NB: Sponsor Governors are appointed by the Sponsor through the Academy Trust Body).
- o. Establishing the committees of the Governing Body and agreeing appropriate terms of reference and schemes of delegated authority.
- p. Appointing the Chairs of committees or making provision for their appointment.
- q. Receiving minutes of committee meetings and reports from committees at meetings of the Governing Body.
- r. Receiving an annual report on the performance of the Principal.
- s. Undertaking an annual self-evaluation of its own performance and also participate in the overall self-evaluation processes of the Academy.

- t. Operating within the terms of the Academy Trust Body Roles and Responsibilities which may be amended from time to time by the Academy Trust Body.

**Governors are required to:**

- Attend meetings of the Governing Body and other work as required in a governance capacity.
- Take part in induction, training and development.
- Undertake a link Governor role which involves visits to the Academy and feeding back to the Governing Body as appropriate.
- Abide by the Memorandum and Articles of Association of The Sutton Academy, and also the Standing Orders/Code of Conduct for Governors, and to declare any relevant financial, business and personal interests in accordance with the above.
- Act as an ambassador for the Academy.
- Act in the best interests of the Academy and not to speak or vote as if mandated by other persons or bodies.
- Serve on a committee of the Governing Body where appropriate.
- Participate in executive decisions of the Governing Body.
- Undertake induction, training and development as required.
- Represent the Academy within the local community.
- Represent the local community on the Governing Body.
- Maintain confidentiality as required.
- Challenge and review the performance of the Academy.
- Be involved in developing, reviewing and monitoring the Development Plan for the Academy.
- Determining aims, policies and priorities of the Academy.
- Setting and closely monitoring targets.
- Monitoring and evaluating the work of the school Appointment of staff and ensuring the implementation of a range of HR procedures as set out in the delegation of appointment and promotion.
- Setting and monitoring the budget.
- Securing high levels of attendance and good standards of pupil behaviour.
- Ensuring that all children in the Academy have access to a broad and balanced curriculum which is suitable to age, aptitude and ability, which prepares them for adult life.
- Ensuring the health and safety of pupils and staff.

**Disclosure and Baring Services (formerly CRB checking procedures)**

All of The Sutton Academy Governors are required to undertake a DBS check on appointment.

**How long a term do Governors serve?**

The Governors' Terms of Office are for a 4-year fixed term of office and are subject to a probationary period. However, this time limit does not apply to either the Principal or The Sponsor (during any period that The Sponsor is a Governor).

Any member of Senior Staff employed by the College and appointed by the Trust Body as a St Helens College Sponsor Governor would not therefore have a fixed term-of-office assigned and be deemed to be ex-officio following their appointment as a Governor of the Academy. Governors may be re-appointed or re-elected (subject to a maximum appointment of two terms-of-office).

## How much time will it take?

The full Governing Body meets at the Academy at least once per term with meetings taking place in the afternoon from 3.00 pm for about two hours. The committees meet twice each term in the afternoon from 3.00 pm for about two hours.

In addition, most Governors take a general interest in the Academy, and attend events and activities eg: Open Days, awards events etc. Link Governors make their own arrangements to meet with departments.

### **Governor eligibility:**

- No person shall be qualified to be a Governor unless he is aged 18 or over at the date of his election or appointment. No current pupil of the Academy shall be a Governor.
- A Governor shall cease to hold office if he becomes incapable by reason of mental disorder, illness or injury of managing or administering his own affairs.
- A Governor shall cease to hold office if he is absent without the permission of the Governors from all their meetings held within a period of six months and the Governors resolve that his office be vacated.
- A person shall be disqualified from holding or continuing to hold office as a Governor if:
  - his/her estate has been sequestrated and the sequestration has not been discharged, annulled or reduced; or
  - he/she is the subject of a bankruptcy restrictions order or an interim order.
- A person shall be disqualified from holding or continuing to hold office as a Governor at any time when he/she is subject to a disqualification order or a disqualification undertaking under the Company Directors Disqualification Act 1986 or to an order made under section 429(2)(b) of the Insolvency Act 1986 (failure to pay under county court administration order).
- A Governor shall cease to hold office if he/she ceases to be a Governor by virtue of any provision in the Companies Act 1985 or the Companies Act 2006 or is disqualified from acting as a trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision).
- A person shall be disqualified from holding or continuing to hold office as a Governor if he/she has been removed from the office of charity trustee or trustee for a charity by an order made by the Charity Commission or the High Court on the grounds of any misconduct or mismanagement in the administration of the charity for which he was responsible or to which he/she was privy, or which he/she by his conduct contributed to or facilitated.
- A person shall be disqualified from holding or from continuing to hold office as a Governor at any time when he/she is:
  - included in the list of teachers and workers with children or young persons whose employment is prohibited or restricted under section 1 of the Protection of Children Act 1999; or
  - disqualified from working with children under sections 28, 29, 29A and 29B of the Criminal Justice and Court Services Act 2000; or
  - barred from regulated activity relating to children (within the meaning of section 3(2)(a) of the Safeguarding Vulnerable Groups Act 2006)
- A person shall be disqualified from holding or continuing to hold office as a Governor if he/she is a person in respect of whom a direction has been made under section 142 of the Education Act 2002.
- A person shall be disqualified from holding or continuing to hold office as a Governor where he/she has, at any time, been convicted of any criminal offence, excluding any that have been spent under the Rehabilitation of Offenders Act 1974 as amended, and excluding any offence for which the maximum sentence is a fine or a lesser sentence except where a person has been convicted of any offence which falls under section 72 of the Charities Act 1993.

- After the Academy has opened, a person shall be disqualified from holding or continuing to hold office as a Governor if he/she has not provided to the chair of the Governors a criminal records certificate at an enhanced disclosure level under section 113B of the Police Act 1997. In the event that the certificate discloses any information which would in the opinion of either the chair or the Principal confirm their unsuitability to work with children that person shall be disqualified. If a dispute arises as to whether a person shall be disqualified, a referral shall be made to the Secretary of State to determine the matter.
- The determination of the Secretary of State shall be final.
- Where, by virtue of these Articles a person becomes disqualified from holding, or continuing to hold office as a Governor; and he/she is, or is proposed, to become such a Governor, he/she shall upon becoming so disqualified give written notice of that fact to the Secretary.

### **GOVERNOR PERSON SPECIFICATION**

<b>Skills</b>	<b>Narrative</b>	<b>Essential/Desirable</b>
Interpersonal skills and team work	Ability to work positively with others and debate/challenge whilst maintaining a constructive atmosphere	<b>Essential</b>
Communicating and influencing	Able to express ideas/plans in a clear manner and to listen actively to other views. To be able to communicate effectively	<b>Essential</b>
Planning and organisation	Able to establish quickly an effective course of action for self and others to achieve goals that can be monitored by realistic performance targets. To be visionary for the future plans of the Academy	<b>Essential</b>
Drive to achieve and determination	Able to create the required energy/enthusiasm necessary to be effective and have the tenacity to overcome obstacles	<b>Essential</b>
Strategic perspective	Able to develop a broad-based view of issues and events and perceive their long term impact	<b>Essential</b>
Intellectual and technical ability	Able to demonstrate a knowledge and understanding of facts and rationalise appropriately. Be able to think laterally and arrive at a pragmatic solution	<b>Essential</b>
Leadership	Able to demonstrate behavior and skills that motivate others to achieve and inspire confidence in others to achieve objectives	<b>Essential</b>
Experience	Will possess the necessary experience required to fill the position. Some vacancies may require specific qualifications or particular skill and the experience of other members of the Governing Body	<b>Essential</b>
Circumstances	Available to attend meetings of the Governing Body and standing Committees. An annual schedule of meetings is agreed for the forthcoming academic year	<b>Essential</b>
Equality and Diversity	Be committed to Equality and Diversity opportunities including the promotion of British Values	<b>Essential</b>
Safeguarding	Be committed to Safeguarding(including Prevent)	<b>Essential</b>
Health and Safety	Be committed to Health and Safety	<b>Essential</b>

Time commitment for the role of Governor:

It is estimated that the time commitment required of each Governor will depend on the number of Standing Committees on which he/she serves but this is probably a minimum of 2 hours' preparation time per meeting plus 2-3 hours' attendance at each meeting, plus attendance at link meetings (minimum of 2 hours per term). There will also be attendance at other Academy events/Governor training and development sessions that Governors may wish to attend.

There is therefore not an average time commitment assigned to the role of Governor, as this is very much dependent on the individual Governor's involvement in the work of the Governing Body and with its committees/Academy activities.

**NB:** These time commitments do not include individual travelling time