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## **Annexe 3**

### **Access to Governance Information Policy**

This policy comprises the following sections:

- Part A        General Access to Governance Information**
- Part B        Confidentiality of Governance Information**
- Part C        Public Access to Meetings of the Board of Trustees and its Committees**
- Part D        Document Status and Revision History**

#### **Part A**

##### **General Access to Governance Information**

1. The Board of Trustees recognise that it has a duty under the Freedom of Information Act 2000, the Nolan Principles and the Articles of Association to be open and transparent in all its business. To that end, Trustees will not make any matter confidential without good reason and such confidential matters will be kept to an absolute minimum. Information will be made available to the public in accordance with the principles of the Freedom of Information Act 2000.

In particular:

- a) The Trust will publish as much governance information as possible on its website <http://www.suffolkacademiestrust.ac.uk/governance>
  - b) There will be no charge for documents in electronic format that are already freely available on the Trust's website and that can be downloaded.
  - c) Copies may be requested by email to the Trust Secretary for which there will be no charge for electronic transfer of such documents.
  - d) The cost of providing up to 10 sheets (twenty sides) of paper copies will be borne by the Trust provided that a stamped addressed envelope is provided for return. A scale of charges may apply for more than 10 sheets to cover staff time, photocopying, post and packing.
  - e) If any request for information is turned down on the grounds of confidentiality, the Trust will give the reason for denying access in line with this policy.
  - f) The Trust will list on its website the documentation available for inspection during normal office hours via the Trust Secretary.
2. The trust Secretary will prepare and publish a listing of all documents available to the public annually. This listing will include two sections:
    - A Documents available within the Governance section of the Trust website
    - B Documents available for inspection purposes only
  3. Reports and documents circulated to Trustee, Advisors and relevant members of the staff of the Academies within the Trust in relation to governance should be treated as confidential and

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not circulated, unless the information is already published on the Trust's website and therefore is in the public domain.

4. All enquiries regarding circulation, access to, or obtaining copies of governance papers or information should be directed to the trust Secretary in the first instance by Trustees, Staff of the Academies within the Trust and members of the public.

## **Part B**

### **Confidentiality of Governance Information Policy**

1. The Articles of Association, which control how the Board of Trustees will act, state the following about confidentiality and access to papers:

#### **Article 99 – the Minutes**

The minutes of the proceedings of a meeting of the Trustees 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 Trustees) at the same or next subsequent meeting by the person acting as chairman thereof.

#### **Articles 108 – 126 – Meetings of the Trustees**

108. Subject to these Articles, the Trustees may regulate their proceedings as they think fit.

109. The Trustees shall hold at least three meetings in every school year. Meetings of the Trustees shall be convened by the Clerk. In exercising his functions under this Article the Clerk shall comply with any direction:

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

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

111. Each Trustee 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 Trustee at the address provided by each Trustee from time to time; and

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- 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.

- 112. 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.
- 113. A resolution to rescind or vary a resolution carried at a previous meeting of the Trustees shall not be proposed at a meeting of the Trustees unless the consideration of the rescission or variation of the previous resolution is a specific item of business on the agenda for that meeting.
- 114. A meeting of the Trustees shall be terminated forthwith if:
  - a. the Trustees so resolve; or
  - b. the number of Trustees present ceases to constitute a quorum for a meeting of the Trustees in accordance with Article 117, subject to Article 119.
- 115. Where in accordance with Article 114 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.
- 116. Where the Trustees resolve in accordance with Article 114 to adjourn a meeting before all the items of business on the agenda have been disposed of, the Trustees 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.
- 117. Subject to Article 119, the quorum for a meeting of the Trustees, and any vote on any matter thereat, shall be any three Trustees, or where greater, any one third (rounded up to a whole number) of the total number of Trustees holding office at the date of the

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meeting, who are in each case present at the meeting and entitled to vote on the matters to be resolved.

118. The Trustees may act notwithstanding any vacancies in their number, but, if the numbers of Trustees is less than the number fixed as the quorum, the continuing Trustees may act only for the purpose of filling vacancies.

119. The quorum for the purposes of:

- a. any vote on the removal of a Trustee in accordance with Article 66; and
- b. any vote on the removal of the chairman of the Trustees in accordance with Article 90;

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

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

121. Subject to Articles 117-119, 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.

122. The proceedings of the Trustees shall not be invalidated by:

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

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

124. Subject to Article 125, the Trustees shall ensure that a copy of:

- a. the agenda for every meeting of the Trustees;
- b. the draft minutes of every such meeting, if they have been approved by the person

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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 every Academy to persons wishing to inspect them.

125. There may be excluded from any item required to be made available in pursuance of Article 124, any material relating to:

- a. a named teacher or other person employed, or proposed to be employed, at any Academy;
- b. a named pupil or named student at, or candidate for admission or referral to, any Academy; and
- c. any matter which, by reason of its nature, the Trustees are satisfied should remain confidential.

126. Any Trustee shall be able to participate in meetings of the Trustees 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 Trustees 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.

(2) The Board of Trustees will ensure that a copy of the draft or signed minutes of every meeting of the Board of Trustees, will be placed on the Trust's website, and will, despite any rules the Trust may make regarding the archiving of such material, remain on its website for a minimum period of 12 months.

(3) The Board of Trustees will review regularly all material excluded from inspection under Article 125 and make any such material available for inspection where it is satisfied that the

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reason for dealing with the matter on a confidential basis no longer applies, or where it considers that the public interest in disclosure outweighs that reason.

2. Under the Articles of Association, the Trust is therefore obliged to do the following:
  - Make available the agenda, draft and final minutes from each Board of Trustee meetings available for inspection;
  - Publish the draft or final minutes of each Board of Trustee meeting on its website and maintain their availability for at least 12 months;
  - Regularly review any excluded material;
  - Publish a written statement of its policy regarding attendance at meetings; and
  - Publish on its website and make available for inspection the minutes from Committee meetings.
3. In order to respond to these requirements, this policy document will detail how the Trust will meet these obligations, as follows:
  - The Trust Secretary will ensure that required documentation is available for inspection from Board of Trustee meetings.
  - The Trust Secretary will ensure that the draft or final minutes from Board of Trustee meetings on the Trust website are published and remain available for at least 12 months.
  - Under Part B Section 4 of this policy (below), all excluded material should either be permanently excluded or have a timeframe after which it can be made available, therefore little material should be outstanding and requiring review; and
  - This policy should be published on the Trust's website as the written statement on availability of governance information as well as attendance at governance meetings (re: Part C of this policy document).
4. Under this policy, the Board of Trustees hereby establishes the following categories of material which will be deemed as confidential.

These criteria apply to Board of Trustee reports and are the only means by which they can be excluded from being available for inspection; all reports from Committee meetings remain confidential to the Trust.

#### **Category A Personal information relating to**

- A1 a named person employed at or proposed to be employed at the Trust or any of the Academies within the Trust;
- A2 a named student at, or candidate for admission to, the Academies within the Trust;
- A3 the Trust Secretary

Information in this category will be subject to **Permanent Restriction** as per Article 125 of the Articles of Association.

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### **Category B Financial and Commercially Sensitive Information**

- B1 Financial or other information relating to procurement and estates decisions including information relating to the Trust's negotiating position (during the course of those negotiations);
- B2 Information relating to the negotiating position of the Trust in industrial relations matters (during the course of those negotiations);
- B3 Information relating to the financial or strategic position of the Trust where the Trust is satisfied, in good faith, that disclosure might harm the Trust or its competitive position;
- B4 Information provided in confidence by a third party who has not authorised its disclosure; and
- B5 Legal and professional advice received from or instructions given to the Trust's legal advisers and its accountants, auditors or other professional advisors.

Information in this category will be deemed as confidential on a report-by-report basis and the confidential restriction lifted at the point that disclosure will no longer impede negotiations or cause harm to the competitive position of the Trust or third party approval to disclose has been sought, after which it will be automatically available for inspection. This process will be managed by the Trust Secretary, and items of a confidential nature clearly noted in the minutes.

5. Matters discussed by the Board of Trustees and its Committees will, from time to time, be of a confidential nature. In such instances or where the discussion relates to a Trust report agreed as confidential, there will be a version of the minutes publicly available to demonstrate the Trust's decision-making processes, which will be as detailed as possible within the restriction of confidentiality, in order that the Trust remains open and accountable for its actions. The detailed set of minutes will be reserved to the Board of Trustees and its Committees.

## **Part C**

### **Public Access to Meetings of the Board of Trustees, its Committees and Sub Groups**

In the following "the public" is defined as all persons other than Trustees of the Trust.

1. The Board of Trustees will at all times strive to uphold and meet the Nolan Principles of openness, accountability and transparency.
2. Board of Trustee and Committee meetings will not be open to the public.
3. The dates of meetings of the Board of Trustees and its Committees will be published by the Trust Secretary on the website of the Trust.
4. In accordance with the Articles of Association the Board of Trustees has the absolute right to determine who will be allowed to attend Board of Trustee and its Committee meetings.
5. The Trustees of the Board of Trustees and the Trust Secretary are entitled to attend all meetings of the Board of Trustees and its Committees and any other sub-group formed.
6. There will be a standing invitation to Senior Managers and Advisors to attend meetings of the Board of Trustees and Committee meetings, subject to the provisions of the Articles of Association and the Terms of Reference of that Committee.

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7. Advisory members:
  - 7.1. Will have a standing invitation to attend Board of Trustee and Committee meetings at which they may speak (on invitation from the Chair) but not vote.
  - 7.2. are expected to raise with the Trust Secretary any matters of concern before the meeting wherever practicable so that the Chair might consider inviting them to speak.
8. The Trust Secretary may be in attendance at any meeting of the Board of Trustees and its Committees and any other sub group formed subject to the provisions and restrictions of the Articles of Association;
9. Photography (still video/film) or the recording by electronic means of the proceedings of the Board of Trustees and its Committees is forbidden except by the expressed permission of the Chair of the meetings; those present at the meeting retain the right to refuse for their image to be captured against their wishes.

## **Part D**

### **Document Status and Revision History**

1. This is a policy document of Suffolk Academies Trust and is binding on all Trustees and staff of the Academies within the Trust.
2. This document forms the required published statements on access to governance information, confidentiality or governance papers and public access to governance meetings.
3. This document will be reviewed at least annually by the Trust Secretary.