

Standing Orders

1. Introduction

- 1.1 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).

2. Convening and Planning Meetings, and the Conduct of Business

2.1 Chair and Vice Chair

- 2.1.1 The Trust Board will elect from among its number a Chair and a Vice Chair for each academic year.
- 2.1.2 The Chair will conduct all meetings of the Trust Board except where, in their absence, the chair will be taken by the Vice Chair.
- 2.1.3 If both the Chair and Vice Chair are absent from a meeting or have resigned, the Trust Board will elect from its number a Chair for that meeting.
- 2.1.4 If both the Chair and the Vice Chair resign, the Trust Board will hold an extraordinary meeting within 10 days to elect their successors.

2.2 Calendar of Meetings

- 2.2.1 The Trust Board will meet not less than 3 times each year, and may convene extraordinary meetings as required to discharge its duties.
- 2.2.2 The Governance Professional will notify the Trustees of the calendar of planned meetings for the forthcoming year, including those of its Committees, at the final meeting of the academic year.

2.3 Timing and locations of Meetings

- 2.3.1 Meetings will start at times which are agreed with the Trust Board and its Committees.
- 2.3.2 The Trust Board and its Committees will operate hybrid meetings (will options to be physically present or virtually present). Physical meetings will typically be held at the Trust's headquarters in Bury St Edmunds, though may also rotate to be held within its Colleges (ASFC in Bury St Edmunds and OSFC in Ipswich). Virtual meetings will be held on Microsoft Teams.

2.4 Quorum

- 2.4.1 For meetings of the Trust Board, the quorum will be one-third, rounded up, of the total number of Trustees when fully constituted, unless the meeting is concerned with any of the issues listed below, when the quorum must be two thirds (rounded up to a whole number) of those Trustees of the Board who are entitled to vote:
- i. The co-option of a Trustee
 - ii. The removal of the Chair
- 2.4.2 The quorum for a Committee/working part will be stated in the Terms of Reference.
- 2.4.3 A meeting cannot be held if inquorate, and, therefore, decisions may not be made.
- 2.4.4 If during the course of a meeting, it becomes inquorate the meeting will be discontinued.
- 2.4.5 A meeting may be discontinued at any time by resolution of the Trust Board.
- 2.4.6 If a meeting is discontinued, or is inquorate, any items remaining on the agenda will be placed on the agenda of a subsequent meeting.

2.5 Convening Meetings

- 2.5.1 All meetings will be convened by the Governance Professional, who must also comply with any direction of the Chair of the Trust Board, and with a requisition signed by the Members of the

Trust.

2.6 Notice of Meetings

- 2.6.1 Written notice of Trust Board and Committee meetings and the corresponding agenda will be sent to Trustees and Committee members 7 clear days before the meeting, while those for an extraordinary meeting may be sent within a shorter time.
- 2.6.2 Written notice of Members meetings and the corresponding agenda will be sent to Members 14 clear days before the meeting, while those for an extraordinary meeting called by the Chair or by requisition may be sent within a shorter time.
- 2.6.3 Non-receipt of notice of a meeting will not invalidate the meeting.

2.7 Agendas and Papers

- 2.7.1 The agendas for Trust Board meetings will be set by the Governance Professional in consultation with the Chair of the Trust Board and the CEO.
- 2.7.2 The agendas for Committee meetings will be set by the Governance Professional in consultation with the Chair of the Committee and the CEO.
- 2.7.3 Items may be placed on the agenda by Trustees by writing to the Governance Professional.
- 2.7.4 All papers and reports of the Trust Board and its Committees are confidential, except to auditors and the Department of Education on request.

2.8 Late Items/Any Other Business

- 2.8.1 Trustees should inform the Governance Professional at least 10 days prior to the meeting of any item they wish to raise under Any Other Business.
- 2.8.2 The Governance Professional in consultation with the Chair of the Trust Board/Committee (as appropriate) and the CEO meeting will decide whether any item so identified may be raised under Any Other Business, whether it should be deferred to a subsequent meeting, or whether it should not be heard at all.

2.9 Attendance

- 2.9.1 The Governance Professional will keep a record of all persons attending a meeting of the Board or any of its Committees.
- 2.9.2 Absences and apologies will be recorded in the minutes under the following headings:
 - i. Present physically: *[followed by the names of Trustees]*
 - ii. Present virtually: *[followed by the names of Trustees]*
 - iii. In attendance: *[followed by the names of others invited to attend and participate in the meeting but are not Trustees]*
 - iv. Apologies: *[followed by the names]* *and a note in the minutes to confirm if the apologies were accepted.
 - v. Absent and no apologies received: *[followed by the names of Trustees]*
- 2.9.3 The Governance Professional will keep a record of the time of departure of any Trustee leaving / joining before the end of a meeting in the minutes.
- 2.9.4 Apologies should be submitted at least 24 hours in advance of the meeting except in cases of emergency.

2.10 Minutes of Meetings

- 2.10.1 The minutes of meetings will be drawn up on consecutively numbered pages by the Governance Professional.
- 2.10.2 If the Governance Professional 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.
- 2.10.3 A dissenting view will be recorded in the minutes of the meeting, if that is the wish of one or more Trustees present.

- 2.10.4 Copies of the draft minutes, checked for accuracy by the Chair and CEO, will be sent to all members of the Trust Board/Committee (as appropriate) within 10 working days of the meeting.
- 2.10.5 The minutes of a previous meeting will be considered for approval or amendment at the next meeting, though no discussion shall take place upon the minutes, except upon their accuracy.
- 2.10.6 Action will be taken on the basis of decisions and need not await the approval of the minutes at the next meeting.
- 2.10.7 Those matters which by law must remain confidential or which the Trust Board decides shall be confidential will not be published in the minutes of any meeting.
- 2.10.8 The draft minutes of meetings will be available for public inspection once they have been checked by the CEO and approved by the Chair.
- 2.10.9 The approved minutes will be available for public inspection at reasonable times by arrangement with the Governance Professional.
- 2.10.10 A copy of the signed minutes of any or all meetings will be sent to the Department of Education on request.

2.11 Correspondence

- 2.11.1 All incoming correspondence, excluding any concerning a complaint, is for the attention of the Trust Board. Significant items will be presented to each meeting of the Trust Board, including any on which the Chair has already taken urgent action, so that the need for, and the nature of, action may be decided or confirmed.
- 2.11.2 The Trust Board will determine by resolution who should write letters on behalf of the Trust Board.

2.12 Information and Advice

- 2.12.1 The CEO has a duty to keep the Board fully informed about matters affecting the Trust to ensure Trustees make informed decisions and will present an annual report.
- 2.12.2 Where important information required by the Trust Board is given orally, it will be recorded in the minutes in appropriate detail.
- 2.12.3 Where information is required by the Board but is not readily available, reasonable time will be given for its production.
- 2.12.4 Where expertise is needed but not available within the Trust Board, the Trust Board may source appropriate advice (e.g. from the Trust's lawyers, auditors or another specialist).

2.13 Discussion and Debate

- 2.13.1 The Chair of the Trust Board will consult the Trust Board on matters raised where they appear to be not relevant to the agenda, or for which due notice has not been given.
- 2.13.2 The Chair of the Trust Board will ensure that all Trustees enjoy equality of opportunity to express their views.
- 2.13.3 Recommendations received from working parties will be recorded in the written minutes.
- 2.13.4 The Trust Board will receive, but not debate, decisions which it has delegated to a Committee or an individual. Decisions will be recorded in the minutes.

2.14 Decision-Making

- 2.14.1 Trustees recognise that all decisions must be made by a meeting of the Trust Board unless an individual or a Committee has been delegated powers to deal with a specific issue.
- 2.14.2 Decisions will be made after full discussion and by a simple majority by show of hands unless any one Trustee, or more, requires a secret ballot.
- 2.14.3 A decision of the Trust Board is binding upon all its members.
- 2.14.4 If there is a tied vote at the end of a discussion, the Chair of the Trust Board may vote a second time to determine the issue.
- 2.14.5 Decisions of the Trust Board may only be amended or rescinded at a subsequent meeting of the Trust Board when the proposal to amend or rescind appears as a separate agenda item and the resolution recorded in the minutes accordingly.

2.15 Urgent Action

- 2.15.1 The Chair, or in their absence the Vice Chair, has authority to take urgent action between meetings provided that the following conditions exist:
- i. Delay in dealing with the matter would be seriously detrimental to a student, or a potential student, or their parents, or to a member of staff, or to a potential member of staff; and
 - ii. A meeting could not be called in sufficient time to deal with the matter without being seriously detrimental as described in 2.15i above.
- 2.15.2 If urgent action needs to be taken and with prior agreement (majority) of the Trust Board the Chair may organise a vote using electronic systems.
- 2.15.3 If any urgent action is taken by the Chair between meetings, the facts will be reported to the next meeting of the Trust Board.

2.16 Public Statements

- 2.16.1 Public statements will be made only by those delegated to make them.

2.17 Access to Meetings of the Board

- 2.17.1 All Trustees are entitled to attend a meeting of the Trust Board and the Governance Professional.
- 2.17.2 The Chair of the Trust Board will decide who, other than a Trustee or the Governance Professional, is permitted to attend a meeting.
- 2.17.3 The Chair of the Committee will decide who, other than a Trustee or Committee Member and the Governance Professional, is permitted to attend a meeting.
- 2.17.4 The Trust Board will decide which of its meetings, if any, will be open to the public.
- 2.17.5 The Governance Professional has the authority to remove any attendees who are not permitted to be in attendance at the meeting, or to close the meeting if the attendees refuse to leave the meeting.

2.18 Pecuniary and Personal Interest

- 2.18.1 The Governance Professional will maintain a register of the pecuniary interests of its Members, Trustees and Committee Members completed annually or at the point of any relevant change and signed by the relevant Member, Trustee and Committee Member.
- 2.18.2 Members, Trustees and Committee Members will draw attention as appropriate to their declared pecuniary or personal interests.
- 2.18.3 A Member, Trustee or Committee Member is required* to withdraw from a meeting if they:
- i. Stand to gain financially from a matter under consideration
 - ii. Has a personal interest in a matter under consideration
 - iii. Is a relative of a student, parent or employee being discussed
- *except in relation to meetings to support disciplinary and/or complaints procedures and the Member, Trustee or Committee Member is giving evidence.

2.19 Delegation of Functions

- 2.19.1 The Trust Board will decide as occasion arises the delegation of its functions in relation to complaints, the dismissal or grievance of a staff member, the exclusion of a pupil and pay decisions in relation to staff performance.

2.20 Committees and Working Parties

- 2.20.1 To ensure the most efficient use of time and resources, and in some cases to ensure absolute propriety, the Trust Board will, where it is proper and appropriate to do so:
- i. Establish and/or wind down Committees and working parties to provide information and/or

make recommendations to the Trust Board

ii. Delegate work to individual Trustees

2.20.2 Committees may be given delegated authority to make decisions on behalf of the Trust Board, as set out in the Trust's scheme of delegation, and where delegation is not forbidden by requirement.

2.20.3 The Trust Board is responsible for all Committees and the determination of the Committee's membership, including appointing its Chair and Vice Chair, and its terms of reference.

2.20.4 All Committees must provide a written summary report of its decisions and actions, along with a copy of the minutes of a Committee meeting, to the next meeting of the Trust Board.

2.21 Complaints

2.21.1 Complaints should be actioned in accordance with the [Trust's complaints policy](#).

2.22 Review

2.22.1 Amendments to these Standing Orders may only be made by the Trust Board. The adoption of these Standing Orders supersedes all previous Standing Orders Trustees and are made under Articles 137 and 138 of the Articles of Association relating to Rules and Bye-Laws.

