

# Governance Standing Instructions

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## 1. Introduction

In October 2020 it was agreed that there should be an extended terms of reference document to collate the protocols that gather over time about how things are done. These “standing instructions” provide this. They will be added to throughout the year to provide a master document and reviewed annually for changes to language and structure.

## 2. Roles and responsibilities

The following roles and responsibilities were agreed at the board meeting on 29th March 2021 – Trustee, Chair of the Board, Vice Chair of the Board and Committee Chair. The Stakeholder Representative role was agreed on 7th December 2020.

Trustees elected to the Board play a major role in supporting and challenging the academy and its leadership to ensure the very best is achieved for the young people who attend James Brindley. Every Trustee is appointed to serve for up to 4 years and is also a Company Director and Charity Trustee.

All Trustees sign the Code of Conduct which includes the 7 Nolan Principles and the Ethical Leadership Framework. The following provides additional notes for supporting Trustees in the delivery of their role.

### Trustees

#### Key Roles of the Board

1. Ensuring clarity of vision, ethos and strategic direction
2. Holding executive leaders to account for the educational performance of the organisation and its pupils, and the performance management of staff
3. Overseeing the financial performance of the organisation and making sure its money is well spent
4. Ensuring the voices of stakeholders are heard

#### Trustee Expectations

As part of the Board, all trustees are expected to contribute to the strategic discussions at Board meetings which determine:

- The vision and ethos of the academy
- Clear and ambitious strategic priorities and targets for the academy
- That all James Brindley Academy (JBA) young people have access to a broad and balanced curriculum
- The monitoring of the budget, including the expenditure of the pupil premium allocation
- The academy's staffing structure and key staffing policies

The Principal is held to account by monitoring the academy's performance. This includes

- Agreeing the outcomes from the academy self- evaluation and ensuring they are used to inform the priorities in the Academy Development Plan



- Considering all relevant data and feedback provided on request by academy leaders and external sources on all aspects of academy performance
- Asking challenging questions of the academy senior leaders
- Ensuring senior leaders have arranged for the required audits to be carried out and receiving the results of those audits
- Monitoring progress on the Academy Development Plan
- Listening to and reporting to the academy's stakeholders: our young people, parents, staff, and the wider community, including local employers
- Ensuring the staff have the resources and support they require to do their jobs well, including the necessary expertise on business management, external advice where necessary, effective appraisal, Continuing Professional Development (CPD) and suitable premises
- Ensuring that resources are used to give the greatest impact on the lives of our young people

### Commitment

- Attend the Board, a statutory committee and a local committee (a meeting each per half term)
- Sit on appointment/grievance/complaint/disciplinary/exclusions panels, by arrangement
- Read the papers for these meetings to enable appropriate challenge, questioning and support of the academy leaders
- Work with an existing trustee who will be a mentor/ buddy and so act as a support to you as a new trustee. In time, take on the role of mentor/buddy for a new trustee
- Be a link trustee for a strategic priority area; understand the academy's strengths and weaknesses by meeting with key staff, drive strategic development on behalf of the Board and report back to the Board
- To improve the outcomes for young people at James Brindley through the work of the Governing Board
- Adhere to the James Brindley Trustee Code of Conduct
- Undertake training

### Skills and Attributes

- An inquisitiveness to question and analyse
- Willingness to learn
- Effective communicator, both verbally and in writing
- Able to work as part of a team and as an individual
- Able to read and understand written reports
- Able to interpret basic data

### Chair of the Governing Board

The Chair of the Governing Board carries out all the duties that are expected of a Trustee and has no particular special powers, they are 'the first among many' within the Board of Trustees.

It is a leadership role that provides clear direction to the Governing Board, who work as a team to challenge, support and contribute to the strategic leadership of the school.

### Strategic and leadership responsibilities

The Chair provides strategic leadership that allows Trustees to fulfil their functions by:



- ensuring that there are transparent and effective processes for recruiting and inducting a new Principal
- ensuring appropriate Trustee involvement in the recruitment of senior leaders
- ensuring the Board has good knowledge of the school and has mechanisms in place to obtain and listen to the views of parents, pupils and staff
- ensuring that the Governing Board sets a clear vision and strategy for the school
- ensuring that the Governing Board and Principal have a shared vision and sense of purpose
- leading the Board in monitoring the Principal's implementation of the strategy
- setting the culture of the Governing Board, balancing and valuing both the support and challenge responsibilities
- ensuring the Board works effectively together, by fostering productive relationships
- ensuring that there is a succession plan for the Chair, Vice Chair and any committee Chairs

### Wider leadership responsibilities

The Chair has wider leadership responsibilities associated with the role and status, such as:

- being a first point of contact and playing a leading role in employment matters as required by the adopted procedures of the academy e.g. grievance, disciplinary, capability
- where required, acting as a first point of contact and respondent in matters raised with the academy by external bodies e.g. LA, DfE, ESFA, etc
- where required, representing the Governing Board in its dealings with external partners and be an advocate for the academy
- attend school events as appropriate and encourage other Trustees to do so

### Developing the team

Governing Boards need a range of skills and knowledge to carry out their functions effectively. It is the responsibility of the Board's Chair to:

- ensure the Board has the required skills and commitment to govern well, and that appointments made fill any identified skills gaps and ensure a diverse team
- ensure all Trustees have a thorough understanding of their role and receive appropriate induction and ongoing development as required
- ensure that Trustees are involved, feel valued and encourage their development
- ensure Trustees act reasonably and in line with the Board's agreed code of conduct
- develop good working relationships with the Principal, Vice Chair and Company Secretary, keeping them fully informed and delegating tasks as appropriate

### Working with school leaders

Chairs and school leaders must develop effective working practices which are mutually supportive. It is the responsibility of Chair to:

- ensure that the Governing Board fulfils its duty of care to the Principal, including ensuring a safe and secure working environment, a reasonable work-life balance, and support for their wellbeing
- ensure all Trustees concentrate on their strategic role and hold the Principal to account
- build and encourage a professional relationship with the Principal which allows for honest conversations, acting as a sounding Board and ensuring there are no surprises at meetings



- meet regularly (normally monthly) with the Principal
- oversee and participate in the Principal's performance review, ensuring that appropriate continuing professional development (CPD) is provided
- ensure that the Principal provides staff with an understanding of the role of the Governing Board and acts as link between the two

### **Influencing improvement and achieving outcomes**

The Board's activities should be focused on school improvement and achieving the best outcomes for pupils. The Chair of the Board is expected to:

- ensure the Board is involved at a strategic level in the school's self-evaluation process and that this feeds into its key priorities
- ensure the Board's business is focused on the strategic priorities
- collaborate with school leaders to ensure the Board has the information it needs to monitor the implementation of policies and fulfil its core functions
- evaluate and question information in order to identify appropriate actions, modelling this approach for other Trustees

### **Leading Governing Board business**

Chairs are responsible for the smooth and effective running of Board meetings and so are required to:

- ensure that the Governing Board appoints a governance professional (the Company Secretary) capable of advising the Board on its functions and relevant procedure
- jointly line manage Company Secretary and ensure that they receive appropriate CPD and annual appraisal
- work with the Company Secretary and Principal to plan the Board meetings: ensuring that agendas focus on the Board's key responsibilities and strategic priorities; ensure the committee has the information it needs to monitor the implementation of policies and fulfil its core functions; reduce unnecessary paperwork; that decisions taken at the meetings of the governing Board are implemented and actions communicated
- chair meetings effectively and promote an open culture on the Governing Board that allows ideas and discussion to thrive while ensuring clear decisions are reached as quickly as possible
- collaborate with the Company Secretary to establish effective working procedures and sound committee structures
- ensure that complaints made to the Governing Board are dealt with in a timely and effective manner through the adopted complaints procedure

### **Vice Chair of the Governing Board**

The Vice Chair carries out all the duties that are expected of a Trustee and supports the Chair with undertaking their responsibilities.

The purpose of the Vice Chair's role is to:

- act as a sounding Board for the Chair
- share tasks with the Chair ensuring a manageable workload for both people
- be the Chair's deputy in times of absence
- supporting the induction of new Trustees



- support monitoring of the training and development of individual Trustees and the Governing Board
- evaluate the effectiveness of sub-committees
- take the lead on any responsibility, where the Chair may have a potential or perceived ethical conflict or declaration of interest

As good practice and development, chair at least 1 meeting per academic year.

### Committee Chair

The Board devolves some of its work, but not its responsibilities, to committees. Each committee has a term of reference to ensure that tasks are not duplicated or omitted. As part of the term of reference committee Chairs and Vice Chairs are appointed.

Committee Chairs are required to:

- work with the Company Secretary and senior leaders to plan the committee meetings: ensuring that agendas focus on the Board's key responsibilities and strategic priorities; ensure the committee has the information it needs to monitor the implementation of policies and fulfil its core functions; reduce unnecessary paperwork; that decisions taken at the meetings of the committee are implemented and actions communicated
- chair meetings effectively and promote an open culture on the committee that allows ideas and discussion to thrive while ensuring clear decisions are reached as quickly as possible
- collaborate with the Company Secretary to establish effective working procedures
- highlighting knowledge and skills gaps within the committee to the Company Secretary/Chair of the Board
- ensure that committee Trustees are involved, feel valued and encouraged to participate fully in meetings
- alert the Company Secretary/Chair of the Board if a Trustee doesn't act reasonably and in line with the Board's agreed code of conduct
- ensure all committee Trustees concentrate on their strategic role and hold school leaders to account
- build and encourage a professional relationship with the school leaders which allows for honest conversations
- evaluate and question information in order to identify appropriate actions, modelling this approach for other Trustees
- see that the committee Vice Chair chairs at least 1 meeting per academic year, supporting Trustee skill development and succession planning.

### Stakeholder Representative

#### Key Roles of the Governing Board

- Ensuring clarity of vision, ethos and strategic direction
- Holding executive leaders to account for the educational performance of the organisation and its pupils, and the performance management of staff
- Overseeing the financial performance of the organisation and making sure its money is well spent
- Ensuring the voices of stakeholders are heard



## Stakeholder Representative Expectations

As part of the local committee, stakeholder representatives have an equal role with the trustees in contributing to the discussions which form part of the monitoring process of the academy's performance. The Principal is held to account by monitoring

- The application of the JBA vision and ethos
- The delivery of the ambitious strategic priorities and targets for the academy
- That all James Brindley Academy (JBA) young people have access to a broad and balanced curriculum
- The budget, including the expenditure of the pupil premium allocation
- That the voices of stakeholders are heard

## Commitment

- Attend a local committee meeting once per half term
- Read the papers for these meetings to enable appropriate challenge, questioning and support of the academy leaders
- To improving the outcomes for young people at James Brindley through the work of the local committee
- Adhere to the James Brindley Trustee Code of Conduct
- Undertake training

## Skills and Attributes

- An inquisitiveness to question and analyse
- Willingness to learn
- Effective communicator, both verbally and in writing
- Able to work as part of a team and as an individual
- Able to read and understand written reports
- Able to interpret basic data

## 3. Link Trustees

Link trustees have a specific strategic area that they are responsible for reporting on to the GB. The roles were agreed at the board meeting on 6<sup>th</sup> July 2020. Responsibility for an area can't be delegated to an individual, but link trustees are a way of ensuring that knowledge is spread across the GB in an efficient way as well as utilising trustee skill sets. They are also a means of increasing staff access to trustees and making governance more visible to staff, pupils and possibly parents. Link roles can also be used to upskill trustees so that they are more aware of the academy's strengths and weaknesses.

Link roles will be determined on an annual basis to ensure that they reflect statutory guidance as well as key aspects of the Academy Development Plan and are not duplicated elsewhere in the governance framework. For every role the link trustee or committee/a committee member is expected to:

- ✓ attend relevant training
- ✓ talk to academy leaders
- ✓ visit the academy at least annually during the school day – subject to the Covid-19 risk assessment (refer to the GB Visit Policy)



- ✓ file a report to the GB

Roles and responsibilities - The core governance functions should form the basis for the link roles.

### Curriculum Link Trustees

1. Know what the curriculum intent is for the subject and how is this seen in the planned, the taught and the experienced curriculum. Does it match the vision statement and THINK?
2. Ask if the young people on track to achieve the best qualifications for their ability.
3. Ask if the physical resources are sufficient for successful delivery and to support the challenges.
4. Asks if feedback from pupils, parents, prospective employers and educational providers been taken into account.

### Statutory Link Trustees

#### Safeguarding Trustee

- Act as a 'critical friend' to the school, in order to ensure that the appropriate systems and procedures are in place to cover all aspects of the safeguarding agenda and all statutory governing board responsibilities are met.
- Monitor appropriate policies, including the safeguarding and whistle blowing policies.
- Check there is a suitably qualified, trained and supported Lead Designated Safeguarding Lead (DSL) who has responsibility for responding to and overseeing safeguarding issues.
- Check there are suitably qualified, trained and supported centre DSLs who have responsibility for responding to and overseeing safeguarding issues at centre level.
- Check that there are clear lines of accountability.
- Check there is a robust system for recording, storing and reviewing child welfare concerns.
- Liaise with the Lead DSL about general child protection and broader safeguarding issues within the academy and provide reports to the governing board in respect of themes and issues within the academy/city to enable adequate oversight, understanding and development of solutions.
- Check that school staff training is up to date.
- Attend Basic Awareness Safeguarding training every 3 years and other training as appropriate to the role
- Ensure trustees have annual safeguarding training.
- Ensure at least one trustee on the recruitment and selection panel for senior staff has successfully completed accredited Safer Recruitment training.
- Check interview panels are convened appropriately and safer recruitment practices are followed.
- Have oversight of the single central record and ensure it is up to date and maintained in line with guidance.
- Take account of how safe the young people feel at JBA.
- Check the voice of pupils is heard and appropriately acknowledged.
- Check the academy constantly review and consider the curriculum in order that key safeguarding 'messages and lessons' run throughout.
- Ensure the safeguarding agenda is embedded in the ethos of the school.
- Ensure the Safeguarding, Health and Safety and Premises Committee receive appropriate information to fulfil the requirements of the BCC Safeguarding Annual Report.



- Meet with the Lead DSL on a termly basis.

## SEND

- To aid the GB in meeting its statutory duties towards pupils with SEN
- To know the different educational needs of JBA's young people
- To understand the local and national policy context for SEND
- To meet regularly (3 to 6 times a year) with the Inclusion Lead/Senior SENCO to check SEND provision meets the needs of the young people and to ask challenging questions about provision and strategies
- Monitor use of budget and resources

## Training

- Aid with planning and implementing effective training and development programmes
- Aid with identifying trustee training needs
- Ensure that all trustees are supported and that they have access to relevant advice and guidance in order to become more effective;
- Increase awareness of the training resources available to the GB
- Encouraging all trustees to attend regular training sessions and to feedback to the governing board to share knowledge and the relevance of the training etc.;
- Analysing the skills and experience audit to help create a trustee development strategy
- Using the ADP to consider how the skills and knowledge of the governing board will need to develop over the next few years in order to fulfil the requirements of the plan;
- Support skills for succession planning

## Careers

- Meet with the careers lead on a termly basis to monitor the accessibility and effectiveness of the service to the young people through the implementation of the Gatsby benchmarks
- To report to the GB how careers guidance contributes to the academy's strategic priorities

## Wellbeing

- To influence the setting of an Academy vision which creates a positive wellbeing culture and is underpinned by equality values, a system of accountability, and robust policies and procedures.

## 4. Appointment processes for Community Trustees

This process was agreed on 7th December 2020. Changes have been made to reflect experience and the abolition of the Governance Leadership committee on 19th July 2021. These were approved by the board on 18th October 2021.

### Community Trustee Appointment



1. When a vacancy occurs on the board the principal, chair and vice chair agree on the skills required for the community trustee advert.
2. The recruitment brochure is updated and publicised.
3. Prospective trustees have an informal discussion with the company secretary and chair or vice chair and principal. The aim of this discussion is to ensure that the prospective trustee understands the role and commitment required. They are invited to attend a meeting as an observer.
4. The application form and appointment form are completed.
5. The appointment form is circulated to the board.
6. An appointment panel of 3 trustees is formed by the company secretary (who also acts as an advisor) in consultation with the chair.
7. The appointment form is circulated to the board. The board send any questions that they have to the company secretary.
8. The appointment panel meets with the prospective trustee for a formal interview.
9. The panel makes a recommendation to the board, who make the final decision.

#### Community Trustee Re-appointment

1. Six months before the end of office term the company secretary asks the trustee if they wish to be re-appointed, or in the case of a parent trustee who no longer has a child on roll if they wish to apply to become a community trustee.
2. The re-appointment form is completed.
3. The re-appointment form is circulated to the board.
4. A re-appointment panel of 3 trustees is formed by the company secretary (who also acts as an advisor) in consultation with the chair/vice chair as appropriate.
5. The re-appointment form is circulated to the board. The board send any questions that they have to the company secretary.
6. The re-appointment panel meets with the trustee for a formal interview.
7. The panel makes a recommendation to the board, who make the final decision.

### **5. Parent Trustee Election Protocol**

This protocol was agreed by the Governance Leadership committee in November 2020.

1. A final closing date for nominations will be set.
2. Candidates will complete a self-nomination form.
3. Candidate information (including child's centre) will be emailed out along with the link to vote and enclosed with paper votes.
4. Election will be using MS Forms, or parents can request a paper/postal vote via sector admin.
5. Parents sent a text to ask them to register an email address or request a paper/postal vote.
6. Each parent or individual exercising parental responsibility of a registered pupil is entitled to one vote, regardless of the number of children on roll.
7. The ballot paper will only be valid if the registered child's name and centre is included on the paper and a 1<sup>st</sup> preference is marked.
8. Voting will be open for two weeks.
9. If there is more than one vacancy, the vote will be under the STV process as outlined by the Electoral Reform Society



<https://www.electoral-reform.org.uk/latest-news-and-research/publications/how-to-conduct-an-election-by-the-single-transferable-vote-3rd-edition/>

10. The count will be witnessed by two people. Trustees and candidates have access to the counting process (via Teams, if requested in advance).
11. Candidates informed of result by the returning officer (Company Secretary) and information posted on the website.
12. Papers and forms held for 6 months after election closed.
13. The start of the term of office will be stated.

## 6. Remote meeting protocol

Context: The articles of association and funding agreement allow for dial-in/video-conferencing participation in trustee meetings. This protocol sets out the practices required to make this work for all participants to be at the meeting remotely. This protocol was agreed in May 2020 and will be reviewed in May 2023.

1. Trustees will use Microsoft Teams
2. During the lockdown there is no need to inform the Company Secretary that you are attending remotely, but usually this must be done 48 hours in advance of the meeting
3. Apologies must be received in advance
4. Arrive at the meeting 5 to 10 minutes in advance to allow the meeting to start on time
5. Be in as private a space as possible and minimise all external noise
6. Be mindful that everything recorded on the conversation chat could have to be declared if a Data Subject Access Request is made
7. As soon as you join the meeting, open the conversation tab and send a message to say you have joined the meeting and that you consent to the meeting being recorded
8. Meeting recordings are made to aid the minutes and will be deleted after the chair and JBA lead have agreed the draft minutes
9. Once everyone is in the meeting, mute your mic unless you are the chair or the person leading the item
10. If it is a big meeting, turn your camera off
11. If you are referring to a paper, give everyone time to find it
12. If you have a question, type it into the conversation tab and wait for the chair to invite you in, then turn your mic on until the end of the discussion
13. When there is a vote, wait for the proposal to be pasted into the conversation, then register your vote using the conversation tab, also stating whether you are happy to propose/second
14. If you need to leave the meeting for any reason, say so on chat so that it is clear whether the meeting is still quorate
15. At the end of the meeting, say goodbye on chat and use the red phone button to hang up

## 7. Exceptional items

This protocol was agreed on 7<sup>th</sup> December 2020. An exceptional item is one where a vote is required, and information has not been received by the committee more than a day in advance of the meeting. A written proposal must be made available to trustees. All expenditure items must be accompanied by a written



paper. If an exceptional proposal is accepted at the meeting, the business case and the justification for its exceptionality should be summarised in the Trustee Board report.

**Items requiring agreement outside of the normal meeting structure that have large or ongoing financial implications for JBA.**

This includes items such as the support staff and teacher annual pay awards. A short 1 item Teams meeting can be called if requested by 3 trustees (article 107). A Teams meeting at short notice is deemed preferable to an email vote as live discussion can take place.

## **8. Email voting**

This protocol was agreed on 7<sup>th</sup> December 2020. Ideally email votes should only take place when an item has been discussed at a committee meeting, but for some reason a vote was not possible. Email votes should be a last resort, or for decisions that must be taken outside of the normal meeting structure. If possible, the committee should agree at an advance meeting to receive the proposal at a later point, and to discuss and approve it by email. Email votes are considered exceptional and should be noted in subsequent minutes and reported in the Trustee Board report. The email discussion should be as full as possible and include everyone on the distribution list. The emails must be filed for future reference.

## **9. Trustee Board report**

This format was agreed on 7<sup>th</sup> December 2020. The main aim of the report is to summarise committee business so that all trustees are informed of the work of each committee without having to read the full meeting minutes (although these are available). The content of the report is to be a standing item at the end of all committee agendas, led by the chair. Approvals (other than minutes) and recommendations must be reported. Other items should be included if they are

- An alert to the board that an item may need further scrutiny, or it is a compliance problem
- Advice to the board that action may need to be taken
- Assuring the board that a key element of the committee terms of reference is being fulfilled

Following the Board meeting the report maybe edited before publishing to the academy staff through Grapevine/Whole school SharePoint.

## **10. Arrangements for stakeholder engagement**

To be developed

## **11. List of associated items**

Governance Code of Conduct 21-22  
Visit Policy  
Appointment/Annual reflection forms  
Terms of Reference 21-22

