

## **Greenshaw Learning Trust**

### **Governance Procedures for the Wildmoor Heath School Local Governing Body**

These Procedures describe the governance arrangements for the local governing body of Wildmoor Heath School.

They are based on the Trust Model Procedures approved by the Board of Trustees of the Greenshaw Learning Trust, 1 September 2019.

They were adopted by the Governing Body on 16 September 2019 and approved by the Board of Trustees on 1 September 2019.

The Procedures consist of:

- Governing Body Procedures for the Wildmoor Heath School LGB
- GLT Governor and Trustee Code of Conduct
- GLT Declaration of Interests Policy
- GLT Expenses Policy
- GLT Virtual Attendance Policy
- Wildmoor Heath School Governors' School Visits Policy

These Procedures will be reviewed by the Board of Trustees annually in the summer term.

## Governing Body Procedures for Wildmoor Heath School LGB

*Adopted by the Governing Body on 16 September 2019 and approved by the Board of Trustees on 1 September 2019.*

*(Based on the GLT Model School Governance procedures, approved by the Board of Trustees, 1 September 2019).*

### Part A Introduction

- 1.1 These Procedures describe the structure and operation of the Wildmoor Heath School LGB - the local governing body of Wildmoor Heath School and a committee of the Board of Trustees of the Greenshaw Learning Trust.
- 1.2 In these Procedures 'governing body' is used to mean Wildmoor Heath School LGB, the local governing body of Wildmoor Heath School; 'governor' is used to mean a member of that governing body; 'Trustee' is used to mean a Trustee of the Greenshaw Learning Trust; the 'school' and 'academy' is used to mean Wildmoor Heath School; and 'the Trust' is used to mean the Greenshaw Learning Trust.
- 1.3 The Greenshaw Learning Trust is a company limited by guarantee and an exempt charity. The Trust is governed by the Board of Trustees who are the Trustees of the charity and directors of the company. The Board of Trustees is responsible for the operation and performance of all academies in the Trust; it may delegate powers and functions to committees including local governing bodies, but retains legal responsibility.
- 1.4 The Board of Trustees of the Greenshaw Learning Trust have delegated powers and functions relating to the governance of Wildmoor Heath School (the academy) to the Wildmoor Heath School LGB (the local governing body), in accordance with the Trust's ***Scheme of Delegation for Governance Functions*** and the Trust's policies and procedures, and subject to any rules, conditions or restrictions that the Board may from time to time place upon that delegation.

### Part B Responsibilities and duties

- 2.1 All governors are under a duty to act in the interests of the academy, to protect the assets, property and good name of the academy, and to ensure that the resources of the academy are used solely for the achievement or promotion of the Object of the Greenshaw Learning Trust; that is 'to advance education for the public benefit, by establishing, maintaining, carrying on, managing and developing schools offering a broad and balanced curriculum'.
- 2.2 Governors act collectively with other governors in the governing body and take equal responsibility for the decisions it takes. They exercise their powers in a primarily strategic leadership role and should not get involved in the day-to-day running of the academy. They must put the interests of the whole academy first, regardless of the route by which they became a governor.
- 2.3 The Department for Education (DfE) identifies three core strategic functions for the governing body:
  - Ensuring clarity of vision, ethos and strategic direction;

- Holding the Headteacher to account for the educational performance of the school and its pupils, and for the performance management of staff; and
  - Overseeing the financial performance of the school and making sure its money is well spent.
- 2.4 Governors need to understand their role, review and evaluate the effect of their work, and develop their skills.
- 2.5 The governing body is responsible for ensuring that high standards of corporate governance are maintained. Governors and non-governor members of committees should act at all times with honesty and integrity, in accordance with the Nolan principles of public life and the Greenshaw Learning Trust Code of Conduct. They must respect confidentiality and recognise potential conflicts of interest and be ready to explain their actions and decisions to Trustees, staff, pupils, parents and anyone with a legitimate interest in the school. Governors and non-governor members of committees must abide by the GLT Declaration of Interests Policy.
- 2.6 The governing body must ensure that the academy has due regard to the need to eliminate unlawful discrimination and to promote equality of opportunity in the area of race, disability and gender, and to follow the provisions of the relevant legislation.
- 2.7 Governors must act in accordance with, and ensure that the academy is managed in accordance with, the Memorandum and Articles of Association and the Funding Agreements of the Greenshaw Learning Trust, with these Procedures and with the policies and procedures determined by the Board of Trustees, and with all relevant legislation and regulations.

### **Part C Composition of the governing body**

- 3.1 The governing body will consist of:
- i. 5 Trust governors.
  - ii. 2 parent governors.
  - iii. 2 staff governors (1 teaching and 1 non-teaching).
  - iv. The headteacher.
- 3.2 A Trust governor is a person appointed by the Board of Trustees of the Greenshaw Learning Trust; when appointing a Trust governor, the Board of Trustees shall consult with the chair of the governing body and Headteacher.
- 3.3 A parent governor must be a parent of a pupil at the academy at the time of their election; parent governors are elected by a secret ballot of all parents of registered pupils at the academy; ballot papers may be returned by post or by a pupil.
- 3.4 A parent includes any individual who has or has had parental responsibility for, or cares or has cared for, a child or young person under the age of 18 and is involved in the full-time care of the child on a settled basis, and it includes a person who the child lives with and who looks after the child, irrespective of their relationship with the child.
- 3.5 If insufficient parents stand for election, the Board of Trustees must fill the vacancy by appointing a parent of a registered pupil at the academy; or if this is not practical, a parent of a registered pupil at another academy in the Trust; or if this is not practical, a parent of a child of compulsory school age.

- 3.6 A staff governor must be a person employed as a member of teaching or non-teaching staff by the academy, and will cease to be a governor if they cease to work for the academy; teaching staff governors are appointed by the Board of Trustees following a secret ballot of all teaching staff, and non-teaching staff governors are appointed by the Board of Trustees following a secret ballot of all non-teaching staff.
- 3.7 If insufficient appropriate members of staff stand for the ballot, the Board of Trustees must fill the vacancy by appointing an appropriate member of staff at the academy, or a member of Trust staff or a recognised staff representative who they believe will have the confidence of the staff of the academy.

#### 4 Conditions

- 4.1 To be a governor\* a person must be over 18 and cannot be a current student of any school in the Greenshaw Learning Trust.
- 4.2 Before being considered for appointment or standing in a ballot to become a governor\*, a person must complete a Trust approved application form to the satisfaction of the Chair of the Board of Trustees, including making a commitment to abide by the ***Greenshaw Learning Trust Code of Conduct*** and declaring if they are an employee of the Trust, a parent or guardian of a pupil at any school in the Trust, or a 'local authority influenced person'.
- 4.3 Before their appointment can be confirmed, a governor\* must undergo a criminal records check through the Disclosure and Barring Service and must register any relevant business and personal interests in accordance with the ***Greenshaw Learning Trust Declaration of Interests Policy*** (see clause 15).
- 4.4 All governors\* must abide by the Trust's Code of Conduct and keep up-to-date the information in the Register of Interests, and from time-to-time take part in the Trust's governor 'skills audit'.
- 4.5 All governors\* must undertake to keep themselves informed and up-to-date about the work and responsibilities of the governing body, including attending appropriate training and development.
- 4.6 \* Clauses 4.1 to 4.5 apply equally to non-governor members of committees and panels.

#### 5 Term of office

- 5.1 The term of office for all governors is four years, and governors may be re-appointed or re-elected; except that the principal (or headteacher) will serve whilst they are in post.
- 5.2 The term of office for all non-governor members of committees runs until the governing body's next annual review of appointments; non-governor members of committees may be re-appointed.
- 5.3 When a person's appointment is approved, their term of office will normally commence at the start of the following calendar day.

#### 6 Resignation, removal and disqualification of governors

- 6.1 A governor\* may resign by giving written notice to the Clerk to the Governing Body.
- 6.2 A person shall cease to hold office or be disqualified from holding office as a governor\* if:
- S/he becomes incapable by reason of mental disorder, illness or injury of managing her/his own affairs;
  - His estate is sequestered or s/he is subject to a bankruptcy order;
  - S/he is disqualified by a provision of the Company Directors Disqualification Act 1986, the Insolvency Act 1986, the Companies Act 2006 or the Charities Act 1993; or
  - S/he has been removed from office as a charity Trustee by the Charity Commission or High Court on the grounds of misconduct or mismanagement.
- 6.3 A person shall be disqualified from holding office as a governor\* if s/he is:
- Included in the list kept by the Secretary of State under section 1 of the Protection of Children Act 1999;
  - Disqualified from working with children in accordance with Section 35 of the Criminal Justice and Court Services Act 2000;
  - Barred from regulated activity relating to children (within the meaning of section 3(2) of the Safeguarding Vulnerable Groups Act 2006);
  - Is subject to a direction under section 142 of the Education Act 2002; or
  - Has been convicted of any criminal offence, excluding any that have been spent under the Rehabilitation of Offenders Act 1974 as amended, and excluding any offence for which the maximum sentence is a fine or a lesser sentence except where a person has been convicted of any offence which falls under section 72 of the Charities Act 1993.
- 6.4 A person shall be disqualified from holding office as a governor\* if s/he has not provided to the Chair of Board of Trustees an enhanced criminal records certificate or if the Chair of the Board of Trustees or CEO of the Trust believes the certificate shows the person is unsuitable to work with children.
- 6.5 Any question or dispute in relation to the application of clauses 6.2 to 6.4 is to be resolved by the Chair or the Board in consultation with the CEO of the Trust, or may be referred to a disciplinary committee of the Board of Trustees in accordance with clause 6.9.
- 6.6 A governor or a non-governor member of a committee or panel, other than those appointed by the governing body, shall cease to hold office if s/he is absent without the permission of the governing body from all meetings of the governing body held in a period of 6 months, and it is resolved by the Board of Trustees or the Chair of the Board of Trustees that that her/his office be vacated.
- 6.7 Not used
- 6.8 A governor\* may be suspended for a period of up to 6 months by the Chair of the Board of Trustees or CEO of the Trust , if any of the following apply:
- a) S/he is an employee of the Trust and is subject to disciplinary proceedings relating to her/his employment;
  - b) S/he is subject to court or tribunal proceedings that may lead to her/him being disqualified from being a governor.

- c) S/he is subject to proceedings that may lead to her/him being removed in accordance with clauses 6.9 to 6.11.

6.9 A governor\* may be removed from office, in accordance with clauses 6.10 and 6.11, if s/he has acted in breach of the Articles of Association and/or Governance Procedures and/or Code of Conduct of the Greenshaw Learning Trust.

6.10 A proposal to remove a governor or a non-governor member of a committee or panel, other than those appointed by the governing body, will be a matter for consideration by and decision of a disciplinary committee of the Board of Trustees, established in accordance with the GLT Board Governance Procedures, and that:

- a. The proposal to remove must be an item on the agenda for a properly established meeting.
- b. The person proposed for removal must be given advance notice of the meeting and reasonable efforts made to ensure they can attend the meeting.
- c. The proposal to remove must be put to the meeting with reasons.
- d. The person proposed for removal must be given the opportunity to respond.
- e. The committee will make a decision after the person proposed for removal has left the meeting.

6.11 Not used

6.12 \* The provisions in clauses 6.1 to 6.11 apply equally to non-governor members of committees and panels. Any vacancy arising under these clauses must be notified to the Clerk to the Board immediately.

## **Part D Allocation of roles and delegation**

**7 Not used**

## **8 Delegated authority, Committees, working groups and lead governors**

8.1 The Board of Trustees has given delegated authority to the Headteacher for the day-to-day running of the school and the implementation of the policies of the governing body; s/he is responsible for the internal organisation, management and control of the school.

8.2 The Board of Trustees has given delegated authority to the chair of the governing body, in consultation with other governors and/or the chair of the Board of Trustees as they believe appropriate, to act on behalf of the governing body where such action is required as a matter of urgency and it would not be in the interests of the school to delay such action until the next available meeting of the governing body or its appropriate committee.

8.3 The Board of Trustees has given delegated authority to the vice chair of the governing body to exercise the delegated authority in clause 8.2 if the chair is temporarily unable to do so.

8.4 The Board of Trustees has given delegated authority to the Performance Management Review (PMR) Committee of the governing body to carry out performance and pay functions in relation to school staff in accordance with Trust HR policies and procedures. The members of the PMR

Committee are the chair and vice chair of the governing body, who will be the chair and vice chair of the committee, and one other member of the LGB Panel appointed by the Board of Trustees.

The Committee is responsible for:

- Agreeing the performance objectives of the Headteacher and monitoring and reviewing the performance of the Headteacher against the objectives.
- Recommending the pay progression of the Headteacher to the PM&P Committee of the Board of Trustees.
- Approving the performance objectives of members of the school Senior Leadership Team.
- Decisions on pay and pay progression of members of the school Senior Leadership Team.
- Decisions on progression of more than one point and on applications to move onto the Upper Pay Scale and to progress through the Upper Pay Scale.

8.5 The Board of Trustees has established a Panel from which members may be selected to form an ad-hoc committee to deal with matters relating to a specific incident or individual. The Panel comprises all members of the governing body and all members of the Trust Panel plus others that the Board of Trustees chooses to appoint to the Panel for their specific skills and experience relevant to the tasks that committees established from the Panel may need to undertake, subject to their approval by the Board of Trustees.

8.6 If it is required to establish an ad-hoc committee from the Panel, the Clerk to the Governing Body shall invite members of the panel, taking account of their skills, experience, availability and the need to avoid potential conflict of interest, in consultation with the headteacher and chair of the governing body and the Clerk to the Board, subject to the approval of the Board of Trustees. All members of the committee will be voting members; the committee will at its first meeting select one of its members as chair unless the Board of Trustees has already appointed the chair, meet as required and must report to the following meeting of the governing body.

8.7 An ad hoc committee listed in clause 8.8 and established in accordance with clause 8.6 will be deemed to be properly established and to have the delegated authority to consider the matters specified; otherwise an ad-hoc committee, and its remit and membership, may be established by the governing body with the approval of the Board of Trustees.

8.8 The Board of Trustees has delegated authority to the following ad-hoc committees, that will be formed from at least 3 members of the Panel, in accordance with the appropriate school and Trust policies:

- i. Pay and Performance Appeals Committee - to consider appeals against decisions on pay and performance matters in accordance with the Trust's HR policies and procedures.
- ii. Staff Discipline, Grievance and Redundancy, first committee - to consider matters of discipline, grievance, redundancy, redeployment and early retirement relating to school staff, in accordance with the Trust's HR policies and procedures.
- iii. Staff Discipline, Grievance and Redundancy Panel, second committee - to consider matters at the second stage of discipline, grievance, redundancy, redeployment and early retirement in accordance with the Trust's HR policies and procedures.
- iv. Appointments Committee - to carry out the process for recruitment of a Headteacher or member of the School's Senior Leadership Team in accordance with the Trust's HR policies and procedures.
- v. Pupil Exclusion Committee - to consider the Headteacher's decision to exclude a pupil in

accordance with the school's and Trust's exclusions policies.

- vi. Complaints Against the School Committee - to consider complaints against the school in accordance with the school's complaints procedure and Trust policies.

## **9 Attendance at meetings**

- 9.1 Governors and Trustees may attend meetings of the governing body and its committees and working groups regardless of having been appointed as a member of that body, in accordance with clauses 9.2 to 9.4 and 15.4, and subject to observance of the GLT Code of Conduct.
- 9.2 The chair of the governing body may attend and speak at any meeting of any committee or working group of the governing body.
- 9.3 Any governor may, having given prior notice to the chair of the committee or working group, attend and, at the invitation of the chair, speak at any meeting of any committee or working group of the governing body.
- 9.4 Any Trustee may, having given prior notice to the chair of the governing body or committee, attend and speak at any meeting of the governing body or its committees.
- 9.5 Where the governing body has made a specific recommendation to the Board and/or the Board or a Board Committee is considering matters relating to the work of the governing body or school, the chair of the governing body, or another member of the governing body nominated in place of the chair, may, with the agreement of the chair of the Board or Committee and subject to observance of the Trust's Code of Conduct and procedures to manage conflicts of interest, attend and speak.
- 9.6 The governing body and its committees may invite other persons to attend meetings or specific parts of meetings to give advice and/or take part in their deliberations. Such persons will not be members of the governing body or committee and will not have a vote, but will be subject to the GLT Code of Conduct and the provisions of clause 15.4.

## **Part E Conduct of meetings of the governing body and its committees**

### **10 Appointment of chair and vice chair of the governing body**

- 10.1 The chair and vice chair will be appointed by the Board of Trustees at its last scheduled meeting each academic year, to hold office for the coming academic year commencing 1 September. An employee of the academy cannot be appointed as chair or vice chair of the governing body.
- 10.2 The chair and vice chair shall hold office until their successor takes office.
- 10.3 If the chair is absent from a meeting, the vice chair shall act as chair. If the vice chair is also absent, then the governing body shall elect one of its number as chair for that meeting.
- 10.4 The chair or vice chair may resign her/his office by giving written notice to the Clerk to the Governing Body. The chair or vice chair shall cease to hold office if s/he ceases to be a governor.

The vice chair shall cease to hold office if s/he is appointed to fill a vacancy in the office of chair.

10.5 If a vacancy arises in the office of chair or vice chair, the Board of Trustees shall appoint a replacement as quickly as practical.

## **11 Convening meetings**

11.1 The governing body shall meet at least twice per term, towards the end of each half term and prior to the termly meeting of the Board of Trustees. The chair of the governing body may cancel a meeting if there is no business to be transacted.

11.2 The committees and working groups of the governing body shall meet as determined by the governing body, or by the chair of the governing body, or by chair of the relevant committee or working group in consultation with the chair of the governing body. The chair of the governing body, or the chair of the relevant committee or working group in consultation with the chair of the governing body, may cancel a relevant meeting if there is no business to be transacted.

11.3 The chair of the governing body or any five governors or the Board of Trustees may call a meeting of the governing body, that shall be arranged as soon as reasonably practicable.

11.4 The governing body, or the chair of the governing body, or the chair of the relevant committee or working group in consultation with the chair of the governing body, or the Board of Trustees, may call a meeting of any committee or working group and a meeting shall be arranged as soon as reasonably practicable.

11.5 Meetings of the governing body and of the committees and working groups of the governing body shall be convened by the Clerk to the Governing Body.

## **12 Quorum**

12.1 The quorum for a meeting of the governing body and for voting on items other than in clause 12.3 shall be two thirds (rounded up) of the number of governors holding office at the time or five, whichever is the larger number.

12.2 The quorum for a meeting of a committee of the governing body shall be two thirds (rounded up) of the number of members of the committee at the time, or three, whichever is the larger number.

## **13 Voting**

13.1 Every question to be decided at a meeting of the governing body shall be determined by a majority of votes of governors present and voting. Every governor shall have one vote, subject to clause 13.3.

13.2 Every question to be decided at a meeting of a committee of the governing body shall be determined by a majority of votes of committee members who are present and voting; every committee member shall have one vote, subject to clause 13.3.

13.3 If there is an equal number of votes the chair of the meeting shall have a casting vote in addition to

their own vote.

- 13.4 A resolution in writing signed by all governors (or all members of a committee) shall be valid as a resolution of the governing body (or committee) as if it had been passed at a duly held meeting.

#### **14 Notice, agenda, papers and minutes**

- 14.1 The Clerk to the Governing Body will draw up the agenda for meetings of the governing body/ committee in consultation with the Chair of the governing body and the Headteacher or her/his nominee and the GLT Head of Clerking.
- 14.2 Written notice and the agenda for a meeting of the governing body or a committee of the governing body shall be sent to each governor or member of the committee at least 7 clear days before the meeting; where reasonably practicable, the papers for the meeting should be sent to all governors/committee members at least 7 clear days before the meeting.
- 14.3 The chair, or in her/his absence the vice chair, may determine that if matters require urgent consideration, the notice, agenda and papers may be given within a shorter period of notice.
- 14.4 The minutes of proceedings at meetings of the governing body and its committees shall be drawn up and kept in a book kept for that purpose by the Clerk to the Governing Body; and shall be signed, subject to the approval of the meeting, by the chair of the governing body or relevant committee at its next meeting. If the committee is an ad hoc committee for which further meetings have not been arranged, the minutes will be approved by the governing body and signed by the chair at the next meeting of the governing body after the meeting of the committee.
- 14.5 The Clerk to the Governing Body will ensure that a copy of:
- i) The agenda for every meeting of the governing body and its committees;
  - ii) The draft minutes when they have been approved by the chair;
  - iii) The signed minutes; and
  - iv) Any report or other paper considered at any such meeting;
- is:
- a) sent immediately they are available to the Clerk to the Board;
  - b) sent to any Member or Trustee of the Trust on request.

The Clerk to the Governing Body must ensure that papers relating to meetings of the Board and its committees, and papers relating to the governing body are made available at the school to persons wishing to inspect them as soon as reasonably practicable.

- 14.6 Any material relating to a named employee of, pupil of, or candidate for admission to, the school, or any other matter deemed by the governing body or by the meeting concerned to be confidential, may be excluded from the minutes and papers that are made available.
- 14.7 Where any reference in these Procedures is made to the keeping or sending or provision of papers, documents or information, that may be done by electronic means.

#### **Part F Conduct of governors**

##### **15 Conduct and conflicts of interest**

- 15.1 Governors and non-governor members of committees must act in accordance with the ***Greenshaw Learning Trust Code of Conduct*** and the ***Greenshaw Learning Trust Declaration of Interests Policy***, whenever they act, claim to act, or give the impression that they are acting in the capacity of governor, or represent, claim to represent, or give the impression that they are representing the governing body.
- 15.2 Each governor and non-governor member of a committee must complete the Trust's Register of Interests at or before the first meeting of the governing body after her/his appointment as a governor; and within 28 days of any changes to her/his declared interests or to interests that s/he should declare.
- 15.3 Any governor and non-governor member of a committee must declare any personal interest, or any duty to another person or body, relevant to any matter before a meeting of the governing body or one of its committees; and must absent her/himself from the meeting if that interest conflicts with her/his ability to act in the interests of the academy or the Trust (see Greenshaw Learning Trust Declaration of Interests Policy).
- 15.4 If there is any dispute as to whether or not a person must withdraw from a meeting, the other governors present at the meeting must decide on this (as in Guide to the law).

## **16 Visits to the school**

- 16.1 Governors and non-governor members of committees may need to enter the school for purposes associated with their role, but do not have an automatic right to enter the school whenever they wish; when visiting the school they must follow the ***Wildmoor Heath School Governing Body Governors' School Visits Policy***.

## **Part G**

## **17 Payments to governors**

- 17.1 Governors and non-governor members of committees must not receive any remuneration for their work as governors or non-governor members of committees, other than payment of reasonable out-of-pocket travel, accommodation or other expenses legitimately incurred by them in connection with their attendance at meetings when acting in their capacity of governor or non-governor member of a committee of the academy.
- 17.2 Governors and non-governor members of committees may, in specific circumstances, receive reasonable payment for the provision of professional services to the academy or the Trust, but must withdraw from that part of any meeting at which that payment is under discussion.
- 17.3 Reasonable expenses properly incurred by governors and non-governor members of committees when acting on behalf of the academy or governing body may be reimbursed by the Trust in accordance with the Greenshaw Learning Trust Expenses Policy.

## **18 Indemnity insurance**

- 18.1 The governing body as a whole and individual governors and non-governor members of governing

body committees, are protected by indemnity insurance to cover their liability in respect of any negligence, default, breach of Trust or breach of duty in relation to their role as governor; provided that they have not acted knowing that their actions could be a breach of duty or with reckless disregard to whether they were a breach of duty. That insurance does not extend to the costs of any unsuccessful defence of a criminal prosecution brought against a governor in their capacity as a governor in a non-governor member of a governing body committee.