



BUCKINGHAMSHIRE
UTC®

Governing Body

Standing Orders 2012/13

Index	Page
1. Interpretation	2
2. Introduction and General Duties	3
3. Members of the Corporation	4
4. Proceedings of the Corporation	8
5. Committees	12
6. Task Groups	12

1. INTERPRETATION

1.1 Words and phrases which are defined the Articles of Association shall have the same meaning in these standing orders. The following words and expressions shall have the following meaning:

NB: Words importing one gender shall import all genders, the singular number shall include the plural and vice versa (unless the context otherwise requires).

'Academy' shall mean Buckinghamshire UTC

"the Academy Trust" means the company intended to be regulated by these Articles, ie Buckinghamshire UTC

'Articles' shall mean the Articles of Association of Buckinghamshire UTC

'Employer Sponsors' means the Lead Employer Sponsor, Cisco, McAfee and Esri and 'Employer Sponsor' shall mean any one of these employer sponsors

"the Governors" means the directors of the Academy Trust (and "Governor" means any one of those directors), subject to the definition of this term at Article 6.10(b) in relation to Articles 6.2-6.10;

'LA' means the local authority covering the area in which the Academy is situated

'Lead Employer Sponsor' means Taylor Wimpey Plc

'Parent Governors' means the Governors appointed pursuant to Articles 553 – 58 inclusive

'Staff Governor' means an employee of the Academy Trust who may also be appointed as a Governor pursuant to Article 50A

'University Sponsor' means Buckinghamshire New University

2. INTRODUCTION AND GENERAL DUTIES

2.1 The Governing Body manages the Academy on behalf of the Academy Trust and the key responsibilities are to:

- Ensure the quality of educational provision.
- Challenge and monitor the performance of the UTC.
- Oversee the Academy Trust's finances and property.
- Oversee the management of the staff.
- Exercise reasonable skill and care in carrying out their duties.
- Ensure that the Academy Trust complies with charity and company law.
- Operate the Academy in accordance with the Funding Agreement that has been signed with the Secretary of State.

2.2 Members of the Governing Body are also Directors of the Company, and as such should be aware of the statutory duties of company directors which are set out in the Companies Act, and which include the duties to:

- Exercise their powers only for a proper purpose;
- Promote the company's success;
- Exercise independent judgement;
- Exercise care and skill; and
- Avoid conflicts of interest

2.2 The Governing Body must, at all times act within its powers as set out in the Articles of Association and the Governing Body's Standing Orders and Terms of Reference. In the event of a conflict between the UTC's Standing Orders or Terms of Reference and the Articles of Association, the Articles of Association shall prevail.

2.3 These Standing Orders having been adopted by the Governing Body at its meeting dated 7th December 2012, may only be altered with the approval of the Governing Body.

2.4 These Standing Orders will be reviewed annually by the Governing Body.

3. MEMBERSHIP OF THE GOVERNING BODY

- 3.1 The number of Governors shall be not less than three but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.
- 3.2 The Academy Trust shall have the following Governors:
- a. Up to 12 Governors, appointed in the following proportions:
 - i. Aylesbury College may appoint up to 4 Governors;
 - ii. the University Sponsor may appoint up to 4 Governors; and
 - iii. each Employer Sponsor may appoint a Governor
 - b. up to 1 Staff Governor, if appointed under Article 50A;
 - c. up to 1 LA Governor if appointed under Article 51;
 - d. 2 Parent Governors appointed under Articles 53-58;
 - e. the Principal;
 - f. any Additional Governors, if appointed under Article 62, 62A or 68A; and
 - g. any Further Governors, if appointed under Article 63 or Article 68A;
- 3.3 The Academy Trust may also have any Co-opted Governor appointed under Article 59.
- 3.4 Eligibility
Governors must meet the criteria set out in Articles 69 – 81, and will so indicate by signing a declaration on appointment, which will be reviewed annually.
- 3.5 Code of Practice
On appointment to the Governing Body, Governors subscribe to the Governing Body's Code of Practice which sets out the standards of conduct and accountability expected of Governors.
- 3.6 Term of Office
The term of office for any Governor shall be 4 years, save that this time limit shall not apply to the Principal. Subject to remaining eligible to be a particular type of Governor, any Governor may be re-appointed or re-elected, and this would normally be for one further period of four years.

3.7 Determination of Membership

- 3.7.1 A Governor shall cease to hold office if he resigns his office by notice to the Academy Trust (but only if at least three Governors will remain in office when the notice of resignation is to take effect)
- 3.7.2 A Governor shall cease to hold office if he becomes incapable (by reason of mental disorder, illness or injury) of managing or administering his own affairs.
- 3.7.3 A Governor shall cease to hold office if he is absent without the permission of the Governors from all their meetings held within a period of six months and the Governors resolve that his office be vacated.
- 3.7.4 A person shall be disqualified from holding or continuing to hold office as a Governor if—
- a) his estate has been sequestrated and the sequestration has not been discharged, annulled or reduced; or
 - b) he is the subject of a bankruptcy restrictions order or an interim order.
 - c) he is subject to a disqualification order or a disqualification undertaking under the Company Directors Disqualification Act 1986 or to an order made under section 429(2)(b) of the Insolvency Act 1986 (failure to pay under county court administration order).
 - d) he has been removed from the office of charity trustee or trustee for a charity by an order made by the Charity Commission or the High Court on the grounds of any misconduct or mismanagement in the administration of the charity for which he was responsible or to which he was privy, or which he by his conduct contributed to or facilitated.
- 3.7.5 A Governor shall cease to hold office if he ceases to be a Governor by virtue of any provision in the Companies Act 2006 or is disqualified from acting as a trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision).
- 3.7.6 A person shall be disqualified from holding or from continuing to hold office as a Governor at any time when he is:
- a) included in the list kept by the Secretary of State under section 1 of the Protection of Children Act 1999; or
 - b) disqualified from working with children in accordance with Section 35 of the Criminal Justice and Court Services Act 2000; or

c) barred from regulated activity relating to children (within the meaning of section 3(2) of the Safeguarding Vulnerable Groups Act 2006)

3.7.7 A person shall be disqualified from holding or continuing to hold office as a Governor:

a) if he is a person in respect of whom a direction has been made under section 142 of the Education Act 2002 or is subject to any prohibition or restriction which takes effect as if contained in such a direction.

b) where he has, at any time, been convicted of any criminal offence, excluding any that have been spent under the Rehabilitation of Offenders Act 1974 as amended, and excluding any offence for which the maximum sentence is a fine or a lesser sentence except where a person has been convicted of any offence which falls under section 72 of the Charities Act 1993.

3.7.8 After the Academy has opened, a person shall be disqualified from holding or continuing to hold office as a Governor if he has not provided to the Chair of the Governors a criminal records certificate at an enhanced disclosure level under section 113B of the Police Act 1997. In the event that the certificate discloses any information which would in the opinion of either the Chair or the Principal confirm their unsuitability to work with children that person shall be disqualified. If a dispute arises as to whether a person shall be disqualified, a referral shall be made to the Secretary of State to determine the matter. The determination of the Secretary of State shall be final.

3.8 Appointment of the Chair and Vice-Chair

3.8.1 The Governors shall each school year, at their first meeting in that year, elect a chair and a vice-chair from among their number. A Governor who is employed by the Academy Trust shall not be eligible for election as chair or vice-chair.

3.8.2 Subject to Article 85, the chair or vice-chair shall hold office as such until their successor has been elected in accordance with Article 86.

3.8.3 The chair or vice-chair may at any time resign their office by giving notice in writing to the Clerk. The chair or vice-chair shall cease to hold office if—

- a) they cease to be a Governor;
- b) they are employed by the Academy Trust;
- c) they are removed from office in accordance with the Articles; or
- d) in the case of the vice-chair, they are elected in accordance with

these Articles to fill a vacancy in the office of chair.

- 3.8.4 Where by reason of any of the matters referred to in 3.8.3, a vacancy arises in the office of chair or vice-chair, the Governors shall at their next meeting elect one of their number to fill that vacancy.
- 3.8.5 Where the chair is absent from any meeting or there is at the time a vacancy in the office of the chair, the vice-chair shall act as the chair for the purposes of the meeting.
- 3.8.6 Where in the circumstances referred to in 3.8.5 the vice-chair is also absent from the meeting or there is at the time a vacancy in the office of vice-chair, the Governors shall elect one of their number to act as a chair for the purposes of that meeting, provided that the Governor elected shall not be a person who is employed by the Academy Trust.
- 3.8.7 The Clerk shall act as chair during that part of any meeting at which the chair is elected.
- 3.8.8 The Clerk will invite nominees, which must be seconded. Nominees must agree to their nomination.
- 3.8.9 Any election of the chair or vice-chair which is contested shall be held by secret ballot. (The ballot will normally be a 'open' unless a majority of members by a 'show of hands' request a closed ballot.)

4. PROCEEDINGS OF THE GOVERNING BODY

4.1 Meetings of the Governing Body shall be conducted in accordance with the procedures set out in the Articles, and with the following provisions:

4.2 Meetings

4.2.1 The Governors shall hold at least three meetings in every academic year. Meetings of the Governors shall be convened by the Clerk.

4.2.2 The Schedule of Meeting dates for each new academic year will be agreed by the Corporation at the last scheduled meeting of the closing academic year.

4.2.3 Any Governor shall be able to participate in meetings of the Governors by telephone or video conference, provided that they have given notice of their intention to do so, and that the Governors have access to the appropriate equipment.

4.3 Calling of Meetings and Agenda

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

4.3.2 Each Governor 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 Governor at the address provided by each Governor from time to time; and

b) a copy of the agenda for the meeting

4.3.3 Papers will be circulated electronically, and only posted out in hard copy by exception.

4.4 Quorum

4.4.1 The quorum for a meeting of the Governors, and any vote on any matter thereat, shall be any three Governors, or, where greater, any one third (rounded up to a whole number) of the total number of Governors holding office at the date of the meeting. If the Secretary of State has appointed Additional or Further Governors then a majority of the quorum must be made up of Additional or Further Governors.

4.4.2 The quorum for the purposes of—

a. appointing a parent Governor

- b. any vote on the removal of a Governor
- c. any vote on the removal of the Chair of the Governors

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

4.5 Committees

4.5.1 The Governors may establish any committee. Subject to the Articles, the constitution, membership and proceedings of any committee shall be determined by the Governors. The establishment, terms of reference, constitution and membership of any committee of the Governors shall be reviewed at least once in every twelve months. The membership of any committee of the Governors may include persons who are not Governors, provided that a majority of members of any such committee shall be Governors. The Governors may determine that some or all of the members of a committee who are not Governors shall be entitled to vote in any proceedings of the committee. No vote on any matter shall be taken at a meeting of a committee of the Governors unless the majority of members of the committee present are Governors.

4.6 Delegation

4.6.1 The Governors may delegate to any Governor, committee, the Principal or any other holder of an executive office, such of their powers or functions as they consider desirable to be exercised by them. Any such delegation may be made subject to any conditions the Governors may impose and may be revoked or altered.

4.7 Attendance at Governing Body Meetings

4.7.1 Apologies should be made via the Clerk to the Chair of the relevant meeting as soon as possible prior to the holding of the meeting. All apologies from members will be recorded within the minutes of the meeting for which the apology applies.

4.7.2 A register of attendance will be kept for all meetings of the Corporation and the Corporation committees. A report on attendance will be produced annually by the Clerk and presented to members at a Governing Body meeting.

4.7.3 The Governing Body may invite a non-member to attend for part or all of a meeting. Individuals, including members of the general public, who are not members but have sought and obtained the permission of the Chair through the Clerk to the Governing Body in advance of the meeting by giving two working days' notice, may attend.

4.8 Rules of Debate

4.8.1 Unless the meeting decides otherwise, the order of business will be that shown on the agenda.

4.8.2 Every Governor/person desiring to speak shall signify their wish to the Chair who shall determine the order of speaking.

4.9 Voting

4.9.1 Decisions of the Corporation shall be determined by a majority of the votes of the members present and voting on the decision.

4.9.2 In the event of a tied vote, the Chair or in their absence the Vice Chair shall use a casting vote (a second vote) to determine the matter in question. Details of the vote, including dissenting members, may be recorded in the minutes.

4.9.3 Meetings are the sole means by which the Governing Body can take decisions except for those that have been delegated by the Governing Body to its committees, the Chair or Principal in accordance with the Articles and the Governing Body's scheme of delegation, or when, as set out in the next paragraph, Chair's Action has been invoked.

4.9.4 In limited circumstances the Chair may need to take urgent decisions between meetings and on these occasions is authorised to act or agree action with the Principal on behalf of the Governing Body under Chair's Action, in consultation with the Clerk, as set out in the scheme of delegation. Wherever possible any such action will have been sanctioned in advance by the Governing Body and minuted or agreed beforehand in principle with Governing Body members. At a minimum every effort shall be made to consult a committee or committee chairs before the decision is taken. All decisions taken under Chair's Action must, as soon as practicable, be reported to and ratified by Governing Body.

4.9.5 All Governors will comply with the doctrine of collective responsibility and will stand by a decision even if it was not taken unanimously.

4.10 Publication of Agendas and Minutes

4.10.1 Subject to Article 122, the Governors shall ensure that a copy of:

- a. the agenda for every meeting of the Governors;
- b. the draft minutes of every such meeting, if they have been approved by the person acting as Chair 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 the Academy to persons wishing to inspect them.

4.10.2 The signed minutes of every meeting are held within the office of the Clerk to the Governing Body. They can be viewed by the public during normal office hours by appointment with the Clerk.

4.10.3 Copies of all Governing Body papers will be held and stored by the Clerk to the Governing Body. Copies of all Governing Body papers (except for confidential items) will also be available for public scrutiny within the College.

4.11 Confidential Matters

4.11.1 There may be excluded from any item required to be made available in pursuance of Article 121, any material relating to—

a. a named teacher or other person employed, or proposed to be employed, at the Academy;

b. a named pupil at, or candidate for admission to, the Academy; and

c. any matter which, by reason of its nature, the Governors are satisfied should remain confidential.

4.12 Interests

4.12.1 Governors must declare conflicts of interest in accordance with Article 98. If an interest is declared, that Governor shall not take part in the consideration or vote on any question with respect to it, and shall not be counted in the quorum present at the meeting in relation to a resolution on which he/she is not entitled to vote.

4.12.2 The Clerk will maintain a written Register of Interests updated annually. Interests declared at meetings will be added to the Register. The Register will be made available within normal office working hours at the institution to any person wishing to inspect it.

5 COMMITTEES

- 5.1 The Governors may establish any committee. Subject to the Articles, the constitution, membership and proceedings of any committee shall be determined by the Governors. The establishment, terms of reference, constitution and membership of any committee of the Governors shall be reviewed at least once in every twelve months. The membership of any committee of the Governors may include persons who are not Governors, provided that a majority of members of any such committee shall be Governors. The Governors may determine that some or all of the members of a committee who are not Governors shall be entitled to vote in any proceedings of the committee. No vote on any matter shall be taken at a meeting of a committee of the Governors unless the majority of members of the committee present are Governors.

6. TASK GROUPS

- 6.1 The Governing Body may, from time to time, establish a task group of any size or composition, to undertake a specific piece of work in those circumstances where the work cannot appropriately be undertaken either by committee or the Governing Body. Any task group so appointed will:
- a. have unambiguous purpose;
 - b. have clear terms of reference;
 - c. be time limited; and
 - d. report to the Governing Body