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St John and St Nicolas Schools Federation Governing Board Standing Orders for the 2026 - 27 Academic Year

For the general procedural workings and committee structure of the Governing Board of St John and St Nicolas Schools Federation. Adopted by the Full Governing Board (FGB) on 14th July 2025
(to be reviewed annually in July with on-going updates if required)

Declaration - This Governing Board, at its meeting on **14th July 2026**, resolved to adopt the Standing Orders. A copy will be held by the Clerk to Governors in the formal Governing Board records and a copy will be available both on Governor Hub and on the federation's website.

These Standing Orders are established in accordance with the School Governance (Roles, Procedures and Allowances) (England) Regulations 2013, the School Governance (Constitution) (England) Regulations 2007, the School Governance (Constitution) (England) Regulations 2012 and amendment 2014 and the Governors' Handbook 2019.

Related documents:

- Instrument of Government
- Membership list of current governors
- Terms of Reference for all committees
- Register of Business Interests
- Governor Allowances and Expenses Policy
- School Governance (Roles, Procedures and Allowances) (England) Regulations 2013
- School Governance (Constitution) (England) Regulations 2007
- The latest version of the Governors' Handbook
- Code of Conduct

1: Meetings of the Governing Board - The full Governing Board (GB) will meet a minimum of three times in each school year.

2: Dates for 2026/2027: Tuesday 20th October 2026**,** Tuesday 8th December 2026**,** Tuesday 2nd February 2027**,** Tuesday 23rd March 2027, Tuesday 4th May 2027, Tuesday 13th July 2027.

3: Convening the Meetings - All meetings will be convened by the Clerk, in accordance with the arrangements made by the Governing Board, but subject to (a) any direction from the Chair where the matter is urgent and (b) any requisition signed by three governors.

4: Notice of Meetings - Written notice of meetings, together with the agenda and all associated documents, will be sent so as to arrive seven clear days before the meeting – except where the Chair calls an urgent meeting at short notice – to (a) each Governor, (b) the Executive Headteacher (whether or not that person is a governor), and (c) any Associate Member. If any person has not received the notice of the meeting, the meeting is not invalidated.

5: Attendance - The Clerk will keep a record of those members and all other persons present at meetings of the full Governing Board (FGB) and any of its committees.
The following persons have the right to attend any meeting of the FGB: a Governor, the Executive Headteacher; the Clerk, an Associate Member and such other persons as the FGB may determine. If a governor fails to attend any meetings in a 6 month period the GB will decide whether they will be disqualified.

6: Quorum - The quorum for a meeting of the Governing Board and for any vote on any matter at such a meeting will be one half (rounded up to a whole number) of the governors in post. In calculating the quorum, vacant positions on the Governing Board will not be included. In calculating the quorum Associate Members will not be counted. Meetings which become inquorate will continue but no vote will be taken on any matter.

7: Alternative Arrangements for Governor Participation at Meetings - The Governing Board, if it so wishes, may approve alternative arrangements for governors to participate or vote at meetings, for instance, by telephone or video conference.

This GB agrees that virtual meetings may be held in exceptional circumstances where face-to-face meetings are not possible or when considered advisable. Appendix A to this document gives the virtual Governing Board meeting protocol, which must be followed.

This GB also agrees that under exceptional circumstances a governor may register a vote over the telephone with the agreement of the rest of the Governing Board or with the agreement of the relevant committee members in the case of a committee meeting.

8: Decision-Making - Members of the Governing Board recognise that all decisions must be made by the Governing Board unless the Governing Board has delegated the function to a committee or individual. Every question to be decided at a meeting of the Governing Board is to be determined by a majority of votes of the governors present and voting on the question; proxy voting is not allowed; voting by email is not allowed. Voting by telephone or video conferencing is only permitted where the Governing Board have adopted alternative arrangements for governor participation as set out above.

Where there is an equal division of votes, the Chair (or the person acting as Chair for the meeting) will have a second or casting vote. If governors wish to revoke a decision at a future meeting this proposal must be specified as an agenda item.

9: Withdrawal from meetings - Governors will be required to withdraw from a meeting under the circumstances set out in Regulation 16 of the School Governance (Roles, Procedures and Allowances) (England) Regulations 2013. If there is a dispute about a person attending a Governing Board meeting

being required to withdraw, the matter of withdrawal shall be determined by the governors present at the meeting.

10: Minutes of meetings - The clerk must ensure that minutes of the governing board meeting are drawn up and signed/email approved (subject to the approval of the governing board) by the chair at the next meeting. A copy of the signed/email approved minutes will be held by the Clerk.

Within ten school days of the meeting, the Clerk will forward the draft minutes to the Chair and Executive Headteacher for checking. Copies of the draft minutes, once checked by the Chair and Executive Headteacher, will be uploaded onto Governor Hub in the Approved FGB minute file and the paperwork file for the relevant meeting, usually within fifteen school days of the meeting.

11: Clerk to the Governing Board - The Governing Board must appoint a Clerk to Governors (Governance Professional) and must have regard to advice from the Clerk as to the nature of the Governing Board's functions.

Governors and the Executive Headteacher cannot be Clerk to the Governing Board.
If the Clerk is not able to attend a meeting the governors present at the meeting can appoint a member of the Governing Board (but not the Executive Headteacher) to act as Clerk for that meeting.

The Clerk to the GB will maintain a current copy of the following documents, which will be available electronically to all governors through the secure area of Governor Hub. A hard copy can be supplied on request.

- The Governing Board's Standing Orders (this document)
- The Instrument of Government
- The Terms of Reference for Committees
- The policy on Governors' expenses

12: Governing Board Terms of Office - This Governing Board resolves to have the same terms for all categories of governor. The agreed term is four years.

13: Election of the Chair and Vice - Chair - This GB has resolved to support both solo and co-chairing models for the roles of Chair of Governors and Vice - Chair of Governors.

The Governing Board resolves that the Chair/Co-Chairs of Governors and Vice - Chair/Co-Vice - Chairs of Governors will have a term of office of one year.

When the office of Chair or Vice - Chair becomes vacant, the Governing Board will elect a new Chair and Vice - Chair at their next meeting. If both the Chair and Vice - Chair are absent from a meeting, the Governing Board will elect a Chair for that meeting.

A governor who is paid to work at the school is not eligible for the office of Chair or Vice - Chair for either the full Governing Board or any committee. The Clerk will chair the meeting for the item to elect the Chair. The Chair will then take over the meeting, once elected, including the item to elect the Vice - Chair.

14: Process for election of Chair and Vice - Chair - This Governing Board resolves that the following process will apply to the election of Chair and Vice - Chair:

a. Governors will be able to submit written nominations prior to the full Governing Board meeting and verbal nominations at the meeting. A governor can nominate them self for office and does not need to be present at the meeting to be considered.

b. A governor can only vote if present at the meeting, unless pre-arranged telephone or virtual voting has been agreed.

c. Nominations may also be taken at the meeting. If no one has indicated a willingness to stand the meeting will be adjourned until a Chair can be elected.

d. Nominees will be asked to leave the room whilst the election process takes place.

e. There will be a secret ballot and the Clerk will tally the votes.

f. Nominee(s) will return to the meeting.

g. The Clerk will announce the result with the nominee polling the majority of votes being duly elected.

h. In the event of a tie in votes, the following process will be used:
   i. Candidates are given the opportunity to speak to the governing board about why they want to be Chair
   ii. A second vote will be taken
   iii. The process will repeat until a nominee polls a majority of the votes

i. A governor can be re-elected as Chair/Co-Chair or Vice - Chair/Co-Vice - Chair.

The process will be fair, clear and transparent. A Chair's tenure will officially end at the first FGB meeting, following the end of the tenure or governor term, whichever is earlier.

At the end of the officially agreed tenure, the outgoing Chair is able to put their name forward for re-election. The Chair may also end their tenure at any time, if personal circumstances so dictate.

15: Safeguarding - All Governors on first appointment will be required to undergo checks to determine suitability to have access to children. These checks will then be updated regularly.

All Governors will read Keeping Children Safe in Education on an annual basis and sign a declaration to that effect. All Governors will undertake regular safeguarding training.

16: Declarations - Every Governor (and Associate Member) will be required to read and agree to follow the Code of Conduct for West Berkshire Governors. They will also be required to sign/esign a Declaration and the Register of Business Interests at first appointment, and each subsequent year, at the first meeting of the Autumn Term. This can also be done on Governor Hub in the Governing Board compliance section for each governor.

Governors will declare any pecuniary interest or conflict of interest with any agenda item at the beginning of each meeting, or before any individual agenda item and consider whether it would be appropriate to withdraw from the meeting.

The Clerk will maintain the Register of Business Interests of all members of the Governing Board and relevant members of staff (School Business Managers/Inclusion Manager)

17: Governors' Expenses - The Governing Board may pay expenses in accordance with Part 6 of the School Governance (Roles, Procedures and Allowances) (England) Regulations 2013. The Governor Expenses policy will be held on Governor Hub and the federation's website.

18: Foundation Governor Selection and Appointment Protocol - This document outlines the protocol to be agreed between the Federation and the two Foundation churches for the selection and appointment of the eight Diocesan Foundation Governors, in addition to the guidance supplied by the Diocese.

Assignment of posts to the two Foundations: Ideally, the eight Diocese appointed Foundation Governor posts are assigned four each to the two Foundations. When a Diocesan Foundation Governor reaches the end of their term or resigns and needs to be replaced, the Governing Board would attempt to use the protocol for the same Foundation, to keep the "four each" assignment. However it is recognised that this would not always be possible. In that case, the other Foundation's protocol could be used. Using the protocol for one or the other Foundation does not imply that the candidate must come from the congregation of that church (or its benefice).

St John the Evangelist

a. The incumbent considers and approves the nomination of the candidate, in discussion with the Chair and Clerk of the Governing Board. If the incumbent is not available, a suitable alternative, such as a member of the benefice's team clergy, could fulfil the role.
b. If approved for nomination, the incumbent (or suitable alternative) will sign the Diocesan nomination form and forward to the Clerk who will then forward on to the Diocese for appointment.

St Nicolas

a. The Governing Board Chair and/or Clerk will nominate the candidate to the Parochial Church Council (PCC), typically by forwarding the completed Diocesan nomination form, and additional candidate statement if appropriate, to the incumbent or their personal assistant for inclusion on the next PCC meeting agenda.
b. The PCC will consider and approve nomination of the candidate. If there is a long delay until the next PCC meeting, the Chair and/or Clerk might ask the incumbent to initiate an email discussion with PCC members to consider and approve nomination instead.
c. If approved for nomination, the incumbent (or suitable alternative) will sign the Diocesan nomination form and return to the Clerk who will then forward on to the Diocese for appointment.

19: Associate Members - The Governing Board may choose to appoint Associate Members of the Governing Board, in addition to the agreed Constitution. Associate Members will usually have a term of office of two years. An Associate Member will not have voting rights on the full Governing Board, but committees may choose to give an Associate Member voting rights on that committee.

An Associate Member may attend full Governing Board meetings but may be required to leave a meeting where matters of a confidential nature relating to individual staff or pupils are discussed.

The Governing Board may also agree to allow other persons to attend meetings. Any agreement in relation to these matters will be clearly minuted at a full Governing Board meeting.

20: Committees - A Committee of the Governing Board is set up with delegated powers, with the Governing Board deciding its membership, the procedures for appointing its Chair, what powers it will have, whether it will include Associate Members and, if so, whether they may vote. This must be decided at a full Governing Board meeting and minuted. There are currently four committees; Admission Committee, Finance Committee, Pay Committee and Standards & Curriculum Committee.

The Governing Board remains responsible for any decisions taken by committees and these decisions must be reported back to the full Governing Board at their next meeting. The establishment, terms of reference, constitution and membership of committees must be reviewed annually by a full Governing Board meeting. The Chair of each Committee must also be appointed annually.

Quorum of Committees:	The minimum quorum is three governors. Associate Members will not be included in calculating the quorum. If necessary, one of the Chair(s) of Governors may attend a committee meeting in order to form a quorum as long as one other governor is present.
Executive Headteacher:	The Executive Headteacher has the right to attend any committee meeting, subject to the statutory rules on withdrawal. The Executive Headteacher cannot clerk committee meetings.
Clerk:	The Governing Board must appoint a Clerk to each Committee.

The committee Terms of Reference will be published on Governor Hub and the federation's website. The Clerk will hold the approved copies.

21: Working Parties - A working party of the Governing Board may be set up with the Governing Board deciding its membership and the topics it will discuss. A working party cannot make any decisions nor have any delegated powers. A working party can only bring recommendations to the full Governing Board (or a relevant committee if responsibility has been delegated to a committee) for approval. Recommendations from working groups will be recorded in the minutes, together with any related Governing Board or Committee resolution.

22: Appeal Panels - Under certain circumstances, the Governing Board will be required to establish a panel of governors to hear an appeal. Associate Members cannot sit on an appeal panel. The following statutory policies and procedures detail how the appeal panel is made up and how it functions:

- Grievance Procedure
- Capability Procedure
- Disciplinary Procedure
- Pay Policy
- Complaints Policy

These policies and procedures will be published on Governor Hub and on the federation's website.

23: Staff Appointments - This Governing Board agrees that the Executive Headteacher will be responsible for staff appointments outside of the leadership group and initial staff dismissals, subject to the adoption of the appropriate Human Resources policies.

24: Appointment of Executive Headteacher and Heads of Schools - The Governing Board will be responsible for selecting an appointments panel for the appointment of the Executive Headteacher and Heads of Schools.

25: Performance Management of Executive Headteacher (HTPM) - The Governing Board will be responsible for selecting a panel for the performance management of the Executive Headteacher. This will be composed of three governors, two of whom are required to be present at the HTPM, and an external adviser from the Local Authority.

26: Performance Management of the Clerk to Governors - The Governing Board will be responsible for the Clerk's annual appraisal. This will usually be conducted by the Chair of Governors.

Appendix A – Virtual Governing Board Meeting Protocol

St John and St Nicolas Schools Federation
Virtual participation in governing board meetings – March 2020
1: Introduction
The School Governance (England) (Roles, Procedures and Allowances) Regulations 2013 make provision for governing bodies of maintained schools in England to: "approve alternative arrangements for governors to participate or vote at meetings of the governing body including but not limited to by telephone or video conference". The model Articles of Association for academy trusts state that trustees can attend meetings remotely subject to certain stipulations set out in article 126. Academies should nevertheless refer to their own articles for clarity. These arrangements apply to meetings of the governing board and their delegated committees.
2: Definition
Face to Face Meetings are meetings where most governors are physically present at the location listed on the meeting agenda. ***Virtual Attendance*** at a meeting is where a governor is not physically present at the location listed on the meeting agenda but participates or votes at a meeting through virtual means including but not limited to telephone or video conference. ***Virtual Meetings*** are meetings where most governors are not present at the same physical location and participate or vote at a meeting through *Virtual Attendance*.
3: Confidentiality
It is the responsibility of individual governors, wishing to participate virtually, to ensure they can do so through a secure method and in an environment conducive to confidential and private communication. Anyone participating in a meeting using technology must declare that they are in an environment which is a secure and which protects confidentiality. Meetings must not take place on a train, or coffee shop, for example. Confirmation of confidentiality must be declared at each meeting.

4: Virtual Attendance at Face to Face meetings

Notification

Where a governor wishes to attend a *Face to Face Meeting* of the governing body through *Virtual Attendance*, the Chair and Clerk must be notified, where possible, at least 2 working days in advance of the meeting to ensure appropriate arrangements can be made to accommodate virtual attendance.

Virtual attendance must only be requested through absolute necessity. It must not be utilised for convenience.

Governing Body Approval of Virtual Attendance at a meeting

At the start of a *Face to Face Meeting*, any governor who is participating by *Virtual Attendance* will be asked their reasons for not physically attending the meeting.

A governor's *Virtual Attendance* **may** be subject to the approval of the governing body at the beginning of the meeting; however, approval **must** not be withheld without good reason.

Where approval is withheld, the reason for this **must** be minuted by the Clerk to Governors and the governor informed immediately.

Voting Rights of Governors participating through Virtual Attendance

Where there is no visual connection, all meeting participants will start their comments by stating their name. Governors attending a *Face to Face Meeting* through *Virtual Attendance* will be entitled to vote on any issue providing they have been 'present' for the whole agenda item which the vote relates to.

Secret Ballots

Where a secret ballot is required this will be facilitated where possible (e.g. by taking a telephone conference call off speaker phone and the governor sharing their vote verbally with the clerk/calling the Clerk independently of a video conferencing link, etc.).
Where facilitation is not possible, the governor will be required to either vote publicly or abstain.

Quorum

Governors attending through *Virtual Attendance* will contribute to the quorum for the meeting.

If the technological link is lost, they will cease to contribute to the quorum, but this will not prevent the meeting continuing in their absence unless it has become inquorate.

Technological or Other Issues

If, after all reasonable efforts, it does not prove possible for a governor to participate through *Virtual Attendance* the meeting may still proceed with its business provided it is quorate.

The Clerk to Governors will note the time that the connection was lost of a governor participating through Virtual Attendance.

5: Virtual Meetings

Statutory Notice Arrangements

When a *Virtual Meeting* is taking place, the usual statutory notice arrangements will apply and all papers to be considered must be circulated at least seven days in advance of the meeting, except where the Chair of Governors has exercised their right to waive the usual notice in an emergency situation.

Clerking Arrangements
Virtual Meetings will be minuted by the Clerk to Governors in the same way as all other meetings and which will be provided for approval at the next meeting of the full governing body. Ensuring quoracy of meetings will be the responsibility of the Clerk to Governors who will monitor this, throughout any meeting involving virtual participation, and advise if a meeting becomes inquorate.
Reasonable efforts to give all Governors Virtual Access to Virtual Meetings
When a *Virtual Meeting* is taking place, all reasonable efforts must be made to enable all governors to access the meeting through *Virtual Attendance*.
6: Review
The document will be reviewed at least annually by the governing body. Any concerns about its operation can be requested, as an agenda item, to the Clerk to Governors and/or Chair of Governors at any point throughout an academic year. Last review: July 2025

Amendments to the Standing Orders

Date	Page	Amendment	Reason / Reference
19.10.23	8/9	Removed JR and RW as have left board	End of term of office
19.10.23	8/9	Updated leadership of Admissions Committee – CC and AK now co-chairs	FGB Minutes 16.10.23
19.10.23	8/9	Updated leadership of Finance Committee – PE and DT now co-chairs with MB as Vice - Chair	Pay Minutes 09.10.23 FGB Minutes 16.10.23
19.10.23	8/9	PE added to membership of Pay Committee and as Vice - Chair	Pay Minutes 09.10.23 FGB Minutes 16.10.23
19.1.24	1/2/9	Numbered items and audited some content to reflect current position	
5.2.24	8	Replace NB with LTA	
15.7.24	1-3 7-8	Update meeting dates, item 10 copy changes Removed tables listing governors committee membership roles	FGB minutes 15.7.24
14.7.25	1	Update meeting dates, numbered items, layout title, reduced line spacing in Appendix A	FGB minutes 14.7.25
14.7.26	1	Update version number, meeting dates	FGB minutes 14.7.26