

## STANDING ORDERS FOR THE PROCEDURAL WORKINGS OF THE GOVERNING BODY

Woolhampton Church of England Primary School (Voluntary Aided)



**Academic Year 2025 – 26**

### ***Our Christian vision:***

*Built on the rock of Christian faith, we work as a community to create an environment which enables all to flourish. Jesus welcomed all and we embrace diversity, celebrating our different gifts and successes. Like St Peter, we are motivated by our values, learn from our mistakes and strive for the best outcome for everyone.*

### **CONTENT**

#### **These Standing Orders cover information about:**

- o Meetings of the Governing Body
- o Term of office of Chair and Vice-Chair
- o Election process for Chair and Vice-Chair
- o Term of office for each category of Governor
- o Appointment of the Clerk
- o Quorum for governing body
- o Committee membership and terms of reference
- o Delegation of functions

### **MEETINGS OF THE GOVERNING BODY**

Legal requirement: The full governing body must meet at least three times in each school year.

The Governing Body meets at least three times, but normally six times, in each school year.

### **VOTING**

Legal requirement: Only governors present at a meeting, or virtually\* present may vote; proxy voting by email is not allowed.

The chair of the meeting has the casting vote in the event of a tie.

\*virtually present would require the governor to be on loudspeaker or via Zoom/Skype / Facetime.

### **TERMS OF OFFICE**

Legal requirement: The governing body must determine the length of term of office for the Chair and Vice-Chair, prior to the election taking place. This must be between one and four years in length.

Please note that the term of office as Chair or Vice-Chair cannot be longer than the remainder of the term of office of the governor in question.

*For example; the governing body determines that the chair's terms of office will be three years. The term of office of the governor elected Chair, however, ends in two and a half years time, so the newly elected Chair's terms of office will also end in two and a half years time.*

The Governing Body resolves that:

The Chair of Governors will have a term of office of two years, terminating on the date of the first meeting of the governing body in the school year or at the end of their term of office as a governor, whichever date is earlier. In the event that they relinquish the role during the course of a school year, a new Chair will be appointed for the remainder of that school year.

The Governing Body resolves that:

One or Two Vice-Chairs of Governors may be elected (as deemed required by the Governing Body) and will have a term of office of two years, terminating on the date of the first meeting of the governing body in the school year or at the end of their term of office as a governor(s), whichever date is earlier. In the event that they relinquish the role during the course of a school year, a new Vice-Chair will be appointed for the remainder of that school year.

The Regulations say that, when the office of Chair or Vice-Chair becomes vacant, the governing body must elect a new Chair or Vice-Chair at the next meeting.

This process would apply, even if an existing Chair or Vice-Chair was re-appointed after a term of office came to an end. The office of Chair or Vice-Chair would be deemed to have become vacant on the date the term of office ended and an election process must be undertaken. This does not, of course, prevent a re-appointed governor from standing again and being re-elected to the office, if governors so wish.

## **ELECTION OF CHAIR AND VICE-CHAIR**

The Governing Body can decide the election process for the Chair and the Vice-Chair. The process must be agreed at a full governing body meeting. The clerk chairs the meeting for the item to elect the Chair. The Chair takes over the meeting, once elected, including the item to elect the Vice-Chair.

**Please note that a governor who is paid to work at the school or is a pupil at the school is not eligible for the office of Chair or Vice-Chair.**

Factors the governing body should consider in agreeing their election process are:

- o Whether written nominations are to be sought in advance of the meeting
- o Whether a governor can stand for office if they are unable to be present at the meeting
- o Whether a candidate will self nominate or be proposed (and seconded if wished) by other governors
- o Whether there will be a secret ballot or a show of hands (and whether this would vary depending on the situation i.e. in all circumstances or only when there is more than one candidate)
- o How the governing body would treat a tie in the votes – Would candidates have the opportunity to speak to the governing body about why they want to be Chair and then another vote could be taken, for example, or would you toss a coin, or would you do something else? Although this is an unlikely scenario the procedure should accommodate all potential results.

- o Whether a governor can be re-elected and whether there should be a limit to the number of terms a governor could serve
- o Succession planning (vice-Chair to learn the role and move up to Chair at a later date)

The process must be fair, clear and transparent.

This Governing Body resolves that the following process will apply to the election of Chair and Vice-Chair:

A Governor can nominate him/herself for office and does not need to be present at the meeting to be considered.

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

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

The nominee(s) will return to the meeting

The clerk will announce the result, with the nominee polling the majority of votes being duly elected.

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

If there is still a tie, governors should discuss the strengths of the nominees further, and another vote will be taken. This process will repeat until a nominee polls a majority of the votes.

### **TERM OF OFFICE FOR EACH CATEGORY OF GOVERNOR**

The term of office of all governors is four years unless otherwise shown in the governing body Instrument of Government (see attached).

The Governing Body can choose whether to appoint associate members to a committee of the governing body and would need to agree what voting and attendance rights any associate member was granted. These decisions must be taken at a full governing body meeting and be minuted.

Associate members are not governors and are not shown on the Instrument of Government.

The Governing Body can also agree to allow other persons to attend their meetings. Any agreement in relation to these matters should be clearly minuted at a full governing body meeting.

### **APPOINTMENT OF THE CLERK**

The governing body is required to appoint a clerk to the governing body. The clerk may not be a governor, an associate member of the governing body or the Headteacher of the school.

The Governing Body resolves that the clerk to the Governing Body is Mrs Rachael House Gemmell

There are some procedural matters not detailed in these Standing Orders that are laid down in the Regulations, such as:

- o Convening meetings
- o The proceedings of meetings
- o Removal of the Chair or vice-Chair from office
- o Suspension of a governor

The clerk to the governing body should ensure that the work of the governing body complies with the Regulations.

## **QUORUM**

Decisions cannot be taken at a full governing body meeting unless a minimum number (quorum) of governors is present. The Regulations require one half (50%) of the governors in post to be present before decisions can be made, rounded up to the nearest whole number.

This Governing Body notes the requirements in respect of a quorum.

| <b>SIZE OF GOVERNING BODY (governors in post)</b> | <b>QUORUM REQUIREMENT</b> |
|---------------------------------------------------|---------------------------|
| 9 or 10 governors                                 | 5                         |
| 11 or 12 governors                                | 6                         |
| 13 or 14 governors                                | 7                         |
| 15 or 16 governors                                | 8                         |
| 17 or 18 governors                                | 9                         |
| 19 or 20 governors                                | 10                        |

## **COMMITTEES AND WORKING PARTIES**

### **DEFINITIONS**

A COMMITTEE of the governing body is set up with delegated powers, with the governing body deciding its membership, the procedures for appointing its Chair, what powers it will have, whether it will include associate members and, if so, whether they may vote. *This must be decided at a full governing body meeting and minuted.* The governing body remain responsible for any decisions taken by committees and these decisions must be reported back to the full governing body at their next meeting. The establishment, terms of reference, constitution and membership of committees must be reviewed annually. The Chair of each committee must also be appointed annually.

A WORKING PARTY of the governing body is set up with the governing body deciding its membership and the topics it will discuss. A working party cannot make any decisions or have any delegated powers. A working party can only bring recommendations to the full governing body (or a relevant committee if responsibility has been delegated to a committee) for approval.

### **MEMBERSHIP OF COMMITTEES**

Committee membership will be annually approved by the Full Governing Body. A Chair must be appointed each year to each committee, elected by the governing body or the committee members, if the governing body agree to delegate this task. The governing body is required to appoint a clerk to each committee. This cannot be the headteacher but can be another governor and could be shared between named governors.

\*The Regulations also state that the minimum quorum for committee meetings shall be three governors. If a higher quorum is decided upon by the governing body this should be noted.

In the case of the Staff Dismissal Panel the quorum should be three governors, unless there are not enough governors who have not been involved in any previous action or decision connected with the dismissal, when the decision can be delegated to two governors. This also applies to the Staff Dismissal Appeals Panel but there should be no fewer governors than made the initial decision.

The structure of committees and their membership is determined by the governing body at its first meeting of the school year. The document defining the current structure and membership, and identifying the Chair, Clerk and quorum of each committee is attached to these standing orders.

### **RECOMMENDED PRACTICE FOR COMMITTEE & PANEL MEMBERSHIPS**

- *A member of staff is not appointed to the Staff Grievance, Staff Dismissal and Staff Dismissal Appeals Panels*
- *The Headteacher is not appointed to the Pupil Discipline Panel*
- *A member of staff is not appointed to chair committees:*

### **RECOMMENDED PRACTICE FOR COMMITTEE MANAGEMENT**

- *Agendas should be circulated to all committee members at least seven days in advance of the meeting.*
- *Committee papers should be available to all governors (not just those on the committee).*
- *Minutes should be circulated to all governors (not just those on the committee) within two weeks of the date of the meeting.*
- *Minutes should be signed by the Committee Chair at the next committee meeting to verify that the minutes are a true record.*
- *Any governor may attend a committee meeting but only named committee members may vote.*
- *Committee members should feedback at the full governing body on the work of the committee and any decisions taken.*

### **Electronic versions of signatures for approved minutes**

When a meeting needs to be held virtually (eg Zoom), the Full Governing Body accepts the electronic version of the chair's (Chair of Governors/Vice Chair/Committee Chair) signature added to approved minutes as evidence of the minutes having been signed off. The electronic version of the signature must be embedded within a PDF document of the approved minutes and accompanied by an e-mail authorising the signature for the specified purpose only.

### **DELEGATION OF FUNCTIONS**

A governing body can delegate any of its statutory functions to a committee, a governor or the Headteacher, subject to the restrictions described below. The governing body must review the delegation of functions annually. A governing body will remain accountable for any decisions taken, including those relating to a function delegated to a committee or individual. The governing body can nominate a Chair / Vice Chair for a meeting, in the event of the Chair / Vice Chair being unavailable.

The following functions cannot be delegated:

- The constitution of the governing body
- The appointment or removal of the Chair or vice-Chair
- The appointment of the clerk
- The suspension of governors
- The establishment of committees and delegation of functions

The following functions can be delegated to a committee but cannot be delegated to an individual, even in urgent cases:

- The alteration, discontinuance or change of category of maintained schools,
- The approval of the first formal budget plan of the financial year
- School discipline policies

- The exclusion of pupils (except in an emergency when the Chair has the power to exercise these functions)
- Admission matters

The governing body can still perform functions it has delegated. This enables the governing body to take decisions on matters that are discussed at meetings on functions that have been delegated.

**Please note that any individual or committee to whom a decision has been delegated must report to the governing body in respect of any action or decision made.**

The Governing Body agrees the delegation of the functions as described in the terms of reference for the Finance & Resources Committee and Teaching Learning & Care Committee.

The Governing body delegates to the Chair to act in cases which may be deemed urgent i.e. where a delay\* in exercising the function would be seriously detrimental to the interests of the school, a registered pupil, their parent or a person employed to work at the school. The Vice-Chair can act in the same circumstances if the Chair is unable to exercise the function for some reason.

\* delay means "delay for a period extending beyond the earliest date on which it would be practicable for a meeting of the governing body or of a committee to which the function in question has been delegated, to be held"

In exceptional circumstances an individual governor or group of governors, with or without the Headteacher, will deal with staff appointments outside of the leadership group and initial staff dismissal decisions.

The exceptional circumstances are as follows:

- A Headteacher who is unwilling to perform these functions and whose previous history of service at the school did not include any such responsibilities. This gives an existing Headteacher the option of preserving their current working arrangements, but when the governing body considers a new appointment for the Headteacher post the normal expectation for the Headteacher to undertake these responsibilities should apply.
- Where the Headteacher has been directly involved in disciplinary procedures leading to dismissal, has instigated a proposal to dismiss, or is witness of particular conduct giving grounds for the dismissal in question. The arrangements for delegating initial dismissal decisions will therefore need to be considered on a case by case basis in the light of circumstances.
- Where the governing body of a school with a religious character has agreed staffing policies which provide for governor involvement in the interests of preserving the school's religious character.
- Appointments of support staff outside of the leadership group who are required to act in a senior management capacity. This ensures that the governing body may also lead in the appointment of support staff with senior management responsibilities.
- A Headteacher subject to suspension, disciplinary procedures (including capability), or disciplinary sanction.
- Where the LA has made representations to the Chair of the governing body on grounds of serious concerns about the performance of the Headteacher.
- Where the Headteacher has failed to abide by financial limits agreed by the governing body for any school purpose.

The Teaching Learning & Care Committee will be responsible for staff appointments and the Staff Dismissal Panel will be responsible for initial staff dismissal issues.

The Governing Body agrees that the Headteacher will be responsible for staff appointments outside of the leadership group and initial staff dismissals, subject to the adoption of the appropriate HR policies.

In exceptional circumstances, outlined above, the following arrangements will apply:

Appointment of Headteacher and Deputy Headteacher

The governing body will be responsible for selecting an appointments panel for the Headteacher and Deputy Headteacher.

Appointment of Assistant Heads

The governing body will be responsible for deciding how such posts are filled, which may include delegation to the Headteacher, an individual governor or a group of governors (suggest the Personnel Committee). In the latter case this may include the Headteacher, but where not involved in determining the appointment the Headteacher has a right to attend to offer advice.

**DECLARATION**

This Governing Body, at its meeting on 24<sup>th</sup> September 2025 resolved to adopt these Terms of Reference/Standing Orders. A copy has been forwarded to the clerk to the governing body for the formal governing body records and a copy has been retained at the school for reference.

Signature  
(Chair)      Nikki Jordan

Date of signature 24.09.2025

## APPENDIX 1



### Addendum to Terms of Reference for the Full Governing Body, Teaching Learning & Care Committee, Finance & Resources Committee of Woolhampton C of E Primary School (Academic Year 2025 - 26)

| <b>Woolhampton C of E Primary School</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
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| <b>VIRTUAL PARTICIPATION IN GOVERNOR MEETINGS</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| <b>INTRODUCTION</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
| <p>The School Governance (England) (Roles, Procedures and Allowances) Regulations 2013 make provision for governing bodies of maintained schools in England to: “approve alternative arrangements for governors to participate or vote at meetings of the governing body including but not limited to by telephone or video conference”.</p> <p>The model Articles of Association for academy trusts state that trustees can attend meetings remotely subject to certain stipulations set out in article 126. Academies should nevertheless refer to their own articles for clarity.</p> <p>These arrangements apply to meetings of the governing board and their delegated committees.</p> |
| <b>DEFINITION</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| <p><b>Face to Face Meetings</b> are meetings where most governors are physically present at the location listed on the meeting agenda.</p> <p><b>Virtual Attendance</b> at a meeting is where a governor is not physically present at the location listed on the meeting agenda but participates or votes at a meeting through virtual means including but not limited to telephone or video conference.</p> <p><b>Virtual Meetings</b> are meetings where most governors are not present at the same physical location and participate or vote at a meeting through <i>Virtual Attendance</i>.</p>                                                                                         |
| <b>CONFIDENTIALITY</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
| <p>It is the responsibility of individual governors, wishing to participate virtually, to ensure they can do so through a secure method and in an environment conducive to confidential and private communication. Anyone participating in a meeting using technology must declare that they are in an environment which is a secure and which protects confidentiality. Meetings must not take place on a train, or coffee shop, for example. Confirmation of confidentiality must be declared at each meeting.</p>                                                                                                                                                                        |
| <b>VIRTUAL ATTENDANCE AT FACE TO FACE MEETINGS</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
| <b>Notification</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
| <p>Where a governor wishes to attend a <i>Face to Face Meeting</i> of the governing body through <i>Virtual Attendance</i>, the Chair and Clerk must be notified, where possible, at least 2 working days in advance of the meeting to ensure appropriate arrangements can be made to accommodate virtual attendance.</p>                                                                                                                                                                                                                                                                                                                                                                   |
| <b>Governing Body Approval of Virtual Attendance at a meeting</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |

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| <p>At the start of a <i>Face to Face Meeting</i>, any governor who is participating by <i>Virtual Attendance</i> will be asked their reasons for not physically attending the meeting. A governor's <i>Virtual Attendance</i> <b>may</b> be subject to the approval of the governing body at the beginning of the meeting; however, approval <b>must</b> not be withheld without good reason.</p> <p>Where approval is withheld, the reason for this <b>must</b> be minuted by the Clerk to Governors and the governor informed immediately.</p> |
| <p><b><i>Voting Rights of Governors participating through Virtual Attendance</i></b></p>                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
| <p>Where there is no visual connection, all meeting participants will start their comments by stating their name.</p> <p>Governors attending a <i>Face to Face Meeting</i> through <i>Virtual Attendance</i> will be entitled to vote on any issue providing they have been 'present' for the whole agenda item which the vote relates to.</p>                                                                                                                                                                                                   |
| <p><b><i>Secret Ballots</i></b></p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| <p>Where a secret ballot is required this will be facilitated where possible (e.g. by taking a telephone conference call off speaker phone and the governor sharing their vote verbally with the clerk/calling the Clerk independently of a video conferencing link, etc).</p> <p>Where facilitation is not possible, the governor will be required to either vote publicly or abstain.</p>                                                                                                                                                      |
| <p><b><i>Quorum</i></b></p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
| <p>Governors attending through <i>Virtual Attendance</i> will contribute to the quorum for the meeting. If the technological link is lost, they will cease to contribute to the quorum, but this will not prevent the meeting continuing in their absence unless it has become inquorate.</p>                                                                                                                                                                                                                                                    |
| <p><b><i>Technological or Other Issues</i></b></p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| <p>If, after all reasonable efforts, it does not prove possible for a governor to participate through <i>Virtual Attendance</i> the meeting may still proceed with its business provided it is quorate.</p> <p>The Clerk to Governors will note the time that the connection was lost of a governor participating through <i>Virtual Attendance</i>.</p>                                                                                                                                                                                         |
| <p><b>VIRTUAL MEETINGS</b></p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
| <p><b><i>Statutory Notice Arrangements</i></b></p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| <p>When a <i>Virtual Meeting</i> is taking place, the usual statutory notice arrangements will apply and all papers to be considered must be circulated at least seven days in advance of the meeting, except where the Chair of Governors has exercised their right to waive the usual notice in an emergency situation.</p>                                                                                                                                                                                                                    |
| <p><b><i>Clerking Arrangements</i></b></p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
| <p><i>Virtual Meetings</i> will be minuted by the Clerk to Governors in the same way as all other meetings and which will be provided for approval at the next meeting of the full governing body.</p> <p>Ensuring quoracy of meetings will be the responsibility of the Clerk to Governors who will monitor this, throughout any meeting involving virtual participation, and advise if a meeting becomes inquorate.</p>                                                                                                                        |
| <p><b><i>Reasonable efforts to give all Governors Virtual Access to Virtual Meetings</i></b></p>                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
| <p>When a <i>Virtual Meeting</i> is taking place, all reasonable efforts must be made to enable all governors to access the meeting through <i>Virtual Attendance</i>.</p>                                                                                                                                                                                                                                                                                                                                                                       |
| <p><b>REVIEW</b></p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |

The document will be reviewed at least annually by the governing body. Any concerns about its operation can be requested, as an agenda item, to the Clerk to Governors and/or Chair of Governors at any point throughout an academic year.