



BOARD OF GOVERNORS

STANDING ORDERS FOR THE CONDUCT OF BUSINESS

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INTERPRETATION

1. In these Standing Orders :

“Academy” means The Rural Enterprise Academy

“Board” means the Board of Governors of The Rural Enterprise Academy

“Committee” means a committee of the Board

“Chair” means the Chair of the Board or of a committee of the Board or of a meeting of the Board or a committee as the context requires

“Vice-Chair” means the Vice-Chair of the Board

“Governor” means a member of the Board of Governors (referred to as ‘governors’ in the Articles of Association)

“Principal” means the Principal of The Rural Enterprise Academy (referred to as ‘the Principal’ in the Articles of Association)

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

2. These Standing Orders are intended to be supplementary to the Articles of Association of the Rural Enterprise Academy. In the event that any question arises as to the interpretation of these Standing Orders, the Articles shall take precedence.
3. Having first taken the advice of the Clerk, the ruling of the Chair as to the meaning and/or application of these Standing Orders shall not be challenged at any meeting of the Board or a committee, nor open to discussion.

THE COMPOSITION OF THE BOARD

4. The total number of governors determined by the Board is 12 in the following membership categories:
 - six proposer governors (appointed by the Academy Trust) to comprise:
 - the Principal of South Staffordshire College (ex-officio)
 - the Chair of the Board of Governors of the College (ex-officio)
 - the Deputy-Principal of the College (ex-officio)
 - three other Governors

- one governor appointed on the nomination of the National Farmers' Union and appointed by the Trust
 - one governor nominated by Veolia and appointed by the Trust
 - the Principal of the Academy (ex-officio)
 - two parents of registered pupils of the Academy or, where it is not reasonably practical appoint such persons, two persons who are parents of children of compulsory school age
 - one member of staff
5. The Policy of the Board in relation to the appointment of the Parent and Staff Governors is attached as Appendix 1.

GOVERNORS' ELIGIBILITY AND INTERESTS

6. Governors shall be required, as a condition of Board membership, to declare their eligibility to serve by completing the form at Appendix 2. They must also declare any financial, business or personal interests in the Register of Interests the form of which is given in Appendix 3.

MEETINGS OF THE BOARD

7. a) The governors shall hold at least three meetings in every school year and meetings will be conducted in accordance with Articles 105-123.
- b) Only the business on the agenda will be discussed at Board meetings except for urgent matters which the Chair rules may be considered. Full details of such matters must be given to the Chair in advance of the meeting and the Chair's approval obtained before such items are raised.
8. Governors will sign a register of attendance, any omissions from which may be remedied by the Clerk by including the governor's name in the minutes.
9. The Principal shall be authorised to invite members of staff to attend Board or Committee meetings in their employed capacity for both non-confidential and confidential business as appropriate.
10. Any question of attendance by any other person at a meeting of the Board shall be decided by the Board on the recommendation of the Chair after taking advice from the Principal and the Clerk.

DISORDERLY CONDUCT BY GOVERNORS

11. If at a meeting of the Board any governor in the opinion of the Chair misconducts himself by persistently disregarding the ruling of the Chair, or by behaving irregularly, improperly, or offensively, or by wilfully obstructing the business of the Board, it shall be competent for a governor to move "That (governor's name) be not further heard" or "That (governor's name) leaves the meeting". Such motion, if seconded, shall be put and determined without discussion. If passed, the named governor must comply with the Board's decision.
12. If, after a motion under Standing Order 11 has been carried, the misconduct or obstruction is continued, which in the opinion of the Chair renders the due and orderly dispatch of business impossible, the Chair may, at his/her sole discretion, adjourn or suspend the meeting of the Board for such period as (s)he in his/her discretion shall consider expedient.

COMMITTEES

Constitution and Terms of Reference

13. The committees of the Board and their constitution and terms of reference shall be as set out in Appendix 4. The constitution, terms of reference and membership of committees shall be reviewed annually as required by Article 101.

Membership and Term of Office

14. Subject to Standing Order 13, a governor's term of office as a member of a committee lasts until the expiry of his term of office as a governor unless he has been appointed for a further term of office as a governor.

Committee Meetings

16. Committees will meet as scheduled in the annual timetable of meetings approved by the Board. However, the committee Chair has authority to rearrange the date of a meeting in consultation with the Clerk if there are good reasons for so doing. The committee Chair may also cancel a meeting if the Clerk advises that there is insufficient business requiring the committee's attention to justify holding a meeting before the next scheduled meeting of the Committee.

Committee Minutes

17. Formal minutes of committees will be prepared by the Clerk and submitted to the next scheduled meeting of the Board.

URGENT ACTION

18. If, in his opinion, any matter which would otherwise be the responsibility of the Board, is of an urgent nature, the Principal may, in consultation with the Clerk, obtain the agreement in writing of the Chair (or in his absence the Vice-Chair) of the Board, to take action necessary to deal with the matter.
19. Every such decision shall be reported to the next available ordinary meeting of the Board.

SIGNING OF DOCUMENTS

20. The Principal is authorised to sign on behalf of the Board, where appropriate, any document necessary to give effect to any decision of the Board or its committees or any other matter in furtherance of the Academy's business.

SUSPENSION OF STANDING ORDERS

21. Any Standing Order may be suspended at any meeting provided that a majority of the Governors present and voting so decide and provided that in so doing there is no conflict with any statutory requirement.

VARIATION OR REVOCATION

22. Any amendment, variation, addition to or revocation of these Standing Orders shall be approved by the Board and shall take effect as from the conclusion of the meeting at which the Board's approval is given, subject to any direction to the contrary given by the Board. Any such changes to these Standing Orders shall not be made in such a way that a conflict is created with any provision of the Articles of Association which take precedence at all times.

REVIEW AND UPDATING

23. The Clerk to the Governors will review these Standing Orders, and any other relevant policies and procedures relating to governance, at least annually and will recommend to the Board any necessary revisions.

POLICY ON THE APPOINTMENT OF PARENT AND STAFF GOVERNORS

1. PARENT GOVERNORS

1.1 When the term of office of a parent governor is nearing expiry or a vacancy arises for any other reason, the Clerk shall arrange for all known parents of pupils registered at the School to be invited to make nominations to fill the vacancy.

1.2 In circumstances where there are more nominees than vacancies, the Clerk shall arrange for a ballot in accordance with the requirements of Articles 53-58. The name(s) of the successful candidates will be put forward for appointment by the Board.

2. STAFF GOVERNORS

2.1 When the term of office of a staff governor is nearing expiry or a vacancy arises for any other reason, the Clerk will oversee the arrangements for the appointment of a new governor in accordance with article 50A of the Articles. The staff governor will be selected by the Members of the Trust.

2.2 When there is a vacancy for a staff governor, the selection process by the Board shall be as follows:

- (a) Staff will be invited to apply to become a staff governor by letter of application to the Clerk stating why they wish to be a governor and the skills they bring to the post.
- (b) The applicants will then be asked to attend a selection interview with the Members
- (c) The Members will notify their choice of staff governor to the Board of Governors.

3. APPOINTMENTS

It is a condition of appointment for all Governors that they must:

- (a) Declare their interests in the form prescribed by the Board
- (b) Declare their eligibility for Board membership
- (c) Agree to be bound by the Articles of Association and the Board of Governors Standing Orders for the Conduct of Business approved by the Board
- (d) Agree to be bound by the Governors Code of Conduct

(e) Undergo a Disclosure and Barring Scheme check

**THE RURAL ENTERPRISE ACADEMY
BOARD OF GOVERNORS**

**DECLARATION OF ELIGIBILITY
FOR BOARD MEMBERSHIP**

The Articles of Association state that a person is disqualified from holding office as a Governor in any of the following circumstances:

1. 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.

2. At any time when 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).

3. If he is disqualified from acting as 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).

4. If he has been removed from the office of charity Governor or Governor 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.

5. 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)

6. 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.

7. If 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.

8. Is aged under 18 or a current student of the Academy.

9. If he becomes incapable by reason of mental disorder, illness or injury managing of administrating his/her own affairs.

10. If he is absent without permission of the Board from all of their meetings held within a period of six months and the Board resolves that his office be vacated.

11. If he/she has not provided to the Chairman of Governors a criminal records certificate at an enhanced disclosure level under Section 113B of the Police Act 1997.

I declare that I am not disqualified from serving as a Governor under any of the above criteria

Signed: **Date:**

NB. If a member of the Board becomes disqualified at any time under any of the above criteria, he/she must immediately inform the Clerk to the Governors in writing.

THE RURAL ENTERPRISE ACADEMY
REGISTER OF INTERESTS OF GOVERNORS & SENIOR STAFF

I declare the following interests:

My Interests (see notes on reverse before completion)		
My spouse/partner's Interests		
Interests of other close relatives		
<i>Name</i>	<i>Relationship to me</i>	<i>Interests</i>

I also declare that I shall inform the Clerk immediately of any new interest that may arise.

Signed : Date :

Notes on completion of Register of Interests:

1. For the purposes of declaration of interests, 'staff' are defined as :
 - i. The Principal
 - ii. Any other member of staff designated by the Principal

2. Interests to be declared are any financial, business or personal interests which, when publicly known, would or could be perceived as likely to affect your judgement in relation to any aspect of the Academy's business. For guidance you should consider declaring the following interests :

Financial Interests

- i. Remunerated employment, office, profession or other activity
- ii. Directorship of a company
- iii. Shareholdings (greater than 5%) in a company (senior staff must declare all shareholdings)
- iv. Partnership in a business or professional partnership
- v. Consultancies (whether or not remunerated)
- vi. Governorship of a trust where you or your spouse/partner or a member of your family may be a beneficiary
- vii. Gifts or hospitality offered by outside bodies and arising from your position as a Governor, non-Governor member of a committee, senior member of staff or member of staff with responsibilities for procurement
- viii. All known financial interests with the Academy, such as provision of goods and services or remuneration for lectures or academic consultancies

Personal Interests

- i. Membership of another public body, including :
 - Local Authorities
 - Health Authorities
 - NHS Trusts
 - School, Academy or College Governing Bodies
 - Education funding bodies

 - ii. Unremunerated posts, honorary positions and other positions that might give rise to a conflict of interest or of trust

 - iii. Membership of other organisations including closed organisations
-
3. Other close relatives include, for example, father, mother, brother, sister, child, stepchild, grandparent or grandchild.

**CONSTITUTION &
TERMS OF REFERENCE OF
COMMITTEES**

AUDIT COMMITTEE

Constitution, membership & attendance

1. The membership of the Committee shall be four eligible governors appointed by the Board including a nominated governor and a parent governor. Ineligible governors are the Chair of the Board, the Headteacher and any Governor who is a member of the Performance Committee.
2. At the first meeting of the Committee in each academic year, the Committee shall appoint a Chair from amongst its governor members.
3. The Committee shall be quorate when at least two members are in attendance.
4. The Committee shall meet at least twice in each academic year. Additional meetings may be called as necessary in agreement with the Chair.
5. At the start or conclusion of each meeting, any Committee member or auditor may request a meeting between the Committee and the auditors in the absence of management to consider any matters that the auditors wish to raise.
6. Decisions to be made at meetings of the Committee shall be determined by a majority of the votes of members present and voting. Where there is an equal division of votes, the Chair shall have a second or casting vote.
7. The Principal in his/her role as Accounting Officer, the Chief Finance Officer and the Head of Internal Audit will normally attend meetings of the Committee.

Terms of Reference

1. The Committee is an advisory body with no executive powers.
2. To advise the Board of Governors on the adequacy and effectiveness of the School's systems of internal control and its arrangements for risk management, control and governance processes, and securing economy, efficiency and effectiveness (value for money).
3. To advise the Board on the appointment, reappointment, dismissal and remuneration of the financial statements auditor and the internal audit service (IAS).

4. To advise the Board on the scope and objectives of the work of the IAS, the financial statements auditor.
5. To ensure effective coordination between the IAS and the financial statements auditor.
6. To consider and advise the Board on the financial statements/external audit strategy and annual internal audit plans for the IAS.
7. To advise the Board on internal audit assignment reports and annual reports and on control issues included in the management letters of the financial statements auditor (including their work on regularity) and management's responses to these.
8. To receive and consider termly monitoring reports and the annual report from the Risk Management Group.
9. To monitor, within an agreed timescale, the implementation of agreed recommendations relating to internal audit assignment reports, internal audit annual reports and the financial statements and regularity auditor's management letters.
10. To consider and advise the Board on relevant reports by the National Audit Office (NAO) or funding bodies, and where appropriate management's response to these.
11. To establish, in conjunction with Academy management, relevant annual performance measures and indicators, and to monitor the effectiveness of the IAS and financial statements auditor through these measures and indicators and decide, based on this review, whether a competition for price and quality of the audit service is appropriate.
12. To produce an annual report for the Board of Governors and Accounting Officer, which should include the Committee's advice on the effectiveness of the Academy's risk management, control and governance processes, and any significant matters arising from the work of the IAS and the financial statements auditor. This report will inform the Board of Governors and the Accounting Officer when considering the Annual Statement of Internal Control.
13. To ensure that all allegations of fraud and irregularity are properly followed up.
14. To be informed of all additional services undertaken by the IAS and the financial statements auditors.

PERFORMANCE COMMITTEE

Constitution

1. The membership of the Committee shall be six governors, including the Principal, the Deputy Principal of South Staffordshire College, one nominated governor and one parent governor. Ineligible governors are those governors appointed to serve on the Audit Committee.
2. At the first meeting of the Committee in each academic year, the Committee shall appoint a Chair from amongst its members.
3. The Committee shall be quorate when at least three members are in attendance.
4. The Committee shall meet at least once in each academic term. Additional meetings may be called as necessary in agreement with the Chair.
5. Decisions to be made at meetings of the Committee shall be determined by a majority of the votes of members present and voting. Where there is an equal division of votes, the Chair shall have a second or casting vote.

Terms of Reference

1. To consider and advise the Board on any matter relating to Academy policy, including:
 - (a) Quality Strategy
 - (b) Financial matters including investment and borrowing
 - (c) Risk management
 - (d) Land, buildings and estates
 - (e) Human resources
 - (f) Safeguarding, health & safety and equality & diversity
2. To monitor established Academy policies and to recommend changes thereto as necessary.
3. To recommend the annual estimates of income and expenditure for approval by the Board.
4. To consider at each meeting monitoring reports on students' progress, the quality of the student experience, the Academy's progress towards achieving educational and

financial targets set by the Board and to advise the Board on any significant issues emerging.

5. To consider, at each meeting, a monitoring report on progress in implementing the Risk Management Action Plan.
6. To monitor the deployment of non-financial resources, including personnel and property, with a view to advising the Board on the effectiveness of the use of such resources.
7. To advise the Board on any course of action regarding the Academy in any respect or, in urgent circumstances, to consider and determine such action, subject to the action being reported to the next meeting of the Board
8. To deal with any matters specifically referred by the Board or by the Principal.

REMUNERATION COMMITTEE

Constitution

1. The membership of the Committee shall be the Chair of South Staffordshire College, the Deputy Principal of South Staffordshire College and one other eligible member. Ineligible members are the Chair of the Board of Governors, the staff governor and the Principal.
2. At the first meeting of the Committee in each academic year, the Committee shall appoint a Chair from amongst its members.
3. The Committee shall be quorate when at least two members are in attendance.
4. The Committee shall meet at least once in each academic year.
5. Decisions to be made at meetings of the Committee shall be determined by a majority of the votes of members present and voting. Where there is an equal division of votes, the Chair shall have a second or casting vote.

Terms of Reference

1. To advise on the remuneration and conditions of service, including disciplinary and grievance procedures, of the Principal.
2. To undertake, or to make suitable arrangements for, the annual appraisal and review of performance of the Principal.