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1.0 Introduction

These Standing Orders should be used in conjunction with the SAT Articles of Association and general advice issued by the Education and Skills Funding Agency (ESFA) and the Department for Education (DfE).

Every Trustee of the Board of Trustees and its Committees shall be bound by these Standing Orders and shall be expected to adhere to the seven principles of public life, as recommended by the Nolan Committee's Report "*Standards in Public Life*". In summary, these are:

- Selflessness
- Integrity
- Objectivity
- Accountability
- Openness
- Honesty
- Leadership

In complying with their obligations laid down by the law and by the external demands placed upon public sector spending bodies, the Chair and members of the Trustee Board and its Committees will operate in accordance with these Standing Orders and shall receive advice regarding their interpretation from the Trust Secretary.

If any Trustee is in any doubt as to the reliability of anything contained in these Standing Orders he should consult the Trust Secretary and, if necessary, independent advice will be sought.

1.1 *Standing Orders and Legislation*

These orders do not displace or take precedence over the Education Act and any subsequent primary legislation or any amendment or re-enactment of either or the Articles of Association as most recently published. Suffolk Academies Trust has adopted the Model Articles of Association, which meet the requirements of the DfE. As a consequence these orders should be read alongside both prevailing legislation and the Articles of Association so as to gain a full understanding of how the Board of Trustees is required to operate. In the event of any conflict between these Orders and either or both the Act and the Articles of Association, the Act and the Articles of Association shall prevail.

1.2 *Definitions*

In these Standing Orders, unless the context otherwise demands, the following terms have the meaning assigned to them:

"Board of Trustees" – the Board of Trustees of Suffolk Academies Trust acting by any means which it may lawfully adopt;

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“Chair” – the Chair of the Board of Trustees or the Chair of a Committee as appropriate to the context;

“Chair Designate” – the person appointed to become the Chair of the Board of Trustees upon the retirement of the incumbent

“Trust Secretary” – the person appointed by the Board of Trustees to act as the Clerk to the Board of Trustees;

“Committee” – a committee or task and finish group appointed by the Board of Trustees;

“Trust” – Suffolk Academies Trust;

“College Year” – 1 September to 31 August;

“Delegated Decision” – a decision of a Committee taken in the exercise of its delegated powers;

“Employee” – a member of staff of an Academy in the Trust;

“Trustee” – in relation to the Board of Trustees, a Trustee being a member of the Board of Trustees; in relation to any Committee a person appointed as a Member of that Committee, whether or not they are entitled to vote;

“Articles of Association” – the Articles of Association approved by the SAT Members and the DfE published by the DfE;

“Meeting” – a meeting of the Board of Trustees or a Committee, unless described otherwise;

“Number of Trustees” – in relation to the Board of Trustees, the number or persons who may act at the time in question as Trustees of the Board of Trustees, and in relation to a Committee the number of persons who may act at the time in question as voting members of that committee;

“Person presiding” – the person entitled, or appointed, to preside at any meeting;

“Senior Leadership Team” – the executive management team comprising the Principal and other Senior Managers designated as part of the Team of the Academies within the Trust;

“Vice Chair” – the person appointed by the Board of Trustees to deputise for or represent the Chair of the Board of Trustees or the chair of a committee in his absence.

“Whole number of Trustees” – in relation to the Board of Trustees, the total number of persons who may become Trustees of the Board of Trustees;

Unless the context otherwise requires, the singular includes the plural and the plural includes the singular and words importing one gender import any gender.

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1.3 Changes to Standing Orders

- (1) No arrangements shall be made whereby a Committee or Trustee may exercise any power of the Board of Trustees to vary, revoke, add or suspend these Standing Orders. The adoption of these Standing Orders supersedes all previous Standing Orders of the Board of Trustees and are made under Articles 137 and 138 of the Articles of Association relating to Rules and Bye-Laws.
- (2) It is the responsibility of the Trust Secretary to interpret the Articles of Association and these Standing Orders and to advise the Board of Trustees or the Chair of the Board of Trustees if at any time it appears that the Board of Trustees or an individual Trustee is in breach of the regulations.

2.0 Composition, Membership and Meetings of the Board of Trustees

2.1 Composition and Membership

Unless varied by an amendment to these Standings Orders and in accordance with the Articles of Association, the membership of the Board of Trustees in accordance with Article 45 shall be not less than three but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.

The Academy Trust shall have the following Trustees:

- a. up to 9 Trustees, appointed under Article 50;
- b. the Chief Executive Officer; and
- c. a minimum of 2 Parent Trustees elected or appointed under Articles 53-[56]/[56B] in the event that no Local Governing Bodies are established under Article 100a or if no provision is made for at least 2 Parent Local Governors on each established Local Governing Body pursuant to Article 101A.

Trustees shall be selected and appointed in accordance with the Selection of Trustees Policy set forth in Annexe 1 and the Trustees Terms of Office Policy set forth in Annexe 2 respectively of these Standing Orders. Appointments to the Board of Trustees are subject to the approval of the Board of the SAT Members.

2.2 Ordinary meetings of the Board of Trustees and Appointment of Chair and Vice Chair of the Board of Trustees

- (1) All ordinary meetings of the Board of Trustees shall be held on such days and at such times as the Board of Trustees shall determine at an appropriate venue.
- (2) The Board of Trustees will meet at least three times in each academic year and on such other occasions as required to discharge its duties.

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- (3) All meetings must be convened by the Trust Secretary, subject to the provisions to call a special meeting.
- (4) The Board of Trustees shall appoint a Chair and Vice Chair from amongst its number. The Chair shall hold office for a period of up to three years expiring on 31 December. The Vice Chair shall hold office for a period of up to two years expiring on 31 July. The Board of Trustees has the power to remove the Chair and the Vice Chair from office at any time. The Chair shall be appointed or re-appointed ordinarily at the December meeting of the Board of Trustees and the Vice Chair shall be appointed or reappointed ordinarily at the July meeting of the Board of Trustees. The appointment process shall be by open selection with Trustees nominating candidates in writing for appointment as Chair or Vice Chair by invitation of the Trust Secretary at the meeting of the Board of Trustees preceding the end of term of office of the retiring Chair or Vice Chair respectively. Each such nomination shall be seconded and signed by the candidate to confirm his willingness to accept office if appointed.
- (5) If the Chair gives notice of retirement or resignation or his maximum term of office is to expire or he shall be removed from office the Trust Secretary will invite nominations for the appointments of Chair Designate and Vice Chair at whichever shall be the first of the March or next scheduled Trust Board meeting. Appointments will be made at that meeting and shall take effect on that day or the date of retirement or resignation whichever shall be the later.
- (6) All appointments to the posts of Chair and Vice Chair of the Board of Trustees shall be in accordance with Articles 82 to 92 respectively of the Articles of Association.
- (7) If both the Chair and the Vice Chair are absent from any meeting of the Board of Trustees, the Trustees present shall choose one of their number to act as Chair for that meeting.

2.3 *Special meetings of the Board of Trustees*

All special meetings of the Board of Trustees are to be called in accordance with these Standing Orders.

2.4 *Quorum of meetings*

- (1) The minimum quorum required for each meeting of the Board of Trustees or a Committee is to be calculated in accordance with Article 117 of the Articles of Association, which states that the quorum for a meeting of the Trustees, 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 meeting, who are in each case present at the meeting and entitled to vote on the matters to be resolved.
- (2) No meeting will begin unless it is quorate. If the number Trustees assembled for a meeting does not constitute a quorum after a period of 30 minutes has elapsed from the appointed time for the meeting, the meeting will not be held. If in the course of a meeting,

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the number of Trustees present ceases to constitute a quorum, the meeting will be ended immediately.

- (3) If for lack of a quorum a meeting cannot be held or, as the case may be, cannot continue, the Chair of the meeting shall if he thinks fit, cause a Special Meeting to be summoned (and in accordance with the arrangements of Standing Order No. 2.3).
- (4) The quorum for Committees shall be specified by the Board of Trustees in Terms of Reference for each Committee and will comply with the Articles of Association.

2.5 *Presentation of Minutes*

- (1) All minutes of meetings will be made available to Trustees in draft format within ten days of the meeting. When approved by the Chair, a copy will be available for public inspection on request to the Trust Secretary, and once the draft minutes have been confirmed at the next meeting, a copy will be placed on the Trust's website. The copies for inspection by non-members will not include any section which has been determined to be confidential.
- (2) All minutes shall become public following a meeting unless a decision is taken by the meeting to classify an item as being confidential. Copies of all papers not classified as confidential shall be available for public inspection at the Trust during normal working hours and are available from the Trust Secretary.
- (3) In accordance with the provision of Article 124 of the Articles of Association, the agenda, minutes and report of each meeting of the Board of Trustees will be made available on request for inspection. This will be the responsibility of the Trust Secretary.
- (4) All reports of the Committees of the Board of Trustees are confidential.
- (5) In addition to the provisions of Article 125(c) of the Articles of Association and pursuant to Sections 125 (a) and (b), the following reasons only shall be used in order to determine whether a matter should be dealt with on a confidential basis:-
 - 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;
 - c. Any matter which, by reason of its nature, the Trustees are satisfied should remain confidential

3.0 **Appointment of Members of the Board of Trustees, Chairs and Committees**

3.1 *Appointment of Trustees of the Board of Trustees: Term of Appointment*

- (1) All Trustees shall hold and vacate office in accordance with their appointment, but other than the CEO the length of a term of office shall not exceed three years. Article 64 of the Articles of Association state that the term of office of a Trustee should be 4 years but the Board of Trustees under these bye-laws have under Article 137 deemed it necessary, as good governance practice, to adopt a three year term of office.

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- (2) Governors retiring at the end of their term of appointment shall be eligible for reappointment, subject to:
- a. An evaluation by the Search and Nominations committee (the SAT Members) will have regard to the benefits to the Board of Trustees and the Trust in the reappointment of that Trustee; and
 - b. The overriding provision that the maximum time a Trustee may serve is nine years other than for the Chair of the Board of Trustees who whilst remaining Chair may be permitted an extension of office to serve up to a maximum of twelve years subject to such extension being reviewed annually by the Board of Trustees.
 - c. Retiring Trustees may serve as Advisory members (are in attendance but not eligible to vote) subject to vacancies and will be subject to annual recommendation of the Search and Nominations Committee (the SAT Members) to make such recommendations.

3.2 *Appointment of Committees and Chairs*

- (1) The Board of Trustees shall appoint such Committees as required.
- (2) Subject to any statutory provisions the Board of Trustees may at any time appoint such other Committees it deems are necessary for the purpose of conducting its business and may at any time dissolve any such Committee or alter its Chair, Vice Chair or its membership.
- (3) The Board of Trustees shall determine and agree written terms of reference for each Committee established by it, and review these at least annually and as appropriate.
- (4) The membership of each Committee and all posts of Chair, and Vice Chair of each Committee shall be reviewed at least annually by the Board of Trustees.
- (5) If the Board of Trustees does not appoint a Chair or Vice Chair of a Committee the appointment shall be made by that Committee at its next meeting and such appointment shall be reported to the Board of Trustees.

4.0 **Conduct of Meetings**

4.1 *Minutes and Action Points*

- (1) Minutes of every meeting of the Board of Trustees and of every committee shall be prepared by the Trust Secretary and shall be submitted to, and approved at, the next meeting of the Board of Trustees or that committee as the case may be.
- (2) Where the next meeting is a Special Meeting, any outstanding unapproved minutes must be submitted to the next full meeting of the Board of Trustees or the Committee as the case may be.
- (3) No discussion shall take place upon the minutes, except upon their accuracy. If no question of accuracy is raised or, if it is raised then as soon as it is disposed of, the person presiding shall sign the minutes.
- (4) In submitting the minutes and action points the Trust Secretary shall draw to the attention of the Board of Trustees or Committee any action that is outstanding.

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4.2 Conduct of Meetings (general)

- (1) The rules of debate in this Standing Order shall apply to all meetings of the Board of Trustees and Committees.
- (2) The Chair will use his best endeavours to ensure that all Trustees enjoy equality of opportunity to express their views.
- (3) All those present at a meeting will adopt the highest standards of courtesy.
- (4) A person present can be censured or excluded for offensive remarks or inappropriate language on a simple majority of those present.
- (5) Wherever practicable items of business shall be supported by a written report.
- (6) All meetings shall follow the rules relating to the conduct of proceedings of meetings set forth in Articles 108 through to 126 of the Articles of Association.
- (7) Video conferencing and/or telephone conferencing may be used if necessary in accordance with Article 126 of the Articles of Association.

4.3 Reconsideration of Resolutions, Consideration of Urgent Business and Matters Delegated to Committees

- (1) The Board of Trustees shall abide by Article 113 of the Articles of Association which requires that no resolution of the Trustees may be rescinded or varied at a subsequent meeting unless its rescission or variation is a specific item of business on the agenda for that meeting.
- (2) Further to Article 113 above, a resolution, which in this context means any formal decision by the Board of Trustees, cannot be overturned or varied as part of discussions of matters arising from the previous minutes. Not only must the subject appear as a substantive item on the agenda, but also the fact that there is a proposal to vary or rescind a previous decision must be indicated.
- (3) Lengthy or complex items for discussion, especially those requiring consideration of detailed reports or accounts, other than those of an urgent nature should not be taken under "Any other business".
- (4) The Board of Trustees will receive but not debate decisions it has delegated to a Committee.

4.4 Voting

- (1) Article 120 of the Articles of Association establishes that every question to be decided at a meeting of the Board of Trustees shall be determined by a majority of the votes of the Trustees present and voting on the question. Where there is an equal division of votes, the Chair of the meeting in accordance with Article 121 shall have a second or casting vote. This will also apply to Committees and Sub Groups.

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- (2) Proposals to the Board of Trustees shall be proposed and seconded. In the absence of a seconder a motion will fail.
- (3) Except where a request is made under paragraph 4.4(5), the method of voting at meetings of the Board of Trustees and Committees shall be by a show of hands.
- (4) The Board of Trustees will decide the circumstances in which a secret ballot should be held. A dissenting Trustee shall have the right to have his disagreement recorded in the minutes.
- (5) A decision of the Board of Trustees is binding on all Trustees and all Trustees will comply with the principle of collective responsibility and support publicly a decision even if that decision was not approved unanimously.
- (6) Votes may not be cast by post or by proxy.
- (7) The Board of Trustees may agree, in circumstances where business may be delayed because of an available meeting or a lack of a quorum at a meeting, to seek a decision of Trustees by postal or other written communication including approved electronic means conducted by the Trust Secretary and if there is majority view that a matter should be approved then it will be taken as approved by written resolution and reported as such to the next meeting of the Board of Trustees.

4.5 *Attendance*

- (1) The attendance for every Trustee attending a meeting of the Board of Trustees or a Committee shall be recorded in the minutes of that meeting.
- (2) A Trustee will be recorded in the minutes of a meeting as being absent unless he/she notifies the Trust Secretary that their apologies should be given to the Chair.
- (3) The time of arrival or departure of any Trustees arriving after the start or leaving before the end of a meeting will be recorded in the minutes by the Trust Secretary.
- (4) To assist the Trust Secretary in establishing that there will be a quorum for a meeting, all apologies should be submitted no later than the day preceding the meeting except in cases of emergency.
- (5) If at any time the Board of Trustees is satisfied that any Trustee having been absent from meetings of the Board of Trustees for a period longer than six consecutive months without the permission of the Board of Trustees, the Members may by notice in writing to that Trustee remove him or her from office and thereupon the office shall become vacant (refer Article 70 of the Articles of Association).
- (6) In the event of a decision being required under paragraph 4.5 (5) the matter will be placed on the agenda for the next meeting of the Search and Nominations Committee (the SAT Members) for discussion by the Members. A full written report setting out all the facts known will be presented by the Trust Secretary.

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- (7) The defaulting Trustee shall be entitled to attend the meeting or submit in writing his reasons for absence but he shall take no part in the voting on this matter.
- (8) Other than in exceptional circumstances, the nature of which shall be determined by the Members, no Trustee shall be permitted to hold office if his absence exceeds twelve consecutive months.
- (9) The Trust Secretary shall submit an annual report on attendance levels for review by the Search and Nominations Committee (the SAT Members).

4.6 *Withdrawal from Meetings*

- (1) The Board of Trustees will apply rigorously the requirements of Article 6.8 (b) of the Articles of Association with regard to circumstances under which the withdrawal from meetings of Trustees is required.
- (2) When the Trust Secretary is required to withdraw from a meeting the Chair of the meeting will determine whether the minutes shall remain confidential in which event they shall be held by the Chair.

4.7 *Agenda for Meetings*

- (1) The Trust Secretary shall send out written notice of a meeting of the Board of Trustees or one of its Committees and a copy of the agenda at least seven clear days in advance of the meeting in accordance with Article 111 of the Articles of Association.
- (2) The non-receipt of notice of a meeting will not invalidate the holding of that meeting.
- (3) The agenda shall be structured by the Trust Secretary in consultation with the Chair.
- (4) All items to be considered at the meeting (with the exception of late items of urgent business) shall be recorded on the agenda.
- (5) Items of business shall be taken in the order they appear on the agenda for the meeting except that the order may be varied at the discretion of the chair of that meeting.
- (6) All reports to be submitted to a meeting of the Board of Trustees or a Committee shall be in writing in a format to be determined by the trust Secretary. Wherever practical, the Trust Secretary shall endeavour to ensure that all written reports are circulated with the agenda. No new issues are to be tabled at a meeting except as late items of urgent business and may not be tabled without the prior permission of the Chair of that meeting.
- (7) Any Trustee may request an item be placed on the agenda provided that notice of the item is received by the Trust Secretary ten calendar days in advance of the meeting.
- (8) A matter may be placed on the agenda as a late item of urgent business only with the prior approval of the Chair.

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4.8 Schedule of Meetings

- (1) The Trust Secretary shall prepare an annual calendar of meetings and schedule of business that meets the needs of the Board of Trustees and is based on the Trust's planning cycle and submit it to the Board of Trustees for approval.
- (2) The schedule shall also accord with the requirements of the Board of Trustees to publish and make returns to all relevant regulatory bodies.

4.9 Minutes

- (1) The Trust Secretary is responsible for the accurate recording of the minutes.
- (2) The minutes shall record the title of the meeting, the date and time of the meeting and a roll of those present, those who have submitted apologies and those who are absent without having submitted an apology.
- (3) The minutes shall include a summary of the discussion on a matter and record how each decision was made.
- (4) The minutes shall show the action points determined at every meeting and denote the person responsible for taking each such action and the timescales agreed.
- (5) Minutes will be taken by the trust Secretary for all meetings of the Board of Trustees and its Committees except where the Trust Secretary is required to withdraw from a meeting.

4.10 Access to Meetings

- (1) Access to meetings will be in accordance with Article 126 (b) of the Articles of Association and the Trust's Access to Governance Information Policy.
- (2) The Chair or person presiding can invite the attendance of a member or members of staff to be in attendance at Board of Trustees and Committee meetings, subject to the provisions of section 125 of the Articles of Association.
- (3) The trust Secretary is permitted to be in attendance at all meetings of the Board of Trustees and its Committees except where the Trust Secretary is required to withdraw from a meeting.

4.11 Board of Trustees Spokesperson

- (1) The Board of Trustees has determined that only the Chair, or in his absence the Vice Chair and the CEO shall speak for the Board of Trustees publicly. Individual Trustees of the Board of Trustees may, from time to time, meet or otherwise communicate with various constituencies that are involved with the Trust, but should only do so with knowledge of the Chair, and in most cases, at the request of the Chair or CEO.
- (2) Unless point (1) above applies, Trustees shall refer any requests for public comment to the Chair or the CEO.

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- (3) In the circumstances of the suspension or dismissal of the CEO or other urgent cause, only the Chair of the Board of Trustees, or in his absence the Vice Chair, shall act as spokesperson for the Board of Trustees.
- (4) No action may be taken by an individual Trustee nor may any Trustee commit the Board of Trustees to any action or expenditure unless authority to do so has been delegated formally by a resolution of the Board of Trustees.

5.0 Miscellaneous

5.1 Delegation of arrangements for dealing with matters of urgency

- (1) Where the Chair, CEO and the Trust Secretary are of the opinion that circumstances exist that make it necessary for action to be taken by the Board of Trustees prior to the time when such action could be approved through normal Board of Trustee procedures, they may follow the procedure agreed by the Board of Trustees for Chair's Action appended to these Standing Orders at Annexe 3. Consideration should first be given to deciding the matter by written resolution to all Trustees in accordance with Standing Order 4.4(7).
- (2) Where Chair's Action is taken, the details (including the reason(s) for using this procedure) shall be presented to the next meeting of the Board of Trustees.

5.2 Trustee Expenses

- (1) Trustees may only claim expenses for travelling, childcare and subsistence at rates determined by the Board of Trustees.
- (2) Expenses are payable associated with attendance at meetings, training events and conferences.
- (3) Trustees are not permitted to claim allowances which remunerate them for their services as Trustees.
- (4) The following segregation of duties for the authorising of expenses shall apply:
 - a. Expenses for the CEO are to be authorised by the Chair of the Board of Trustees (or in his absence, the Vice Chair of the Board of Trustees);
 - b. Expenses for the Trust Secretary are to be authorised by the CEO as budget holder;
 - c. Expenses for the Chair and all other Trustees are to be submitted to the trust Secretary for approval;
- (5) All foreign travel by the Trustees, advisory members, the CEO and the trust Secretary must be authorised by the Chair (or in his absence the Vice Chair) in advance of such travel. If the Chair is travelling then the Vice Chair will give authorisation. If both the Chair and Vice Chair are travelling then authorisation will be given by any other independent Trustee who is not travelling.

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- (6) Expenses from such travel will be authorised for payment by the Chair (for Trustees, advisory members, the CEO and the Trust Secretary), the Vice Chair and Trust Secretary (for the Chair).

5.3 Corporate Gifts and Hospitality

Gifts and hospitality may only be received within the provisions of the Trust's current policy on Anti-Bribery. In reading the provisions of this policy, the attention of Trustees is also drawn to the Trust's Code of Conduct for Trustees of the Board of Trustees.

5.4 Independent Professional Advice

The Board of Trustees's procedure on arrangements for Trustees to access Independent Professional Advice will be followed in all cases.

5.5 Complaints against the Board of Trustees

A complaint against the Board of Trustees, the Trust or an individual Trustee of the Board of Trustees shall be addressed to the Trust Secretary who shall deal with the matter as appropriate. The response to such a complaint will include details of the arrangements for pursuing the matter with an independent body. If the complaint is against the CEO the complainant should write to the Board of Trustees via the Trust Secretary in accordance with the Trust's Complaints Procedure. A complaint against the trust Secretary shall be forwarded to the Chair of the Board of Trustees.

5.6 Correspondence

No correspondence shall be entered into on behalf of the Board of Trustees other than by or with the knowledge and advice of the Trust Secretary who shall be responsible for keeping copies of all such correspondence.

5.7 Ethical Issues

All Trustees will be bound by the current Code of Conduct as adopted by the Board of Trustees.

6.0 Amendments to Standing Orders

6.1 Amendments to Standing Orders

- (1) The Standing Orders may only be amended at a meeting of the Board of Trustees with a specific item on the published agenda to amend these Standing Orders.
- (2) The Standing Orders shall be reviewed at the last meeting of the Board of Trustees in each academic year unless reviewed sooner within the 11 months preceding that meeting.

Annexe 1 – Selection of Trustees Policy

Annexe 2 – Trustees Terms of Office Policy

Annexe 3 – Policy on Chair's Action