Chapter 4

Meetings and Committees

Please read The School Governance (Roles, Procedures and Allowances) (England) Regulations 2013

Please note:
As the new procedures allow for governors to take part in meetings via webcams/social media or phone conference etc. this should be taken into account when organising meetings. The FGB should have a policy on governors taking part in meetings “virtually” and agree the procedures before this becomes an issue. Note that governors cannot simply ring in to vote on one issue or vote by email. This should form part of your Standing Orders and Code of Conduct.

Meetings - number
The board is legally required to hold a minimum of three meetings each academic year. There is no specified time for holding the meetings and theoretically they may all be held in the same term. Common sense dictates however that the meetings are spread throughout the academic year. Many schools hold more than 3 board meetings a year and it is recommended that the minimum number should be four based on two meetings in the autumn term and one meeting in each of the spring and summer terms but much depends on how the governing body wishes to organise its business.

The temporary board of a new school must hold meetings as often as they are required. This also applies to schools in special measures.

Procedures – general
Whilst regulations prescribe many of the procedures that must be followed in meetings many boards have adopted Standing Orders and a Code of Practice which regulate many aspects of meetings and also provide a framework for the conduct which is expected of governors. Sample Standing Orders and a Code of Conduct are available on the website under “Chairs of governors – school leadership and management”.

Quorum – Board of Governors
A quorum is the minimum number of governors required to be present before decisions can be taken. For governing bodies the quorum is 50% (rounded up) of the governors in post and does not include vacancies. The following table illustrates the position:

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<th>No of Governors in post</th>
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If a meeting is inquorate or becomes inquorate during a meeting then it cannot make decisions. There is nothing to prevent it however from considering items and making recommendations to the next meeting of the board or referring items for consideration by a committee.

Quorum – Committees
The minimum number of Governors required for a quorum for a committee is three; it is recommended that this should be the standard number of all committees. See the Committees leaflet on the website under Chairs information Appendix 6.

Attendance at Board meetings
Governors, associate members, the headteacher and the clerk to the board are legally entitled to attend the boards meetings. The board may also allow any other person to attend the meeting but they should withdraw from the meeting when confidential matters are under consideration unless they are there to advise the committee in a formal capacity. Associate members may be excluded from the meeting when the business concerns an individual member of staff or a pupil.

Apologies for absence and governors failing to attend Board meetings
If a governor is unable to attend a meeting of the board then they should submit their apologies and reasons for non-attendance to the clerk in advance of the meeting. The giving of reasons is important because the board must determine whether it is prepared to consent to the absence and consideration of the reason for the absence will form part of that process. The consent or non-consent to the absence must be formally recorded in the minutes of the meeting. There is nothing to prevent governing bodies from giving retrospective consent to an absence if it subsequently transpires that there was a reasonable excuse for missing the meeting.

A governor who fails to attend meetings of the board for a continuous period of 6 months from the date of the first missed meeting without the formal consent of the board is automatically disqualified from continuing as a governor at that school. It does not affect his/her governorship at another school. The disqualification criteria do not apply to a failure to attend meetings of committees of boards.

Foundation (but not ex-officio foundation) governors, Authority Governors and co-opted governors, disqualified for non-attendance are not qualified for election, nomination or appointment as a governor of any category at that school during the 12 months immediately following their disqualification. This does not apply to parent or staff governors who are free to be nominated and elected (and appointed in the case of parent governors) immediately following their disqualification.

Convening Meetings
The clerk to the board is responsible for convening meetings of the board in accordance with statutory regulations and directions given by the board. A termly model agenda can be found on the CYPS website.

Any three governors can submit a request to the clerk for a meeting to be convened at any time and it is the duty of the clerk to arrange such a meeting as soon as practicable provided that the statutory time limit is met.
The clerk to the committee(s) is responsible for convening meetings of the committee(s). The procedure for governors to request a meeting does not apply to committees although in such cases boards might wish to consider a similar procedure to be adopted for committees through Standing Orders.

**Statutory Time Limit for convening meetings**
Governors are legally entitled to 7 days clear notice of the meeting although it is recommended that 10 days clear notice is preferable. The statutory time limit also applies to meetings of committees. Notice of the meeting must be given to –
(a) each governor
(b) the head teacher (whether or not that person is a governor)
(c) any associate member
(d) the local authority, where an agenda item for the meeting involves consideration of a change of school category.

Where the chair so determines, on the ground that there are matters demanding urgent consideration, it will be sufficient if the written notice of the meeting states that fact and the notice and the copy of the agenda are given such shorter period as the chair directs. The power of the chair to direct that a meeting be held within a shorter period does not apply in relation to any meeting at which-
(a) the removal of the chair or vice –chair from office,
(b) the suspension of any governor, or
(c) a decision to serve notice of discontinuance of the school under section 30 of the SSFA 1998, (school closure) is to be considered.

**The Agenda - timetable**
The success of a meeting depends in large on the quality of the agenda, experienced Chairs can run a meeting, however, a well organised agenda will make things much easier. A quality agenda will be vital to a successful meeting if the Board has an inexperienced chair.

There are three steps to organising and producing the agenda:
1. put together a draft agenda
2. send the agenda to the chair of governors/headteacher for amendments and approval
3. finalise the agenda and circulate.

Suggested time table – to be agreed with Board and confirmed in the Standing Orders.

| 4 weeks before the meeting | • Check the minutes of the last meeting  
|                           | • Check items for inclusion on the agenda  
|                           | • **Standing items those appear on every agenda**  
|                           | • Action points from previous meetings  
|                           | • Ensure that any correspondence received since the last meeting. |

| 3 weeks before the meeting | • Discuss the agenda with the chair, in association with the headteacher.  
|                           | • Confirm the date the agenda is to be |
| **2 weeks before the meeting** | • Prepare the agenda and collate all documents and papers to be circulated with the agenda to all governors. |
| **12/14 days before the meeting** | • Send to all governors written notice of the meeting, agenda and supporting papers. |
| **7 days before the meeting** | • Governors receive the notice of the meeting, agenda and papers. |

**Standard agenda Items.**

- Welcome
- Apologies
- Declaration of interest
- Minutes of the last meeting
- Committee reports
- Date of next meeting
- Pupil Premium
- Sports Premium (Primary)
- Safeguarding

**Items for consideration at all meetings**

- Headteacher report
- School Development Plan
- Budget
- Last Ofsted report
- Committee meeting
- Policies for review

**Best agendas will include the following information and have a focus on School Improvement**

- A description of item
- What governors are expected to do
- Whether there is a paper attached
- Who is responsible for the item
- It may also include estimated timings for each meeting

**For example –**
- To approve the budget
- To receive and ask questions about the headteacher report
- To agree staffing structures for the next academic year
The agenda is not the sole prerogative of the clerk, the chair or the headteacher. It is the agenda of the board and arrangements should be agreed whereby each and every member of the board is able to submit an item(s) for inclusion on the agenda. It is the responsibility of the chair to decide whether a particular item(s) is included on the agenda and to defend that decision, if necessary. Any governor may, however call for a vote at the meeting on whether their item should be included as “any other business”.

At the discretion of the chair, any item of business may be discussed at a meeting irrespective of whether the matter is specified as an item of business on the agenda for the meeting, this does **not** include:
- School closure
- Change of the school name
- A resolution to suspend a governor
- A proposal to federate with other school/s

Consider structuring the agenda to reflect the nature and importance of the items. The Headteacher’s report (School Improvement) should be very high on the agenda as should Pupil Premium/Sports Premium.

All papers should be sent out with the agenda. Inevitably there are times when this is not possible, however, tabling papers at the meeting does not help the decision making process and can lead to decisions being rushed as governors have not had chance to give the item due consideration. As clerks you can advise the board on best practice – decisions need to be given this consideration and this cannot happen if governors have not had time to consider papers.

Papers should be tied to the agenda with the same number.

**Before the meeting**
- provide yourself with a checklist of items needed for the meeting;
- check e-mails and message services for apologies from governors;
- prepare an attendance sheet to be signed by each governor present at the meeting;
- check that your membership records are up to date. If they need to altered remember to send the information into the Governance Unit.
- check the attendance record of governors and whether previous continuous absences have been consented to and to ascertain whether any governors whose absence has not been consented to are near to being disqualified;
- make sure that you have spare copies of the agenda and associated papers (this may not be necessary if your FGB is electronic)
- run off a good quality copy of the minutes of the previous meeting for signature by the chair.

**At the meeting**
- arrive a few minutes before the meeting is due to commence – this gives you time to get organised and deal with any queries from governors;
- an accurate record of the board membership
• ensure that you have spare agenda, minutes and the minute book if used;
• a copy of the Governor Handbook
• a copy of clerks handbook
• a copy of the instrument of government
• details of the constitution of committees and what powers have been delegated;
• have available details of the committees, membership, and terms of reference and scheme of delegation;
• have available the current programme of governing body and committee meetings.

During the meeting
• pay attention and make sufficient notes to enable you to produce meaningful minutes this can be done electronically if preferred;
• ensure that you record any challenge or questions of the governors to the HT in the minutes but do not name individual governors;
• if you are unclear about anything - ask – don’t guess;
• ensure that a copy of the minutes is signed by the chair as a correct record – amendments to the minutes should be recorded in the minutes of the meeting at which they are confirmed;
• be prepared to offer guidance and advice asking for time to refer to relevant documents rather than give incorrect advice;
• don’t be afraid to intervene if there is a clear reason so to do;
• if unsure seek clarification of the formal decision.

After the meeting
• write up the draft minutes as soon as possible – the next day or earlier is recommended – do not leave them until later because you may forget important matters that should be included in the minutes;
• submit the draft minutes to the chair and to the headteacher no later than 2 weeks after the meeting and give them a deadline by which to reply with comments;
• if you disagree with any proposed amendment to the minutes discuss the matter with the proposer of the amendment to try and resolve the matter. If you can’t resolve it then put the two alternatives in the draft minutes for submission to the next meeting and let the meeting decide which is correct;
• deal with any follow-up action;
• draw up a list of items, if any, deferred or required to be submitted to the next meeting.

Minutes
Minutes are a public record and they record the business of a meeting, they are a source of evidence for Ofsted, they show the extent the governors are challenging the headteacher and are holding the HT to account.

Meeting conventions
There are many conventions concerning meeting procedures and the most common ones are set out below:
Motions
A motion is a proposition put forward at a meeting for discussion and decision. The proposer should word the motion to ensure that it calls for an opinion or for some action to be taken. The wording should be precise so as to avoid misunderstanding. If a motion is not seconded the matter falls but once a motion is seconded any governor is allowed to express a view.

During the course of a discussion it becomes clear sometimes that the motion is unnecessary. Before the chair puts the motion, the proposer may ask at any time for it to be withdrawn. Provided that the motion has not been amended there should be no further discussion other than the chair formally asking the approval of the meeting for the motion to be withdrawn. If no one objects, then the motion is, by leave, withdrawn.

Amendments
An amendment is a proposed alteration to the terms of the motion that is designed to improve the original motion by:

- replacing or inserting certain words;
- substituting an alternative proposal on the understanding that it is pertinent to the subject of the original motion.

Amendments should not in themselves seek to defeat the original motion. Although two amendments cannot be placed before the meeting at the same time, any governor can give notice that a further amendment will be moved at the earliest opportunity. Such an explanation prevents confusion and informs the meeting of the various proposals that it may have to discuss. Amendments must be voted upon before the substantive motion can be put.

Resolutions
A resolution is a motion resolved in the affirmative by the decision of the meeting.

Some procedural motions for closing a discussion

Closure - where, in the opinion of any governor who has not previously taken part in the discussion a motion has been sufficiently discussed, that person may seek to bring the discussion to an end by moving "that the motion be now put".

Next business - The purpose of this delaying motion is to conclude the debate without putting the motion under discussion to the vote. The motion "that the meeting proceeds to the next business" cannot be proposed and seconded by those who have already spoken on the substantive motion.

Refer back - A polite way of rejecting a committee's recommendation is to move "that the recommendation be referred back". Another way of postponing a decision on a matter is to move "that the recommendation remain on the table". This allows such a motion to be discussed on another occasion.

Adjournment - Another method used to postpone the taking of a decision, especially when it is considered that members need more time or more information before taking a decision is to move the adjournment of either the discussion or the
meeting. The adjournment motion can be used to provide a break for tea or coffee or to lower the temperature of the meeting. An adjournment motion usually includes a time and date for resuming the discussion. (To adjourn "sine die" means without a date for further debate).

Voting
Every question to be decided at a meeting of the board is to be determined by a majority of the votes of the governors present and voting on the question. This includes governors who are in the meeting “virtually” that is by webcam/social media or phone conference but governors cannot simply phone into the meeting a vote or vote by email.

To ascertain the view of a meeting on a particular proposition the chair has a number of alternatives.

The chair may, in some situations, wish to take a formal vote. The motion requires a formal proposition that is both proposed and seconded. The proposition may be amended and voting on any amendments takes place before voting on the substantive motion. Each amendment is the subject of a separate vote unless the people putting the amendments agree to combine their amendments. This process can become very complex if there are a great number of amendments and the chair and clerk need to keep careful note of what is being decided.

The vote may be open or secret.
Open votes are normally by a "show of hands". The main drawback of this method is that individuals can be influenced by the way in which others are voting (either voting with a friend or against an opponent) rather than making up their own mind.

Recording the individual vote on a slip of paper in a discreet manner is the normal way of carrying out a secret vote. It is good practice for the clerk to confirm that every governor who is to vote fully understands the procedure and the motion on which they are to vote by reading out the motion and seeking confirmation of understanding.

Often propositions will be discussed without a formal resolution or a formal vote. The chair, judging the views of those at the meeting and assessing that there is a consensus, asks "all in favour" and notes a series of nods, grunts and vague hand movements indicating that there is general agreement. Unless anyone disagrees the decision is taken.

Any governor at the meeting can request that the matter be formally voted upon. The chair cannot overrule this request.
It is good practice for there to be a formal vote and the vote recorded in the following circumstances:
• appointing a headteacher or deputy head;
• agreeing to dismiss a member of staff;
• the permanent exclusion or the reinstatement of a pupil;
• suspension or removal of a governor from office;
• appointment of community and/or parent governors;
• appointment of associate members.
  (Note: some of these would be confidential matters)

Results of votes are as follows:
• all voting and in favour of the resolution: "unanimous";
• all votes in favour but with some individuals abstaining (not voting): "nem con"
  (nemine contradicente);
• some voting in favour, some against, some abstaining e.g. "resolution passed,
  five for, four against, three abstaining";
• all voting and against: "unanimous against".

There are no regulations which require any matter to be conducted by a secret vote
but it is advisable and good practice for votes of "no confidence" to be dealt with in
this way.

Recorded votes
There are no regulations that require votes to be recorded but boards can adopt a
procedure to regulate how governors may requisition recorded votes. If the board
has Standing Orders the procedure is usually laid down in them. A recorded vote
should be held only if it is supported by at least one other governor eligible to vote.
The clerk should read out the name of each person entitled to vote and ask them
which way they want to cast their vote (either for or against the proposition) and the
outcome should then be recorded in the minutes. An example is given hereunder:

“New School Uniform"
Further to Minute GB 27/05 (5-12-10) the Board considered the outcome of the
consultation exercise about the possible introduction of a new school uniform.
Arising from consideration of this matter it was proposed and seconded that the
new school uniform be introduced with effect from the Autumn term 2012. Prior to
the formal vote on this matter a Recorded Vote was requisitioned.

For the resolution: "Mrs J. Box, Mrs E. Fox, B. Harris, J. Long and
M. Morse"
Against the resolution: "Miss S. Downs, Mrs L. Edwards and Mrs A. Potter

Resolved: That the new school uniform be introduced with effect from the
Autumn term 2012.

Casting vote
Regulations require that when the number of votes cast for and against a proposal
are equal then the chair has a second or casting vote, i.e. the chair votes in the
normal way with the other governors and then has a casting vote. This applies
equally to both governing body and committee meetings.

Legally this vote can be cast at the total discretion of the chair but there are
conventions that if a board is equally divided, the chair should not change the
existing position. This is because there are insufficient members who positively want
change. To carry through changes requires a united front with a commitment to the
change and its implementation. The proposal may then be debated again when there
is a fuller attendance or, after members have had time to consider the matter further.
This view has much to commend it. A half supported and perhaps hasty change could lead to divisions and recriminations if the matter subsequently goes awry.

The vice-chair or person in the chair may exercise a casting vote if chairing a meeting in the absence of the chair.

No decision to serve notice of discontinuance of the school under section 30 of the SSFA 1998 whether taken by the FGB or by a committee, will have effect unless it is confirmed by the board at a meeting held not less than 28 days after the meeting at which the decision was made and the matter is specified as an item of business on the agenda for both meetings.

No decision to change the name of the school will have an effect unless the matter is specified as an item of business on the agenda for the meeting.

**Entitlement to vote**

The headteacher cannot vote if he/she has decided not to be a governor. Any person who is disqualified from governorship by non-attendance or for any other reason is by definition not a governor. Anyone who has been required to withdraw because of "interest" is not able to vote on that item. In the heat of debate, particularly if a formal vote is not taken; it is possible for the chair or clerk to miss people "voting" who are not eligible. So care must be exercised that only people eligible to vote are counted. There is generally no discretion to allow for "proxy" or "votes registered in advance" (e.g. by post by someone who knows that they will not be able to attend the meeting). To register a vote a governor must be present at the meeting when the vote is taken. This can be done **virtually using webcams or skype etc.** however, the governor must be present for the whole meeting and cannot simply vote by phoning in. It is strongly recommended that the whole board consider this procedure and draw up a policy for themselves which could cover this eventuality taking into account issues such as technology (does the school have the correct equipment) and confidentiality.

**Associate Members – voting eligibility**

The board can give limited voting rights to associate members **on committees** at the time of appointment. Associate members cannot be given voting rights if they have not reached the age of 18 at the time of their appointment. Voting rights may subsequently be granted to an associate member once they reach the age of 18. They cannot vote on the FGB.

**Restrictions on persons taking part on proceedings**

In relation to any matter where –

- there may be a conflict of interest between the interests of a relevant person (governor or official) and the interests of the board,
- a fair hearing is required and there is any reasonable doubt about a relevant person’s ability to act impartially, or
- a relevant person has a pecuniary interest,

that person must disclose their interest and withdraw from the meeting and not vote on the matter in question.

This does not prevent the board or committee:
from allowing a person who appears before them giving evidence
from hearing representations from a relevant person
a relevant person from entering into a contract with the board from which the relevant person is entitled to profit

The clerk is not required to withdraw from the meetings unless the whole board or committee are discussing the clerk’s pay or a disciplinary matter.
Any questions about a relevant person should be decided by a vote of the other governors present at the meeting.

Committees

There is a Committees Leaflet which outlines delegations for all types of committees available on the website, click Chair of Governors – Leadership and management Appendix 6.

General
There is no legal requirement to have committees or to hold a specific number of committee meetings in each academic year. This is a matter for the board to determine having regard to the business to be transacted but there are many merits in appointing committees because:

• It enables the board to concentrate on policy and strategy;
• It spreads the workload of the board;
• It gives the opportunity for matters to be considered in more detail;
• It gives governors the opportunity to develop areas of expertise;
• It can be a more efficient use of time.

Minutes of committee meetings must be submitted to the board on a timely basis. Generally boards should trust committees and decisions made by them should not be re-run unless there are good reasons for doing so. See also the paragraph below about Pupil Discipline, Staff, Staff Appeal and Complaints Committees.

Delegation
The board can now delegate most of its statutory and other functions to committees

Subject to certain restrictions the whole board may delegate any of its functions to –
- A committee
- A governor other than the Headteacher
- Where the function does not directly concern the headteacher, the headteacher.

Where the whole board has delegated functions, this does not prevent the whole board from exercising those functions.

The whole board must review the exercise of those functions annually.

The restrictions are the board must not delegate to an individual:
- The closure of the school
- The approval of the budget plan
- The suspension of a governor
- The exclusion of a pupil (except in extreme circumstances)
- The powers conferred by the Constitution Regulations 2007/2012.
- The powers made under section 35 and 36 of the EA 2002 unless specified.
- Certain powers under the designation procedure regulations of the Religious Character of Schools 1998

Where powers have been delegated the individual or Committee must report to the board in respect of any actions taken or decisions made with respect to that function.

Quorum
The quorum for committees depends on how the committees have been set up by the governing body. The minimum number for a quorum of a committee is 3 governors but it can be more depending on the number of governors on the committee. For example a committee comprising say 5 governors may have a quorum of 3 governors whereas a committee comprising 10 governors may have a quorum of 5 governors. The responsibility for setting the quorum for a committee rests with the governing body but it is recommended that the quorum should always be 3. Whatever the quorum, it should be noted that associate members do not count for quorum purposes.

Chair(s) of Committees
The role of the Chair and Vice-Chairs can now be shared.
There is no legal requirement for the chair of the board to also be chair of any committees established by the board. There is much merit in the chair(s) of committee(s) being drawn from other members of the board leaving the chair of the board “independent” when the minutes of committees are presented to the board for consideration.

Each committee must have a chair. The chair is either appointed by the board or if the board agrees he/she is elected by the committee. There is no requirement to appoint or elect a vice-chair but it is recommended that committees have a vice-chair who will take the role of the chair in his/her absence. In the event of the chair and vice-chair of the committee being absent from the meeting then the committee may elect a chair for the meeting.

Constitution of Committees
The Constitution and membership of committees is an important decision. Most boards just appoint those governors who are willing to serve on the committees without regard to number. An alternative way however is for each committee to have a set number of governors (or governors from specified categories) as per the following two examples:

a) 6 governors;

b) 6 governors comprising 1 LA governor, 2 parent governors, 1 staff governor and 2 co-opted governors.

It is also useful to try and ensure that the skills required by the committee(s) are reflected in the skills of governors appointed to the committee(s) if possible.
Terms of Reference for Committees
If committees are established then the board must set terms of reference for them. Draft terms of reference for a range of committees can be found on the website under Chair’s information. The FGB must establish terms of reference for all committees it establishes.

Procedures
The procedures for Committee meetings are identical to those required for meetings of the board with the following exceptions:
  ✓ the procedure for governors to requisition a meeting does not apply to committees although in such cases boards might wish to consider a similar procedure to be adopted for committees through Standing Orders;
  ✓ Committees do not have to consent to absences and accordingly governors cannot be disqualified for non-attendance at committees.

Annual Review
Boards are required to review the number, composition and terms of reference of committees annually – this enables the board to make amendments to any of these matters at that time.

Working Parties
There are no rules governing the way in which working parties operate. The governing body or the committee establishing the working party may wish to establish the framework by which individual working parties operate. It should be noted that working parties are not committees.

Attendance at Committee meetings
Members of the committee, the headteacher (if not a member of the committee) and the clerk to the committee are legally entitled to attend committee meetings. In addition the board or the committee can allow any other person to attend committee meetings. Associate members may be excluded from the meeting when the business concerns an individual member of staff or a pupil but they could also be given the right to vote in committees. This is a power of the board.

Withdrawal from meetings
There are a number of instances when governors (and others) will have to withdraw from a meeting and take no part in the consideration or voting on the matter being considered by the committee.

Minutes
With the exception of the committees detailed below the minutes of all committee meetings must be submitted to the next meeting of the board. The purpose of this is twofold, firstly to enable the governing body to consider recommendations from committees and secondly to inform the board of decisions taken by committees acting under delegated authority. An independent Clerk must be appointed to any Committee with delegated powers.
**Pupil Discipline Committee, Staffing Committee, Staffing Appeals Committee and Complaints Committee**

**General**
All boards should appoint these committees as part of the annual committee appointment process and they should all be given full delegated authority to act in respect of the matters detailed in their terms of reference.

**Terms of Reference**
Terms of Reference and other procedural advice are available on the website in the Committees Leaflet.

**Minutes**
The minutes of meetings of these committees should not be submitted to the board. It is sufficient for the board to be advised that a meeting of the committee has taken place.
It may be vital that these are kept confidential to enable Appeals Committees to be formed so take great care if you have direct involvement with these committees.