



REIGATE LEARNING ALLIANCE

STANDING ORDERS

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REIGATE LEARNING ALLIANCE

STANDING ORDERS

1 INTRODUCTION

1.1 Reigate Learning Alliance (RLA) is a company limited by guarantee (registered at Companies House under company number 10858221) and is a non-profit, exempt charitable trust. As a Multi-Academy Trust (MAT), RLA is capable of having one or more academy schools or colleges within the Trust. References in this document to an 'academy' include any such school or college.

1.2 These Standing Orders are intended to outline the governance framework within which the Trust operates, to be found in more detail in the documents listed in 1.6, and supplement the provisions of relevant legislation and the Trust's Articles of Association, but nothing in this document overrides them.

1.3 These Standing Orders, unless otherwise apparent, apply equally to the Trust, its Committees and any working party that may be created.

1.4 A Local Governing Body may with the approval of the Trustees agree its own Standing Orders provided they are not inconsistent with anything in the Articles of Association or these Standing Orders.

1.5 Members, Trustees, Local Governors and other Committee Members owe a fiduciary duty to the Trust. This means that they must show it the highest loyalty, act in good faith in its interests, and adhere to the seven principles of public life laid down by the Nolan Committee. These are:

a) **Selflessness**

Holders of public office should take decisions solely in terms of the public interest. They should not do so in order to gain financial or other material benefits for themselves, their family, or their friends.

b) **Integrity**

Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might influence them in the performance of their official duties.

c) **Objectivity**

In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit.

- d) **Accountability**
Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.
- e) **Openness**
Holders of public office should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.
- f) **Honesty**
Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.
- g) **Leadership**
Holders of public office should promote and support these principles by leadership and example.

1.6 Documents which are relevant to the conduct of Trust business include:

- a) RLA's Memorandum and Articles of Association
- b) Department for Education (DfE) Funding Agreements
- c) Education and Skills Funding Agency (ESFA) Academies Financial Handbook
- d) DfE Governance Handbook
- e) RLA Scheme of Delegation
- f) RLA Code of Conduct

and other documents listed in the RLA Trustee Governance Handbook.

1.7 These Standing Orders and the documents listed in 1.6 are available in the 'Publications' section of the Trust's website <http://reigatelearningalliance.org>

2 HIERARCHY OF THE TRUST

21 **Members** of the Trust, with a similar role to shareholders of a limited company, have an overview of the governance of the Trust and comprise the subscribers to the Trust's Memorandum of Association and other individuals they appoint under its Articles of Association.

22 **Trustees**, who are both Charitable Trustees and RLA's Directors, are appointed by the Members in accordance with the Articles of Association.

- 23 Members can also be Trustees. However, retaining some separation between the two layers of governance ensures that the Members, independent of the Trustees, are able to exercise their powers objectively and provide effective oversight and challenge.
- 24 **Local Governors** for an academy within the Trust sit on a Local Governing Body (LGB) which is established as a Committee of the Trust Board. Details of its membership and duties are set out in the Scheme of Delegation and its Terms of Reference which are determined and reviewed annually by the Trust Board.
- 25 It is the Trustees who have the legal duty and responsibility to conduct the business of the Trust subject to any direction from the Members. Although the Trustees can choose to delegate certain powers, they cannot give up these duties to a third party, even to the Members. Members should accordingly be ‘eyes on and hands off’ and avoid overstepping their powers or undermining the Trustees’ discretion in meeting their responsibilities. In general, Members are not expected to attend Trust Board meetings, sit on executive leaders’ performance review panels, or contribute to specific decisions in relation to the Trust’s business.
- 26 The Trustees are responsible for controlling the management and administration of the Trust subject to company and charity law, the Articles of Association and any directions of the Members. They have responsibility for directing its affairs, and for ensuring that it is solvent, well-run as a going concern and delivering the Trust’s charitable outcomes for public benefit.
- 27 All appointments will be confirmed in writing by the Governance Professional and are subject to an enhanced Disclosure Barring Service (DBS) check. In the event that a DBS check gives cause for concern the Governance Professional, in consultation with the Chair, shall conduct a risk assessment to determine the suitability of the candidate.
- 28 The Chief Executive Officer is responsible for notifying the ESFA (Edubase) of the appointment of Members, Trustees and Local Governors and completion of any required Companies House documentation.

3 MEMBERS

- 3.1 The Members:
- a) are the subscribers to the RLA’s Memorandum of Association (founding members) until such time as they cease to be Members;
 - b) may, by special resolution, appoint new Members or remove existing Members;
 - c) may amend the articles of association subject to any restrictions created by the funding agreement or charity law;

- d) appoint and remove Trustees;
 - e) may, by special resolution, issue direction to the Trustees to take a specific action;
 - f) appoint the Trust's external auditors and receive (but do not sign) the audited annual report and accounts; and
 - g) have power to change the Trust's name and, ultimately, wind it up.
- 32 There must always be at least three Members although there is a strong preference to have at least five Members because this:
- a) ensures enough Members can take decisions via special resolution (which require 75% of Members to agree) without requiring unanimity; and
 - b) facilitates majority decisions being taken by ordinary resolution (which requires a majority of Members to agree)
- 33 An employee of the Trust cannot be a Member [Article 12A].
- 34 Members should be kept informed of the skills that the Trust Board needs in order to be effective, and to have confidence in the Board at all times, with sufficient arrangements in place for Members to know when they may need to exercise their powers, particularly to appoint or remove Trustees. This is achievable by the Chair of Trustees also being a Member, but in any event a majority of Members should be independent of the Trust Board.
- 35 Registers of Members, Trustees and Local Governors, Committees upon which they serve, membership category and expiry of term of office (including any re-appointments) shall be maintained and published in the 'Publications' section on the Trust's website.

4 TRUSTEES

- 4.1 Trustees should focus on three core functions:
- a) ensuring clarity of vision, ethos and strategic direction
 - b) holding executive leaders to account for the educational performance of an academy and its students, and the performance management of staff
 - c) overseeing and ensuring effective financial performance.
- 4.2 Trustees must understand their dual duties as Company Directors and as Charity Trustees to:
- a) act within their powers
 - b) promote the success of the Trust
 - c) exercise independent judgment

- d) exercise reasonable care, skill and diligence
 - e) avoid conflicts of interest, whether real or perceived
 - f) not accept benefits from third parties
 - g) declare any personal interest in proposed transactions or arrangements.
- 43 Trustees should be familiar with the current Academies Financial Handbook and in particular the schedule of requirements (the 'musts') in Part 8 of it.
- 44 Further details of the role of the Trustee can be found in the Trustee Role Description and Person Specification at Appendix 1.
- 45 Where appropriate, the Trust Board will appoint designated Trustees as link Trustees where specific Board oversight is required e.g. for Safeguarding, SEND, Prevent, Careers, and all link Trustee appointments will be reviewed annually.
- 46 Trustees shall ensure that the Accounting Officer (the Trust's Chief Executive Officer) and the Director of Finance implement the Board's decisions and manage the Trust's affairs within the budgets approved by the Board and within an effective controls framework.
- 47 Trustees shall ensure that the Trust's Chief Executive Officer implements an effective Risk Management Framework with provision of suitable Board Assurance.
- 48 Trustees are to complete, on request, a skills audit form from which the Governance Professional will produce a matrix of collated skills and experience to assist in the recruitment of Trustees and Local Governors.

5 APPOINTMENT OF TRUSTEES

- 51 Trustees are appointed in accordance with the Articles of Association [45 to 64].
- 52 The Trust Board can set the number of Trustees which must not be less than three but (unless otherwise determined by ordinary resolution) is not subject to any maximum [Article 45].
- 53 Pending any change, the Trust Board will comprise:
- a) Up to 8 Trustees appointed by the Members by ordinary resolution [Article 50];
 - b) The Chief Executive Officer (Article 57); and
 - c) And up 3 co-opted Trustees appointed by the Trust Board (Article 58).
- 54 The total number of Trustees, including the Chief Executive Officer, who are employees of the Trust shall not exceed one third of the total number of Trustees [Article 50B].

- 55 The Trustees can vote to co-opt additional Trustees but:
- a) A Co-opted Trustee cannot vote on the co-option [Article 58].
 - b) An employee of the Trust cannot be co-opted if the number of employees on the Board would then exceed one third of the total [Article 58].
- 56 Trustees appoint the Chief Executive Officer, Executive Principal, and the Principal or Head of any academy [Article 107].
- 57 The Trustees will endeavour to ensure that there is an appropriate balance of skills and experience on the Trust Board, and that as far as possible it reflects diversity in gender, ethnicity and disability.

6 TRUSTEES' TERM OF OFFICE

- 61 The term of office for any Trustee (except the Chief Executive Officer) is four years [Article 64].
- 62 Subject to remaining eligible, and to paragraph 6.3, any Trustees whose term of office is ending shall be eligible for re-appointment or re-election on the basis of merit, having regard to the need to achieve diversity and a balance of relevant skills and backgrounds on the Trust Board.
- 63 Except for the Chief Executive Officer, Trustees should not normally serve for more than eight years. In exceptional circumstances the Members may appoint a Trustee for a third term of office if there are special reasons. Such reasons should be recorded in a Board minute.
- 64 The Chief Executive Officer shall cease to be a Trustee upon ceasing to be employed by the Trust in that capacity.
- 65 Any circumstances resulting in disqualification of a Trustee will result in the office then becoming vacant.

7 FITNESS TO SERVE

- 7.1 The Articles of Association provides guidance on the suspension, resignation, removal, termination and disqualification of Members and Trustees (Articles 65 - 80).
- 72 Any question as to whether or not a Trustee or Member may be unable or unfit to discharge their functions of the Trust must be referred to the Chair or Vice-Chair and Governance Professional who shall take action in accordance with the Articles of Association.

8 CHIEF OFFICER AND PRINCIPAL

- 81 The Trustees appoint the Trust's Chief Executive Officer and Executive Principal (if any) and also the Principal or Head of each academy within the Trust. They will

have duties delegated to them by the Trustees via a Scheme of Delegation.

82 The Chief Executive Officer must be appointed its accounting officer and must have appropriate oversight of financial transactions.

83 The Trust Board must appoint a Chief Financial Officer (CFO), who is the Trust's finance director.

9 GOVERNANCE PROFESSIONAL(GOVERNANCE PROFESSIONAL)

9.1 The Governance Professional is appointed by the Trustees for such term, remuneration and conditions as they may think fit and he or she may also be removed by the Trustees [Article 81].

9.2 The Governance Professional must not be a Member, Trustee, Local Governor, Chief Executive Officer or Principal of the Trust or of any academy within the Trust.

9.3 Should the Governance Professional fail to attend a meeting without prior notice, the Trustees may appoint any one of them, or any other person, to act as Governance Professional for the purposes of that meeting.

9.4 In the absence of the Governance Professional due to illness or other urgent cause, the Trust Chair will make arrangements, if possible after discussion with the Governance Professional, for some other person to take the minutes or carry out the role on a temporary basis.

9.5 When the Governance Professional is required to withdraw from a meeting the Trust Chair will be responsible for preparing a note of the discussion for inclusion in the minutes.

9.6 The Governance Professional is responsible to the Trust and managed by the Trust Chair.

10 ELECTION OF CHAIR AND VICE-CHAIR

10.1 The Trustees shall each academic year elect a Chair and Vice-Chair of the Trust Board from among their number (other than the Chief Executive Officer, the Executive Principal or other employee of the Trust) to hold office from the first day of that year or (if later) the date of their election until their successor has taken office [Article 82].

10.2 The Chair or Vice-Chair may resign at any time by giving notice to the Governance Professional or may otherwise cease to hold office [Article 84]. In that event the Trustees shall at their next meeting elect a replacement.

10.3 In order to encourage succession planning, in advance of the last meeting of each academic year, the Governance Professional shall write to Trustees inviting expressions of interest or nominations for the posts of Chair and Vice-Chair for the following academic year. Prospective Chairs and Vice-Chairs should be given the

- opportunity to chair a Committee of the Trust, if they do not already do so, so that they can gain experience in chairing meetings.
- 104 The policy on succession planning is at Appendix 3.
- 105 If there is more than one candidate for either appointment the Governance Professional will arrange a secret ballot for the Trustees (other than the candidates) to elect a candidate. Candidates will be asked to leave the room whilst the ballot takes place, and the Governance Professional tallies the votes. If there is a tie, voting will continue until a majority is achieved.
- 106 Where the Chair is absent from any meeting or there is at the time a vacancy in the office of Chair, the Vice-Chair shall act as the Chair for the purposes of that meeting. If both the Chair and Vice-Chair are absent from any Trust Board meeting, the Trustees present shall choose someone from among themselves to act as Chair for that meeting, provided that the member chosen shall not be the Chief Executive Officer, the Executive Principal, or an employee of the Trust.
- 107 If no expressions of interest are received and no one is willing to put themselves forward Trustees will need to decide if it would be necessary to consider recruiting an external Chair, together with the process for any such recruitment. Any such appointment would be subject to approval by the Trust Board.
- 108 The Trustees may remove the Chair or Vice-Chair [Articles 90-92].
- 109 The Chair and Vice-Chair role descriptions are contained in Appendix 2.

11 COMMITTEES AND DELEGATION

- 111 Subject to the Articles of Association [Articles 100 - 101] the Trustees:
- a) shall for each academy appoint a Local Governing Body (LGB)
 - b) shall appoint a Finance and Resources Committee
 - c) shall appoint an Audit and Risk Committee
 - d) may establish any other Committee.
- 112 The Terms of Reference, covering the constitution, membership and meeting formalities of each Committee, are determined by the Trustees and reviewed by them at least once every twelve months [Article 101]. They are maintained and monitored by the Governance Professional and are available in the 'Publications' section on the Trust's website.
- 113 Trustees should be mindful of the requirements of the Academies Financial Handbook when establishing Committees.
- 114 The Trust Board shall appoint a Chair and, if appropriate, Vice-Chair for each Committee in accordance with its Terms of Reference. In the case of the Trust

Board and a Committee, if the Chair should be absent for any reason then the Vice Chair shall exercise all the powers and fulfil all the duties of the Chair.

- 115 The Trustees can co-opt external individuals to a Committee in order to strengthen the breadth of experience and skills on the Committee through the contribution of professional, specialist and general management skills, and providing an impartial and independent view. A co-opted Committee member's term of office will be stated in the appointment but shall be no longer than four years. Co-opted Committee members are eligible for re-appointment.
- 116 Committees and working groups should meet as specified in their Terms of Reference, and such other times as required by the Trust Board and convened by the Governance Professional.
- 117 Except in the case of an LGB, no vote may be taken at a Committee meeting unless the majority Committee members present are Trustees [Article 101].
- 118 The Trustees may delegate any of their powers or functions (including the power to sub-delegate) to any Trustee, Committee, the Chief Executive Officer, the Executive Principal or any other holder of an executive office. Any such delegation shall be made in writing and subject to any conditions the Trustees may impose, and may be revoked or altered at any time [Article 105].
- 119 Occasionally, it may be appropriate to establish a working group as a mechanism to address specific tasks or functions in a separate forum to the Trust or its Committees. These are expected to be short-lived and upon completion of its task, the working group shall be disbanded.
- 11.10 All Committees and their members shall comply with their Terms of Reference. If a Committee is doubtful over the precise scope of its remit or authority it should consult with the Governance Professional in the first instance.
- 11.11 All Members and Trustees are entitled to attend Committee meetings as observers but may not vote and shall only participate in discussion if invited to do so by the Chair of the Committee.
- 11.12 Vacancies on a Committee occurring during a year shall be referred to the trust Board.

12 GENERAL MEETINGS

- 121 An Annual General Meeting (AGM) of the Trust must be held in each academic year, and not more than 15 months must elapse between one AGM and the next, at a place and time set by the Trust Board [Article 19].
- 122 Other General Meetings may be called by the Trustees and they must do so if the Members requisition a meeting [Article 20].
- 123 At least 14 clear days' notice of general meetings must be given to all Members,

and also to the Trustees and auditor [Article 21].

- 124 The quorum for a general meeting is two Members present either in person or by proxy [Article 23] and if there is no quorum within half an hour from the appointed time then the meeting shall stand adjourned to such time and place as the Trustees may determine.
- 125 Trustees are entitled to attend and speak at general meetings but may not vote and other procedural provisions will be found in the Articles of Association [23 to 44].
- 126 Members may vote by proxy [Articles 40 to 43].
- 127 Members' resolutions may be agreed in writing as if passed at a general meeting [Article 35].

13 TRUST BOARD MEETINGS

- 131 Meetings of the Trust Board must comply with the Articles [Articles 108 – 126].
- 132 Any three Trustees can, by notice in writing to the Governance Professional, requisition a meeting of the Trustees; and the Governance Professional must convene such a meeting as soon as is reasonably practicable [Article 110].
- 133 The Trust Board must hold at least three meetings in every academic year [Article 109].
- 134 A schedule of meetings and calendar of business shall be produced by the Governance Professional.
- 135 Trust Board meetings shall be convened by the Governance Professional [Article 109] who shall, at least seven clear days before the meeting, send to Trustees notice in writing of the meeting, which may or may not be signed [electronically] by the Governance Professional, with a copy of the agenda. If there are matters demanding urgent consideration the Chair (or in their absence the Vice-Chair) may direct that the notice and agenda be sent within a shorter period [Article 111].
- 136 The quorum for a Trust Board meeting is 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 [Article 117] except that the quorum for the purposes of the following shall be any two-thirds (rounded up to a whole number) of the Trustees entitled to vote on these matters [Article 119]:
- a) Voting on the removal of a Trustee [Article 66]; and
 - b) Voting on the removal of the Chair of the Trust Board [Article 90].
- 137 The Trustees may meet in more than one room, provided that by use of visual or teleconferencing facilities it is possible for each individual to visually communicate with the others. Such Trustees will count towards the quoracy of the meeting.

138 The quorum rules apply not only at the start of a meeting, but also at any point during the meeting when the numbers present change as a result of Trustees leaving the meeting. The Governance Professional shall keep a note of attendance, including any changes when individuals arrive late, leave early or declare an interest. If a meeting becomes inquorate the Governance Professional shall immediately inform the Chair.

139 A meeting of the Trustees shall be terminated by the Chair if the Trustees so resolve or if the meeting ceases to be quorate. However, discussions may continue on an informal basis. Where a meeting is not held or is terminated before all the items of business on the agenda have been disposed, the Governance Professional will convene a further meeting within seven days [Article 115].

14 SPECIAL MEETINGS OF TRUSTEES

14.1 A special meeting of the Trust Board may be called at any time:

- a) by the Chair;
- b) at the request of any three Trustees [Article 110];

If the Chair or, in the Chair's absence, the Vice-Chair decides that there are matters requiring urgent consideration, less than seven clear days' notice convening the special meeting may be given.

142 Notice of a special meeting is to be sent to each Trustee by post and/or email to the address(es) provided by them from time to time to the Governance Professional.

143 Additional notification of the special meeting may be sent to Trustees via text or WhatsApp or, if Trustees have agreed to set up a WhatsApp group for the Trust, then to that WhatsApp group.

144 No business shall be transacted at any meeting unless a quorum is present.

15 MEETING BY VISUAL AND TELECONFERENCE

15.1 A Trustee or Committee member may participate in Trust Board or Committee meetings by telephone or video conference [Article 126] subject to:

- a) the Trust having access to the appropriate equipment;
- b) the individual having notified the Governance Professional of their wish to do so at least five days previously;
- c) the individual having provided the Governance Professional with the required information at least 48 hours before the meeting.

152 If the Chair of the Trust Board shall determine that a face-to-face meeting of the

Trust Board or a Committee would put one or more of the Trustees or Committee members at risk, whether for some public health or other exceptional reason, or that so meeting would be contrary to the direction or advice of any relevant Government or public authority, then:

- a) If the Trust has access to the appropriate equipment, and the Governance Professional has sufficient time to make the arrangements, he/she shall notify attendees of the procedural requirements for them to attend remotely; and
- b) Those wishing to attend the meeting remotely shall at least 48 hours beforehand provide the Governance Professional with any required details of their remote contact facility and other required information;

then those individuals who have given the Governance Professional notice of their intention to do so and provided the Governance Professional with the required information at least 48 hours before the meeting may attend the meeting by video conference.

153 Any visual or teleconferencing facilities used must enable all participants, whether present in person or via the electronic facilities, to hear all participants in the meeting.

154 If after all reasonable efforts it does not prove possible for an individual to participate by telephone or video conference the meeting may still proceed with its business if it is otherwise quorate [Article 126b] failing which the meeting is to be adjourned.

16 ATTENDANCE AT MEETINGS

16.1 Members, Trustees and Local Governors are appointed to serve the Trust in the expectation that they will make time in their schedule to attend and fully participate in the work of the Trust. Trustees and Local Governors are expected to attend in each academic year at least 80% of the Trust Board/LGB meetings and meetings of those Committees or working groups of which they are members.

162 Any Trustee who is unable to attend a meeting shall advise the Governance Professional as soon as possible before the meeting in order to enable the Governance Professional to:

- a) give apologies at the meeting and record these in the minutes; and
- b) ascertain whether or not the meeting will be quorate.

163 In advance of a meeting Trustees are encouraged to raise any issues that they would have raised at the meeting with the Chair, in order that the Chair can introduce those issues into discussion.

164 The Governance Professional shall keep a record of attendance at meetings by Members, Trustees and Local Governors, which shall be reported annually to the Trust Board and published in the 'Publications' section on the Trust's website.

165 If a Trustee's attendance falls below the level set by the Trust Board, he/she may be removed.

17 AGENDAS

17.1 The agenda for each meeting of the Board of Trustees, and its Committees or working groups, shall be prepared by the Governance Professional after consultation with the Chair of the meeting and the Chief Executive Officer.

17.2 Any Member may request that an item be placed on the agenda provided that written notice of the item is received by the Governance Professional at least ten days before the meeting. The Governance Professional shall notify the Chair of any items proposed through this route before the agenda is finalised. The Chair shall make the final decision as to inclusion of any item on the agenda.

18 DECLARATIONS OF INTEREST

18.1 Notwithstanding that all Members, Trustees and Local Governors will have completed an annual review of declaration of interests, there will be a standing item on each meeting agenda inviting any fresh declarations to be made. The Trust's Code of Conduct contains guidance on conflicts of interests. An individual who has declared an interest in an item shall refrain both from taking part in the debate and from voting on that item. The meeting Chair may also ask that individual to withdraw from the meeting during discussion of that item.

18.2 The Governance Professional will maintain a Register of Interests disclosed by Members, Trustees and Local Governors which will be published in the 'Publications' section on the Trust's website [Sections 5.44 to 5.47, Academies Financial Handbook 2020].

19 CONFIDENTIAL ITEMS

19.1 The following will be regarded as confidential items and thus will not be published or available for inspection on the Trust's website, and anyone who is not a Trustee entitled to vote will be required to withdraw for such items:

- a) Personal information or any material relating to current or prospective staff, students or members of the Trust or the Governance Professional.
- b) Sensitive commercial or business information which would be disadvantageous to the Trust to release.
- c) Information relating to negotiation on employment relations matters.

- d) Legal advice on sensitive or confidential matters.
- e) Any other information which, by reason of its nature, the Board of Trustees is satisfied should be dealt with on a confidential basis.

192 Decisions on confidentiality will initially be made by the Chair of the meeting on the advice of the Governance Professional. If questioned by those entitled to attend the meeting, the final decision will be made by the Trustees.

193 Documents and minutes on confidential items shall be retained by the Governance Professional and shall not be available for public access.

194 The Chairs of the Trust Board and each Committee or working group shall undertake an annual review of all documents and minutes identified as confidential and shall decide whether to release such documents for public access.

20 CONDUCT OF MEETINGS

20.1 Subject to exceptions in the Articles, every question to be decided at a meeting of the Trust Board or its Committees or working groups shall be determined by a majority of the votes of those present and entitled to vote [Article 120].

20.2 Not all decisions need to be taken by formal vote. The Chair will normally ask the meeting, at the conclusion of a discussion, for its agreement to the proposal in question. A formal vote count will be taken only if there was a clear expression of dissent or at the Chair's request.

20.3 Where there is an equal division of votes at a Trust Board meeting the Chair shall have a second or casting vote [Article 121].

20.4 A Trustee or Committee member may not send an alternate to attend a meeting on their behalf and neither may they vote by proxy or postal vote. Proxy votes are only permitted for Members voting at the AGM.

20.5 Every Member and Trustee shall act in the best interests of the Trust at all times and shall not be bound to speak or vote by mandates given by any other body or person.

20.6 All Trustees will comply with the doctrine of collective responsibility and stand by a decision even if it was not taken unanimously, failing which they may be removed as Trustee.

20.7 The Chair of a meeting may vary the order of business so as to give precedence to any report or issue.

21 RECONSIDERATION OF RESOLUTIONS

No Resolution of the Board (i.e. formal decision) may be rescinded or varied at a subsequent meeting unless consideration of the rescission or variation is a specific

item of business on the agenda for that meeting [Article 113].

22 WITHDRAWAL FROM MEETINGS

221 The Chief Executive Officer and Executive Principal (if a Trustee) shall withdraw from that part of any meeting of the Trust Board, or any of its Committees, at which:

- a) the Chief Executive Officer's or (as the case may be) the Executive Principal's employment, remuneration, conditions of service, conduct, performance, suspension, dismissal or retirement in that capacity are to be considered; or
- b) the appointment of that individual's successor is to be considered.

222 The Chief Executive Officer and Executive Principal, if they are not a Trustee, or a co-opted Trustee, shall still be entitled to attend and speak, or otherwise communicate, at all meetings of the Trust Board and its Committees, except that the Chief Executive Officer and the Executive Principal shall withdraw in any case where the Chief Executive Officer and the Principal would be required to withdraw under paragraph 22.1.

223 The Governance Professional:

- a) shall withdraw from that part of any meeting of the Board of Trustees, or any of its Committees, at which the Governance Professional's remuneration, conditions of service, conduct, performance, suspension, dismissal or retirement in the capacity of Governance Professional are to be considered; and
- b) from that part of any meeting of the Board of Trustees, or any of its Committees, at which the appointment of that individual's successor is to be considered.

224 If the Governance Professional withdraws from a meeting, or part of a meeting Trustees shall appoint a person from among themselves (apart from the Chief Executive Officer or the Principal) to act as Governance Professional during this absence.

225 Those not entitled to vote at a meeting will be required to withdraw when the item under discussion is determined as confidential.

23 MINUTES

231 The Governance Professional shall prepare accurate minutes of all meetings of the Board and its Committees, and arrange for their appropriate distribution.

232 Separate confidential minutes shall be taken of those parts of meetings:

- a) from which any individual, including the Governance Professional, has

withdrawn; or

b) that are confidential, as directed by the Chair.

233 Approval of the minutes of previous meetings will be an item on the agenda of every meeting, such approval being recorded in the minutes of the meeting.

234 Approved minutes of meetings shall be retained by the Governance Professional.

235 No person who has withdrawn from a meeting shall be entitled to see the minutes of that meeting or any related papers.

236 Approved minutes, with the exception of confidential minutes, will be published in the 'Publications' section on the Trust's website.

24 ACCESS TO MEETINGS

24.1 Members, Trustees and the Governance Professional are entitled to attend all meetings of the Trust Board and its Committees unless excluded pursuant any provision of the Articles or these standing orders.

24.2 The Chair of the Board and Committee Chairs may invite members of staff or other persons such as professional advisers to attend meetings of the Board and its Committees as necessary, but they will not have voting rights.

24.3 The Trustees shall decide by resolution whether members of the public and representatives of the press should be allowed to attend any meetings of the Trust Board but not meetings of its Committees.

25 INDUCTION, TRAINING AND DEVELOPMENT

25.1 Members, Trustees and Local Governors are encouraged to ensure individually and collectively that they have or acquire sufficient understanding of the Trust and educational landscape to be fully engaged in affairs of the Board and its Committees.

25.2 The Governance Professional is responsible for arranging induction training for new Members, Trustees and Local Governors and shall direct them to the DfE's Governance Handbook, Academies Financial Handbook, Articles of Association, Standing Orders and Committees' Terms of Reference.

25.3 During the first year of appointment as a Trustee/Local Governor informal mentoring shall be offered to support them and enable them to become familiar with their role and responsibilities.

26 PERFORMANCE, EVALUATION AND SELF-ASSESSMENT

26.1 The Trust Board shall annually review its effectiveness ensuring continuous improvement. This should reflect on the success of the Trust as a whole in meeting its strategic objectives and associated performance measures.

262 Mechanisms for performance, evaluation and self-assessment will be developed and recommended to the Trust Board by the Governance Professional.

27 SCHEME OF DELEGATION

27.1 The Trustees may delegate any of their powers or functions to any Trustee, Committee, the Chief Executive Officer or any other holder of an executive office. Any such delegation should be made in writing through an agreed Scheme of Delegation.

27.2 The Trustees may delegate such powers and functions as they consider are required by the Chief Executive Officer and any Principal or Head Teacher for the internal organisation, management and control of the academy in the Trust. Any such delegation should be made in writing through an agreed Scheme of Delegation.

27.3 Any Scheme of Delegation is subject to on-going review with any amendments to be approved by the Trust Board.

28 PUBLISHING REQUIREMENTS

In the interests of transparency, the Trust must publish on its website up-to-date details of its governance arrangements in a readily accessible format. Reference should be made to the Academies Financial Handbook, Governance Handbook and Funding Agreement and any other information so required by publishing requirements.

29 URGENT MATTERS AND CHAIR'S ACTIONS

29.1 Subject to the provisions of the Articles of Association [Article 105] and any other applicable requirements, the Trustees delegate to and authorise the Chair and, in the Chair's absence, the Vice-Chair to act on behalf of the Trustees:

- a) in routine matters falling within the scope of the Trustees' powers and in accordance with the Board's resolutions and policies current from time to time; and
- b) in urgent matters where the delay in convening a meeting would be detrimental to the efficient discharge of the Board's business, or would not be in the interest of the Trust, having first consulted with the Vice Chair, the Chief Executive Officer or the Principal.

29.2 Having taken any action authorised by paragraph 29.1, the Chair or the Vice-Chair shall:

- a) inform the Governance Professional of the action taken so that a written record may be maintained; and

- b) report the action to Trustees at the next meeting of the Trust Board or, if the action is authorised by paragraph b) and if appropriate, at a special meeting of the Trustees convened by the Governance Professional at the earliest opportunity.

30 COMPLAINTS

A complaint against the Trust, or a Members, Trustee or Local Governor shall be addressed to the Governance Professional 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. A complaint against the Governance Professional to the Trust shall be forwarded to the Chair of the Trust Board. A copy of the complaints procedure is at Appendix 4 to these Standing Orders.

31 THE TRUST ACTING WRONGFULLY

- 31.1 If the Governance Professional has any concerns that the Trust may be acting beyond its powers or otherwise wrongfully, all reasonable endeavours shall be used to resolve them internally with the Chair and Vice-Chair of the Trust Board and the Chief Executive Officer and the nature of the Governance Professional's concerns and the solution reached are to be notified to all Trustees without delay.
- 31.2 If no solution can be reached, and the Governance Professional's view is that the original concerns remain a threat to the proper governance of the Trust, the Governance Professional has the right to seek advice from the Trust's legal advisors and funding bodies and shall inform all Trustees that this has been done.
- 31.3 All Trustees must be notified of the advice received from the Trust's legal advisors and the funding bodies and what action, if any, the funding bodies will be taking.

32 STATEMENTS MADE ON BEHALF OF THE BOARD

Unless otherwise agreed by the Trustees in individual circumstances, statements on behalf of the Board will only be made by the following:

- a) The Chair
- b) Chief Executive Officer

33 EXPENSES

- 33.1 Members, Trustees, and Local Governors, are not entitled to payment to attend meetings or for loss of earnings, but may claim:
 - a) travel expenses for attending Board and Committee meetings;
 - b) travel, subsistence and fees for agreed attendance at conferences or other

training events.

- 332 Claims should be submitted through the Governance Professional and must be authorised by the Chair of the Trust Board for Members and Trustees and the Chair of the LGB for Local Governors.

34 ACCOUNTS AND RETURNS

- 34.1 The Trustees shall ensure that the following are prepared in accordance with the Charity Commission's current Statement of Recommended Practice as if the Trust were a non-exempt charity and filed as appropriate with the Secretary of State, the Registrar of Companies and the Principal Regulator by 31 December each year:

- a) Accounts in accordance with Parts 15 and 16 of the Companies Act 2006, and [Article 129];
- b) the Annual Report [Article 130];
- c) The Annual Return, in accordance with Part 24 of the Companies Act 2006 [Article 131].

35 PATRONS AND HONORARY OFFICERS

The Trustees may from time to time appoint any person, whether or not a Member of the Academy Trust, to be a patron of the Trust or to hold any honorary office and may determine for what period he is to hold such office [Article 127].

36 ACADEMIES FINANCIAL HANDBOOK

Members and Trustees should familiarise themselves and comply with the 'must' requirements in the Academies Financial Handbook – Part 8 of the Handbook.

37 AMENDMENTS TO STANDING ORDERS

All amendments will require the approval of the Board of Trustees, unless they are covered directly or indirectly by statute in which case such changes will be acted upon without delay.

TRUSTEE ROLE DESCRIPTION AND PERSON SPECIFICATION

TRUSTEES' RESPONSIBILITIES

Trustees are subject to the duties and responsibilities of charitable trustees and company directors as well as any other conditions that the Secretary of State requires of them. Trustees must advance education, for the public benefit and to take ultimate responsibility for the Trust's resources; the employment of staff, land and building matters and academy finances and funds. Trustees are responsible for ensuring that the Trust's funds are used only in accordance with the law, its articles of association, its funding agreement and the Academies Financial Handbook.

TRUSTEES' DUTIES

As charity trustees, the Trustees must comply with the following duties:

- compliance – ensuring that RLA's resources are used for its charitable purpose and that it complies with the law and its Articles of Association.
- care – reasonable care should be taken in their work by ensuring that the Trust is managed efficiently and effectively. It also means considering the need for professional advice on matters where there may be material risk to the Trust.
- prudence – acting responsibly, making sure that the Trust's assets are protected and used for the benefit of the charity. Trustees must make sure that the academy trust is solvent and keeps appropriate financial records.

More information on the role of a charity trustee is available on the Charity Commission's website.

Academy trustees also have statutory duties as company directors under the Companies Act, which include the duties to:

- act within their powers
- promote the success of the Trust
- exercise independent judgement
- exercise reasonable care, skill and diligence
- avoid conflicts of interest
- not accept benefits from third parties
- declare any personal interest in proposed transactions or arrangements.

PERSON SPECIFICATION

Trustees should be able to demonstrate:

- a) An interest in education and in providing learning and development opportunities.
- b) Commitment to raising standards and seeking the highest quality provision for learners.
- c) Commitment to the Trust and its Objects

- d) A willingness to devote the necessary time and effort to the business of the Trust.
- e) Strategic vision.
- f) An understanding of the role, in particular the distinction between governance and management.
- g) The ability and willingness to ask probing questions and to participate in robust debate.
- h) The ability to communicate effectively, to express ideas clearly and listen to others.
- i) The ability to work as a member of a team and to stand by the collective decisions of the Trust Board.
- j) The ability to act as a critical friend to the academies and to challenge and probe.
- k) A willingness to undertake appropriate training to develop an understanding of the academies, the Trust and the role of a trustee.
- l) Commitment to the principles of equality and diversity.
- m) An interest in voluntary service to the community.
- n) Adherence to the seven principles of public life laid down by the Nolan Committee, namely Selflessness, Integrity, Objectivity, Accountability, Openness, Honesty and Leadership.

CHAIR AND VICE-CHAIR ROLE DESCRIPTIONS

Title	Chair of the Trust Board
Main Purpose of the role	
<ul style="list-style-type: none">• The Chair provides leadership and direction to the Trust Board and enables the Trustees to fulfil their responsibilities for the overall governance and strategic direction of the Trust.• The Chair ensures that the Trust pursues its objects as defined in the Articles of Association, charity law, company law and other relevant legislation.• The Chair works in partnership with the Chief Executive Officer, the Executive Principal and senior staff members and supports them to achieve the aims of the Trust and to optimise the relationship between the Trust Board and staff.• The Chair facilitates the Trust Board in stimulating excellent, well- rounded and carefully considered strategic decision making.	
Key Tasks / responsibilities:	
<ul style="list-style-type: none">• To provide leadership to the Trust Board and ensure that Trustees fulfil their functions for the proper governance of the Trust and to act in line with the requirements of the Articles of Association.• To ensure the Board of Trustees sets a clear vision and strategy for the Trust which identifies strategic priorities and maintains strategic oversight of these priorities• To ensure that the Trust Board and Executive Team have a shared sense of purpose.• To ensure all Trustees concentrate on their strategic role, receive information fit for purpose and hold the key post holders to account.• Ensure that the Board has a clear grasp of the Trust's financial position and to ensure financial transparency and strong risk management.• Ensuring Trust accountability to external Government agencies such as the Department for Education and ensuring the Education & Skills Funding Agency is informed if any irregularity is suspected.• Promote the best interests and be an advocate for the Trust and where required, represent the Trust Board in its dealings with external partners.• To ensure that complaints made to the Trust Board are dealt with in a timely and effective manner.• To ensure the Board has the required skills to govern well, and that appointments made fill any identified skills gaps.• With the Governance Professional and Chief Executive Officer, to plan for Board meetings, agree agendas ensuring that focus is on the Board's key responsibilities and	

strategic priorities and approve draft minutes of these meetings.

- Liaise with the Chief Executive Officer, the Executive Principal and Governance Professional to promote and enhance good governance within the Trust.
- Chair meetings effectively and promote an open culture on the Trust Board that allows ideas and discussion to thrive whilst ensuring clear decisions are reached as quickly as possible.

<u>Title</u>	Vice Chair of the Trust Board
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<u>Main Purpose of the role</u>

The role of the Vice-Chair is to support the Chair by undertaking specific responsibilities as may be agreed with the Chair from time to time and to act in the Chair's absence.

The Vice-Chair shall establish and maintain a good working relationship with the Chair and ensure that sufficient knowledge is maintained so as to be able to deputise for the Chair when required.

The Vice-Chair is to be considered and developed as a possible future Chair.

Please refer to the Chair Job Description for outline of Key Tasks and responsibilities.

POLICY ON SUCCESSION PLANNING

- 1 The Trust Board will review succession planning for positions of Chair and Vice-Chair of the Board of Trustees on an on-going basis.
- 2 The Chief Executive Officer and other employees of the Trust are not eligible to be appointed Chair or Vice-Chair.
- 3 When considering succession, priority must be given to the development of existing Trustees and of promotion from within existing membership. Where possible, the Vice-Chair is to be considered and developed as a possible future Chair.
- 4 An indication should be sought from existing Trustees if there is anyone prepared to put themselves forward for consideration as either the future Chair or Vice-Chair. This will be undertaken 6 months before the end of the Chair/Vice-Chair's term of office. To help inform Trustees reference should be made to the responsibilities and job descriptions for both Chair and Vice-Chair.
- 5 If there are Trustees who are prepared to undertake either of these roles, then arrangements should be made to enable them to shadow the existing Chair and Vice-Chair over a period of time.
- 6 In addition, a prospective Chair or Vice-Chair should be given the opportunity to chair a Committee of the Board of Trustees, if they do not already do so, so that they gain experience in chairing meetings.
- 7 If there are no Trustees willing to put themselves forward for Chair or Vice-Chair, and if the Board of Trustees feels there is need to attract a certain calibre of individual from outside its membership, then the option to search and advertise will need to be given consideration.
- 8 There should be an on-going review of planning for future membership of the Board of Trustees. The Governance Professional will monitor the terms of office of existing Trustees and alert the Board of Trustees of future vacancies that will occur in 12 months' time.

COMPLAINTS AGAINST THE TRUST

1. A complaint against the Trust, or a Member, Trustee, Local Governor or Governance Professional may be made by an individual, business or an organisation.
2. Complaints against the Trust, Member, Trustee, Local Governor should preferably be made in writing and addressed to:

The Governance Professional to the RLA Trust
Reigate College
Castlefield Road
Reigate
RH2 0SD

3. The complainant will be expected to state clearly the nature of the complaint and if appropriate provide copies of any related documentation. The complainant should also state the remedy sought.
4. The Governance Professional will:
 - acknowledge receipt of the complaint without delay
 - investigate the complaint or, if the complaint is against the Chair of the Trust Board, arrange for another Trustee to investigate the complaint
 - endeavour to provide a response to the complaint within ten working days failing which an interim response is to be given within that time.
5. The written response of the Governance Professional will include details of any arrangements for pursuing the matter with an independent body (e.g. the Secretary of State for Education and/or the funding bodies).
6. The Governance Professional will keep the Chair informed of the situation (unless the complaint is against the Chair) and will provide the Board of Trustees with a written statement of the nature of the complaint and the response at the next meeting. Such a report shall be circulated to Trustees within ten working days of the Governance Professional's response so that Trustees are aware of the situation.
7. When carrying out an investigation into a complaint against the Trust, Member, Trustee or Local Governor the Governance Professional (or the appointed Trustee in the case of a complaint against the Chair) will have the authority to refer issues to the Trust's auditors or other appropriate advisers.
8. A complaint against the Governance Professional shall be forwarded to the Chair for investigation and response. Letters for the attention of the Chair should be addressed to:

The Chair of the RLA Trust
Reigate College
Castlefield Road
Reigate

RH2 OSD

The approach to be adopted by the Chair in investigating and responding to a complaint will be the same as that outlined above with regard to complaints against the Trust, Members, Trustees, and Local Governors.

Approved by the Trust Board [1 December 2021]