



## **CONDUCT OF BUSINESS (Standing Orders / Bye Laws)**

The Governing Body is constituted in accordance with the Instrument and Articles of Government (6 July 2015)

The Governing Body has the power from Article 25 to make rules and bye-laws relating to the government and conduct of the College and these rules and bye-laws are subject to, and sit beneath, the provisions of the Instrument and Articles of Government (2015).

These standing orders shall be reviewed no less frequently than every two years.

### **1. Election of Chair and Vice Chair of Governors (Article 6)**

The Chair and Vice Chair of Governors shall be elected each year from among the foundation governors as the first item of business at the first scheduled meeting after 1<sup>st</sup> June in any year to take office at the start of the next academic year (nominal date 1<sup>st</sup> August). The retiring Officers remain eligible for re-election. The Clerk will act as chair during that part of the meeting at which the chair is elected and does not have a vote. As there will be no Chair to hold a casting vote, if an election is necessary, voting will continue until a majority is achieved.

### **2. Eligibility to be a Governor (Instrument Clause 6)**

The Clerk shall, at the start of the first meeting of each academic year, draw the Governors' attention to the eligibility clauses in Instrument Clause 6 of Government. It is the responsibility of each Governor to advise the Clerk, in writing, at any time during their period of office, if they have reason to believe that they are no longer eligible to continue as a Governor. Foundation governors should also inform an officer of the Bishop via the Education Commission.

### **3. Committees of the Governing Body (Article 16)<sup>1</sup>**

3.1. Currently there are five committees which meet regularly to an agreed schedule: Audit, Curriculum standards & Quality (CSQ), Finance & Resources (F&R), Governance and Remuneration. It is a condition of funding that the

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<sup>1</sup> Reference should also be made to the Joint Audit Code of Practice ("JACOP") and the Funding Agreement

Governing Body has an Audit Committee. The Governing Body will establish an Appeals Committee as and when necessary.

- 3.2. The meetings of the committees should be convened in relation to meetings of the Governing Body to enable reporting at appropriate times without undue delay.
- 3.3. Terms of reference and delegated powers of each committee will be reviewed by each committee regularly as part of a review of effectiveness and proposed for agreement by the full Governing Body. Terms of Reference will state the purpose of the committee; its powers of authority and will include membership; quoracy and the term of office of Chair and Vice-Chair.
- 3.4. A committee may co-opt non-governor members with relevant expertise to sit on the committee for an appropriate term of office not to exceed 4 years. A co-opted non-governor will not be eligible to be Chair of the Committee or attend full Board meetings as a voting member. Governor members must remain in the majority.
- 3.5. The Chair of each committee shall, at the next meeting of the Governing Body, give a summary verbal report of business transacted; decisions taken under delegated authority and propose resolutions for agreement by the full Governing Body.

#### **4. Meetings, Agenda and Documents “Article 8, Meetings”**

- 4.1. The Governing Body shall meet at least once in every term. Other meetings shall be held as necessary.
- 4.2. Governors / members may attend / participate / vote and be included in the quoracy of a meeting of the Governing Body, or one of its committees, in person or via a telephone or video conference (by prior arrangement to enable the technology to be made available and tested for all participants to see and / or hear).<sup>2</sup> Attendance by tele-conferencing will be regarded as the exception and not the norm.
- 4.3. All meetings (except “special” meetings as defined in the Articles) shall be called by the Clerk to the Governing Body who shall send written (including electronic) notice of the meeting and a copy of the agenda at least seven calendar days before the meeting. The written agenda may be in the form of, or attached to, an email.
- 4.4. Agendas will be drawn up with regard to the agreed schedule of dates and business of the Board of Governors which will be issued for each academic year.
- 4.5. Governors wishing to include an item of business in the agenda should submit details to the Clerk not later than two weeks prior to a meeting.
- 4.6. The Clerk will confirm the agenda for a meeting of the full Governing Body with the Principal and the Chair.

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<sup>2</sup> Introduced by the definition of a meeting given in clause 2(1)(h) of the Instrument of Government “Interpretation”

- 4.7. Documents for consideration will be “dispatched” by uploading to an online repository to be accessed by governors and attendees no later than four days prior to the meeting. It will not be normal practice to table documents at a meeting. If there is a need to do so this must be with the agreement of the Chair. On request to the Clerk, printed copies of the agenda and papers will be made available at the meeting.
- 4.8. The Clerk will arrange for governors to log in to the College wifi to enable portable devices to connect to the Internet to access papers from the cloud storage.

## **5. Decisions / Resolutions:**

- 5.1. Every question to be decided at a meeting shall be determined by a majority of the votes of the members present (including by telephone or video conferencing) and eligible to vote on the question. The Chair will have a second or casting vote. Proxy votes, or votes by way of a postal vote are not permitted.
  - 5.1.1. Not all decisions need to be taken by formal vote. The Chair may ask the meeting, at the conclusion of a discussion or recommendation from a committee, for its agreement to the proposal in question.
  - 5.1.2. Should an individual member of the meeting request a vote on a particular issue, this must be agreed by the meeting. If a formal vote is taken, the number voting for, against or abstaining shall be recorded in the minutes.
  - 5.1.3. The meeting shall decide the circumstances in which a secret ballot shall be held or in which the names of those voting for or against a proposal shall be recorded.
  - 5.1.4. Whether or not a recorded vote has taken place, and even if a decision has been made by secret ballot, a dissenting governor shall have the right to have his/her disagreement recorded in the minutes, at his / her request.
- 5.2. Decisions can be made outside of a meeting at the discretion of the Chair<sup>3</sup>.
- 5.3. The Chair can direct the Clerk to the Governors to seek Governors views / agreement via the use of a written resolution.
- 5.4. Written Resolutions:
  - 5.4.1. All Governors will be informed of the matter on which to vote (proposal) and invited to cast his / her vote, in writing (including electronic from a verified email account) by a certain date and time.
  - 5.4.2. A resolution in writing may be agreed by a simple majority of the governors who would have been entitled to vote upon it had it been proposed at a meeting – with the Chair having the casting vote if necessary.
  - 5.4.3. Written resolutions will be reported to the next meeting of the Governing Body (or committee).

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<sup>3</sup> <sup>3</sup> Introduced by the definition of a meeting given in clause 2(1)(h) of the Instrument of Government “Interpretation”

6. **Electronic Communications:** Email from verified addresses will be an acceptable form of written communication for all purposes.

**7. Quorum (Article 9)**

7.1. Meetings of the Governing Body shall be quorate if at least 40% of the Governing Body membership is present including at least four Foundation Governors (uninterrupted participation by video or telephone conference will count towards the quoracy).

7.2. If a meeting is not quorate, or becomes inquorate, that meeting shall not be held or shall terminate. In this event the Chair shall, if s/he thinks fit, cause a special meeting to be called as soon as convenient. Alternatively, depending on the nature of the business to be conducted, s/he may, at his discretion, continue with the business as Chair's action provided the details are reported to and ratified by the Governors at their next meeting.

**8. Proceedings of Meetings (Instrument Clause 2 (1) (h) and Article 10)**

8.1. The meeting will be opened by the Chair of Governors (or Chair of the Committee) or in his / her absence his / her deputy (if one has been nominated, in the case of Committees). If neither the Chair nor his / her deputy is present the meeting will be chaired by one of the Foundation Governors serving on the Board (or Committee).

8.2. All meetings will commence with a prayer.

8.3. There shall be a full and open discussion of business.

8.4. A Governor shall declare at the start of a meeting any personal / pecuniary interest in any item of business. The meeting shall then determine if that Governor should withdraw from the meeting and at what stage.

8.5. Immediately prior to the start of a meeting the Clerk shall advise the Chair if any Governor is required to withdraw from the meeting in accordance with Article 10 (5) of Government.

8.6. With the agreement of the meeting, the Clerk (or an acting clerk or note-taker) may record the meeting to aid the writing of minutes. Once minutes have been agreed and signed the recording will be deleted.

8.7. The business of the Governing Body must be finished; otherwise another meeting must be arranged to do so.

**9. Chair's Action**

The Chair shall be authorised (Article 16 (1) (b)) to take action between meetings if, in his / her view, it is not workable to call a special meeting and delay would be prejudicial to the College. Chair's action excludes anything that the Governing Body has no power to delegate under Article 15. Any such action will be reported as an agenda item to the Governors for ratification at their next meeting.

## **10. Attendance at Meetings by non-members:**

- 10.1. The following persons may attend meetings of the Governing Body and/or its committees as indicated below:
  - 10.1.1. The Clerk shall attend all Committee meetings of the Governing Body unless matters relating to his / her own employment are being discussed.
  - 10.1.2. The Principal may attend the Audit and Remuneration Committee meetings except when matters relating to his / her own employment are being discussed.
  - 10.1.3. The Head of Finance and/or Finance Office Manager may attend to report to meetings of the Audit Committee and Finance & Resources Committees.
  - 10.1.4. Senior Post Holders; Senior Catholic Post Holders and Associate Principals may attend meetings of the Governing Body and its Committees as directed / invited / relevant to the business of the agenda and may remain throughout the meeting.
  - 10.1.5. The decision for observers and press to attend a Governors' meeting will be made by the full Governing Body, as and when necessary.
  - 10.1.6. Each Committee may further determine, from time to time, other persons not members of the Committee who may attend specific meetings. These persons will not be entitled to vote on issues under discussion.

## **11. Publication of Minutes and Papers and Confidentiality**

- 11.1. Articles 12 and 13 make provisions relating to the production, signing and availability of minutes of meetings of the full Governing Body. Article 17 makes provision for the publication of committee minutes and requires publication on the college website.
- 11.2. Subject to these, the following **Governors' Policy on Minutes** is intended to ensure accuracy of records and appropriate and transparent easy access to relevant information about the decisions of the Governing Body:
  - 11.2.1. Any changes proposed to the minutes will be subject to agreement by the majority of the Governors present at the subsequent meeting, which is considering the draft. Alterations will be hand-written on the top copy before the Chair signs it and changes will also be recorded in the minutes of that subsequent meeting.
  - 11.2.2. Non confidential agendas; draft and agreed minutes from meetings of the Governing Body and its committees will be posted for the public on the college website once agreed with the Chair and signposted for staff and students on the college Intranet.
  - 11.2.3. The availability of non-confidential agendas, minutes, reports, documents or other papers of the Board of Governors' Meetings, to

members of the general public, will, in addition to publication on the college website, be through the Clerk to the Governors at the College during office hours.

#### **12. Confidentiality:**

Access to information and papers shall be as open as possible and only denied when there are sound and legitimate reasons for maintaining confidentiality. Information falling within the following categories will normally be regarded as confidential:

- Personal information relating to an individual;
- Information provided by a third party who has not authorised disclosure;
- Financial or other information relating to procurement decisions, including that relating to the College's negotiation position, during the course of those negotiations;
- Information relating to the negotiating position of the College in industrial relations matters, during the course of those negotiations;
- Information relating to the financial position of the College where the Governing Body is satisfied in good faith that disclosure might harm the College or its competitive position;
- Legal advice received from or instructions given to the College's legal advisers;
- Information planned for publication in advance of that publication.

All material deemed to be "confidential" will be reviewed regularly

#### **13. Delegation of Functions / Authority (Articles 5 / 15)**

13.1. The Principal may delegate to the holder of any other senior post, through and as defined in, agreed and published policies and procedures, the function in Article 5 (3) (e) of the appointment, assignment, grading, appraisal, suspension, dismissal and determination, within the framework set by the Governing Body, of the pay and conditions of service of staff, other than the holders of designated senior posts (ie Principal and Clerk to the Governors).

13.2. The Principal may delegate to the holder of any other senior post, through and as defined in, agreed and published policies and procedures, the maintenance of student discipline and, within the rules and procedures in the Articles, the suspension or exclusion / expulsion of students on disciplinary or academic reasons.

13.3. Delegation of authority for decision making to committees of the Governing Body by the Governing Body shall be given through the agreed and published terms of reference for each committee and summarised in a scheme of delegation.

#### **14. Payments to Governors (Article 18)**

The Governors will not receive payment for services as members of the Governing Body but may be reimbursed necessary expenses incurred in carrying out their duties. Procedures in the College Financial Regulations section "*Procedure for*

*Personal Reimbursement*” and the College Travel and Subsistence Policy apply. Governor’s expenses will be authorised by the Clerk to the Governors.

#### **15. Code of Conduct of Governors:**

By accepting appointment to the Governing Body of St Francis Xavier 6<sup>th</sup> Form College, each governor by default agrees to accept the provisions of the current “Agreed Code of Conduct for Governors” and the “7 Principles of Public Life” set out by Lord Nolan in 1995.

#### **16. Effectiveness of the Governing Body:**

**16.1.** The Clerk to the Governors will record and monitor attendance at meetings including committee meetings and report at least annually to the full Governing Body on the performance of the Governing Body against agreed indicators for attendance. Individual attendance performance will be recorded in the Annual Audited Report and Accounts and Financial Statements.

**16.2.** The Governing Body and each of its committees, will undertake an annual rigorous, evaluation process against agreed indicators and measures and agree an improvement / development plan in response to the self-assessment.

#### **17. Appointment of Governors:**

Recommendations for appointment and re-appointment of governors other than foundation governors and those chosen by election shall be considered by the CSQ committee taking into account the most recent audit of skills and expertise of all members of the Governing Body and other performance indicators including attendance and contribution. Appendix A sets out procedures for obtaining nominations for parent, staff or student governors and the procedures for elections.

#### **18. Complaints**

A complaint against the Governing Body or an individual member of the Governing Body shall be addressed to the Clerk to the Governors 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 Clerk to the Governors shall be addressed to the Chair of Governors. A copy of the complaints procedure is attached to this Conduct of Business at appendix B.

***This Conduct of Business (Standing Orders / Bye Laws) may be reviewed and altered by the Governing Body at any time.***

**Next routine review: March 2020**

## **APPENDIX A: APPOINTMENT OF PARENT, STAFF AND STUDENT GOVERNORS Instrument of Government Clause 5**

The Governing Body determined in 2009 and re-confirmed in the schedule to the Instrument and Articles, 2015, that there should be two staff governors; two student governors and one parent governor in its composition.

Clause 5 of the Instrument, 2015 states that “The Governing Body shall make regulations setting out the procedures for obtaining nominations for parent, staff or student governors including, where appropriate, the procedures for any elections to obtain such nominations.”

The determination expressed in 2006 stated that the two staff governors should be “Nominated by election 1 Teaching, by all permanent teaching staff and 1 Support by all permanent support staff”. In respect of parent governor it states “Nominated by election by parents of full-time students on roll”. In respect of students it was agreed in 2009 that the two student governors would be those elected as President and Vice President.

### **PROCEDURES FOR OBTAINING NOMINATIONS FOR PARENT, STAFF OR STUDENT GOVERNORS AND PROCEDURES FOR ELECTIONS TO OBTAIN SUCH NOMINATIONS:**

#### **RETURNING OFFICER:**

In all elections the Clerk to the Governors (“the Clerk”) shall act as the returning officer.

#### **PARENT GOVERNOR:**

1. Those eligible to be nominated and appointed are parents of students on roll and under the age of 19 at the time of appointment. A parents is defined as being a natural parent, adoptive parent, legal guardian or step-parent.
2. The Clerk will notify parents of the vacancy for a parent member on the governing body using a range of means, including electronic communication eg email, the College website and display screens.
3. Nominations will be invited using a simple form provided for the purpose by the Clerk to the Governors. The form will be accompanied by an outline of the role and responsibilities of being a Governor.
4. The Clerk will be available to explain the role of a governor to potential nominees.
5. Self-nomination will be accepted.
6. A deadline will be set by the Clerk for return of nomination forms within a manageable and reasonable time frame.
7. In the case of only one nomination being received by the Clerk by the deadline set for return of forms, the Clerk will check the eligibility of the nominee and declare him / her duly elected for appointment by the Governing Body.



8. Where two or more nominations are received by the Clerk by the deadline set for return of forms, the Clerk will declare an election; inform each candidate and invite each of them to prepare a short statement (max 250 words) setting out his / her manifesto for the electorate. A specific deadline no further away than one calendar week within College term time will be set by the Clerk for return of the manifesto statement. A candidate who does not meet the deadline will not qualify to stand for election and will be deemed to have withdrawn.
9. A postal or online ballot will be run by the Clerk who will provide the parent(s) of each student on roll with one voting slip and the manifesto of each candidate, together with details of how and when to cast the vote. One vote only may be cast per student on roll.
10. Spoiled or illegible voting slips will not be counted.
11. At the close of polling, votes cast by the deadline will be counted by the Clerk in the presence of a witness. The Clerk will check the eligibility of the winner and inform him / her and the other candidates of the result before declaring the outcome of the election with an announcement on the College website.
12. Appointment will be made by the Governing Body at the next meeting of the full Governing Body to a term of office of two years from the date of that meeting.

**STAFF GOVERNORS:**

13. Those eligible to be nominated and appointed will be a member of the College's staff who has a contract of employment with the College either in the case of a Teaching Staff Governor as a teacher or in the case of a Support Staff Governor as a member of support staff.
14. The Clerk will notify teaching or support staff of the vacancy for a staff governor on using a range of means, including email and the daily bulletin.
15. The Clerk will be available to explain the role of a governor to potential nominees
16. Nominations will be invited using a simple form provided for the purpose by the Clerk to the Governors.
17. A deadline will be set by the Clerk for return of nomination forms within a manageable and reasonable time frame.
18. The support of a proposer and seconder from amongst the appropriate electorate will be confirmed on the form by name and signature. A proposer may only propose one nominee and a seconder may only second one nominee.
19. In the case of only one nomination being received by the Clerk by the deadline set for return of forms, the Clerk will check the eligibility of the nominee; his / her proposer and seconder and declare him / her duly elected for appointment by the Governing Body.
20. Where two or more nominations are received by the Clerk by the deadline set for return of forms, the Clerk will declare an election; inform each

candidate and invite each of them to prepare a short statement (max 250 words) setting out his / her manifesto. A specific deadline no further away than one College week within College term time will be set by the Clerk for return of the manifesto statement. A candidate who does not meet the deadline will not qualify to stand for election and will be deemed to have withdrawn.

21. A supervised paper or online ballot will be run by the Clerk who will, using an authorised list of the electorate produced by HR, provide the electorate with one voting slip and the manifesto of each candidate, together with details of how and when to cast the vote. Reasonable opportunity will be given for votes to be cast and staff on Maternity / Paternity Leave will be eligible to vote by a process put in place to enable this.
22. Spoiled or illegible ballot papers will not be counted.
23. At the close of polling, votes cast by the deadline will be counted by the Clerk in the presence of a witness. The Clerk will check the eligibility of the winner and inform him / her and the other candidates of the result before declaring the outcome of the election by email and by a notice in the staff room and in the daily bulletin.
24. Appointment will be made by the Governing Body at the next meeting of the full Governing Body to a term of office of four years from the date of that meeting.

**STUDENT GOVERNORS:**

25. The two student governors will be those elected in the summer term for the next academic year by the student body as President and Vice President of the Student Council.
26. Student governors will be introduced to the Governing Body at the summer term meeting immediately following their election by the outgoing student governors. Their appointment to a one year term of office will be made by the Governing Body at that meeting.

## **APPENDIX B: COMPLAINTS AGAINST THE GOVERNING BODY**

- i. A complaint against the Governing Body, a member of the Governing Body or the Clerk to the Governors may be made by an individual, business or an organisation.
- ii. Complaints against the Governing Body or a member of the Governing Body should preferably be made in writing and addressed to the following:  
The Clerk to the Governors  
St Francis Xavier 6<sup>th</sup> Form College  
10 Malwood Road  
London SW12 8EN
- iii. The complainant will be expected to state clearly the nature of the complaint and, if appropriate, provide copies of any related documentation.
- iv. The Clerk to the Governors will:
  - acknowledge receipt of the complaint without delay within 7 working days
  - investigate the complaint or refer the complaint for investigation to one or more of the following: The Audit Committee; one or more Board members, a person with substantial experience of college governance; provided in each case that they have not been involved in the matters subject to the complaint.
  - endeavour to provide a response to the complaint within ten working days and if this is not possible provide the complainant with an interim statement
- v. The written response of the Clerk to the Governors will include details of any arrangements for pursuing the matter with an independent body (e.g. The Education Commission of the Catholic Diocese of Southwark, DfE; Funding Agency).
- vi. The Clerk to the Governors will keep the Chair informed of the situation, and will provide the Governing Body with a written statement of the nature of the complaint and the response at the next meeting. Such a report shall be circulated to members within ten working days of the response of the Clerk to the complaint so that members are aware of the situation.
- vii. When carrying out an investigation on a complaint against the Governing Body or an individual member of the Governing Body the Clerk to the Governing Body will have the authority to refer issues to the Governing Body's auditors (external and/or internal) or other appropriate advisors.
- viii. A complaint against the Clerk to the Governors shall to be forwarded to the Chair of the Governing Body for investigation and response. Letters for the attention of the Chair of the Governing Body to be addressed:  
For the personal attention of The Chair of Governors  
St Francis Xavier 6<sup>th</sup> Form College  
10 Malwood Road  
London SW12 8EN
- ix. The approach to be adopted by the Chair of the Governing Body in investigating and responding to a complaint will be similar to that outlined above with regard to complaints against the Governing Body and individual members of the Governing Body.