



CHATHAM & CLARENDON GRAMMAR SCHOOL

GOVERNANCE

Agreed by Governors: December 2019

**THIS DOCUMENT SHOULD BE READ IN CONJUNCTION WITH
THE SCHOOL'S ARTICLES OF ASSOCIATION**

and

INCLUDES

**COMMITTEE TERMS OF REFERENCE
STANDING ORDERS
SCHEMES OF DELEGATION**

CHATHAM & CLARENDON GRAMMAR SCHOOL

GOVERNANCE

INCLUDES

COMMITTEE TERMS OF REFERENCE
STANDING ORDERS
SCHEMES OF DELEGATION

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1 MEMBERS

The members of an academy trust have a different status from the trustees. The members are the subscribers to the trust's memorandum of association, and any other individuals permitted to become members under its articles of association. Members have an overview of the governance arrangements of the trust and have the power to appoint trustees and remove these trustees.

Members can amend the articles and may do so to support stronger governance arrangements.

While members can also be trustees, retaining some distinction between the two layers ensures that members, independent of trustees, provide oversight and challenge.

Academies financial handbook 2017

The members' role is discrete and distinct; they are tasked with assessing if the board of trustees is performing well and, as such, are ensuring that the purpose of the trust is being met, and its charitable object is being fulfilled.

NGA INTRODUCTION TO: Academy trusts – the role of members 2018

Number:	At least three and no more than five. The Members of the Trust are the initial subscribers to its Memorandum of Association, the Chair of Governors, and those subsequently appointed. Employees of the Trust cannot be Members
Appointment:	The Members may agree unanimously in writing to appoint additional members.
Term of office:	Not applicable
Quorum:	Two
Frequency of Meetings:	At least once per term. In fulfillment of their role in ensuring that the school achieves its objectives and in providing oversight and challenge, the Members operate as a working group reporting to the Governing Body. All other meetings are General Meetings and notice of the meeting must be sent to all Governors.
Agenda:	The Clerk, in consultation with the Chair will agree the agenda for each meeting. The Clerk will normally issue the meeting agenda at least 7 days in advance of each meeting.

Role:

- To amend the Articles of Association;
- To appoint new Members or remove existing Members;
- To appoint and remove one or more Governors in certain circumstances;
- By special resolution, issue directions to the Governors to take a specific action.
- To appoint the trust's auditors and receive the trust's audited accounts;
- To change the name of the company and ultimately, wind up the academy trust.

Responsibilities: The Members are the accountable individuals for the charitable trust.

2 GOVERNORS (DIRECTORS/TRUSTEES)

Members of the Board are known as Governors and are also Directors of the Company and Trustees of the Charitable Trust (the Academy Trust).

They are the people responsible under the academy trust's articles of association for controlling its management and administration. They have responsibility for directing its affairs, and for ensuring that it is solvent, well run, and delivering the trust's charitable outcomes for the benefit of the public.

Academies financial handbook 2017

Term of office: 4 years

Core Functions:

- Ensuring clarity of vision, ethos and strategic direction;
- Holding executive leaders to account for the educational performance of the organisation and its pupils, and the performance management of staff
- Overseeing and ensuring effective financial performance.

2.1 BOARD OF GOVERNORS (GOVERNING BODY)

The trust board is the accountable body and as such retains the power to delegate governance functions.

Chair:	Elected at the first meeting of the Board in each academic year.
Term of office:	One year
Vice-Chair	Elected at the first meeting of the Board in each academic year .
Term of office:	One year
Membership:	Up to 5 appointed by Members, including Members; Up to 3 co-opted Governors. Up to 1/3 of the total number should be Staff Governors, including the Headteacher; No fewer than 2 Parent Governors (usually 4);
Number:	No less than three:
Appointment:	Member Appointed: appointed by Members; Co-opted Governors: selected and appointed by the Board; Parent Governors: elected by parents and appointed by the Board, or appointed by the Board if the number of parents standing for election is less than the number of vacancies; Staff Governors: excluding the Headteacher, elected by staff and appointed by the Board.
Accountable to:	The Members
Term of office:	4 years
Quorum:	Three, or where greater, any one-third of Governors in post (rounded up to a whole number). The quorum shall be any two-thirds (rounded up to a whole number) for the purposes of: <ul style="list-style-type: none">• Appointing a Parent Governor;• Any vote on removing a Governor;• Any vote on removing the Chair of Governors.
Frequency of meetings:	At least once per term: refer to Schedule of Meeting Dates. Further meetings may be called, with the agreement of the Chair, at any other time deemed necessary.
Agenda:	The Clerk, in consultation with the Chair and the Headteacher, will agree the agenda for each meeting. Where necessary, the Headteacher will liaise with the appropriate school professionals. The Clerk will normally issue the meeting agenda at least 7 days in advance of each meeting.
Role:	The role of the Governing Body is to: <ul style="list-style-type: none">• ensure clarity of vision, ethos and strategic direction;

- hold executive leaders to account for the educational performance of the organisation and its students, and the performance management of staff;
- oversee and ensure effective financial performance.

In exercising their functions the governing body shall:

- Act with integrity, objectivity and honesty and in the best interests of the school; and
- Be open about the decisions they make and the actions they take and in particular shall be prepared to explain their actions and decisions to interested parties. The School Governance (Roles, Procedures and Allowances) (*England*) Regulations 2013

It is the responsibility of the governing body to:

- Follow all the relevant laws and regulatory requirements and to act in accordance with the Articles of Association of the school;
- Promote the success of the school, having regard to all relevant factors;
- Ensure the quality of education provision;
- challenge and monitor the performance of the school;
- Ensure the financial health and probity of the school;
- Support the Senior Leadership Team (SLT) in the management of staff.

In fulfilling these responsibilities, the governing body will:

- Comply with statutory and contractual requirements;
- Appoint, dismiss or suspend the Headteacher;
- Establish committees and appoint the Chair of each committee;
- Plan for the school's future and set targets for school improvement in collaboration with executive leaders;
- Maintain robust oversight of the academy trust;
- Take full responsibility for financial affairs and use resources effectively;
- Approve and adopt a balanced annual budget for income and expenditure
- Have sound internal control and risk management and assurance processes
- Approve the Annual Accounts for signature by the Chair of Governors;
- Appoint the Responsible Officer;
- Work with the school in developing policies and keeping them under review;
- Exercise its powers and responsibilities in partnership with the Headteacher and staff; and
- Not intervene in the day-to-day management of the school unless there are weaknesses in the school when it then has a duty to take action;
- Not permit activities that would put the reputation or assets of the school at risk;
- Seek external professional advice when appropriate;
- Individually, to exercise the same general knowledge, skill and experience as would be reasonably expected from a 'reasonably diligent person' in carrying out the functions of a governor; and
- Avoid, and declare, potential conflicts of interest;
- Use reasonable care and utilise their personal skills and experience as needed to ensure that the school is well run and efficient;
- Act with integrity, and avoid any personal conflicts of interest or misuse of charity funds or assets;
- Have procedures in place for whistleblowing.

2.2 STANDING ORDERS

2.2.1 STANDING ORDER FOR THE ELECTION OF THE CHAIR AND VICE CHAIR OF THE BOARD

The Board of Governors resolves that the following process will apply to the election of Chair and Vice-Chair of the Board:

- Governors can propose nominations to the clerk in writing prior to the first Board of Governors meeting of the academic year. Such nominations must be proposed and seconded. Nominations will also be accepted verbally at the meeting.
- The Clerk will include known nominations in the agenda for the first meeting of the academic year, which will be sent to Governors at least 7 days in advance of the meeting
- Nominee(s) will be asked to leave the room whilst nominations are discussed but will then be invited back so that they can cast their own vote.
- If there is only one nominee, Governors will take a vote by show of hands.
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- If there is more than one nominee, Governors will take a vote by secret ballot conducted and counted by the Clerk. Nominees can vote for themselves.
- The Clerk will announce the result, with the nominee polling the most votes duly elected
- If there is a tie, each candidate will be given the opportunity to speak to the Governors about their nomination and a further vote taken.

The Chair will then take the chair and conduct the election of a Vice-Chair using the same procedure.

This Standing Order forms part of the school's Terms of Reference

2.2.2 STANDING ORDER FOR THE APPOINTMENT AND/OR RE-ELECTION OF GOVERNORS

The Board of Governors resolve that the following process will apply to the re-appointment or re-election of Governors who have resigned from the School.

No Governor in any category will be eligible for re-appointment or re-election within a period of two years from the date of their resignation.

This Standing Order was adopted by the Board of Governors on 3 October 2011 and forms part of the school's Terms of Reference

2.2.3 STANDING ORDER FOR GOVERNORS' CODE OF CONDUCT AND DBS CHECK PROCEDURE

The Board of Governors resolve that the following process will apply to all Governors.

No Governor in any category will be allowed to take up their position as a Governor until a satisfactory DBS check has been carried out and they have agreed to and signed the Governors Code of Conduct.

This Standing Order was adopted by the Board of Governors, November 2011, and forms part of the school's Terms of Reference.

3. HEADTEACHER (ACCOUNTING OFFICER)

Appointment:	The Headteacher is appointed by the Board of Governors.
Responsibilities:	Internal organization, management and control of the school; educational performance of the school.
As Accounting Officer:	Have appropriate oversight of financial transactions by: Ensuring that the academy trust's property and assets are under the control of the Governors, and measures exist to prevent losses or misuse; Ensuring bank accounts, financial systems and financial records are operated by more than one person; Keeping full and accurate records to support the annual accounts.
Accountable to:	The Headteacher is accountable to the governing body for the performance of all his or her responsibilities. As Accounting Officer, the Headteacher is accountable to Parliament, the ESFA's accounting officer, and to the public

The Headteacher must comply with any reasonable direction of the governing body.
The School Governance (Roles, Procedures and Allowances (England) Regulations 2013

4. CHIEF FINANCIAL OFFICER

Appointment: The Chief Financial Officer is appointed by the Board of Governors.

The Chief Financial Officer also fills the role of Company Secretary.

Responsibilities: To ensure appropriate financial arrangements operate day-to-day;
To play both a technical and leadership role.

5. CLERK TO THE GOVERNING BODY

Appointment:	The Clerk is appointed by the Board of Governors.
Accountable to:	The Clerk is accountable to the governing body.
Role:	Helping the board understand its role, functions and legal duties and supporting the chair to enable and facilitate strategic debate and decision making.
Responsibilities:	To provide effective administrative support to the governing body and its committees; To ensure the governing body is properly constituted; To manage information effectively in accordance with legal requirements.

Note: if the clerk is absent from a meeting, a trustee can be appointed as clerk for the purpose of that meeting.

6 COMMITTEES

6.1 AUDIT COMMITTEE

Chair:	Elected at the first meeting of the Board in each academic year. The Chair of the Audit Committee should not be a member of the Finance & Resources Committee
Term of office:	One year
Number:	To consist of a minimum of three Governors
Appointment:	Appointed by the Board
Term of Office:	One year
Quorum:	3 members of the Committee
Reporting To:	Board of Governors
Frequency of meetings:	Three times a year in terms 2,4 and 6 Further meetings may be called, with the agreement of the Chair, at any other time deemed necessary.
Agenda	The Clerk, in consultation with the Committee Chair, will agree the agenda for each meeting. The Clerk will normally issue the agenda at least 7 days in advance of each meeting.

Committee Membership:

- Members of the committee must not be employed by the school, nor should they be members of the Finance & Resources committee.
- The Chair of Governors and the Accounting Officer (Headteacher) shall not be members of the committee.
- Members of the committee will be appointed by the Board for a period of two years, with eligibility for re-appointment.

In Attendance: As appropriate, to provide advice and information:

- Headteacher
- Business Manager
- External Auditors

Role:

It is the role of the Audit Committee to direct the school's programme of internal scrutiny and report to the Board on the adequacy of financial and other controls and management of risks.

Powers: In order to exercise its role the Audit Committee has the power to:

- Investigate any activity within its terms of reference,
- Seek any information it requires direct from the Governors, school employees and relevant third parties.
- Obtain external professional advice.

Terms of Reference:

- Agree a programme of work annually to deliver internal scrutiny across the year;
- Review the risk register to inform the programme of work, ensuring checks are modified as appropriate each year;
- Agree who will perform the work;
- Consider reports at each meeting from those carrying out the work;
- Consider progress in addressing recommendations;
- Consider outputs from other assurance activities by third parties including ESFA financial management and governance reviews, funding audits and investigations;
- Have access to the external auditor as well as those carrying out internal scrutiny and consider their quality;
- Receive the auditors' reports and to recommend to the Finance & Resources Committee action as appropriate in response to audit findings;
- Advise the Board on the Responsible Officer (RO) reports and Internal Financial Procedure Review and on the control issues included in the management letters of the external auditor, and management's responses to these issues;
- Monitor, within an agreed timescale, the implementation of agreed recommendations relating to reports from the RO and external auditors management letter;
- Review arrangements by which staff of the school may, in confidence, raise concerns about possible improprieties in matters of financial reporting or other matters;
- Ensure that all allegations of fraud and procedural irregularities are properly followed up.
- Keep the approach to internal scrutiny under review and respond to changes in size, complexity or risk profile.

6.1.1 RESPONSIBLE OFFICER

Appointment: Appointed by the Board. The Responsible Officer can be a governor, but not the Chairman, or an appropriately qualified and experienced individual, not on the school's staff, with the necessary financial interest and skills to be able to perform the role competently. The Responsible Officer should not be a member of the Finance & Resources Committee. The Responsible Officer cannot be the Accounting Officer, Chief Financial Officer or other member of the finance team.

Term of Office: One year

Reporting To: Audit Committee

Frequency of visits: Once a quarter

Terms of Reference:

To have a scheme of work, driven and agreed by the Audit Committee and informed by risk and to provide the Governing Body with independent assurance that:

- The financial responsibilities of the Governing Body are being properly discharged;
- Resources are managed in an efficient, economical and effective manner;
- Systems of internal financial control are being maintained; and
- Financial considerations are fully taken in to account in reaching decisions.
- The scheme of work is spread appropriately over the year so that higher risk areas are reviewed in good time
- Provide a report to each meeting of the Audit Committee, including recommendations where appropriate to enhance financial and other controls and risk management
- Provide a short annual summary report to the Audit Committee for each year ended 31 August outlining the areas reviewed and key findings, recommendations and conclusions to help the committee consider actions and assess year on year progress.

6.2 CURRICULUM & WELFARE COMMITTEE

Chair: Elected at the first meeting of the Board in each academic year.
Term of office: One year

Vice-Chair
Term of office: Elected at the first meeting of the Board in each academic year.
One year

Number: At least three and no more than nine Governors – to include the Headteacher.

The committee may also invite “experts” to offer advice on specific items.

Members of staff responsible for specific areas may be asked to attend meetings to discuss with, report to or advise the committee on issues pertinent to their roles within the school as appropriate. These staff members will not have any voting rights.

Appointment: Appointed by the Board

Term of Office: One year

Quorum: 3 members of the Committee

Reporting to: Board of Governors

Frequency of meetings: At least once per term. Refer to Schedule of Meeting dates. Further meetings may be called, with the agreement of the Committee Chair, at any other time deemed necessary.

Agenda: The Clerk, in consultation with the Committee Chair and the Headteacher, will agree the agenda for each committee meeting. Where necessary, the Headteacher will liaise with the appropriate school professionals. The clerk will normally issue the meeting agenda at least 7 days in advance of each meeting.

The committee has been delegated the power to review policies, in accordance with the law. Where necessary, the committee will make recommendations for changes to the Board of Governors.

The committee, taking advice from the Headteacher and the Lead Professionals shall:

- Review, monitor and evaluate the curriculum offer;
- Recommend for approval to the full governing body the:
 - Self-evaluation form
 - School Improvement Plan
 - Targets for school improvement;
- Monitor and evaluate rates of progress and standards of achievement by pupils including underachieving groups;
- Set priorities for improvement, and monitor and evaluate the impact of improvement plans which relate to the committee’s area of operation;

- Develop and review policies identified within the school's policy review programme and in accordance with its delegated powers (eg sex education and pupil behaviour/discipline)
- Monitor and evaluate the effectiveness of leadership and management;
- Monitor and evaluate the impact of quality teaching on rates of pupil progress and standards of achievement;
- Monitor and evaluate the impact of continuing professional development on improving staff performance;
- Monitor and evaluate provision for all groups of vulnerable children (eg looked after children) and ensure their progress and achievement;
- Ensure that the requirements of children with special needs are met, as laid out in the Code of Practice and receive termly reports from the AEN and annual report from the SEN governor.
- Regularly review and develop the Assessment Policy and to ensure that the policy is operating effectively;
- Consider recommendations from external reviews of the school (eg Ofsted), agree actions as a result of reviews and regularly review implementation of the plan;
- Ensure all children have equal opportunities;
- Advise the Finance & Resources Committee on the relative funding priorities necessary to deliver the curriculum;
- Monitor the school's publicity, public presentation and relationships with the wider community;
- Identify and celebrate pupil achievements;
- Oversee arrangements for educational visits, including the appointment of a named co-ordinator;
- Set targets for the achievement of pupils at the end of KS3, KS4 and Post 16 and ensure that those targets are set and published in accordance with relevant regulations and guidance;
- Ensure the Statutory Curriculum is taught to all pupils:
- Monitor the implementation of the curriculum and test results:
- Monitor the drafting of the relevant section/s of the School Improvement Plan, including appropriate amendments following any OFSTED inspection:
- Monitor and evaluate progress towards targets in the School's Improvement Plan
- Hear complaints related to any curriculum issue, in accordance with the Complaints Procedure adopted by the school:
- Develop policies in line with e-learning and e-management:
- Monitor extra-curricular activities ranging from sporting activities to music and drama:
- Address problems with students, including the termly review of exclusion trend statistics:
- Monitor the welfare of pupils with statements and students with learning difficulties:
- Oversee the drafting of the Home-School Agreement and recommend to the Board for approval;
- Be responsible for all matters of student health and welfare;
- Monitor home/school and community/business links;
- Ensure that pupil attendance arrangements meet statutory requirements;
- Ensure information, advice and guidance is provided for all students at key transition points;
- Ensure that arrangements for reporting to parents meet statutory requirements;
- Review matters concerning staff welfare (except pay which is the responsibility of the Pay Committee);
- Monitor the Health and Safety Policy;
- Receive reports on health and safety and ensure appropriate responses;
- Communicate with other stakeholders to promote a culture which recognises that controlling health and safety risks is an essential part of everyone's daily life.

6.3 FINANCE & RESOURCES COMMITTEE

Chair: Elected at the first meeting of the Board in each academic year.
Term of office: One year

Vice-Chair: Elected at the first meeting of the Board in each academic year.
Term of office: One year

Number: At least three and no more than nine Governors – to include the Headteacher.

The Business Manager or Finance Manager or Premises Manager will be in attendance. The committee may also invite experts to offer advice on specific items.

Members of staff with specific responsibilities may be asked to attend meetings to discuss with, report to, or advise the committee on issues pertinent to their roles within the school. These staff members will not have any voting rights.

Appointment: Appointed by the Board

Term of office: One year

Quorum: 3 members of the Committee

Reporting to: Board of Governors

Frequency of meetings: At least once per term. Refer to Schedule of Meeting Dates. Further meetings may be called, with the agreement of the Chair of the Committee, at any other time deemed necessary.

Agenda: The Clerk, in consultation with the Committee Chair and Business Manager, will agree the agenda for each committee meeting. Where necessary, the Headteacher will liaise with the appropriate school professionals. The clerk will normally issue the meeting agenda at least 7 days in advance of each meeting.

Powers: The committee has been delegated the power to review, adopt and monitor a finance policy, in accordance with the law and, where necessary, the committee will make recommendations for changes in the policy to the Board of Governors.

Terms of reference:

Finance:

The committee, taking appropriate advice, shall:

- Review and recommend to the Board a finance policy which includes the scheme of delegation for spending and budgetary adjustments (virements) for the committee Headteacher, and other nominated staff (Financial Regulations Manual);

- Draft and propose to the governing body for adoption an annual school budget taking into account the priorities of the School Improvement Plan;
- Establish and maintain a three-year financial plan, taking into account the priorities of the School Improvement Plan, roll projections and direction from central government regarding the future years' budgets with the constraints of available information;
- Make decisions in respect of service level agreements;
- Ensure Management Accounts are prepared regularly and on a basis consistent with the statutory accounts;
- Ensure the school prepares annual financial statements in accordance with EFA guidance and company law;
- Ensure the school has adequate insurance to cover all material risks;
- To ensure sufficient funds are set aside for pay increments as set out in the Pay Policy and as recommended by the Headteacher;
- Oversee the drafting of the relevant section/s of the School Improvement Plan, including appropriate amendments following any OFSTED inspection;
- Enact decisions on expenditure made by the Board of Governors, following recommendations to the Board of Governors by other Committees;
- Prepare the Trustees Report to form part of the Statutory Accounts of the Governing Body and for filing in accordance with Companies Act requirements;
- Review the auditors' reports and recommendations from the Audit Committee and recommend to the Governing Body action as appropriate in response to audit findings;
- Recommend to the Members the appointment or reappointment of the auditors of the academy.
- Monitor the school's accounting policies (as disclosed in the statutory accounts);
- Review expenditure against agreed limits, reporting significant potential variances to the Board of Governors;
- Review the school's strategic financial position – the opportunities for income and savings, the priorities for spending etc.;
- Receive termly budget monitoring reports from the Business Manager;
- Report back to each meeting of the full governing body and to alert them of potential problems or significant anomalies at an early date;
- Subject to the scheme of delegation, to approve any budgetary adjustments that will from time to time be necessary in response to the evolving requirements of the school;
- Monitor and evaluate progress towards targets in the School Improvement Plan.

Premises:

The committee, taking appropriate advice, shall:

- Provide support and guidance to the Governing Body and the Headteacher on all matters relating to the maintenance and development of the premises and grounds, including health and safety;
- Ensure that an annual inspection of the premises and grounds takes place and a report is received identifying any issues;
- Inform the Governing Body of the report and set out a proposed order of priorities for maintenance and development, for the approval of the Governing Body;
- Ensure professional surveys and emergency work as necessary;
- Establish and keep under review an Accessibility Plan and a Building Development Plan;
- Review, adopt and monitor a Health and Safety Policy;
- Monitor the drafting and recommendations of the School Lettings Policy and use of school premises both during and outside the school day;

- Review the school's provision of on-going maintenance, decoration and furnishing of school buildings within the constraints of the budget determined each year by the Board of Governors;
- Review contracts arranged for property services and ensure quality standards are upheld;
- Audit and review the use of premises, equipment and resources and ensure they match the requirements of the School Improvement Plan;
- Consider capital works that may be accomplished within the devolved capital budget, in line with the School's Improvement Plan and the School's Premises Development Plan priorities, liaising with interested parties, as appropriate and making prudent use of the devolved capital budget.

Staff:

The committee, taking appropriate advice, shall:

- Establish the annual and longer-term salary budgets and other costs relating to personnel eg training.
- Make provision within the annual budget to ensure that the school is staffed sufficiently for the fulfilment of the school's development plan and the effective operation of the school;
- Ensure that staffing procedures (including recruitment procedures) follow current equalities legislation;

Health and Safety:

The committee, taking appropriate advice, shall:

- Monitor the Health and Safety Policy;
- Receive reports on health and safety/building condition issues and ensure appropriate responses;
- Communicate with other stakeholders to promote a culture which recognises that controlling health and safety risks is an essential part of everyone's daily life;
- Monitor the drafting of the relevant section/s of the School's Improvement Plan, including appropriate amendments following any OFSTED inspection;
- Monitor and evaluate progress towards targets in the School Improvement Plan;
- Monitor site security arrangements and practice and review periodically. Monitor the performance by checking that:
 - Physical controls are in place and working
 - Agreed actions have been carried out
 - Procedures are working

6.3.1 SCHEME OF DELEGATION FOR SPENDING AND BUDGETARY ADJUSTMENTS

A full schedule of freedoms and delegations can be found in the Academies financial handbook 2018.

- Routine purchases up to £1,000 can be ordered by budget holders.
- Quotations must be sought for all purchases over £1,000, as a matter of course.
- Routine purchases up to £1,000 can be ordered by budget holders.
- For orders and contracts in excess of £1,000 up to £9,999 the authority of the Headteacher or the Business Manager must be sought.
- For orders and contracts from £10,000 to £49,999 at least three written quotations must be sought and submitted to the Finance & Resources Committee for approval.
- All orders in excess of £50,000 must be subject to a formal tendering process and submitted to the Board of Governors for approval.
- Virements up to £9,999 - The Headteacher, reporting to the Finance & Resources Committee
- Virements from £10,000 up to £19,999 – The Headteacher consults the Chair of the Finance & Resources Committee, and reports to the Finance & Resources Committee
- Virements over £20,000 – The Board of Governors

Premises:

The Headteacher is authorised to commit expenditure without the prior approval of the committee in any emergency where delay would result in further damage or present a risk to the health and safety of students or staff. In this event the Headteacher would normally be expected to consult the Chair of Finance and Resources at the earliest opportunity

Special payments Certain transactions may fall outside the usual planned range of activity, and may exceed statutory and contractual obligations. HM Treasury refers to these as special payments, (see annex 4.13 of Managing Public Money), subject to greater control than other payments. They include:

- staff severance payments
- compensation payments
- ex gratia payments
- write-offs and entering into liabilities
- acquisition and disposal of fixed assets
- leasing
- borrowing
- gifts
- transactions with related parties

Guidance on payments falling into these categories can be found in the Academies financial handbook.

7 COMMITTEES, DISCIPLINARY MEETINGS, AND PANELS

7.1 PAY COMMITTEE

Chair: Elected at the first meeting of the Board in each academic year.
Term of office: One year

Membership: Membership of the Pay Committee will not be open to anyone who could benefit financially, directly or indirectly from such membership or any of the decisions of the committee.

The Chair of Governors will not be a member of the Pay Committee, as this will inhibit him/her being available for any pay appeals that may arise.

Number: To consist of a minimum of three Governors

Appointment: Appointed by the Board

Term of office: One year

Quorum: 3 members of the Committee

Reporting to: Finance & Resources Committee

Frequency of meetings: Twice a year in November and May.
Further meetings may be called, with the agreement of the Chair, at any other time deemed necessary

Agenda The Clerk, in consultation with the Committee Chair, will agree the agenda for each meeting. The Clerk will normally issue the agenda at least 7 days in advance of each meeting.

Powers:

The committee has delegated power to review and agree pay matters relating to employees as set out in the Pay and Rewards Policy and in accordance with the approved budget.

Where the Pay Committee recommends awards in excess of the approved budget, the recommendation will be referred to the Finance & Resources Committee

Attendance: In attendance as appropriate for providing advice and information:

- Headteacher
- Business Manager

Terms of Reference:

- Ensure that every member of staff has a *current* job description;
- To ensure the achievement of all the pay policy objectives and principles in a fair, reasonable and equitable manner;

- To undertake an annual pay review for all staff and reach decisions through the application of any relevant criteria measured by the school's performance appraisal process;
- To ensure all members of staff are informed of the outcome of the annual pay review in writing within ten working days of the decision being made;
- To observe all statutory and contractual obligations;
- To recommend to the Board changes to the Pay and Rewards policy;
- To seek advice from external consultants where appropriate;
- To maintain an accurate written record of all meetings, having due regard to confidentiality.

7.2 HEADTEACHER'S PAY & PERFORMANCE REVIEW COMMITTEE

Chair:	Elected at the first meeting of the Board in each academic year.
Term of office:	One year
Number:	3 Governors who have undergone the relevant training and are not members of staff
Appointment:	Appointed by the Board
Term of office:	Ad hoc
Quorum:	3 Governors
Reporting to:	A verbal report to be made to the Board of Governors
Frequency of meetings:	As required but at least once annually.

Role:

- To meet with a Professional Adviser annually to discuss the Headteacher's performance;
- To decide with the support of the Adviser, whether the targets have been met and to set new targets on an annual basis;
- To monitor through the year the performance of the Headteacher against his/her targets;
- To recommend to the Pay Committee or Full Governing Body any pay increment;

Terms of Reference

- The Professional Adviser to provide a report to the Chair of Governors after each meeting;
- Appeals will be dealt with by a committee comprising three Governors who do not work at the school;
- Those Governors who served on the originating committee are not eligible to serve on the Appeals Committee

7.3 ADMISSIONS APPEALS PANEL

The school uses an external independent panel to hear appeals on admissions.

7.4 COMPLAINTS PANEL

Chair:	An experienced Governor or independent panel member
Term of office:	Ad hoc
Membership:	<p>At least three people not directly involved in the matters detailed in the complaint, one of whom must be independent of the management and running of the school. A Governor may not serve as an independent panel member.</p> <p>No Governor may sit on the pane if they have had prior involvement in the complaint or the circumstances surrounding it.</p>
Appointment:	As available
Term of office:	Ad hoc
Quorum:	3 members of the Panel
Reporting to:	Board of Governors
Frequency of meetings:	As required
Agenda:	The Clerk will normally issue the agenda at least 5 school days in advance of each meeting.
Terms of reference:	To resolve the complaint and achieve reconciliation between the school and the complainant.

7.5 STAFF GRIEVANCE COMMITTEE

Chair:	Appointed by the Committee
Term of office:	Ad hoc
Membership:	Any three eligible Governors who are available to meet within the required timescales. The Headteacher and Governors employed to work in the school are not eligible to be members. The appeal Governors must not have sat on the originating Staff Discipline Committee
Appointment:	As available
Term of office:	Ad hoc
Quorum:	3 members of the Committee
Reporting to:	Board of Governors
Frequency of meetings:	As required
Terms of reference:	To resolve the grievance and achieve reconciliation between the school and the complainant.

7.6 STAFF DISCIPLINE

7.6.1 SCHEME OF DELEGATION

The Board of Governors delegates its authority in respect of the Disciplinary Process to the Headteacher, in consultation with the Chair of Governors, in all cases except where the end result of this stage of the Disciplinary Process may be that the contract of employment, may be terminated, not renewed or the member of staff could be in receipt of some other sanction in accordance with the disciplinary procedure. In such cases a meeting of the Staff Discipline Committee must be convened by the Clerk.

The Board of Governors delegates the decision to suspend staff in circumstances which may be considered to be 'Gross Misconduct', or where a fair investigation may be prejudiced by their continued presence at work, to the Headteacher in consultation with the Chair of Governors. The removal of a suspension and re-instatement of a member of staff can be undertaken by the Discipline Committee

Where action is taken, the Headteacher must inform the relevant body as soon as practically possible. Relevant bodies are the College of Teaching and Learning (NCTL) and Disclosure and Barring Service (DBS).

7.6.2 STAFF DISCIPLINE COMMITTEE

Chair:	Appointed by the Committee
Term of office:	Ad hoc
Membership:	At least three Governors who are not employed to work in the school.
Appointment:	As available
Term of office:	Ad hoc
Quorum:	3 members of the Committee
Reporting to:	Board of Governors
Frequency of meetings:	As required
Terms of reference:	The committee will carry out the function described in the School Standards and Framework Act 1994, and laid down in the Governance Regulations 2013. The committee will act in accordance with the procedures agreed by the Board of Governors and undertake any procedure/hearing, which may result in an employee who works the school having his/her contract of employment, terminated, not renewed or be in receipt of some other sanction in accordance with the disciplinary procedure.

7.6.3 STAFF DISCIPLINE APPEAL COMMITTEE

Chair:	Appointed by the Committee
Term of office:	Ad hoc
Membership:	Any three eligible Governors who are available to meet within the required timescales. The Headteacher and Governors employed to work in the school are not eligible to be members. The appeal Governors must not have sat on the originating Staff Discipline Committee
Appointment:	As available
Term of office:	Ad hoc
Quorum:	3 members of the Committee
Reporting to:	Board of Governors
Frequency of meetings:	As required
Terms of reference:	The committee will carry out the function described in the School Standards and Framework Act 1994, and laid down in the Governance Regulations 2013. The committee will act in accordance with the procedures agreed by the Board of Governors and undertake any procedure/hearing relating to an appeal made against a decision taken by the Staff Discipline Committee.

7.7 STUDENT DISCIPLINE

7.7.1 STUDENT DISCIPLINARY MEETING

Chair:	Appointed by the Committee
Term of office:	Ad hoc – to deal with students at risk of permanent exclusion.
Membership:	Any non-staff Governors who are available to meet with the student (and parent/s, if available) to discuss their behavior and to advise the student (and parent/s) of consequence if behavior persists.
Term of office:	Ad hoc
Quorum:	None
Reporting to:	Governing Body
Frequency of meetings:	As required

7.7.2 GOVERNORS REVIEW PANEL

Chair:	Appointed by the Committee
Term of office:	Ad hoc
Membership:	Any three eligible Governors who are available to meet within the required timescales. The Headteacher and Governors employed to work in the school are not eligible to be members.
Appointment:	As available
Term of office:	Ad hoc
Quorum:	3 members of the Committee
Reporting to:	Board of Governors
Frequency of meetings:	As required
Role:	To review the Headteacher's decision to exclude a pupil permanently or for a long fixed-term and deciding to direct re-instatement where that is a practical option. The governing body is also responsible for considering any representations made by the parents of excluded pupils following shorter fixed-term exclusions.
Terms of reference:	<p>The committee will carry out the function described in the School Standards and Framework Act 1994, and laid down in the Governance Regulations 2012 and the DfE Guidance on Exclusions. The committee will act in accordance with the procedures agreed by the Board of Governors and undertake the functions of the Board of Governors in relation to student discipline and excluded students.</p> <p>The Panel must consider the reinstatement of an excluded pupil within 15 school days of receiving notice of exclusion if:</p> <ul style="list-style-type: none">• the exclusion is permanent;• it is a fixed-period exclusion which would bring the pupil's total period of exclusion to more than 15 days.

7.7.3 INDEPENDENT REVIEW PANEL: PERMANENT EXCLUSIONS

Chair:	A lay member who has not worked in any school in a paid capacity, disregarding any experience as a school governor or volunteer.
Term of office:	Ad hoc
Membership:	<p>The Local Authority must constitute the panel with either three or five members representing each of the three categories below. A five-member panel must be constituted with two members from each of the categories of school governors and head teachers;</p> <ul style="list-style-type: none">• a lay member to chair the panel who has not worked in any school in a paid capacity, disregarding any experience as a school governor or volunteer;• current or former school governors (including member of PRU management committees or directors of academy trusts) who have served as a governor for at least 12 consecutive months in the last five years providing they have not been teachers or head teachers during this time;• headteachers or individuals who have been a headteacher within the last five years. <p>A person may not serve as a member of the review panel if they:</p> <ul style="list-style-type: none">• Are a member of the governing board of the excluding school;• Are the headteacher of the excluding school or anyone who has held this position in the last five years;• An employee of the school or a member of the governing board of the excluding school;• Have, or at any time have had, any connection with the school, governing board, parents or pupil, or the incident leading to the exclusion which might reasonably taken to raise doubts about their impartiality.• Have not had the required training within the last two years.
Appointment:	Appointed by the Academy Trust.
Term of office:	Ad hoc
Quorum:	3 members of the Committee
Reporting to:	The school and the parents
Frequency of meetings:	As required
Agenda:	The Clerk will normally issue the agenda at least 7 days in advance of each meeting

Terms of reference:

- To review the governing board's decision not to reinstate a permanently excluded student;
- To consider the interests and circumstances of the excluded student, including the circumstances in which the student was excluded, and have regard to the interests of other students and people working at the school;
- To apply the civil standard of proof, ie 'on the balance of probabilities' it is more likely than not that a fact is true, rather than the criminal standard of 'beyond reasonable doubt'.

Following its review the panel can decide to:

- uphold the governing body's decision;
- recommend that the governing body reconsiders reinstatement; or
- quash the decision and direct that the governing body reconsiders reinstatement.

Note: Training for Independent Review Panels

The academy trust must ensure that all panel members and clerks have received training within the last two years prior to the date of the review. This training must have covered:

- *the requirements of the primary legislation, regulations and statutory guidance governing exclusions (which would include an understanding of how the principles applicable in an application for judicial review relate to the panel's decision making);*
- *the need for the panel to observe procedural fairness and the rules of natural justice;*
- *the role of the chair of a review panel;*
- *the role of the clerk of a review panel;*
- *the duties of head teachers, governing boards and the panel under the Equality Act 2010; and the effect of section 6 of the Human Rights Act 1998 (acts of public authorities unlawful if not compatible with certain human rights) and the need to act in a manner compatible with human rights protected by that Act.*

8 WORKING GROUP

Chair:	Appointed by the Board
Term of office:	Ad hoc
Membership:	<p>At least three and no more than nine Governors – to include the Headteacher.</p> <p>The group may also invite “experts” to offer advice on specific items.</p> <p>Members of staff responsible for specific areas may be asked to attend meetings to discuss with, report to or advise the working group on issues pertinent to their roles within the school as appropriate.</p>
Appointment:	Appointed by the Board
Term of office:	Ad hoc
Quorum:	None
Reporting to:	Board of Governors
Frequency of meetings:	As required
Agenda	The Clerk, in consultation with the Committee Chair, will agree the agenda for each meeting. The Clerk will normally issue the agenda at least 7 days in advance of each meeting.
Terms of reference:	A Working Group will be set up to focus on a very specific task, or discrete area of activity, and to achieve a stated objective. Members will be expected to have the time, interest and commitment to achieve the stated objectives

9 REFERENCE DOCUMENTS

- Articles of Association of The Chatham & Clarendon Grammar School Federation
- The Chatham & Clarendon Grammar School Federation Academies: Master Funding Agreement 2010
- Education Funding Agency: Academies financial handbook 2018
- Chatham & Clarendon Grammar School: Finance Regulations Manual 2018
- Governance Handbook March 2019
- NGA INTRODUCTION TO: Academy trusts – the role of members 2018
- School Standards and Framework Act 1994
- The Education Independent School Standards) Regulations 2014