



THE PATHWAY ACADEMY TRUST

Registered address: c/o Culverstone Green Primary School,
Wrotham Road, Meopham, Kent DA13 0RF

Registered Company N° 9782388

TRUST STANDING ORDERS

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Approved by	Trust Board
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The Standing Orders have been agreed by The Pathway Academy Trust ('the Trust') and outline its operating procedures in accordance with the provisions of the Trust's Articles of Association and the Companies Act 2006.

This document should be read in conjunction with the Trust's Scheme of Delegation.

1. Voting arrangements
2. Election of Trust Board Chair and Vice Chair
3. Election of Local Governing Body (LGB) Chair and Vice Chair
4. Appointment of Local Governors
5. Removal of Local Governors
6. Virtual governance

1) Voting arrangements

a) General

- i) Generally decisions made by the Board are determined by Ordinary Resolutions. Under certain circumstances decisions must be made by Special Resolutions. The circumstances include:
 - To change the company name
 - To amend the company's Articles of Association (an application must also be made to the Education and Skills Funding Agency)
 - Changing the company's status by registration, for example:
 - From an unlimited company to a limited company (or vice versa)
 - A private company to a public company (or vice versa)
 - Winding up of the company
- ii) Ordinary Resolutions can be passed by any method determined by the Board.
- iii) The outcome of any Resolution that is determined at a meeting shall be recorded in the minutes of the meeting.
- iv) The outcome of any Resolution that is not determined at a meeting (see *Written Resolution* below) shall be reported back to the Board at the next meeting and the result recorded in the minutes.
- v) Directors must declare any conflict of interest in any Resolution under consideration and this shall render them ineligible to vote.

b) At a meeting (Articles 117-121)

- i) The quorum for a meeting, and any vote on any matter other than those specified below, shall be any three Directors, or where greater, any one third (rounded up to a whole number) of the total number of Directors holding office at the date of the meeting and entitled to vote on the matters to be resolved.
- ii) The quorum for the purposes of:
 - any vote on the removal of a Director in accordance with Article 66; and
 - any vote on the removal of the Chair of the Board in accordance with Article 90; shall be any two-thirds (rounded up to a whole number) of the persons who are at the time Directors, are present at the meeting and entitled to vote on those respective matters.
- iii) Ordinary Resolutions shall be determined by a simple majority i.e. more than 50% of the Directors eligible to vote.
- iv) Every Director shall have one vote.
- v) Normal practice will be for votes to be taken by a show of hands. Subject to Articles 117-119, where there is an equal division of votes, the chair of the meeting shall have a casting vote in addition to any other vote s/he may have.

- vi) A vote by secret ballot will be held if the subject of the vote is contentious or Directors do not wish to publicly share their decision. The Trust Secretary will count the votes and announce the decision noting whether the resolution has been passed or not. The number of votes for, against or abstentions is not recorded.

c) Written Resolution (Article 123)

- i) In accordance with the Trust's Articles Written Resolutions can be used to reach a decision in circumstances agreed by the Board.
- ii) The Chair shall determine the wording of the Written Resolution.
- iii) The Trust Secretary will manage the Written Resolution process in accordance with the Articles of Association and Part 13 of the Companies Act 2006.
- iv) Written Resolutions can be circulated either by post or electronically.
- v) Written Resolutions are passed by a majority of not less than 75%.

2) Election of Trust Board Chair and Vice Chair

- a) In accordance with Articles 82 to 92 the Board will elect a Chair and Vice Chair from its number at the start of each school year or if the Chair/Vice Chair has resigned the position.
- b) A Director employed by the Trust shall not be eligible for election as Chair or Vice Chair.
- c) Where practical the Trust Secretary shall give Directors at least two weeks' notice prior to the meeting when requesting written nominations. Nominations may also be sought at the meeting.
- d) Candidates may submit up to 250 words in support of their nomination.
- e) Nominations on the day will only be accepted where no written nominations have been received prior to the meeting.
- f) Directors may self-nominate, but if nominating another Director their approval prior to submitting the nomination should be obtained.
- g) The Trust Secretary will act as chair of the meeting during the election of the Chair and will ensure the meeting is quorate. Each nominated Director will be invited to speak to the Board setting out her/his reasons for standing. Candidates will be limited to three minutes.
- h) All candidates may be asked to leave the room while a discussion and vote takes place. This will be the case even if there is a single nomination.
- i) A vote by secret ballot will be held if there is more than one nomination. The Trust Secretary will count the votes and announce who has been elected as Chair. In the event of a tie, the Board will re-run the ballot. If it remains a tie, the tied candidates will draw lots.
- j) The successful candidate will take the chair and will oversee the election of the Vice Chair.
- k) The Directors may reject all nominees for chair if they choose. If no candidate has the support of the majority of the Board, another candidate will be sought from the floor. If this candidate does not receive majority support, the Vice Chair will take on the role of acting chair until the next full Board meeting at which the election procedure will be repeated.

3) Election of Local Governing Body (LGB) Chair and Vice Chair

- a) The Chair and Vice Chair are appointed annually, usually at the start of the academic year or if the Chair/Vice Chair has resigned the position.
- b) A Governor employed by the Trust shall not be eligible for election as Chair or Vice Chair.
- c) The LGB Clerk will include the election of Chair and Vice Chair as an agenda item and seek nominations at the meeting.
- d) The LGB Clerk will act as chair of the meeting during the election of the Chair and will ensure the meeting is quorate. Each candidate will be invited to speak to the Board setting out her/his reasons for standing. Candidates will be limited to three minutes.
- e) All candidates may be asked to leave the room while a discussion and vote takes place. This will be the case even if there is a single nomination.
- f) If there is a single nomination the appointment can be confirmed by a show of hands.

- g) A vote by secret ballot will be held if there is more than one nomination. The LGB Clerk will count the votes and announce who has been elected as Chair. In the event of a tie, the LGB will re-run the ballot. If it remains a tie, the tied candidates will draw lots.
- h) **Note:** For sponsored schools that have joined the Trust the appointment of the Chair and Vice Chair are made by the CEO / DoE on behalf of the Trust Board.

4) Appointment of Local Governors

In accordance with the Trust's Articles, the constitution, membership and proceedings of the LGBs shall be determined by the Directors. Where appropriate the appointment of Local Governors may be delegated to the LGB.

a) Local Governing Bodies (LGBs)

- i) The LGBs are constituted as a minimum of five and maximum of 10 consisting of:
 - Minimum of two Parent Governors
 - Head Teacher
 - One Staff Member
 - Local Governors to complete LGB membership of 10
- ii) Nominations for Local Governors can be made by the LGB or Directors based on the skills necessary for the LGB to fulfil its responsibilities under the Trust's Scheme of Delegation.
- iii) Members of staff at the school can be appointed as Local Governors.
- iv) Local Governors can be appointed by the LGBs or by the relevant election process unless the school is a sponsored school.
- v) **Sponsored schools** – where the academy is sponsored by the Trust the Local Governor appointments are made by the CEO and/or Director of Education (DoE) on behalf of the Directors.
- vi) In accordance with Article 101 the establishment, terms of reference, constitution and membership of any LGB shall be reviewed at least once in every twelve months. The Directors may, where appropriate, recommend changes to the LGB.

b) Local Parent Governors ('Parent Governors' – Articles 54-56)

Parent Governors must at the time when elected or appointed be a parent, or an individual exercising parental responsibility, of a registered pupil at the school overseen by the LGB. Parents are disqualified from standing for election if they are an elected member of the Local Authority or paid to work at the school for more than 500 hours in any 12 consecutive months.

- i) **Election procedure** - the staff at the school shall appoint one of their number or the Trust Secretary / LGB Clerk to be the Returning Officer to conduct the election.
- ii) **Election Period** - the Returning Officer shall determine an election period as soon as possible and this should not exceed two weeks. All papers relating to the election (including envelopes and disallowed ballot papers) should be kept for six months in case the election result is challenged.
- iii) **Nominations** - a letter must be sent by the Returning Officer to all parents notifying that a parent election is required inviting nominations on an enclosed nomination form. The letter should include information about the voting procedure, together with a notice of the time and date by which nomination forms should be returned. The letter should invite nominees to submit a short statement, (maximum 100 words) which will be circulated to parents in the event of more nominations than vacant posts being received and a ballot then required.
Candidates for election must be supported by a proposer and seconder from among parents entitled to vote in the election.
- iv) **Elected Unopposed** - in the event of the number of parents standing for election not exceeding the number of vacancies, the nominees are elected automatically.

- v) **Ballot Process** - if more nominations than vacant posts are received a ballot will need to be conducted. Elections must be by secret ballot. A letter giving details of the voting procedure, together with a ballot paper should be distributed to each parent. Each ballot paper should be stamped or endorsed for security and it is recommended that they are produced on coloured paper.

Ballot papers should be returned in an inner unmarked envelope and placed in an outer envelope which, is clearly marked 'Parent Governor Election'. The outer envelope must also bear the name and address of the voter, the name(s) of their child(ren) and should be signed across the seal.

Each parent should have one vote for each vacancy, irrespective of the number of children s/he has at the school.

- vi) **Count of Votes** - the Returning Officer, at the closing date for return of ballot papers, should arrange for candidates and a governor to have the opportunity to be present at the verification and count of ballot papers. The number of ballot papers issued and returned should be recorded to verify the result. The Returning Officer determines whether ballot papers are valid. The election should be decided by a simple majority of votes cast. In the event of a tie lots should be drawn.
- vii) **Result** - parents, the LGB and Directors should be informed of the outcome. The names of those elected and the date of the election should be notified to the LGB Clerk without delay who will issue formal letters of appointment.

c) Head Teacher (HT)

The appointment of the HT to the LGB is ex-officio.

d) Local Staff Governor

All staff employed by the school overseen by the LGB must be given the opportunity to participate in the election.

- i) **Election procedure** - the staff at the school shall appoint one of their number (other than someone who may wish to be a candidate) to be the Returning Officer to conduct the election.
- ii) **Election Period** - the Returning Officer shall determine an election period allowing at least ten school days for receipt of nominations plus a further ten school days in case a ballot is needed. All papers relating to the election (including envelopes and disallowed ballot papers) must be kept for six months in case the election result is challenged.
- iii) **Inviting Nominations** - a letter must be sent by the Returning Officer to all eligible staff, inviting nominations on an enclosed nomination form (arrangements should ensure that all staff receive papers either by internal mail or by post). Nomination invites must be posted or delivered to staff who are not at school when the invites are issued. The letter should include information about the voting procedure, together with a notice of the time and date by which nomination forms must be returned. The letter should invite nominees to submit a short statement (maximum 100 words) which will be circulated to staff in the event of more nominations than vacant posts being received and a ballot then required. Each nominee must be proposed and seconded by other members of staff eligible to take part in the election.
- iv) **Returned Unopposed** - in the event that insufficient nominations are received to fill the vacant post(s) then those candidates are elected unopposed.
- v) **Ballot Process** - if more nominations than vacant posts are received a ballot will need to be conducted. A ballot paper and candidate statements must be sent to all members of staff together with information about voting procedures including the date and time by which ballot papers must be returned, and details of the arrangements to receive the ballot papers. Each ballot paper should be stamped or endorsed for security and it is recommended that they are produced on coloured paper. Ballot papers must be posted or otherwise delivered, to eligible staff who are not at school when the forms are issued.

- vi) Ballot papers should be returned in an inner unmarked envelope and placed in an outer envelope which, is clearly marked 'Staff Governor Election Voting Paper' and bear the name of the voter and signed across the seal.
 - vii) **Count of Votes** - the Returning Officer at the closing date for return of ballot papers should arrange for the candidates and a governor to have the opportunity to be present at the verification and count of ballot papers. The number of ballot papers issued and returned should be recorded to verify the result. The Returning Officer determines whether ballot papers are valid. The election should be decided by a simple majority of votes cast. In the event of a tie lots should be drawn.
 - viii) **Result** - staff should be informed of the number of votes cast for each candidate. The names of those elected and the date of the election should be notified to the LGB Clerk, without delay, who will issue formal letters of appointment.
- e) Local Governor**
- i) Nominations for Governors can be made by the LGB or Directors based on the skills necessary for the LGB to fulfil its responsibilities under the Trust's Scheme of Delegation.
 - ii) Prospective Governors will be asked to prepare a brief statement of no more than 100 words describing their background and skills. These statements will be circulated to the governors prior to the LGB meeting at which any appointment will be considered.
 - iii) At the LGB meeting a vote by show of hands will be taken to agree the appointment of the Governor.
 - iv) The LGB Clerk will inform the Trust Board of the appointment.
 - v) **Note:** The appointment of Local Governors to the LGB of a sponsored school is made by the Trust's Directors.

5) Removal of Local Governors

- a) The removal of Local Governors is the responsibility of the Trust's Directors.
- b) The Trust Board will consider proposals to remove Governors based on recommendations from the LGB, CEO and/or DoE.
- c) The Trust Secretary must include the proposal to remove a Governor as an agenda item at a Trust Board meeting.
- d) Where the proposal is made by the LGB, the proposal to remove a Governor must be included as an agenda item at the LGB meeting at which it is to be considered. If the LGB agrees to the proposal, then the recommendation should be referred to the Trust Board for the final decision.
- e) Any proposal for the removal of a Governor must provide reasons. Where appropriate the Governor subject to the proposal must be provided with the opportunity to make a statement in response.

6) Virtual governance

- a) The Trust's Article 126 makes provision for Directors to participate in meetings by telephone or video conference.
- b) For the purpose of this Standing Order a 'meeting' is defined as either a properly convened Board or Committee meeting.
- c) Where practical the three statutory Board meetings shall be face to face meetings.
- d) A maximum of two Directors may attend remotely at each meeting.
- e) No Director may attend remotely more than two meetings in a row.
- f) The meeting will be chaired by a Director who is present in person.
- g) Remote attendees count towards the quorum and are able to vote. If the video or telephone link is lost they would in effect be deemed to have left the meeting until such time as the link is re-established.

- h) If the technological link is lost remote attendees will cease to contribute to the quorum, but this will not prevent the meeting continuing in their absence unless the meeting has become inquorate.
- i) Remote attendees must be aware of their surroundings. Confidentiality and sensitivity of information must be considered and conversations must not be conducted in a place where they will be overheard. Meetings must not take place on a train.
- j) Any virtual attendee should make a declaration of confidentiality when the declaration of interests is made and this will be recorded in the minutes.

k) Remote attendance at meetings

- i) If a Director wishes to attend a meeting by either telephone or video link the Chair, Trust Secretary / LGB Clerk and Head Teacher of the school where the meeting is being held must be given at least seven days' notice in advance of the meeting to ensure that where possible appropriate arrangements can be made.
- ii) In the event of an unforeseen emergency, then as much notice as possible should be given. It is understood that participation may not be possible in this situation.
- iii) The Directors must provide their reasons for not attending the meeting in person and their remote attendance will be subject to the approval of the Board at the beginning of the meeting. Where approval is withheld the reason for this will be minuted and the Director informed immediately.
- iv) A secure method for remote attendance at meetings e.g. Skype or telephone on loudspeaker, should be provided. This is to be reviewed in conjunction with the ICT specialist of the school where the meeting is being held and/or the Trust either annually or upon being made aware of any reduction in security.

l) Voting at meetings

- i) Remote attendees
 - may not vote on items where they have not been presented with all papers to be considered.
 - will be entitled to vote on any issue providing they have been 'present' for the whole agenda item which the vote relates to.
 - should give due attention to the matters being discussed and avoid multi-tasking e.g. by reading emails or watching TV.
- ii) Where a secret ballot is required this will be facilitated where possible (e.g. by taking a telephone call off speaker phone and the Director sharing their vote verbally with the Trust Secretary / LGB Clerk). Where this is not possible the Director will be required either to vote publicly or abstain.

m) Virtual meetings

- i) Additional and extraordinary meetings can take place via telephone or video conference call as long as the required quorum of Directors is 'present' on the call.
- ii) Every effort will be made to enable all Directors to access the meeting.
- iii) Where a meeting is taking place virtually the usual statutory notice arrangements will apply and all papers to be considered will be circulated at least seven days in advance of the meeting, except where the Chair has exercised his/her right to waive the usual notice in an emergency situation.
- iv) Virtual meetings will be minuted in the same way as other meetings.