
IDSALL SCHOOL



GOVERNOR HANDBOOK 2019

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Idsall School
Company No 8976748
IDSALL SCHOOL GOVERNORS

Members

Mr J Caine (Joint Chair)
Mrs Jane De Weijer
Mr Gareth Morgan
Mrs R Playford (Joint Chair)

Parent Governors

Mrs Victoria Bates
Mrs A Leeper (Vice Chair TBC)
Mr P Taylor

Staff Governors (Teaching)

Mr P Bourton, Principal
Mr D Reeve
Mr D Thomas

Staff Governor (Non Teaching)

Mr Rob Hughes

Community Governors

Mr J Caine
Mrs Rebecca Carey
Mrs Jenifer Higson
Mr Gareth Morgan
Mrs R Playford
Mrs J De Weijer

Co-opted Governor

Mrs Kirstie Ebbs

Total Governors 14
Up to 3 Co-opted as required and approved by Governors

Mrs Lydia Radigan – Clerk clerkofgovernors@idsall.shropshire.sch.uk

DSALL SCHOOL – Articles of Association

2014

THE COMPANIES ACT 2006

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A COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

OF

IDSALL SCHOOL

COMPANY NUMBER: [8976748]

THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE
ARTICLES OF ASSOCIATION
OF
IDSALL SCHOOL

INTERPRETATION

1. In these Articles:-
 - a. "the Academy" means the school referred to in Article 4a and established by the Academy Trust;
 - b. "Academy Financial Year" means the academic year from 1st of September to 31st of August the following year;
 - c. "the Academy Trust" means the company intended to be regulated by these Articles and referred to in Article 2;
 - d. "the Articles" means these Articles of Association of the Academy Trust;
 - e. "Chief Inspector" means Her Majesty's Chief Inspector of Education, Children's Services and Skills or his successor;
 - f. "clear days" in relation to the period of a notice means the period excluding the day when the notice is given or deemed to be given and the day on which it is to take effect;
 - g. "Clerk" means the clerk to the Governors or any other person appointed to perform the duties of the clerk to the Governors, including a joint, assistant or deputy clerk;
 - h. "Community Governors" means the Governors who may be appointed pursuant to Article 58A;
 - i. "financial expert" means an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000;
 - j. "Funding Agreement" means the agreement made under section 1 of the Academies Act 2010 between the Academy Trust and the Secretary of State to establish the Academy;

- k. "the Governors" means the directors of the Academy Trust (and "Governor" means any one of those directors), subject to the definition of this term at Article 6.10(b) in relation to Articles 6.2-6.10;
- l. "Local Authority Associated Persons" means any person associated with any local authority within the meaning given in section 69 of the Local Government and Housing Act 1989;
- m. "Member" means a member of the Academy Trust and someone who as such is bound by the undertaking contained in Article 8;
- n. "the Memorandum" means the Memorandum of Association of the Academy Trust;
- o. "Office" means the registered office of the Academy Trust;
- p. "the Parent Governors" means the Governors appointed pursuant to Articles 53 to 58 inclusive;
- q. "Principal" means the head teacher of the Academy;
- r. "Principal Regulator" means the body or person appointed as the Principal Regulator under the Charities Act 2011;
- s. "the seal" means the common seal of the Academy Trust if it has one;
- t. "Secretary of State" means the Secretary of State for Education or successor;
- u. "Staff Governor" means an employee of the Academy Trust who may be appointed as a Governor pursuant to Article 51A and 51B;
- v. "teacher" means a person employed under a contract of employment or a contract for services or otherwise engaged to provide his services as a teacher at the Academy;
- w. "the United Kingdom" means Great Britain and Northern Ireland;
- x. words importing the masculine gender only shall include the feminine gender. Words importing the singular number shall include the plural number, and vice versa;
- y. subject as aforesaid, words or expressions contained in these Articles shall, unless the context requires otherwise, bear the same meaning as in the Companies Act 2006, as appropriate;

- z. any reference to a statute or statutory provision shall include any statute or statutory provision which replaces or supersedes such statute or statutory provision including any modification or amendment thereto.
- 2. The company's name is IDSALL SCHOOL (and in this document it is called "**the Academy Trust**").
- 3. The Academy Trust's registered office is to be situated in England and Wales.

OBJECTS¹

- 4. The Academy Trust's object ("**the Object**") is specifically restricted to the following:
 - (a) to advance for the public benefit education in the United Kingdom, in particular but without prejudice to the generality of the foregoing by establishing, maintaining, carrying on, managing and developing a school offering a broad and balanced curriculum ("the Academy"); and
 - (b) to promote for the benefit of individuals living in Shropshire and the surrounding area who have need by reason of their age, infirmity or disability, financial hardship or social and economic circumstances or for the public at large the provision of facilities for recreation or other leisure time activities in the interests of social welfare and with the object of improving the condition of life of the said individuals.
- 5. In furtherance of the Object but not further or otherwise the Academy Trust may exercise the following powers:-
 - (a) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts in the name of the Academy Trust;
 - (b) to raise funds and to invite and receive contributions provided that in raising funds the Academy Trust shall not undertake any substantial permanent trading activities and shall

¹ Both (a) and (b) should be included and as (b) is intended to be ancillary to (a), (a) must not be deleted. In circumstances where 'b' does not apply it can be removed.

- conform to any relevant statutory regulations;
- (c) to acquire, alter, improve and (subject to such consents as may be required by law) to charge or otherwise dispose of property;
- (d) subject to Article 6 below to employ such staff, as are necessary for the proper pursuit of the Object and to make all reasonable and necessary provision for the payments of pensions and superannuation to staff and their dependants;
- (e) to establish or support, whether financially or otherwise, any charitable companies, trusts, associations or institutions formed for all or any of the Object;
- (f) to co-operate with other charities, other independent and maintained schools, schools maintained by a local authority/ 16-19 Academies /alternative provision Academies/ institutions within the further education sector, voluntary bodies and statutory authorities operating in furtherance of the Object and to exchange information and advice with them;
- (g) to pay out of funds of the Academy Trust the costs, charges and expenses of and incidental to the formation and registration of the Academy Trust;
- (h) to establish, maintain, carry on, manage and develop the Academy at **Coppice Green Lane, Shifnal, Shropshire, TF11 8PD**
- (i) to offer scholarships, exhibitions, prizes and awards to pupils and former pupils, and otherwise to encourage and assist pupils and former pupils;
- (j) to provide educational facilities and services to students of all ages and the wider community for the public benefit;
- (k) to carry out research into the development and application of new techniques in education in particular in relation to its approach to curriculum development and delivery and to publish the results of such research, and to develop means of benefiting from application of the experience of industry, commerce, other schools/educational institutions and the voluntary sector to the education of pupils in academies;

- (l) subject to such consents as may be required by law and/or by any contract entered into by or on behalf of the Academy Trust to borrow and raise money for the furtherance of the Object in such manner and on such security as the Academy Trust may think fit;
- (m) to deposit or invest any funds of the Academy Trust not immediately required for the furtherance of its Object (but to invest only after obtaining such advice from a financial expert as the Governors consider necessary and having regard to the suitability of investments and the need for diversification);
- (n) to delegate the management of investments to a financial expert, but only on terms that:
- (i) the investment policy is set down in writing for the financial expert by the Governors;
 - (ii) every transaction is reported promptly to the Governors;
 - (iii) the performance of the investments is reviewed regularly with the Governors;
 - (iv) the Governors are entitled to cancel the delegation arrangement at any time;
 - (v) the investment policy and the delegation arrangement are reviewed at least once a year;
 - (vi) all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Governors on receipt; and
 - (vii) the financial expert must not do anything outside the powers of the Governors.
- (o) to arrange for investments or other property of the Academy Trust to be held in the name of a nominee company acting under the control of the Governors or of a financial expert acting under their instructions, and to pay any reasonable fee required;
- (p) to provide indemnity insurance to Governors in accordance with, and subject to the conditions of section 232 to 235 of the Companies Act 2006, section 189 of the Charities

Act 2011 or any other provision of law applicable to charitable companies and any such indemnity is limited accordingly;

(q) to establish subsidiary companies to carry on any trade or business for the purpose of raising funds for the Academy Trust;

(r) to do all such other lawful things as are necessary for or are incidental to or conducive to the achievement of the Object.

6.1 The income and property of the Academy Trust shall be applied solely towards the promotion of the Object.

6.2 None of the income or property of the Academy Trust may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Academy Trust. Nonetheless a member of the Academy Trust who is not also a Governor may:

- a) benefit as a beneficiary of the Academy Trust;
- b) be paid reasonable and proper remuneration for any goods or services supplied to the Academy Trust;
- c) be paid rent for premises let by the member of the Academy Trust if the amount of the rent and other terms of the letting are reasonable and proper; and
- d) be paid interest on money lent to the Academy Trust at a reasonable and proper rate, such rate not to exceed 2 per cent per annum below the base lending rate of a UK clearing bank selected by the Governors, or 0.5%, whichever is the higher.

6.3 A Governor may benefit from any indemnity insurance purchased at the Academy Trust's expense to cover the liability of the Governors which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default or breach of trust or breach of duty of which they may be guilty in relation to the Academy Trust: provided that any such insurance shall not extend to (i) any claim arising from any act or omission which the Governors knew to be a breach of trust or breach of duty or which was committed by the Governors in reckless disregard to whether it was a breach of trust or breach of duty or not; and (ii) the costs of any unsuccessful defence to a criminal prosecution brought against the Governors in their capacity as directors of the Academy

Trust. Further, this Article does not authorise a Governor to benefit from any indemnity insurance that would be rendered void by any provision of the Companies Act 2006, the Charities Act 2011 or any other provision of law.

6.4 A company, which has shares listed on a recognised stock exchange and of which any one Governor holds no more than 1% of the issued capital of that company, may receive fees, remuneration or other benefit in money or money's worth from the Academy Trust.

6.5 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.

6.6 No Governor may:

- (a) buy any goods or services from the Academy Trust on terms preferential to those applicable to members of the public;
- (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 or a Staff Governor whose employment and/or remuneration is subject to the procedure and conditions in Article 6.8);
- (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.

6.7 Subject to Article 6.8, a Governor may:

- a) receive a benefit from the Academy Trust in the capacity of a beneficiary of the Academy Trust or take part in the normal trading and fundraising activities of the Academy Trust on the same terms as members of the public.
- 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, or 0.5%, whichever is the higher.
- 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.

6.8 The Academy Trust and its Governors may only rely upon the authority provided by Article 6.7 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 Article 6.7; or
 - (iv) any other matter relating to a payment or the conferring of any benefit permitted by Article 6.7.
- (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 or a Staff Governor 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.

6.9 The provision in clause 6.6 (c) that no Governor may be employed by or receive any remuneration from the Academy Trust (other than the Principal or a Staff Governor) does not apply to an existing employee of the Academy Trust who is subsequently elected or appointed as a Governor save that this clause shall only allow such a Governor to receive remuneration or benefit from the Academy Trust in his capacity as an employee of the Academy Trust and provided that the procedure as set out in Articles 6.8(b)(i), (ii) and 6.8 (c) is followed.

6.10 In Articles 6.2-6.10:

- (a) "Academy Trust" 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
 - (vi) 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.

7. The liability of the members of the Academy Trust is limited.
8. Every member of the Academy Trust undertakes to contribute such amount as may be required (not exceeding £10) to the Academy Trust's assets if it should be wound up while he or she is a member or within one year after he or she ceases to be a member, for payment of the Academy Trust's debts and liabilities before he or she ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.
9. If the Academy Trust is wound up or dissolved and after all its debts and liabilities (including any under section 2 of the Academies Act 2010) have been satisfied there remains any property it shall not be paid to or distributed among the members of the Academy Trust (except to a member that is itself a charity), but shall be given or transferred to some other charity or charities having objects similar to the Object which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Academy Trust by Article 6 above, chosen by the members of the Academy Trust at or before the time of dissolution and if that cannot be done then to some other charitable object.
10. Not used.
11. No alteration or addition shall be made to or in the provisions of the Articles which would have the effect (a) that the Academy Trust would cease to be a company to which section 60 of the Companies Act 2006 applies; or (b) that the Academy Trust would cease to be a charity.

MEMBERS²

12. The Members of the Academy Trust shall comprise
 - a. the signatories to the Memorandum;³
 - b. the chairman of the Governors;

² The Department's preference is for employees of the Academy Trust not to be members.

³ There must be no less than 3 signatories to the Memorandum of Association.

- c. the vice-chairman of the Governors;
- d. the chairs of the finance, personnel and curriculum committees established in accordance with Article 101; and
- e. any person appointed under Article 16.

12A. Individuals who are members by virtue of the positions they hold under Article 12b, 12c or 12d shall only remain members for as long as they hold those positions.

13. Each of the persons entitled to appoint Members in Article 12 shall have the right from time to time by written notice delivered to the Office to remove any Member appointed by them and to appoint a replacement Member to fill a vacancy whether resulting from such removal or otherwise.

14. If any of the persons entitled to appoint Members in Article 12:

- a) in the case of an individual, die or become legally incapacitated;
- b) in the case of a corporate entity, cease to exist and are not replaced by a successor institution;
- c) becomes insolvent or makes any arrangement or composition with their creditors generally; or
- d) ceases to be a Member;

their right to appoint Members under these Articles shall vest in the remaining Members.

15. Membership will terminate automatically if:

- a) a Member (which is a corporate entity) ceases to exist and is not replaced by a successor institution;
- b) a Member (which is an individual) dies or becomes incapable by reason of illness or injury of managing and administering his own affairs;
- c) a Member becomes insolvent or makes any arrangement or composition with that Member's creditors generally; or

d) a Member who is also a Governor ceases to be a Governor.

15A. The Members may agree unanimously in writing to remove any Member(s) who is a signatory to the Memorandum (save that the agreement of a signatory to the Memorandum who is to be removed shall not be required), provided that it is in the interests of the Academy Trust to remove such a Member(s).

16. The Members may agree by passing a special resolution in writing to appoint such additional Members as they think fit and may agree by passing a special resolution in writing to remove any such additional Members, provided that such appointment or removal is in the interests of the Academy Trust.

17. Every person nominated to be a Member of the Academy Trust shall either sign a written consent to become a Member or sign the register of Members on becoming a Member.

18. Any Member may resign provided that after such resignation the number of Members is not less than three. A Member shall cease to be one immediately on the receipt by the Academy Trust of a notice in writing signed by the person or persons entitled to remove him under Articles 13 or 16 provided that no such notice shall take effect when the number of Members is less than three unless it contains or is accompanied by the appointment of a replacement Member.

GENERAL MEETINGS

19. Not used.

20. The Governors may call general meetings and, on the requisition of Members pursuant to the provisions of the Companies Act 2006, shall forthwith proceed to convene a general meeting in accordance with that Act. If there are not within the United Kingdom sufficient Governors to call a general meeting, any Governor or any Member of the Academy Trust may call a general meeting.

NOTICE OF GENERAL MEETINGS

21. General meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed by a majority in number of Members

having a right to attend and vote and together representing not less than 90% of the total voting rights at that meeting.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an Annual General Meeting, shall specify the meeting as such. The notice shall also state that the Member is entitled to appoint a proxy.

The notice shall be given to all the Members, to the Governors and auditors.

22. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

23. No business shall be transacted at any meeting unless a quorum is present. A Member counts towards the quorum by being present either in person or by proxy. Two persons entitled to vote upon the business to be transacted, each being a Member or a proxy of a Member or a duly authorised representative of a Member organisation shall constitute a quorum.

24. 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 the same day in the next week at the same time and place or to such time and place as the Governors may determine.

25. The chairman, if any, of the Governors or in his absence some other Governor nominated by the Governors shall preside as chairman of the meeting, but if neither the chairman nor such other Governor (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Governors present shall elect one of their number to be chairman and, if there is only one Governor present and willing to act, he shall be the chairman.

26. If no Governor is willing to act as chairman, or if no Governor is present within fifteen minutes after the time appointed for holding the meeting, the Members present and entitled to vote shall choose one of their number to be chairman.

27. A Governor shall, notwithstanding that he is not a Member, be entitled to attend and speak

at any general meeting.

28. The chairman may, with the consent of a majority of the Members at a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time, date and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

29. A resolution put to the vote of the meeting shall be decided on a show of hands unless before, or on the declaration of the result of the show of hands a poll is duly demanded. Subject to the provisions of the Companies Act 2006, a poll may be demanded:-

- (a) by the chairman; or
- (b) by at least two Members having the right to vote at the meeting; or
- (c) by a Member or Members representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting.

30. Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

31. The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chairman. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.

32. A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be Members) and fix a time, date and place for declaring the results. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

33. A poll demanded on the election of the chairman or on a question of adjournment shall be

taken immediately. A poll demanded on any other question shall be taken either immediately or at such time, date and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

34. No notice need be given of a poll not taken immediately if the time, date and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time, date and place at which the poll is to be taken.

35. A resolution in writing agreed by such number of Members as required if it had been proposed at a general meeting shall be as effectual as if it had been passed at a general meeting duly convened and held provided that a copy of the proposed resolution has been sent to every Member. The resolution may consist of several instruments in the like form each agreed by one or more Members.

VOTES OF MEMBERS

36. On the show of hands every Member present in person shall have one vote. On a poll every Member present in person or by proxy shall have one vote.

37. Not used.

38. No Member shall be entitled to vote at any general meeting unless all moneys then payable by him to the Academy Trust have been paid.

39. No objections shall be raised to the qualification of any person to vote at any general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.

40. An instrument appointing a proxy shall be in writing, signed by or on behalf of the appointer and shall be in the following form (or in a form as near thereto as circumstances allow or in any

other form which is usual or which the Governors may approve) -

“I/We,, of, being a Member/Members of the above named Academy Trust, hereby appoint of, or in his absence, of as my/our proxy to attend, speak and vote in my/our name[s] and on my/our behalf at the annual general meeting/ general meeting of the Academy Trust to be held on20[], and at any adjournment thereof.

Signed on 20[]”

41. Where it is desired to afford Members an opportunity of instructing the proxy how he shall act the instrument appointing a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Governors may approve) -

“I/We,, of, being a Member/Members of the above-named Academy Trust, hereby appoint of, or in his absence, of, as my/our proxy to attend, speak and vote in my/our name[s] and on my/our behalf at the annual general meeting/ general meeting of the Academy Trust, to be held on 20[], and at any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No. 1 *for * against

Resolution No. 2 *for * against.

- Strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting.

Signed on 20[]”

42. The instrument appointing a proxy and any authority under which it is signed or a copy of such authority certified by a notary or in some other way approved by the Governors may -

- (a) be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by

the Academy Trust in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or

(b) in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll;

(c) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman or to the Clerk or to any Governor;

and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.

43. A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Academy Trust at the office or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote given or the poll demanded or (or in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

44. Any organisation which is a Member of the Academy Trust may by resolution of its board of directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Academy Trust, and the person so authorised shall be entitled to exercise the same powers on behalf of the organisation which he represents as that organisation could exercise if it were an individual Member of the Academy Trust.

GOVERNORS

45. The number of Governors shall be not less than three but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.

46. Subject to Articles 48 and 49, the Academy Trust shall have the following Governors:
- a. Up to one Governor, appointed under Article 50,;
 - b. a minimum of two and up to three Parent Governors appointed under Articles 53-58;
 - c. the Principal;
 - d. up to 3 Staff Governors appointed under Articles 51A and 51B, of whom up to 1 shall be chosen from the members of support staff at the Academy and up to 2 shall be chosen from the members of the teaching staff at the Academy;
 - e. up to 8 Community Governors appointed under Article 58A;
47. The Academy Trust may also have any Co-opted Governor appointed under Article 59.
48. The first Governors shall be those persons named in the statement delivered pursuant to sections 9 and 12 of the Companies Act 2006.
49. Future Governors shall be appointed or elected, as the case may be, under these Articles. Where it is not possible for such a Governor to be appointed or elected due to the fact that an Academy has not yet been established, then the relevant Article or part thereof shall not apply.

APPOINTMENT OF GOVERNORS

50. The Members may appoint up to one Governor.
- 51A. The Governing Body may appoint Staff Governors through such process as they may determine.
- 51B. The total number of Governors (including the Principal) who are employees of the Academy Trust shall not exceed one third of the total number of Governors.
52. Not used.
53. Subject to Article 57, the Parent Governors shall be elected by parents of registered pupils at the Academy. A Parent Governor must be a parent of a pupil at the Academy at the time when

he is elected.

54. The Governing Body shall make all necessary arrangements for, and determine all other matters relating to, an election of Parent Governors, including any question of whether a person is a parent of a registered pupil at the Academy. Any election of Parent Governors which is contested shall be held by secret ballot.

55. The arrangements made for the election of a Parent Governor shall provide for every person who is entitled to vote in the election to have an opportunity to do so by post or, if he prefers, by having his ballot paper returned to the Academy Trust by a registered pupil at the Academy.

56. Where a vacancy for a Parent Governor is required to be filled by election, the Governing Body shall take such steps as are reasonably practical to secure that every person who is known to them to be a parent of a registered pupil at the Academy is informed of the vacancy and that it is required to be filled by election, informed that he is entitled to stand as a candidate, and vote at the election, and given an opportunity to do so.

57. The number of Parent Governors required shall be made up by Parent Governors appointed by the Governing Body if the number of parents standing for election is less than the number of vacancies.

58. In appointing a Parent Governor the Governing Body shall appoint a person who is the parent of a registered pupil at the Academy; or where it is not reasonably practical to do so, a person who is the parent of a child of compulsory school age.

58A. The Community Governors may be appointed by the Governing Body provided that the person who is appointed as a Community Governor is:

- (a) a person who lives or works in the community served by the Academy; or
- (b) a person who, in the opinion of the Governing Body, is committed to the government and success of the Academy.

The Governors may not appoint an employee of the Academy Trust as a Community Governor if the number of Governors who are employed by the Academy Trust (including the Principal) would thereby exceed one third of the total number of Governors.

CO-OPTED GOVERNORS

59. The Governors may appoint up to 3 Co-opted Governors. A 'Co-opted Governor' means a person who is appointed to be a Governor by being Co-opted by Governors who have not themselves been so appointed. The Governors may not co-opt an employee of the Academy Trust as a Co-opted Governor if thereby the number of Governors who are employees of the Academy Trust would exceed one third of the total number of Governors (including the Principal).

60.to 64. Not used.

TERM OF OFFICE

65. The term of office for any Governor shall be four years, save that this time limit shall not apply to the Principal. Subject to remaining eligible to be a particular type of Governor, any Governor may be re-appointed or re-elected.

RESIGNATION AND REMOVAL

66. A Governor shall cease to hold office if he resigns his office by notice to the Academy Trust (but only if at least three Governors will remain in office when the notice of resignation is to take effect).

67. A Governor shall cease to hold office if he is removed by the person or persons who appointed him. This Article does not apply in respect of a Parent Governor.

67A Co-opted Governors appointed in accordance with Article 59 may be removed by a resolution of the Governing Body provided that no Co-opted Governor may vote on the removal of another Co-opted Governor.

67B. Community Governors appointed in accordance with Article 58A may be removed by a resolution of the Governing Body.

68. Where a Governor resigns his office or is removed from office, the Governor or, where he is removed from office, those removing him, shall give written notice thereof to the Clerk.

68A. Not used.

DISQUALIFICATION OF GOVERNORS

69. 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]/[current student] of the Academy shall be a Governor.

70. A Governor shall cease to hold office if he becomes incapable by reason of illness or injury of managing or administering his own affairs.

71. 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.

72. A person shall be disqualified from holding or continuing to hold office as a Governor if -

- a) his estate has been sequestered and the sequestration has not been discharged, annulled or reduced; or
- b) he is the subject of a bankruptcy restrictions order or an interim order.

73. A person shall be disqualified from holding or continuing to hold office as a Governor at any time when he 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).

74. A Governor shall cease to hold office if he ceases to be a Governor by virtue of any provision in the Companies Act 2006 or is disqualified from acting as a trustee by virtue of section 178 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).

75. A person shall be disqualified from holding or continuing to hold office as a Governor if he 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 was privy, or which he by his conduct contributed to or facilitated.

76. Not used.

77. Not used.

78. A person shall be disqualified from holding or continuing to hold office as a Governor where he 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 178 of the Charities Act 2011.

79. After the Academy has opened, a person shall be disqualified from holding or continuing to hold office as a Governor if he has not provided to the chairman 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 chairman 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.

80. Where, by virtue of these Articles a person becomes disqualified from holding, or continuing to hold office as a Governor; and he is, or is proposed, to become such a Governor, he shall upon becoming so disqualified give written notice of that fact to the Clerk.

81. Articles 69 to 80 and Articles 98 to 99 also apply to any member of any committee of the Governors who is not a Governor.

CLERK TO THE GOVERNORS

82. The Clerk shall be appointed by the Governors for such term, at such remuneration and upon such conditions as they may think fit; and any Clerk so appointed may be removed by them. The Clerk shall not be a Governor or a Principal. Notwithstanding this Article, the Governors may,

where the Clerk fails to attend a meeting of theirs, appoint any one of their number or any other person to act as Clerk for the purposes of that meeting.

CHAIRMAN AND VICE-CHAIRMAN OF THE GOVERNORS

83. The Governors shall each school year elect a chairman and a vice-chairman from among their number. A Governor who is employed by the Academy Trust shall not be eligible for election as chairman or vice-chairman. With effect from incorporation of the Academy Trust the existing chairman of the Governing Body of the maintained School (being the predecessor to the Academy) at the time of incorporation shall be the chairman of the Governors until the first meeting of the Governors.

84. Subject to Article 85, the chairman or vice-chairman shall hold office as such until his successor has been elected in accordance with Article 86.

85. The chairman or vice-chairman may at any time resign his office by giving notice in writing to the Clerk. The chairman or vice-chairman shall cease to hold office if -

- a) he ceases to be a Governor;
- b) he is employed by the Academy Trust;
- c) he is removed from office in accordance with these Articles; or
- d) in the case of the vice-chairman, he is elected in accordance with these Articles to fill a vacancy in the office of chairman.

86. Where by reason of any of the matters referred to in Article 85, a vacancy arises in the office of chairman or vice-chairman, the Governors shall at their next meeting elect one of their number to fill that vacancy.

87. Where the chairman is absent from any meeting or there is at the time a vacancy in the office of the chairman, the vice-chairman shall act as the chair for the purposes of the meeting.

88. Not used.

89. Not used.

90. Not used.

91. The Governors may remove the chairman or vice-chairman from office in accordance with these Articles.

92. A resolution to remove the chairman or vice-chairman from office which is passed at a meeting of the Governors shall not have effect unless -

a) it is confirmed by a resolution passed at a second meeting of the Governors held not less than fourteen days after the first meeting; and

b) the matter of the chairman's or vice-chairman's removal from office is specified as an item of business on the agenda for each of those meetings.

93. Before the Governors resolve at the relevant meeting on whether to confirm the resolution to remove the chairman or vice-chairman from office, the Governor or Governors proposing his removal shall at that meeting state their reasons for doing so and the chairman or vice-chairman shall be given an opportunity to make a statement in response.

POWERS OF GOVERNORS

94. Subject to provisions of the Companies Act 2006, the Articles and to any directions given by special resolution, the business of the Academy Trust shall be managed by the Governors who may exercise all the powers of the Academy Trust. No alteration of the Articles 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.

95. 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 Object 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 Object; and

b) to enter into contracts on behalf of the Academy Trust.

96. In the exercise of their powers and functions, the Governors may consider any advice given by the Principal and any other executive officer.

97. Any bank account in which any money of the 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.

CONFLICTS OF INTEREST

98. 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 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).

99. For the purpose of Article 98, 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 articles 6.5-6.10.

THE MINUTES

100. The minutes of the proceedings of a meeting of the Governors shall be drawn up and entered into a book kept for the purpose by the person acting as Clerk for the purposes of the meeting; and shall be signed (subject to the approval of the Governors) at the same or next subsequent meeting by the person acting as chairman thereof.

COMMITTEES

101. Subject to these Articles, the Governors may establish any committee. Subject to these

Articles, the constitution, membership and proceedings of any committee shall be determined by the Governors. The establishment, terms of reference, constitution and membership of any committee of the Governors shall be reviewed at least once in every twelve months. The membership of any committee of the Governors may include persons who are not Governors, provided that a majority of members of any such committee shall be Governors. The Governors may determine that some or all of the members of a committee who are not Governors shall be entitled to vote in any proceedings of the committee. No vote on any matter shall be taken at a meeting of a committee of the Governors unless the majority of members of the committee present are Governors.

DELEGATION

102. The Governors may delegate to any Governor, committee, the Principal or any other holder of an executive office, such of their powers or functions as they consider desirable to be exercised by them. Any such delegation may be made subject to any conditions the Governors may impose and may be revoked or altered.

103. Where any power or function of the Governors is exercised by any committee, any Governor, Principal or any other holder of an executive office, that person or committee shall report to the Governors in respect of any action taken or decision made with respect to the exercise of that power or function at the meeting of the Governors immediately following the taking of the action or the making of the decision.

PRINCIPAL

104. The Governors shall appoint the Principal. The Governors may delegate such powers and functions as they consider are required by the Principal for the internal organisation, management and control of the Academy (including the implementation of all policies approved by the Governors and for the direction of the teaching and curriculum at the Academy.

MEETINGS OF THE GOVERNORS

105. Subject to these Articles, the Governors may regulate their proceedings as they think fit.

106. The Governors shall hold at least three meetings in every school year. Meetings of the

Governors shall be convened by the Clerk. In exercising his functions under this Article the Clerk shall comply with any direction -

a) given by the Governors; or

b) given by the chairman of the Governors or, in his absence or where there is a vacancy in the office of chairman, the vice-chairman of the Governors, so far as such direction is not inconsistent with any direction given as mentioned in (a).

107. Any three Governors may, by notice in writing given to the Clerk, requisition a meeting of the Governors; and it shall be the duty of the Clerk to convene such a meeting as soon as is reasonably practicable.

108. Each Governor shall be given at least seven clear days before the date of a meeting –

a) notice in writing thereof, signed by the Clerk, and sent to each Governor at the address provided by each Governor from time to time; and

b) a copy of the agenda for the meeting;

provided that where the chairman or, in his absence or where there is a vacancy in the office of chairman, the vice-chairman, so determines on the ground that there are matters demanding urgent consideration, it shall be sufficient if the written notice of a meeting, and the copy of the agenda thereof are given within such shorter period as he directs.

109. The convening of a meeting and the proceedings conducted thereat shall not be invalidated by reason of any individual not having received written notice of the meeting or a copy of the agenda thereof.

110. A resolution to rescind or vary a resolution carried at a previous meeting of the Governors shall not be proposed at a meeting of the Governors unless the consideration of the rescission or variation of the previous resolution is a specific item of business on the agenda for that meeting.

111. A meeting of the Governors shall be terminated forthwith if -

(a) the Governors so resolve; or

- (b) the number of Governors present ceases to constitute a quorum for a meeting of the Governors in accordance with Article 114 , subject to Article 116 .

112. Where in accordance with Article 111 a meeting is not held or is terminated before all the matters specified as items of business on the agenda for the meeting have been disposed of, a further meeting shall be convened by the Clerk as soon as is reasonably practicable, but in any event within seven days of the date on which the meeting was originally to be held or was so terminated.

113. Where the Governors resolve in accordance with Article 111 to adjourn a meeting before all the items of business on the agenda have been disposed of, the Governors shall before doing so determine the time and date at which a further meeting is to be held for the purposes of completing the consideration of those items, and they shall direct the Clerk to convene a meeting accordingly.

114. Subject to Article 116 the quorum for a meeting of the Governors, and any vote on any matter thereat, shall be any three Governors, or, where greater, any one third (rounded up to a whole number) of the total number of Governors holding office at the date of the meeting.

115. The Governors may act notwithstanding any vacancies in their number, but, if the numbers of Governors is less than the number fixed as the quorum, the continuing Governors may act only for the purpose of filling vacancies or of calling a general meeting.

116. The quorum for the purposes of -

- a. appointing a parent Governor under Article 57;
- b. any vote on the removal of a Governor in accordance with Article 67, 58A;
- c. any vote on the removal of the chairman of the Governors in accordance with Article 91;

shall be any two-thirds (rounded up to a whole number) of the persons who are at the time Governors entitled to vote on those respective matters.

117. Subject to these Articles, every question to be decided at a meeting of the Governors shall be determined by a majority of the votes of the Governors present and voting on the question. Every Governor shall have one vote.

118. Subject to Article 114-116, where there is an equal division of votes, the chairman of the meeting shall have a casting vote in addition to any other vote he may have.

119. The proceedings of the Governors shall not be invalidated by

- a. any vacancy among their number; or
- b. any defect in the election, appointment or nomination of any Governor.

120. A resolution in writing, signed by all the Governors entitled to receive notice of a meeting of Governors or of a committee of Governors, shall be valid and effective as if it had been passed at a meeting of Governors or (as the case may be) a committee of Governors duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the Governors.

121. Subject to Article 122, the Governors shall ensure that a copy of:

- a. the agenda for every meeting of the Governors;
- b. the draft minutes of every such meeting, if they have been approved by the person acting as chairman of that meeting;
- c. the signed minutes of every such meeting; and
- d. any report, document or other paper considered at any such meeting,

are, as soon as is reasonably practicable, made available at the Academy to persons wishing to inspect them.

122. There may be excluded from any item required to be made available in pursuance of Article 121, any material relating to—

- a. a named teacher or other person employed, or proposed to be employed, at the

Academy;

b. a named pupil at, or candidate for admission to, the Academy; and

c. any matter which, by reason of its nature, the Governors are satisfied should remain confidential.

123. Any Governor shall be able to participate in meetings of the Governors by telephone or video conference provided that:

a. he has given notice of his intention to do so detailing the telephone number on which he can be reached and/or appropriate details of the video conference suite from which he shall be taking part at the time of the meeting at least 48 hours before the meeting; and

b. the Governors have access to the appropriate equipment if after all reasonable efforts it does not prove possible for the person to participate by telephone or video conference the meeting may still proceed with its business provided it is otherwise quorate.

PATRONS AND HONORARY OFFICERS

124. The Governors may from time to time appoint any person whether or not a Member of the Academy Trust to be a patron of the Academy Trust or to hold any honorary office and may determine for what period he is to hold such office.

THE SEAL

125. The seal, if any, shall only be used by the authority of the Governors or of a committee of Governors authorised by the Governors. The Governors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Governor and by the Clerk or by a second Governor.

ACCOUNTS

126. Accounts shall be prepared in accordance with the relevant Statement of Recommended Practice as if the Academy Trust was a non-exempt charity and Parts 15 and 16 of the Companies

Act 2006 and shall file these with the Secretary of State and the Principal Regulator by 31 December each Academy Financial Year.

ANNUAL REPORT

127. The Governors shall prepare its Annual Report in accordance with the Statement of Recommended Practice as if the Academy Trust was a non-exempt charity and shall file these with the Secretary of State and the Principal Regulator by 31 December each Academy Financial Year.

ANNUAL RETURN

128. The Governors shall comply with their obligations under Part 24 of the Companies Act 2006 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return to the Registrar of Companies and in accordance with the Statement of Recommended Practice as if the Academy Trust was a non-exempt charity and to the Secretary of State and the Principal Regulator by 31 December each Academy Financial Year.

NOTICES

129. Any notice to be given to or by any person pursuant to the Articles (other than a notice calling a meeting of the Governors) shall be in writing or shall be given using electronic communications to an address for the time being notified for that purpose to the person giving the notice. In these Articles, "Address" in relation to electronic communications, includes a number or address used for the purposes of such communications.

130. A notice may be given by the Academy Trust to a Member either personally or by sending it by post in a prepaid envelope addressed to the Member at his registered address or by leaving it at that address or by giving it using electronic communications to an address for the time being notified to the Academy Trust by the Member. A Member whose registered address is not within the United Kingdom and who gives to the Academy Trust an address within the United Kingdom at which notices may be given to him, or an address to which notices may be sent using electronic communications, shall be entitled to have notices given to him at that address, but otherwise no such Member shall be entitled to receive any notice from the Academy Trust.

131. A Member present, either in person or by proxy, at any meeting of the Academy Trust shall

be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.

132. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted or, in the case of a notice contained in an electronic communication, at the expiration of 48 hours after the time it was sent.

INDEMNITY

133. 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.

RULES

134. The Governors may from time to time make such rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Academy Trust and for purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they may by such rules or bye laws regulate:

a. the admission and classification of Members of the Academy Trust (including the admission of organisations to membership) and the rights and privileges of such Members, and the conditions of membership and the terms on which Members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by Members;

b. the conduct of Members of the Academy Trust in relation to one another, and to the Academy Trust's servants;

- c. the setting aside of the whole or any part or parts of the Academy Trust's premises at any particular time or times or for any particular purpose or purposes;
- d. the procedure at general meetings and meetings of the Governors and committees of the Governors in so far as such procedure is not regulated by the Articles; and
- e. generally, all such matters as are commonly the subject matter of Company rules.

135. The Academy Trust in general meeting shall have power to alter, add or to repeal the rules or bye laws and the Governors shall adopt such means as they think sufficient to bring to the notice of Members of the Academy Trust all such rules or bye laws, which shall be binding on all Members of the Academy Trust. Provided that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in the Articles.

AVOIDING INFLUENCED COMPANY STATUS

136. Notwithstanding the number of Members from time to time, the maximum aggregate number of votes exercisable by Local Authority Associated Persons shall never exceed 19.9% of the total number of votes exercisable by Members in general meeting and the votes of the other Members having a right to vote at the meeting will be increased on a pro-rata basis.

137. No person who is a Local Authority Associated Person may be appointed as a Governor if, once the appointment had taken effect, the number of Governors who are Local Authority Associated Persons would represent 20% or more of the total number of Governors. Upon any resolution put to the Governors, the maximum aggregate number of votes exercisable by any Governors who are Local Authority Associated Persons shall represent a maximum of 19.9% of the total number of votes cast by the Governors on such a resolution and the votes of the other Governors having a right to vote at the meeting will be increased on a pro-rata basis.

138. No person who is a Local Authority Associated Person is eligible to be appointed to the office of Governor unless his appointment to such office is authorised by the local authority to which he is associated.

139. If at the time of either his becoming a Member of the Academy Trust or his first appointment to office as a Governor any Member or Governor was not a Local Authority Associated

Person but later becomes so during his membership or tenure as a Governor he shall be deemed to have immediately resigned his membership and/or resigned from his office as a Governor as the case may be.

140. If at any time the number of Governors or Members who are also Local Authority Associated Persons would (but for Articles 136 to 139 inclusive) represent 20% or more of the total number of Governors or Members (as the case may be) then a sufficient number of the Governors or Members (as the case may be) who are Local Authority Associated Persons shall be deemed to have resigned as Governors or Members (as the case may be) immediately before the occurrence of such an event to ensure that at all times the number of such Governors or Members (as the case may be) is never equal to or greater than 20% of the total number of Governors or Members (as the case may be). Governors or Members (as the case may be) who are Local Authority Associated Persons shall be deemed to have resigned in order of their appointment date the most recently appointed resigning first.

141. The Members will each notify the Academy Trust and each other if at any time they believe that the Academy Trust or any of its subsidiaries has become subject to the influence of a local authority (as described in section 69 of the Local Government and Housing Act) 1989.

Memorandum of Association

THE COMPANIES ACT 2006
& COMPANIES (REGISTRATION) REGULATIONS 2008 (SI 2008/3014)

A COMPANY LIMITED BY GUARANTEE

MEMORANDUM OF ASSOCIATION

OF

IDSALL SCHOOL

THE COMPANIES ACT 2006
& COMPANIES (REGISTRATION) REGULATIONS 2008 (SI 2008/3014)

SCHEDULE 2

A COMPANY LIMITED BY GUARANTEE

Regulation 2(b)

MEMORANDUM OF ASSOCIATION OF

IDSALL SCHOOL

Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company.

Name of each subscriber Authentication by each subscriber

Name:	Signature:
David Anthony Brammer	
John Graham Caine	
Ruth Lillian Playford	
Vacancy	

Dated

Idsall School Constitution as at 30.05.2019

Community	8
Headteacher	1
Non –teaching staff	1
Parent	3
Teacher	2
Total required by Constitution	15

	Position(s)	Term of Office end date
Community		
	Mr J Caine	07.12.2020
	Mrs Rebecca Carey	24.09.2022
	Mrs J Higson	04.07.2022
	Mr Gareth Morgan	09.11.2021
	Mrs R Playford	09.11.2020
	Mrs Jane DeWeijer	09.11.2021
Headteacher		
	Mr P Bourton	
Non-teaching Staff		
	Mr R Hughes	08.12.2020
Parent		
	Mrs V Bates	14.10.2022
	Mrs A Leeper	02.07.2019
	Mr P Taylor	02.07.2019
Teacher		
	Mr D Reeve	28.02.2020
	Mr D Thomas	24.09.2022
Co-opted Governor		
	Miss Kirstie Ebbs	08.11.2021
Total Current Governors: 14		

Members level	Members have responsibility for working with academy leadership to make formal decisions concerning the Articles & Memorandum of Association and the continuation of the Trust .This group comprises the chair, vice chair and chairs of committees.				
Directors' level⁴	Full Governors	Achievement and standards committee	Teaching and learning committee	Finance and resources committee	Behaviour and safety committee
	<ul style="list-style-type: none"> • Shaping the vision for the academy • To give final approval to key documentation including: <ul style="list-style-type: none"> ○ Confirmation of priorities for the Strategic plan ○ Academy policies • To establish the terms of reference for committees; • To make the arrangements for the appointment of the academy principal • The approval of the annual budget • To receive summary reports from committees • To discuss any item referred by a committee 	<ul style="list-style-type: none"> • Academic Progress monitoring. • Evaluation of standards and achievement. • Achievement section of the SEF • Monitor and evaluate the progress in the relevant section(s) of the academy development plan. • Any business referred by the full governing body. 	<ul style="list-style-type: none"> • Overview of teaching quality and CPD. • Performance management⁵ of teaching and support staff. • Appointment of staff. • Consider changes to the curriculum. • Teaching section of the SEF • Monitor and evaluate the progress in the relevant section(s) of the academy development plan. • Any business referred by the full governing body. 	<ul style="list-style-type: none"> • Financial monitoring and budget setting. • Procurement of services • Overview of staffing structure and conditions of service. • Community engagement. • Monitor and evaluate the progress in the relevant section(s) of the academy development plan. • Any business referred by the full governing body. 	<ul style="list-style-type: none"> • Standards of behaviour and attendance. • exclusions • Pupil safety and inclusion • Staff discipline and grievance • Monitor and evaluate the progress in the relevant section(s) of the academy development plan. • Behaviour and safety section of the SEF. • Any business referred by the full governing body. •
Frequency of meeting	All governors Meeting once each term	5 governors 3 times a year	5 governors 3 times each year	5 governors 3-4 times each year	5 governors 3 times each year
membership	15 permanent governors to include: headteacher, three staff, three parent, eight community governors with up to three co-opted governors (specific, time-limited role).				

⁵ Review governors will need to be identified and named to conduct the appraisal of the headteacher.

Committee Membership (as at 20.05.19)

<p>Achievement and Standards Committee</p> <p>Mr P. Bourton - Headteacher Mr J. Caine Mrs R. Carey – Vice Chair Mr G. Morgan - Chair Mr D. Reeve Mr P. Taylor Mr D. Thomas</p>	<p>Teaching and Learning Committee</p> <p>Mr P. Bourton - Headteacher Mrs R. Carey Mrs J. De Weijer - Chair Mrs J. Higson – Vice Chair Mr D. Reeve Mr P. Taylor Mr D. Thomas Mrs A. Leeper</p>
<p>Finance and Resources Committee</p> <p>Mr P. Bourton - Headteacher Mrs J. De Weijer Miss K. Ebbs – Vice Chair Mr R. Hughes Mrs A. Leeper - Chair</p>	<p>Behaviour and Safety Committee</p> <p>Mr P. Bourton - Headteacher Miss K. Ebbs - Chair Mrs. J. Higson Mr R. Hughes Mrs R. Playford Mrs V. Bates</p>
<p>First Committee</p> <p>Mr J. Caine Chair Miss. K. Ebbs Mrs R. Playford</p> <p>Reserves: Mrs V. Bates Mrs J. Higson Mrs A. Leeper</p>	<p>Second Committee</p> <p>Members of the First Committee and the Salaries Committee, including reserves for each such committee to be selected in order of first availability.</p> <p>If such members have been used at a First Committee hearing, they would not be able to be part of the Second Committee for that issue.</p>
<p>Salaries Committee</p> <p>Mrs A. Leeper Chair Mrs J. De Weijer Mrs R. Playford</p> <p>Reserves: Mr P. Taylor Mrs J. Higson</p>	<p>Heads Performance Management Committee</p> <p>Mr J. Caine Chair Miss K. Ebbs Mrs A. Leeper</p> <p>Reserves: Mrs R. Playford</p>

Committee Terms of Reference

Idsall Full Governors

Idsall School Governors (“The Governors”) are required to approve a Governance structure for the School on an annual basis.

The governance structure must be:

- compliant with DfE requirements, company and charity law;
- scalable and so adaptable to growth or change in the Academy Trust;

The proposed structure meets the minimum requirements stated in the Academies’ Financial Handbook and the Articles of Association.

Delegated powers

The Governors have a strategic role in the running of the School.

The Governors may (subject to the Articles of Association) delegate to any Committee, any Governor holding an executive office, or to the Headteacher such of their powers or functions as they consider desirable to be exercised by them.

The Governors have approved a Scheme of Delegation defining the powers and functions that are reserved for the Board and its Committees, which is set out below.

- Any delegated decision must be reported to the next full Board meeting but a decision taken under delegated powers is binding and immediately effective.

Achievement & Standards Committee

a) Focus Summary:

The Main Functions of the Committee are:

1. evaluation of standards and achievement;
2. overview of the achievement Section of SEF;
3. ensuring consideration of diversity & inclusion;
4. progress of students with special Educational Needs;
5. monitor and evaluate the progress in the relevant section(s) of the academy improvement plan;
6. any business referred by the Governing Body

b) Membership

The membership of the Committee shall be:

- a) At least five (5) Governors to include the Headteacher
- b) Except for the Headteacher, members shall be appointed annually at the summer term meeting of the Governing Body.
- c) Should a vacancy arise, a successor shall be appointed by the Governing Body at its next meeting following receipt of the resignation, and members so appointed shall serve until the next annual review.
- d) The Committee or the Governing Body shall appoint the chairman/chair. The Headteacher or any other person employed at the School may not be appointed as chairman/chair.
- e) The Governing Body will appoint the Clerk who shall not be the Headteacher.

c) Quorum

The quorum for any meeting of the Committee shall be three (3)).

d) Meetings

- a) The Committee shall meet as and when necessary to fulfil its responsibilities at least three times per year.
- b) Meetings of the Committee will be called by the Clerk and seven days' written notice will be given with an explanation of the purpose of the meeting.

e) Proceedings

- a. The Committee shall be conducted in accordance with the School Funding Agreement and Articles of Association and be compliant with Department for Education (DfE) requirements, Company and Charity Law.
- b. Minutes shall be kept of each meeting and shall be presented to the next meeting of the Committee for approval and signing. A copy of the minutes shall be submitted to the next meeting of the Governing Body.
- c. Any recommendations shall be reported to the next meeting of the Governing Body for consideration and approval.
- d. The minutes shall be kept in a separate minute book.

TERMS OF REFERENCE

1. To keep under review and evaluate achievement and academic standards of progress in all three key stages and to make recommendations to the Governing Body where necessary
2. To review, and evaluate the standards within all department areas.
3. To review and evaluate specific standards within pupil sub groups such as ability range or gender difference.
4. To specifically review progress of all disadvantaged students
5. To contribute to the review of achievement and standards in the relevant sections of the School's self-evaluation process, and detail of the completed self-evaluation form (SEF).
6. To determine and review relevant targets that the School has set.
7. To consider that the School's curriculum in light of achievement and make relevant recommendations to the teaching and learning Committee.
8. Review and evaluate the progress of SEN throughout the School.
9. Review, amend or implement any policy relevant to this Committee
10. Responsibility for Diversity and Inclusion within the remit of this Committee

Teaching & Learning Committee

1. Focus Summary:

The main functions of this Committee are to:

1. confirm an overview of teaching quality and the effectiveness of Continuous Professional Development (“CPD”);
2. appraisal of teaching and support staff;
3. appointment of staff;
4. approval of changes to the curriculum;
5. overview of the teaching section of the SEF;
6. review and evaluate the progress in the relevant section(s) of the Academy Improvement Plan;
7. ensuring consideration of issues of diversity & inclusion;
8. any business referred by the full Governing Body.

2. Membership

The membership of the Committee shall be:

- a) At least five Governors to include the Headteacher
- b) Except for the Headteacher, members shall be appointed annually at the summer term meeting of the Governing Body.
- c) Should a vacancy arise, a successor shall be appointed by the Governing Body at its next meeting following receipt of the resignation, and members so appointed shall serve until the next annual review.
- d) The Committee or the Governing Body shall appoint the chairman/chair. The Headteacher or any other person employed at the School may not be appointed as chairman/chair.
- e) The Governing Body will appoint the Clerk who shall not be the Headteacher.

3. Quorum

The quorum for any meeting of the Committee shall be three (3).

4. Meetings

- a) The Committee shall meet as and when necessary to fulfil its responsibilities at least three times per year.
- b) Meetings of the Committee will be called by the Clerk and seven days’ written notice will be given with an explanation of the purpose of the meeting.

5. Proceedings

- a. The Committee shall be conducted in accordance with the School Funding Agreement and Articles of Association and be compliant with DfE requirements, Company and Charity Law.
- b. Minutes shall be kept of each meeting and shall be presented to the next meeting of the Committee for approval and signing. A copy of the minutes shall be submitted to the next meeting of the Governing Body.
- c. Any recommendations shall be submitted to the next meeting of the Governing Body for consideration and approval.
- d. The minutes shall be kept in a separate minute book.

TERMS OF REFERENCE

1. To keep under review the curriculum for the School and to make recommendations to the Governing Body where necessary.
2. To keep under review the standards of teaching within the School and to make recommendations to the Governing Body where necessary.
3. To consider and recommend the teaching section of the academy Improvement Plan and make recommendations to the Governing Body for approval.
4. To keep under review the part of the School's self-evaluation document that relates to the quality of teaching and learning.
5. To review the quality of CPD throughout the School
6. To review standards achieved through teaching and support staff appraisal
7. To consider and make recommendations to the Governing Body on the adoption of policies relevant to this Committee.
8. To determine such relevant targets as the School is required to set (where the Governing Body has chosen to delegate this responsibility).
9. To ensure that the School's curriculum is compatible with the principles of equal opportunity.
10. To ensure provision of religious education is consistent with the agreed syllabus and the requirement to provide a daily act of collective worship.
11. To consider, where appropriate how the School might collaborate with other providers to ensure that all pupils in the area have access to the full range of curriculum opportunities.
12. To consider what range of extra-curricular activities should be offered beyond the School day.
13. To deal with any other teaching & learning matters as may be referred by the Governing Body.
14. Responsibility for Diversity and Inclusion within the remit of this Committee

Finance & Resources Committee

1. Focus Summary:

The main functions of this Committee are to :

1. monitor financial spending and budget setting;
2. procurement of services;
3. establish audit & financial accountabilities;
4. overview of staffing structure and conditions of service;
5. premises development;
6. review and evaluate the progress in the relevant section(s) of the academy Development plan;
7. ensuring consideration of issues of diversity & inclusion;
8. any business referred by the Governing Body.

2. Membership

The membership of the Committee shall be:

- a) At least five Governors to include the Headteacher
- b) Except for the Headteacher, members shall be appointed annually at the summer term meeting of the Governing Body.
- c) Should a vacancy arise, a successor shall be appointed by the Governing Body at its next meeting following receipt of the resignation, and members so appointed shall serve until the next annual review.
- d) The Committee or the Governing Body shall appoint the chairman/chair. The Headteacher or any other person employed at the School may not be appointed as chairman/chair.
- e) The Governing Body will appoint the Clerk who shall not be the Headteacher.

3. Quorum

The quorum for any meeting of the Committee shall be three (3)..

4. Meetings

- a) The Committee shall meet as and when necessary to fulfil its responsibilities and at least three times per year.
- b) Meetings of the Committee will be called by the Clerk and seven days' written notice will be given with an explanation of the purpose of the meeting.

5. Proceedings

- a. The Committee shall be conducted in accordance with the School Funding Agreement and Articles of Association and be compliant with DFE requirements, Company and Charity Law.
- b. Minutes shall be kept of each meeting and shall be presented to the next meeting of the Committee for approval and signing. A copy of the minutes shall be submitted to the next meeting of the Governing Body.
- c. Any recommendations shall be submitted to the next meeting of the Governing Body for consideration and approval.
- d. The minutes shall be kept in a separate minute book.

TERMS OF REFERENCE

1. To receive reports from the Headteacher on the management of the School's budget and establish and maintain a 3 year rolling, indicative oversight of the Academy budget.
2. To submit to the Governing Body at the autumn term meeting each year a report on the management of the School's budget in the previous financial year.
3. To prepare and submit to the Governing Body recommendations for the annual budget plan.
4. To review expenditure against the budget plan, to take any action which might be necessary to avoid an unplanned deficit and to report any such action to the next meeting of the Governing Body.
5. To consider and approve proposals for single items of expenditure in excess of £25,000 which form part of the budget plan.
6. To consider and make recommendations to the Governing Body on proposals to vire a sum exceeding £40,000.
7. To recommend to the Governing Body proposals for the use of any budget surplus, including investment.
8. To prepare any other statements of School accounts as may be required.
9. To deal with any other financial matters which the Governing Body may refer from time to time.
10. To keep under review the strategic development of the School buildings and develop a rolling programme of repairs and maintenance.
11. Through the Headteacher, to authorise action required to carry out repairs in an emergency.
12. To consider and recommend to the Governing Body any proposed improvement projects for which resources might be sought from the LA or from private School funds.
13. To consider Procurement and any issues which may arise from procurement processes.
14. To undertake an annual review of the staffing structure of the School and to recommend to the Governing Body any alterations to the staffing structure for the following year so that proposals can be incorporated in the School's budget plan. Where it is proposed that there will be a reduction or restructuring of the staffing establishment, to ensure that the appropriate staff consultation process is followed.
15. To receive reports from the Headteacher on the management of the School's staffing establishment.
16. To consider and make recommendations on the introduction of or amendments to personnel policies and procedures.
17. To deal with any other personnel matters which the Governing Body may refer from time to time except those which are the specific responsibility of a separate Committee.
18. Consider, review and approve any policy relevant to the Committee
19. Responsibility for Diversity and Inclusion within the remit of this Committee
20. To review the whole school pay policy as appropriate and make recommendations to the governing body for discussion and ratification;
21. To monitor the impact of spending decisions upon educational achievement in the school.
22. With regard to the school website, to ensure all statutory requirements for reporting and publishing information are met and the school website is fully compliant and presented in an accessible way.

Behaviour & Safety Committee

1. Focus Summary:

The Main Functions of the Committee are:

1. oversight of standards of behaviour and attendance;
2. oversight of levels of exclusions;
3. pupil safety and inclusion;
4. health and safety of school;
5. staff discipline and grievance;
6. Premises maintenance
7. Community engagement
8. safeguarding;
9. monitor and evaluate the progress in the relevant section(s) of the academy improvement plan;
10. behaviour and safety section of the SEF;
11. any business referred by the Governing Body.

2. Membership

- a) At least five Governors to include the Headteacher
- b) Except for the Headteacher, members shall be appointed annually at the summer term meeting of the Governing Body.
- c) Should a vacancy arise, a successor shall be appointed by the Governing Body at its next meeting following receipt of the resignation, and members so appointed shall serve until the next annual review.
- d) The Committee or the Governing Body shall appoint the chairman/chair. The Headteacher or any other person employed at the School may not be appointed as chairman/chair.
- e) The Governing Body will appoint the Clerk who shall not be the Headteacher.

3. Quorum

The quorum for any meeting of the Committee shall be three (3).

4. Meetings

- a) The Committee shall meet as and when necessary to fulfil its responsibilities at least three times per year.
- b) Meetings of the Committee will be called by the Clerk and seven days' written notice will be given with an explanation of the purpose of the meeting.

5. Proceedings

- a) The Committee shall be conducted in accordance with the School Funding Agreement and Articles of Association and be compliant with DFEDFE requirements, Company and Charity Law.
- b) Minutes shall be kept of each meeting and shall be presented to the next meeting of the Committee for approval and signing. A copy of the minutes shall be submitted to the next meeting of the Governing Body.
- c) Any recommendations shall be submitted to the next meeting of the Governing Body for consideration and approval.
- d) The minutes shall be kept in a separate minute book.

TERMS OF REFERENCE

1. To keep under review standards of behaviour and attendance and to make recommendations to the Governing Body where necessary.
2. To review numbers of pupil exclusions.
3. To review the recording of racist incidents, to make recommendations to the Governing Body and to submit a report each year on such incidents to the autumn term meeting of the Governing Body.
4. To keep under constant review and evaluation pupil safety and inclusion and to make recommendations to the Governing Body where necessary.
5. Review and evaluate safeguarding throughout the School.
6. Review standards of health and safety throughout the School.
7. To recommend to the Governing Body a Security Policy which addresses the security of pupils and staff as well as the protection and maintenance of buildings and property within the existing budget.
8. To consider, review and amend the behaviour and safety section of academy
9. Improvement plan and recommend to the Governing Body for approval.
10. To keep under review the School's self -evaluation process, and detail of the completed self -evaluation form (SEF).
11. To determine and review relevant targets that the School has set.
12. Community issues and community engagement.
13. Staff discipline and grievance policies.
14. Review, amend or implement any policy relevant to this Committee
15. Responsibility for Diversity and Inclusion within the remit of this Committee.
16. To Keep under review evaluation of issues in relation to the General Data Protection Rules.

First Committee

1. Focus Summary

The main functions of this Committee are:

- i. to consider any complaints which neither the Headteacher nor the Chair of Governors have been able to resolve following the procedure adopted by the Governing Body;
- ii. to review the Complaints Procedure (annually).
- iii. to enact the operation of the governing body's policies in relation to appraisal, staff discipline and grievance of staff and the exclusion of pupils.

2. Membership

- a) The membership of the Committee shall be:
 - three (3) Governors
 - named reserves, in order of precedence, who shall act if a member of the Committee is unable to attend a meeting.
- b) No Governor employed to work at the School shall be appointed to this Committee.
- c) Members of the Committee shall be appointed annually at the summer term meeting of the Governing Body.
- d) One of those appointed to the Committee shall be appointed as chairman/chair of the Committee *EITHER by the Governing Body OR by the Committee*.
- e) Should a vacancy arise on the Committee a successor shall be appointed by the Governing Body at its next meeting following receipt of the resignation and members so appointed shall serve until the next annual review.
- g) The Governing Body will appoint the Clerk who cannot be the Headteacher.

3. Quorum

The quorum shall be all three (3) members of the Committee. A named reserve shall take the place of any member of the Committee who is unable to be present at a meeting.

4. Meetings

- a) The Committee shall meet as and when necessary to fulfil its responsibilities.
- b) Meetings of the Committee shall be called by the Clerk of the Committee.

5. Proceedings

- a) The Committee shall be conducted in accordance with the School Funding Agreement and Articles of Association and be compliant with DfE requirements, Company and Charity Law.
- b) Confidential minutes shall be kept of each meeting and shall be circulated to all members of the Committee before being signed by the chairman/chair. A report shall also be submitted to the next meeting of the Governing Body.
- c) The minutes shall be kept in a separate minute book.

TERMS OF REFERENCE

1. In relation to a formal written complaint to acknowledge it, investigate the complaint and send a suitable response to the complainant.
2. Where the complainant requests it, to hear representations from the complainant, the Headteacher and chair of Governors and to send a suitable response to the complainant.
3. To review annually the formal complaints received and to recommend to the Governing Body any changes to the School's policies, practices or procedures.
4. To review annually the School's complaints procedure and the relevant prospectus entry, and recommend to the Governing Body any changes considered necessary.
5. Where the Headteacher:
 - a) excludes any pupil in circumstances where the pupil would, as a result of the exclusion:-
 - i) be excluded from the School for a total of more than 5 School days but not more than 15 School days in any one term, but only if the parent requests a meeting, or
 - ii) lose the opportunity to take any public examination,
 - b) excludes a pupil permanently, or
 - c) decides that any fixed term exclusion of a pupil should be made permanent;

The First Committee shall:

 - i) consider the circumstances in which the pupil was excluded;
 - ii) consider any representations about the exclusion to the Governing Body made by the relevant person
 - iii) allow the relevant person (in the case of a person under the age of 18 his or her parent/carer and in the case of a pupil who has attained the age of 18 the pupil him/herself.) to attend a meeting of the Governing Body and make oral representations about the exclusion;
 - iv) consider any oral representations so made;
 - v) consider whether, provided it is practical to do so, the pupil should be reinstated and if so give an appropriate direction to the Headteacher and inform the relevant person and the LA of their decision. If not they shall inform the relevant person the Headteacher and the LA of their decision and in the case of the pupil who has been permanently excluded give the relevant person written notice of his right of appeal.
6. In the case of all other decisions to exclude made by the Headteacher the Governing Body shall receive any written representations by a relevant person* about the exclusion and shall consider those representations.
7. To agree a submission on behalf of the Governing Body, to nominate a member of the Committee to appear at and to make any arrangements for the Governing Body to be represented at the hearing of any appeal submitted by parents against a decision of this Committee to an independent appeals panel.
8. To hear any appeal by a member of staff employed at the School against the outcome of the appraisal process.

Second Committee

1. Focus Summary

The main function of this Committee is to decide whether to uphold or overturn a decision taken by a the First Committee of the Governing Body which has been referred to this Committee for consideration.

2. Membership

- a) The membership of the Committee shall be:
 - Three (3) Governors (who shall not be members of the First Committee
 - named reserves, in order of precedence, who shall act if a member of the Committee is unable to attend a meeting.
 - No Governor employed at the School shall be appointed to this Committee
- b) Members of the Committee shall be appointed annually at the autumn term meeting of the Governing Body.
- c) One of those appointed to the Committee shall be appointed as chairman/chair of the Committee *EITHER by the Governing Body OR by the Committee.*
- d) Should a vacancy arise on the Committee a successor shall be appointed by the Governing Body at its next meeting following receipt of the resignation and members so appointed shall serve until the next annual review.
- e) The Governing Body shall appoint the Clerk who cannot be the Headteacher.

3. Quorum

The quorum shall be all three (3) members of the Committee. A named reserve shall take the place of any member of the Committee who is unable to be present at a meeting.

4. Meetings

- a) The Committee shall meet as and when necessary to fulfil its responsibilities.
- b) Meetings of the Committee shall be called by the Clerk of the Committee.

5. Proceedings

- a) The Committee shall be conducted in accordance with the School Funding Agreement and Articles of Association and be compliant with DfE requirements, Company and Charity Law.
- b) Confidential minutes shall be kept of each meeting and shall be circulated to all members of the Committee before being signed by the chairman/chair. A report shall also be submitted to the next meeting of the Governing Body.
- c) The minutes shall be kept in a separate minute book

TERMS OF REFERENCE

1. To hear any appeal arising from the decision of the First Committee or individual governor or the Headteacher in whom any executive power has been vested which it is not the responsibility of any other Committee to hear. Any appeal will be conducted in accordance with the relevant procedure adopted by the Governing Body.
2. Under the disciplinary procedure or capability procedure adopted by the Governing Body to consider any appeal against a disciplinary sanction short of dismissal issued by the head or by the first committee to a member of staff employed at the School for whom the Governing Body has an employment responsibility.
3. Under the disciplinary or other relevant procedures (i.e. relating to redundancy or incapability due to ill health) adopted by the Governing Body, to consider any appeal against a decision of the First Committee to dismiss from their post a member of staff employed at the School and for whom the Governing Body has an employment responsibility.
4. Before taking a decision on any appeal, to give the person concerned an opportunity to make representations or present their grounds for appeal at a formal meeting conducted in accordance with the relevant adopted procedure. (Under the adopted disciplinary procedures the Committee is empowered to issue a disciplinary sanction short of dismissal where it is determined that the member of staff concerned should not be dismissed).
5. To ensure that the member of staff concerned is notified of its decision on the appeal.
6. On behalf of the Governing Body to consider any formal complaints which the Headteacher and chair of Governors have been unable to resolve under the School's complaints procedure.

Head's Performance Management Committee

1. Focus Summary

The main functions of this Committee is to deal with all pay and performance matters relating to the Headteacher and to implement the approved pay policy in respect of the Headteacher's pay.

2. Membership

- a) The membership of the Committee shall be three Governors and one/two named reserve(s) in order of precedence if two, who shall act if a member of the Committee is unable to attend a meeting.
- b) No governor employed to work at the School shall be appointed to this Committee.
- c) Members of the Committee and the named reserve(s) shall be appointed annually at the summer term meeting of the Governing Body.
- d) One of those appointed to the Committee shall be appointed as chairman/chair of the Committee EITHER by the Governing Body OR by the Committee.
- e) Should a vacancy arise on the Committee a successor shall be appointed by the Governing Body at its next meeting following receipt of the resignation and members so appointed shall serve until the next annual review.
- f) The Governing Body shall appoint the Clerk who shall not be the Headteacher.

3. Quorum

The quorum shall be all three members of the Committee. A named reserve shall take the place of any member of the Committee who is unable to attend a meeting.

4. Meetings

- a) The Committee shall meet as and when necessary to fulfil its responsibilities.
- b) Meetings shall be called by the Clerk of the Committee or and, wherever possible, seven days' written notice should be given to members with an explanation of the purpose of the meeting.

5. Proceedings

- a) The Committee shall be conducted in accordance with the School Funding Agreement and Articles of Association and be compliant with DFEDFE requirements, Company and Charity Law.
- b) Minutes shall be kept of each meeting and shall be circulated to all members of the Committee before being signed by the chairman/chair. A report shall also be submitted to the next meeting of the Governing Body.
- c) The minutes shall be kept in a separate minute book.

Terms of Reference

To operate in accordance with statutory performance management framework and the School's adopted policy as follows:

- to select an external adviser (in all Schools from September 2007 a School Improvement Partner (SIP)) and to take their advice when agreeing objectives and reviewing the Headteacher's performance.
- to agree performance objectives with the Headteacher.
- to conduct the Headteacher's performance review.
- to determine whether the outcome of the Headteacher's performance review meets the criteria for pay progression as covered under the adopted pay policy.

Salaries Committee

1. Focus Summary

The main functions of this Committee is to make all determinations of pay in accordance with the Pay Policy for teaching and support staff.

2. Membership

- a) The membership of each Committee shall be three Governors and one/two named reserve(s) in order of precedence if two, who shall act if a member of the Committee is unable to attend a meeting.
- b) No governor employed to work at the School shall be appointed to this Committee.
- c) Members of the Committee and the named reserve(s) shall be appointed annually at the summer term meeting of the Governing Body.
- d) One of those appointed to the Committee shall be appointed as chairman/chair of the Committee EITHER by the Governing Body OR by the Committee.
- e) Should a vacancy arise on the Committee a successor shall be appointed by the Governing Body at its next meeting following receipt of the resignation and members so appointed shall serve until the next annual review.
- f) The Governing Body shall appoint the Clerk who shall not be the Headteacher.
- g) The Headteacher shall be entitled to attend meetings of the Committee when the salaries of other staff are being reviewed.

2. Quorum

The quorum shall be all three members of the Committee. A named reserve shall take the place of any member of the Committee who is unable to attend a meeting.

3. Meetings

- a) The Committee shall meet as and when necessary to fulfil its responsibilities.
- b) Meetings shall be called by the Clerk of the Committee or and, wherever possible, seven days' written notice should be given to members with an explanation of the purpose of the meeting.

4. Proceedings

- a) The Committee shall be conducted in accordance with the School Funding Agreement and Articles of Association and be compliant with DFEDFE requirements, Company and Charity Law.
- b) Minutes shall be kept of each meeting and shall be circulated to all members of the Committee before being signed by the chairman/chair. A report shall also be submitted to the next meeting of the Governing Body.
- c) The minutes shall be kept in a separate minute book.

Terms of Reference

To operate in accordance with statutory performance management framework and the School's adopted pay policy as follows:

- To formally acknowledge and make decisions on the head teachers recommendations in relation to teachers performance related pay, in accordance with the STPCD and the Schools Pay policy on an annual basis
- To keep up to date with relevant developments and any legal changes and to advise the governing body when the schools pay policy needs to be revised;
- To seek professional advice as necessary;

Chair of Governors: Job Description

Reports to: The Governing Body of Idsall School

Purpose:

The key roles of the chair⁶ are:

- **Leading effective governance:** giving the governing body a clear lead and direction, ensuring that the governors work as an effective team and understand their accountability and the part they play in the strategic leadership of the school and in driving school improvement.
- **Building the team:** attracting governors with the necessary skills and ensuring that tasks are delegated across the governing body so that all members contribute, and feel that their individual skills, knowledge and experience are well used and that the overall workload is shared.
- **Relationship with the headteacher:** Being a critical friend by offering support, challenge and encouragement, holding the headteacher to account and ensuring the headteacher's performance management is rigorous and robust; a good comparison is with the role of the chair of a board of trustees who works with the chief executive of an organisation but does not run day-to-day operations.
- **Improving the school:** ensuring school improvement is the focus of all policy and strategy and that governor scrutiny, monitoring and challenge reflect school improvement priorities.
- **Leading the business:** ensuring that statutory requirements and regulations are met, that the school provides value for money in its use of resources and that governing body business is conducted efficiently and effectively

Responsibilities:

- to make sure that the governing body's affairs are conducted in accordance with the law;
- to take any urgent action necessary on behalf of the governing body, and report it to governors making sure it is fully explained and supported - Chairs (and Vice Chairs in the Chair's absence) have no special power to take decisions on behalf of governors unless there has been a resolution of the whole governing body to delegate a specific authority. However, they do have the power to take action if the matter is urgent and if it concerns one of the functions that can be delegated. The Education (School Government)(England) Regulations 1999 Regulation 43 defines 'urgent' as a case where delay would be seriously harmful to the school, or to any pupil or member of staff, and it would not be reasonably practicable to hold a governors' meeting to resolve the issue.

⁶ Sourced from 'Leading governors: The role of the chair of governors in schools and academies' by the National College for Teaching and Leadership

- to help the governing body work as a team - by recognising and using people's strengths, delegating effectively, clarifying objectives and using the whole governing body by creating committees and small groups to develop new ideas, work out plans of action and to cover contentious or difficult areas of planning.
- To ensure that vacancies on the Governing Body are filled in an appropriate and timely manner.
- to ensure that meetings are run effectively - making sure that they start and finish on time, that agenda items are properly introduced, that people are encouraged to contribute and that decisions are taken when necessary and minuted;
- to work with the clerk to enable effective meetings and that the governing body is properly informed of its responsibilities, and to make it clear that all governors must accept collective responsibility for decisions taken at governors' meetings.
- to work with the Head in a non-executive capacity - be available to the Head, make time to listen to concerns and give constructive advice, work together on effective school policies;
- to contribute to the Head's performance management as a part of that Committee.
- to carry out any duties delegated by the governing body, be seen in school regularly, attend school functions or make sure another governor represents them, work with the LA, be accessible to other governors, staff and parents, meet governors from other schools;
- to use time effectively, their own and other people's - plan the year's cycle of meetings and a timetable for action and reports - plan for effective meetings;
- To engage in a Governor Review with fellow governors on an annual basis.

SKILLS REQUIRED:

Essential

Leadership

Good written and verbal communication skills

Organisational ability

Effective Chairing skills

Desirable

Previous experience as a governor

Vice Chair of Governors: Job Description

Reports to: The Governing Body of Idsall School

Purpose:

The key role of the Vice-Chair is to support the Chair and act a team to ensure the effective functioning of the Governing Board. Together, they should give the Board clear leadership and direction, keeping it focused on its core functions. They should encourage governors to work as an effective team, building their skills, knowledge and experience. Where the Chair is absent from any meeting, or there is at the time a vacancy in the office of the Chair, the Vice-Chair is to act as Chair for all purposes

Responsibilities:

- Take on any specific responsibilities delegated by the Chair.
- Deputise for the Chair during any absence.
- Exercise functions delegated to the Chair in cases of urgency if the Chair is unable to, whether this is due to a vacancy in the office or another reason.
- Work closely with the Chair to establish a constructive relationship and to share responsibilities.
- Undertake relevant development and training to effectively undertake the role.

Link Governance – Idsall School

Version 9 – November 18

(Updated with reporting template, 2016-17 & 17-18 priorities and details of link governors and designated senior leaders)

Introduction:

1. The governors of Idsall School have expressed their wish to explore the establishment of link governance to enable governors to more effectively support the governing body and senior leadership of the school by providing objective feedback on the progress of improvement priorities, specific aspects and key areas of responsibility.
2. Link governance would be one of a number of ways that the school leadership would have feedback on the impact of strategy. Other ways senior leadership monitor implementation might include listening to teacher feedback, parental feedback and student voice as well as conducting senior leadership monitoring through classroom observation and book and documentation trawls.
3. There is no inference that every governor must hold an additional responsibility as a link governor. This is a responsibility for governors with identified skills, experiences and interests to participate in evaluation for the leadership of the school and identify the impact and the next steps in the implementation of agreed strategy. As such, a link governor will need to be able to offer some additional time, be prepared to work in a jointly agreed way and to share their findings in a timely and constructive manner. Importantly this represents a way in which governors can further engage and observe and participate in the normal working life of the school.
4. A potential issue is that governors might unknowingly over-step their role and be perceived as another form of senior leadership. Governors who have a leadership responsibility in their present or past working life and are comfortable in this role might slip into this way of working. To avoid this we, as a governing body can agree a way of working and we shall uphold the government guidance on governors' relationship with the school as well as fulfil our core functions. These aspects are covered in the next two sections.

Core functions of the Governing body (as defined by the DfE)

5. The Core Functions of governance are detailed in statute⁷ as being:
 - 5.1. **Ensuring clarity of vision, ethos and strategic direction;**
 - 5.2. **Holding the headteacher to account for the educational performance of the school and its pupils, and the performance management of staff;** and
 - 5.3. **Overseeing the financial performance of the school and making sure its money is well spent.**
6. Link governance can make a significant contribution in clarifying strategic direction and in highlighting any uncertainty or differences in interpretation. Hence link governance can contribute to 5.1. By summarising what has happened in response to changes we have agreed and are implementing, we are also contributing to 5.2.

⁷ The School Governance (Roles, Procedures and Allowances) (England) Regulations 2013.

Relationship between governors and school leaders⁸

7. The relationship between governors, particularly the chair of governors, and the headteacher is crucial to effective governance. Governors should work in close partnership with the school leadership, but retain sufficient distance to allow the headteacher to run the school and the governing body to hold them to account effectively for doing so.
8. Headteachers are responsible for the internal organisation, management and control of the school. It is their job to implement the strategic framework established by the governing body. The governing body should not be involved in the detail of the day-to-day management of the school. The governing body delegates powers to allow the headteacher to perform his or her management duties. The headteacher must report to the governing body regularly on how those powers have been carried out. The headteacher should give the governing body information on the performance of the school and other reports that the governing body may need to carry out its functions. The governing body should offer the headteacher challenge and constructive advice.

Focus of link governance.

9. We have determined that the work of link governors should be in offering feedback on the implementation of school priorities. There was also an understanding that some of the focus for link governors is determined by government statute or guidance. In addition, we have some specific aspects that make Idsall stand-out from its neighbouring schools such as a sixth form. Governors wish also to be aware through their link governance role, of how these specific aspects are developing.

School Priorities

10. The whole school priorities for 2018-19 are:

- 10.1 Create and Implement a whole school assessment and feedback policy, incorporating standard assessments, moderation and feedback to students DLT parents and Governors.
- 10.2 Ensure all teaching is effective as the best in the school, as is demonstrated by the progress in the sixth form, progress of disadvantaged students and progress of high ability boys.
- 10.3 Improve the aspirations of all students.
- 10.4 Improved Behaviour Systems/Behaviour intervention

11. These give rise to the following link governance foci:

- 11.1. Post 16 Achievement
- 11.2. Assessment
- 11.3. Progress of disadvantaged Pupils
- 11.4. Progress of high ability pupils
- 11.5. Pupil Aspiration
- 11.6. SEND
- 11.7. Safeguarding
- 11.8. Careers
- 11.9. Behaviour Systems

12. The precise nature of the impact measures that governors would be exploring is detailed in the school improvement plan.

⁸ Governors' handbook - for governors in maintained schools, academies and free schools

Key Areas

13. The only key area that is currently identified within *existing* government guidance⁹ is the need for a link governor focused on students with **special needs (SEND – Special Educational Need or Disability)**. There is a clear distinction within *existing* guidance between a **Responsible Person** and a **Link Governor**. The **Responsible Person** can be a governor or chair of governors but the responsibility is more usually delegated to the headteacher. This person has a statutory duty to ensure that the legal responsibilities of the school towards children with SEND are being met. The **Link Governor** would explore the effectiveness of what is being provided for students with SEND and a familiarity with the existing guidance and an interest in the education of children with SEN would be essential for this role.
14. Idsall Governors have also identified the need to have a link governor with a focus on **safeguarding**. Governors are anxious to support the academy in ensuring that all practice is current and effective. The governor leading on this focus will need to be familiar with current guidance “**Working Together to Safeguard Children 2015 & 2018**”¹⁰. Following the most recent inspections involving Birmingham schools, it would also be of interest to this governor to know how **Ofsted** is expecting its inspectors to consider good practice in safeguarding. A link to their guidance is contained in the footnote below¹¹. There is also a helpful document that I’ve appended here¹²
15. **Appendix 3** details the link governors and their areas of focus

Ways of working

16. This section details general guidance on the conduct of governors who undertake this way of working on behalf of the governing body. It is written to safeguard relationships across our school resulting in the collation of evidence of the impact of new ways of working being trialled in the school without causing undue tensions or misunderstandings.
17. The information gathered concerns practices and outcomes and does not seek to comment upon the work of individual students or their teachers.
18. The link governor will make no more than one day visit a year. With agreement this could be broken down into no more than three 2 hour visits. This is the preferred shape to link governor visits to avoid overload of individual senior leader’s or governor’s time on any particular day.
19. Governors undertaking link governor responsibilities will need to be DBS checked by the Disclosure and Barring Service since there is the opportunity for unsupervised contact with students of the school. This can be arranged by the school.

Setting up a visit

⁹ The current guidance has been through extensive consultation and new guidance is imminent.
http://www.child-disability.co.uk/pdf/SEN%20Code%20of%20Practice%20DfES-0581-2001_main.pdf
https://www.gov.uk/government/uploads/system/uploads/attachment_data/file/251839/Draft_SEN_Code_of_Practice_-_statutory_guidance.pdf

¹⁰ Working Together to Safeguard Children 2015 can be found at
https://www.gov.uk/government/uploads/system/uploads/attachment_data/file/419595/Working_Together_to_Safeguard_Children.pdf

¹¹ Latest Ofsted Guidance:
https://www.gov.uk/government/uploads/system/uploads/attachment_data/file/457037/Inspecting_safeguarding_in_early_years_education_and_skills_settings.pdf

¹² <http://www.safeguardinginschools.co.uk/ofstedcif>

20. Each link governor will work closely with a designated senior leader (DSL) – See **Appendix 2**.
21. Telephone contact will be made with the DSL to agree a mutually convenient date for the visit(s) and the focus confirmed. The governor will need to be clear about their experience and skill level in relation to this area and the sorts of activity that they would feel comfortable with.
22. Using the detail within the school improvement plan, the DSL will draw up a draft programme for the visit for discussion and agreement with the link governor that will:
 - 22.1. be consistent with the skill and experience level of the governor;
 - 22.2. give the opportunity for the impact of a strategic change to be observed and/or discussed with a range of key people.

Undertaking a visit

23. The governor will arrive on time and be able to give the full time identified for the visit.
24. Governors will dress in accordance with the dress code for the staff of the school.
25. Governors will need to take notes from what they see and what is said to them and so will need to provide themselves with the appropriate stationary.
26. Visits to classrooms might be appropriate provided the member of teaching staff leading the lesson is aware and in agreement. The visits will be accompanied by the DSL or their designate and will include observing what is taking place, talking to students and looking at their work where this is relevant to the focus. There will be no comment concerning the quality of the lesson since this is a professional duty only undertaken by appropriately trained and qualified staff identified by the headteacher.
27. Governors entering classrooms will, when possible, introduce themselves to the teacher as soon as is possible into the lesson.
28. Other link governor activities could include:
 - 28.1. Meeting with groups of students;
 - 28.2. Meeting teachers and leaders across the school,
 - 28.3. Following a pupil for parts of the school day;
 - 28.4. Meeting with a group of parents;
 - 28.5. Attending an assembly.
 - 28.6. Observing a meeting.
29. The conclusion of the visit will involve a brief meeting with the DSL or their designate and discussing what the link governor has experienced and exploring further questions that arise from this.

Following the visit

30. The governors and DSL will agree how the outcome from the visit is best to be presented to the governor committee/full governors with a view of a jointly prepared outcome being delivered which will identify:
 - 30.1. Impact measures that were seen/not evidenced/not found.
 - 30.2. Thoughts on next steps for the school to consider.
31. A reporting template is available in **Appendix 2** for governors and senior leaders to use.
32. Once the report has been drafted by the link governor, it will then be emailed into the DSL and can be further discussed if need be and agreed. The finalised copy will then be forwarded to the Clerk to governors who will arrange for appropriate filing and its circulation. The DSL will arrange for the in-school circulation.

John Caine

November 2017 updated by Ruth Playford November 2018

Focus for Governor Links

Link focus	Link governor	Designated Senior Leader (DSL)
32.1. Post 16 Achievement		
32.2. Assessment		
32.3. Progress of disadvantaged Pupils.		
32.4. Progress of high ability pupils		
32.5. Pupil Aspiration.		
32.6. SEND		
32.7. Safeguarding		
32.8. Careers		
32.9. Behaviour Systems		

Appendix 2 -Link Governor Report for School Improvement Priorities.

Link Governor:	Date of Visit:	Length of visit:
Designated senior leader:	Focus area	
Success Criteria/Objectives being reviewed <ul style="list-style-type: none"> • • • 		
Summary of activities undertaken (e.g. meetings with....., scrutiny of....., observation of.....) <ul style="list-style-type: none"> • • • 		
(Please circle) The impact is above expectation. The impact of the development in this area is in line with expectation. The impact is below expectation.		
In relation to the success criteria/ objectives being reviewed,		
What is going well is: -	Because (What I saw, observed, read was..)	
It would be even better if:-	Because (What I saw, observed, read was..)	
Brief summary comment		
Further action to be considered		

Link Governor:	Date of Visit:	Length of visit:
Designated senior leader:	Focus area (SEND/ Safeguarding/Careers/ Behaviour.)	
Aspects of provision or outcome being explored		
<ul style="list-style-type: none"> • • • 		
Summary of activities undertaken (e.g. meetings with....., scrutiny of....., observation of.....)		
<ul style="list-style-type: none"> • • • 		
Summary view		
<ul style="list-style-type: none"> • This aspect is developing very well; • This aspect is beginning to develop well; • This aspect is underdeveloped. 		
In relation to the aspect being reviewed,		
What is going well is: -	Because (What I saw, heard, observed, read was..)	
It would be even better if:-	Because (What I saw, heard, observed, read was..)	
Brief summary comment		
Further action to be considered		

Link Governor:	Date of Visit:	Length of visit:
Designated senior leader:	Focus area (Sixth Form, Services Children etc.)	
Aspect being explored		
<ul style="list-style-type: none"> • • • 		
Summary of activities undertaken (e.g. meetings with....., scrutiny of....., observation of.....)		
<ul style="list-style-type: none"> • • • 		
Summary view		
<ul style="list-style-type: none"> • This aspect is going very well; • This aspect is beginning to develop well; • This aspect is underdeveloped. 		
In relation to the aspect being reviewed,		
What is going well is: -	Because (What I saw, observed, read was..)	
It would be even better if:-	Because (What I saw, observed, read was..)	
Brief summary comment		
Further action to be considered		

Key link Governor roles

SEN Link Governor

Role: To provide a link between the Governing Body, the SEN Dept. and SEN Co-ordinator.

Remit:

- a) to develop an understanding of SEN needs and provision in the School;
- b) to understand the responsibilities of the Governing Body in relation to the SEN Code of Practice;
- c) to be familiar with the SEN policy;
- d) to ensure that the SEN Policy is reviewed on a regular basis;
- e) to meet with the SEN Co-ordinator on a regular basis to discuss the SEN needs and provision in the School;
- f) to report to the Committee with SEN responsibilities or to the Governing Body (as appropriate) on relevant issues relating to SEN;
- g) to attend governor training on SEN;
- h) in accordance with the Governors School Visits Policy to visit the School and view appropriate lessons reporting back according to the policy procedure;
- i) to be the lead governor for the Governing Body on SEN issues affecting the School.
- j) to advocate to the Governing Body on behalf of SEN provision in the School

Child Protection Link Governor

Role: To be the designated Child Protection Governor.

Remit:

- a) to be conversant with the Child Protection policies of the School;
- b) to be conversant with section 175 of the Education Act 2002 and with the Shropshire County Council Area Child Protection Committee procedures for Education;
- c) to contribute to the formulation and review of the Child Protection policies;
- d) to ensure that an annual report on Child Protection is submitted to and considered by the Governing Body;
- e) to undertake governor Child Protection training;
- f) to review the promotion of child protection through the delivery of the National Curriculum in the School;
- g) to review child protection arrangements within the School and ensure that reports are submitted to the Governing Body with recommendations to remedy any weaknesses/deficiencies;
- h) to advocate to the Governing Body on behalf of child protection.

Idsall School, Board of Governors - Code of Conduct

Introduction

School governors make an invaluable contribution to the lives of our children. Being a governor involves significant amounts of time and energy.

This code sets out the expectations on and commitment required from School governors in order for the Board to carry out its work within the School and community.

The three core functions of the Board are:

- 1) Ensuring clarity of vision, ethos and strategic direction;
- 2) Holding the executive leaders of Idsall School to account for the educational performance of the organisation and its pupils, and the performance management of staff; and
- 3) Overseeing the financial performance of the organisation and making sure its money is well spent.

As well as carrying out the three core functions, governors must act in accordance with the principles laid down by the Committee on Standard in Public Life (Appendix 1)

As individuals on the Board of Governors ('the Board') we agree the following:

Role & Responsibilities

- We understand the purpose of the Board and the role of the executive leaders.
- We accept that we have no legal authority to act individually, except when the Board has given us delegated authority to do so, and therefore we will only speak on behalf of the Board when we have been specifically authorised to do so.
- We accept collective responsibility for all decisions made by the Board or its delegated agents. This means that we will not speak against majority decisions outside the Board meeting.
- We have a duty to act fairly and without prejudice, and in so far as we have responsibility for staff, we will fulfil all that is expected of a good employer.
- We will encourage open governance and will act appropriately.
- We will consider carefully how our decisions may affect the community and other Schools.
- We will always be mindful of our responsibility to maintain and develop the ethos and reputation of our School. Our actions within the School and the local community will reflect this.
- In making or responding to criticism or complaints we will follow the procedures established by the Board.
- We will actively support and challenge the executive leaders
- We will accept and respect the difference in roles between the Board and staff, ensuring that we work collectively for the benefit of the organisation;
- We will respect the role of the executive leaders and their responsibility for the day to day management of the organisation and avoid any actions that might undermine such arrangements;
- We agree to adhere to the School's rules and policies and the procedures of the Board as set out by the relevant governing documents and law
- When formally speaking or writing in our governing role we will ensure our comments reflect current organisational policy even if they might be different to our personal views;

- When communicating in our private capacity (including on social media) we will be mindful of and strive to uphold the reputation of the organisation.

Commitment

- We acknowledge that accepting office as a governor involves the commitment of significant amounts of time and energy.
- We will each involve ourselves actively in the work of the Board, and accept our fair share of responsibilities, including service on committees or working groups.
- We will make full efforts to attend all meetings and where we cannot attend explain in advance why we are unable to.
- We will get to know the School well and respond to opportunities to involve ourselves in School activities.
- We will visit the School, with all visits arranged in advance with the senior leadership team/head teacher and undertaken within the framework established by the Board.
- When visiting the School in a personal capacity (i.e. as a parent or carer), we will maintain our underlying responsibility as a governor.
- We will consider seriously our individual and collective needs for induction, training and development, and will undertake relevant training.
- We accept that in the interests of open governance, our full names, date of appointment, terms of office, roles on the Board, attendance records, relevant business and pecuniary interests, category of governor and the body responsible for appointing us will be published on the School's website.
- In the interests of transparency we accept that information relating to governors will be collected and logged on the DfE's national database of governors (Edubase).
- We will respond to communications in relation to all governance matters as soon as practicable and will regularly check our school email accounts.

Relationships

- We will strive to work as a team in which constructive working relationships are actively promoted.
- We will express views openly, courteously and respectfully in all our communications with other governors, the Clerk to the Board and School staff both in and outside of meetings.
- We will support the Chair in their role of ensuring appropriate conduct both at meetings and at all times.
- We are prepared to answer queries from other Board members in relation to delegated functions and take into account any concerns expressed, and we will acknowledge the time, effort and skills that have been committed to the delegated function by those involved.
- We will seek to develop effective working relationships with the executive leaders, staff and parents, the trust, the local authority and other relevant agencies and the community.

Confidentiality

- We will observe complete confidentiality when matters are deemed confidential or where they concern specific members of staff or pupils, both inside or outside School.
- We will exercise the greatest prudence at all times when discussions regarding School business arise outside a Board meeting.
- We will not reveal the details of any Board vote.
- We will ensure that all confidential papers are held and disposed of appropriately.
- We will comply fully with the School's data protection policy in the event we have access to personal data, when engaged in our role as a governor.
- When communicating governance business via email we will use our school email account to help prevent data breaches and enable a quick response to subject access requests.

Conflicts of interest

- We will record any pecuniary or other business interest (including those related to people we are connected with) that we have in connection with the Board's business in the Register of Business Interests, and if any such conflicted matter arises in a meeting we will offer to leave the meeting for the appropriate length of time.
- We will have due regard to the School's Conflict of Interest Policy.
- We accept that the Register of Business Interests will be published on the School's website.
- We will also declare any conflict of loyalty at the start of any meeting should the situation arise.
- We will act in the best interests of the School as a whole and not as a representative of any group, even if elected to the Board.

Ceasing to be a governor.

- We understand that the requirements relating to confidentiality will continue to apply after a governor leaves office

Breach of this code of conduct

- If we believe this code has been breached, we will raise this issue with the Chair and the Chair will be under a duty to investigate; the Board will only use suspension/removal as a last resort after seeking to resolve any difficulties or disputes in more constructive ways.
- Should it be the Chair that we believe has breached this code, another Board member, such as the Vice Chair will investigate.

Legal framework.

This policy has due regard to legislation, including, but not limited to, the following:

- The Children Act 1989
- The Children Act 2004
- The Education Act 2011
- The Childcare (Disqualification) Regulations 2009

- The Childcare Act 2006
- Protection of Freedoms Act 2012
- The Data Protection Act 1998
- Academies Act 2010

This policy also has due regard to DfE guidance, including, but not limited to, the following:

- ‘Governance handbook’ 2017
- ‘Keeping children safe in education’ 2016
- ‘Disqualification under the Childcare Act 2006’ 2016
- The Academies Articles of Association
- Academies Financial Handbook

This code of conduct will be reviewed every 3 years. The code will be signed by all governors.

Adopted by the Board of Governors of Idsall School on 22nd March 2018.

I have read and agree to abide by this Code of Conduct.

Signed..... Print name..... Dated.....

Reviewed and approved on 11th April 2019

APPENDIX 1.

Selflessness - Holders of public office should act solely in terms of the public interest.

Integrity - Holders of public office must avoid placing themselves under any obligation to people or organisations that might try inappropriately to influence them in their work. They should not act or take decisions in order to gain financial or other material benefits for themselves, their family, or their friends. They must declare and resolve any interests and relationships.

Objectivity - Holders of public office must act and take decisions impartially, fairly and on merit, using the best evidence and without discrimination or bias.

Accountability - Holders of public office are accountable to the public for their decisions and actions and must submit themselves to the scrutiny necessary to ensure this.

Openness - Holders of public office should act and take decisions in an open and transparent manner. Information should not be withheld from the public unless there are clear and lawful reasons for so doing.

Honesty – Holders of public office should be truthful

Leadership – Holders of public office should exhibit these principles in their own behaviour. They should actively promote and robustly support the principles and be willing to challenge poor behaviour wherever it occurs.

Conflicts of Interest Policy

Introduction.

The general principle is that no-one should be involved in a decision where his or her personal interests may conflict with those of the governing Board ('the Board').

This policy applies to all members of the Board and the head teacher and any others in attendance at a meeting.

What is a conflict of interest?

The term 'conflict of interest' includes conflicts of loyalty. A conflict of interest is any situation in which a governor's personal interests, or interests that they owe to another body, may (or may appear to) influence or affect the governor's decision making. Interests can be:

- Direct financial gain or benefit to the governor.
- Indirect financial gain, such as being a spouse, partner or relative of someone who has a direct or indirect financial interest in a matter for consideration.
- Non-financial gain (conflict of loyalty) such as when a user of the School's services is also a governor.

Such conflicts may create problems because they can:

- Inhibit free discussion.
- Result in decisions or actions that are not in the interests of the School.
- Create the impression that the School has acted improperly.

Declaration of interests.

Governors and members of staff involved in governors meetings must complete a Register of School Governor Business Interests form annually.

In addition, at the start of all Board and committee meetings the Chair will ask all governors and members of staff to make a declaration of any conflicts of interest in relation to items on the agenda and the Clerk will record that in the minutes.

If a governor or member of staff is uncertain whether or not they are conflicted, they should declare the issue and discuss it with the other governors.

If a governor or member of staff is aware of an undeclared conflict of interest affecting a governor, then they should notify the other governors or the Chair.

All decisions under a conflict of interest will be recorded in the minutes of the meeting. The report will record:

- The nature and extent of the conflict.
- An outline of the discussion.
- The actions taken to manage the conflict.

Withdrawing from meetings.

Where a person has a conflict of interest, they must:

- (a) Withdraw from the meeting during the consideration or discussion of the matter.
- (b) Not vote on any question with respect to that matter.

If a matter under discussion in a meeting is of interest to the generality of teachers at the School, members of the teaching staff:

- (a) May remain in the meeting to contribute to the discussions in an advisory capacity.
- (b) Must withdraw from the meeting when a vote takes place.

If a matter under discussion in a meeting is of interest to the generality of non-teaching staff at the School, members of the non-teaching staff:

- (a) May remain in the meeting to contribute to the discussions in an advisory capacity.
- (b) Must withdraw from the meeting when a vote takes place.

Governors must withdraw when their own appointment, reappointment or removal as a member of the Board or a committee is under consideration.

Any staff governor (other than the head teacher), must withdraw from a meeting where the pay or performance appraisal of any particular person (not the generality) employed to work at the School is under discussion, or their own pay or performance appraisal is under discussion.

The head teacher must withdraw from any meeting where their own pay or performance appraisal is under discussion.

The Clerk to the Board shall only be required to withdraw when the Board is discussing the Clerk's pay/contract or disciplinary action against the Clerk.

Where a person is present at a meeting of a selection panel at which the subject for consideration is that person's appointment (or that of their relative or spouse) to a post as a teacher or otherwise at the School, a transfer or promotion or retirement, or shall be a candidate for the resulting vacancy, they shall be deemed to have an interest.

Data protection.

Data contained in the Register of School Governor Business Interests will be processed only to ensure that governors and staff act in the best interests of the School. The information provided will not be used for any other purpose.

Contacts

NAME	EMAIL ADDRESS	HOME TEL NO	MOBILE TEL NO
Bourton Pete			
John Caine			
Carey Rebecca			
Crichton Doug (Not Gov but Deputy Head)			
De Weijer Jane			
Ebbs Kirstie			
Higson Jennifer			
Hughes Rob			
Amanda Leeper			
Playford Ruth			
Morgan Gareth			
Mr David Reeve			
Taylor Paul			
Thomas David			
CLERK: Lydia Radigan C/O clerktogovernors@idsall.shropshire.sch.uk C/o Idsall School ,Coppice Green Lane, Shifnal, Shropshire, TF11 8PD			

**IDSALL SCHOOL
INDUCTION CHECK LIST FOR NEW GOVERNORS**

Listed below is key documentation that would enable a new governor to gain an understanding of the school and the role of governors

Name of Governor Signature

Document	Governor made aware of document <input checked="" type="checkbox"/> Yes <input checked="" type="checkbox"/> No	Copy given to governor <input checked="" type="checkbox"/> Yes <input checked="" type="checkbox"/> No
Scheme for the Financing of Schools The Academies Financial Handbook Academy Accounts Direction	In secure area	
Annexe D – Whistleblowing Policy	In secure area	
The school’s prospectus		
List of staff and their responsibilities		
Plan of the school (including a tour if appropriate)		
Copy of Latest audited accounts	In secure area	
List of governors, committee membership and link governors		
Committee structure and terms of reference		
Minutes from the two most recent governors’ meetings	In secure area	
Dates of future meetings and location details		
The School Development Plan (SDP) and/or Action Plan		
The last OfSTED report	On School website under information	
The last Audit	In secure area	
A summary of the school’s ASP (Analyse School Performance)	In secure area	
Two most recent reports written by the headteacher for governors	In secure area	
Business Interest form		
The current version of the Self Evaluation form (SEF)	In secure area	
Governors Code Of Conduct		
Governors LAAP		
Governors Disqualification Declaration		

Signed Headteacher Date.....

GAINING ACCESS TO THE GOVERNOR SECURE AREA ON OUR WEBSITE

2. GO TO SCHOOL WEBSITE - www.idsallschool.org
3. CLICK ON SCHOOL INFORMATION
4. CLICK ON OUR GOVERNORS
5. CLICK ON GOVERNORS SECURE AREA

User name

Password

Useful Links:

<http://www.governornet.co.uk/>

Governornet

<http://www.nga.org.uk/>

National Association of School Governors

<http://www.sgoss.org.uk/home/>

School Governors one stop shop

<http://www.ofsted.gov.uk/>

Ofsted Website

Committee	Autumn Term	Spring term	Summer Term
Full Governors	13 th December 2018 at 4pm	11 th April 2019 at 4pm	11 th July 2019 at 4pm
Achievement & Standards	25 th September 2018 at 4.30pm 6 th December 2018 At 4.30p.m	4 th April 2019 at 4.30pm	4 th July 2019 at 4.30pm
Behaviour & Safety	8 th November 2018 at 4.30pm	10 th January 2019 at 4.30pm	02 nd May 2019 at 4.30pm
Teaching & Learning	11 th October 2018 at 4.30pm	14 th February 2019 at 4.30pm	23 rd May 2019 at 4.30pm
Finance & Resources	29 November 2018 at 4.30pm	7 th March 2019 at 4.30pm	20 th June 2019 at 4.30pm