



## GODALMING LEARNING PARTNERSHIP

### TERMS OF REFERENCE & STANDING ORDERS

Agreed October 2019

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## 1. INTRODUCTION

- 1.1. The purpose of the Godalming Learning Partnership (the Trust) is to determine and deliver the vision and aims of the Trust as set out in the GLP Principles & Operation.
- 1.2. The Godalming Learning Partnership (the Trust) is an exempt charity and company limited by guarantee, governed by a Trust Board (the Board). The schools which formed the Trust have foundation status. The schools which are Associate Members of the Trust are a mix of community and Church foundation schools.
- 1.3. The Board has overall responsibility and ultimate decision-making authority for all the work of the Trust.
- 1.4. The Board fulfils its responsibilities through agreeing its strategy and by the setting of policy and standards, as well as taking responsibility for the oversight and management of risk. It will put the wellbeing and highest quality education of children first. It will support, monitor and challenge the central team. It will act with fairness, integrity and honesty in all its dealings with the Schools.
- 1.5. It is the Board's intention to support each of the Schools in the preservation and development of their individual identities and ethos.
- 1.6. In order to support the effective operation of the Trust and the Schools, the Board will establish a number of committees to which it will delegate certain of its powers and functions. The Board will establish two types of committees:
  - 1.6.1. Board committees or working groups which are established to deal with Trust-wide matters such as finance, audit, pay and performance management
  - 1.6.2. Operational Committees which are established by the Board to support the effective operation of the Trust e.g. Headteacher Committee
- 1.7. The day to day management and responsibility for the running of the Trust is delegated by the Board to the Headteacher Committee, supported by the GLP Associate Director. The Associate Director will be supported by the Clerk.
- 1.8. This document defines the terms of reference for the Board, its Board & Operational committees and Representative Council (collectively referred to here as the Terms of Reference).
- 1.9. The Board will review these Terms of Reference at least once every twelve months.
- 1.10. These Terms of Reference may only be amended by the Board. The functions, delegations, duties and proceedings of committees set out in these Terms of Reference shall also be subject to any regulations made by the Board from time to time.

### Related Documents:

- i. Articles of Association of the Godalming Learning Partnership
- ii. Register of Business and Pecuniary Interests (Godalming Learning Partnership)
- iii. Role Descriptions

## 2. Trust Board Terms of Reference

### 1. AUTHORITY AND SCOPE

The Trust Board is the overarching body responsible for the governance of the GLP, with ultimate responsibility for its strategic direction and meeting its aims and objectives. The Trust shall scrutinise the work of the Partnership to ensure its impact and effectiveness

Governor members of the GLP are responsible for keeping their respective Governing Bodies informed regarding the work and effectiveness of the Trust.

### 2. DUTIES

**Items in bold cannot be delegated.**

#### i. Operational

- i. **Ensure compliance with the Trust’s governing document, charity law, company law and any other relevant legislation or regulations.**
- ii. **Ensure the Trust pursues its charitable objects as defined in its governing document.**
- iii. **Draw up the Articles of Association and any amendments thereafter.**
- iv. **Draw up the Memorandum of Understanding and any amendments thereafter.**
- v. **Draw up the required terms of reference and role descriptions and review annually.**
- vi. **Review the standing order for election of the Chairman and Vice-chairman including the length of the term of office.**
- vii. **Elect (or remove) the Chairman and Vice-chairman.**
- viii. **Appoint (or dismiss) the Company Secretary, the Associate Director and Clerk to the Board.**
- ix. **Appoint and remove any Associate Members and Partner Schools or Organisations.**
- x. **Appoint Foundation Governors to the Trust’s foundation schools’ governing bodies in line with each school’s Constitution and respecting their recommendations.**
- xi. **Suspend or remove a Trustee: see Articles of Association and Code of Conduct.**
- xii. **Decide which functions of the Board will be delegated and to whom, drawing up and annually reviewing the Scheme of Delegation.**
- xiii. **Receive reports from any pair or individual to whom a delegation has been made and to consider whether any further action by the Board is necessary.**
- xiv. Set up and publish a Register of Trustees’ Business Interests.
- xv. Approve and set up a Trustees’ Expenses & Allowances Scheme.
- xvi. Regulate the Board procedures where not set out in law, and record these as Standing Orders.

#### ii. General

- i. **Ensure the Trust uses its resources only in pursuance of its charitable objects.**
- ii. **Ensure the effective and efficient administration of the Trust.**
- iii. Regularly review the vision and values of the Trust and ensure that these are shared with all stakeholders.
- iv. Support and strengthen the existing individual ethos of each school, including

	<p>respecting the principles, practices and directives of the Church of England and the Diocesan Board of Education which has jurisdiction of specific Associate Member schools.</p> <ul style="list-style-type: none"> <li>v. Take an active role in Trust self-evaluation identifying success and areas requiring improvement.</li> <li>vi. Regularly review and update the Trust Development Plan identifying monitoring opportunities for the Board.</li> <li>vii. Review how the Trust is engaging with and regarded by stakeholders.</li> <li>viii. Promote and support equal opportunities for all members of the learning community or learning communities served by the Trust.</li> <li>ix. Ensure that the Board complies with all legal duties placed upon them.</li> <li>x. Do all such other lawful things as are necessary for or are incidental to or conducive to the achievement of the Object and appropriate to the religious character of some of the Trust schools.</li> </ul>
<p><b>iii. Budget</b></p>	<ul style="list-style-type: none"> <li>i. <b>Ensure the financial stability of the Trust.</b></li> <li>ii. Agree a financial strategy.</li> <li>iii. Agree a 3 year budget.</li> <li>iv. Analyse and agree the annual budget.</li> <li>v. Evaluate and agree Trust wide service agreements and insurance.</li> <li>vi. <b>Approve the annual accounts prior to legal filing.</b></li> <li>vii. <b>Approve the annual Confirmation Statement prior to legal filing.</b></li> </ul> <p>Delegation to GLP Associate Director and Finance Officer:</p> <ul style="list-style-type: none"> <li>• To maintain an up-to-date 'balanced' three year budget plan, that shows clear links to the Trust Development plan and Strategy.</li> <li>• To report monitoring to the Board, highlighting any significant variances.</li> <li>• To evaluate any virement recommendations and report to the Board.</li> <li>• Analyse and report on tenders for any Contract Services.</li> <li>• To keep Trust financial procedures under review.</li> <li>• To benchmark Trust financial performance against similar Trusts and report to the Board.</li> <li>• To evaluate proposed expenditure following recommendations from the Headteacher Committee and present to the Board.</li> <li>• To ensure that all spending provides 'Value for money' in terms of raising standards in education.</li> <li>• To make regular reports to the Board and ensure that key financial decisions are recorded correctly in the minutes.</li> </ul>
<p><b>iv. Staffing</b></p>	<ul style="list-style-type: none"> <li>i. Appoint the Company Secretary, Associate Director and Clerk.</li> <li>ii. Determine the staff complement.</li> <li>iii. Agree a pay policy and pay discretions.</li> <li>iv. Annually review the impact of and implementation of the pay policy.</li> </ul>

	<ul style="list-style-type: none"> <li>v. Establish a panel to hear staff appeals against dismissal, redundancy or grievances.</li> <li>vi. Suspend or dismiss staff and determine dismissal/early retirement payments.</li> </ul>
<b>v. Performance Management</b>	<ul style="list-style-type: none"> <li>i. Establish, review and approve annually the Performance Management policy.</li> <li>ii. Ensure the effective use of performance management amongst staff to drive the Trust's objectives.</li> <li>iii. Ensure performance management has a clear link to pay as specified in the pay policy.</li> </ul>
<b>vi. Insurance</b>	<p>Subject to the provisions of the Companies Act 2006 to provide indemnity insurance for every Trustee or other officer or auditor of the Trust against any liability incurred by them in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in favour or in which they are acquitted or in connection with any application in which relief is granted to them by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Trust.</p>
<b>vii. Information for Stakeholders</b>	<p>Ensure that the Trust keeps stakeholders informed by publishing Trust information online.</p>
<b>viii. Extended Services</b>	<ul style="list-style-type: none"> <li>i. Decide to offer additional activities and agree what form these should take.</li> <li>ii. Cease providing extended services provision.</li> </ul>
<b>3. MEMBERSHIP</b>	<p>There shall be the following Trustees:</p> <ul style="list-style-type: none"> <li>- 2 Trustees appointed by each of the Founder and Associate Member schools (usually the Headteacher and Chairman of Governors)</li> <li>- 2 Trustees appointed by the Representative Council</li> <li>- 1 Trustee appointed by the Cooperative Schools Network.</li> <li>- 1 Trustee appointed by each Educational Partner school</li> <li>- 1 Trustee appointed by each Strategic Partner organisation</li> </ul> <p>Every Trustee must sign:</p> <ul style="list-style-type: none"> <li>i. A declaration of willingness to act as a Trustee of the Trust</li> <li>ii. A declaration confirming that they are not disqualified from acting as a charity Trustee under the Charities Act or the Education Acts</li> </ul> <p>before they may vote at any meeting of the Trustees.</p> <p>Any organisation which is a Member of the Trust may, by resolution of its governing body, authorise such person as it thinks fit to act as its representative at any meeting of the Trust, and the person so authorised shall be entitled to exercise the same powers on behalf of the organisation which they represents as that organisation could exercise if it were an individual Member of the Trust.</p> <p>If a Governor Trustee ceases to be a governor, they automatically cease to be a Trustee. If a Headteacher Trustee ceases to be a headteacher, they automatically cease to be a Trustee.</p>

<p><b>4. APPOINTMENT &amp; ROLE OF CHAIRMAN</b></p>	<p>The Chairman of the Trust Board shall be a governor, elected in accordance with the Standing Orders. The Chairman will:</p> <ol style="list-style-type: none"> <li>1. Work and liaise with the Chairman of the Headteacher Committee and GLP Associate Director in order to ensure the effective work of the Trust</li> <li>2. In conjunction with the Headteacher Committee evaluate of the work of the GLP Associate Director, including annual appraisal.</li> </ol>
<p><b>5. QUORUM</b></p>	<p>No business shall be transacted at any meeting unless a quorum is present. A Trustee counts towards the quorum by being present either in person or by suitable electronic means agreed by the Trustees in which all participants may communicate with all other participants or by proxy.</p> <p>The quorum for a meeting of the Trustees, and any vote on any matter thereat, shall be any not less than half of the total number of Trustees (rounded up to a whole number), subject to a minimum of two.</p> <p>The quorum for the purposes of:</p> <ol style="list-style-type: none"> <li>i. any vote on the removal of a Trustee</li> <li>ii. any vote on the removal of the Chairman of the Trustees</li> </ol> <p>shall be any two-thirds (rounded up to a whole number) of the persons who are at the time Trustees present at the meeting and entitled to vote on those respective matters.</p>
<p><b>6. VOTES OF MEMBERS</b></p>	<p>Except for the Chairman of the meeting, who has a casting vote, every Trustee has one vote on each issue.</p> <p>A written resolution signed by at least 75% of the trustees is as valid as a resolution passed at a meeting. For this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature.</p> <p>Unless a poll is demanded, a declaration by the Chairman that a resolution has been carried or carried unanimously, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact.</p> <p>Every question to be decided at a meeting of the Trustees shall be determined by a majority of the votes of the Trustees present and voting on the question.</p> <p>No Trustee shall be entitled to vote at any Trust Board meeting unless all monies then payable by their school to the Trust have been paid.</p> <p>The Chairman of the Representative Council, if not themselves a Trustee, may attend Board meetings as an observer by invitation of the Trustees but shall not be entitled to vote on any matter.</p> <p>The proceedings of the Trustees shall not be invalidated by:</p> <ol style="list-style-type: none"> <li>i. any vacancy among their number or</li> <li>ii. any defect in the election, appointment or nomination of any Trustee.</li> </ol>

<p><b>7. MEETINGS</b></p>	<p>i. <b>Hold at least 3 Board meetings each year.</b></p> <p>ii. <b>Hold in addition an Annual General Meeting.</b></p> <p>Subject to these Terms, the Trustees may regulate their proceedings as they think fit.</p> <p>Meetings of the Trustees shall be convened by the Clerk. In exercising their functions under these Terms the Clerk shall comply with any direction:</p> <ul style="list-style-type: none"> <li>i. given by the Trustees or</li> <li>ii. given by the Chairman of the Board or, in their absence or where there is a vacancy in the office of Chairman, the Vice-chairman of the Board, so far as such direction is not inconsistent with any direction given as mentioned in (a) above.</li> </ul> <p>Any five Trustees may, by notice in writing given to the Clerk, request a meeting of the Trustees; and it shall be the duty of the Clerk to convene such a meeting as soon as is reasonably practicable.</p> <p>Each Trustee shall be given at least seven clear days before the date of a meeting:</p> <ul style="list-style-type: none"> <li>i. notice in writing thereof, signed by the Clerk, and sent to each Associate Director at the address provided by each Associate Director from time to time; and</li> <li>ii. a copy of the agenda for the meeting,</li> </ul> <p>unless the Chairman determines that there are matters demanding urgent consideration, when it shall be sufficient if the written notice of a meeting, and the copy of the agenda are given within a shorter period.</p> <p>The convening of a meeting and the proceedings conducted thereat shall not be invalidated by reason of any individual not having received written notice of the meeting or a copy of the agenda.</p> <p>A resolution to rescind or vary a resolution carried at a previous meeting of the Trustees shall not be proposed unless the consideration is a specific item of business on the agenda for that meeting.</p> <p>Where the Trustees resolve to adjourn a meeting before all the items of business on the agenda have been completed, the Trustees shall before doing so determine the time and date at which a further meeting is to be held for the purposes of completing the consideration of those items, and they shall direct the Clerk to convene a meeting accordingly.</p>
<p><b>8. POWERS OF TRUSTEES</b></p>	<p>Subject to provisions of the Companies Act 2006, the Articles and to any directions given by special resolution, the business of the Trust shall be managed by the Trustees who may exercise all the powers of the Trust.</p> <p>No alteration of the Articles and no such direction shall invalidate any prior act of the Trustees which would have been valid if that alteration had not been made or that direction had not been given.</p>

	<p>In addition to powers expressly conferred upon them and without detracting from the generality of their powers under the Articles, the Trustees shall have the following powers:</p> <ul style="list-style-type: none"> <li>i. to expend the funds of the Trust in such manner as they shall consider most beneficial for the achievement of the Object</li> <li>ii. to enter into contracts on behalf of the Trust.</li> </ul> <p>In the exercise of their powers and functions, the Trustees may consider any advice given by the Associate Director and any other executive officer.</p> <p>Any bank account in which any money of the Trust is deposited shall be operated by the Trustees in the name of the Trust.</p> <p>All orders for the payment of money from such an account shall be signed by at least two signatories authorised by the Trustees.</p>
<p><b>9. TRUSTEES' AND MEMBERS' CONFLICTS OF INTEREST</b></p>	<p>Any Trustee or Member who has or can have any direct or indirect duty or personal interest (including but not limited to any personal financial interest) which conflicts or may conflict with their duties as a Trustee shall disclose that fact to the Trustees as soon as they become aware of it.</p> <p>A Trustee or Member must absent themselves from any discussions of the Trustees in which it is possible that a conflict will arise between their duty to act solely in the interests of the Trust any duty or personal interest (including but not limited to any personal financial interest). A Trustee or Member has a personal financial interest if that interest is in respect of the employment or remuneration of, or the provision of any other benefit to, that Trustee or Member.</p> <p>If a conflict of interests arises for a Trustee or Member because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the articles, the unconflicted Trustees may authorise such a conflict of interests where the following conditions apply:</p> <ul style="list-style-type: none"> <li>i. the conflicted Trustee or Member is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;</li> <li>ii. the conflicted Trustee does not vote on any such matter and is not to be counted when considering whether a quorum of Trustees is present at the meeting; and</li> <li>iii. the unconflicted Trustees consider it is in the interests of the Trust to authorise the conflict of interests in the circumstances applying.</li> </ul> <p>In this term a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a Trustee or Member or to a connected person.</p> <p>There shall be a standard item on all agendas to declare any conflicts of interest.</p>
<p><b>10. DELEGATION</b></p>	<p>The Trustees may delegate any of their powers and functions (including the power to</p>

	<p>sub-delegate) to any Trustee, Committee, the Associate Director or any other holder of an executive office.</p> <p>Any such delegation shall be made in writing and subject to any conditions the Trustees may impose, and may be revoked or altered.</p> <p>Where any power or function of the Trustees is sub-delegated by any person to whom it has been delegated, that person must inform the Trustees as soon as reasonably practicable which powers and functions have been further delegated and to whom. Any such sub-delegation shall be made subject to any conditions the Trustees may impose, and may be revoked or altered by the Trustees.</p> <p>Where any power or function of the Trustees has been exercised by any Committee, the Associate Director or any other holder of an executive office, that person or Committee shall report to the Trustees in respect of any action taken or decision made at the meeting of the Trustees immediately following the taking of the action or the making of the decision.</p>
<p><b>11. MINUTES OF BOARD MEETINGS</b></p>	<p>The minutes of the meeting of the Trustees shall be drawn up and kept for the purpose by the Clerk at the meeting; and shall be signed (subject to the approval of the Trustees) at the next subsequent meeting by the person acting as Chairman.</p> <p>Minutes will not be available to the public until approved by the Board.</p> <p>The Trustees shall ensure that a copy of:</p> <ul style="list-style-type: none"> <li>i. the agenda for every meeting of the Trustees</li> <li>ii. the signed minutes of every such meeting and</li> <li>iii. any report, document or other paper considered at any such meeting,</li> </ul> <p>are, as soon as is reasonably practicable, made available to persons wishing to inspect them.</p> <p>There may be excluded from items required to be available any material relating to:</p> <ul style="list-style-type: none"> <li>i. a named person employed, or proposed to be employed, within the Trust</li> <li>ii. any matter which, by reason of its nature, the Trustees are satisfied should remain confidential.</li> </ul> <p>There shall be a standard item on all agendas to confirm confidential (Part 2) items.</p> <p>Any Trustee shall be able to participate in meetings of the Board by telephone or video conference provided that:</p> <ul style="list-style-type: none"> <li>i. they have given notice of their intention to do so detailing the contact details by which they can be reached at least 48 hours before the meeting</li> <li>ii. the Trustees have access to the appropriate equipment.</li> </ul> <p>If after all reasonable efforts it does not prove possible for the person to participate by telephone or video conference the meeting may still proceed with its business provided it is otherwise quorate.</p>
<p><b>12. ACCOUNTS</b></p>	<p>Accounts shall be prepared in accordance with the relevant Statement of Recommended Practice as if the Trust was a non-exempt charity and shall file these for each Financial year.</p>

<b>13. ANNUAL REPORT</b>	The Trustees shall prepare the Annual Report in accordance with the Statement of Recommended Practice as if the Trust was a non-exempt charity and shall file for each Academic year.
<b>14. ANNUAL RETURN</b>	The Trustees shall comply with their obligations under Part 24 of the Companies Act 2006 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return to the Registrar of Companies.
<b>15. NOTICES</b>	<p>Any notice to be given to or by any person (other than a notice calling a meeting of the Trust) shall be given using electronic communications to an address notified for that purpose to the person giving the notice.</p> <p>A Member present, either in person or by proxy, at any meeting of the Company shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.</p> <p>A notice shall be deemed to have been received 24 hours after the time it was sent.</p>
<b>16. DISPUTES</b>	<p>It is the intention of all members of the Trust to settle amicably by negotiation all disagreements and differences of opinion on matters of performance, procedure and management arising out of the work and operation of the Trust.</p> <p>Accordingly, the members agree to follow Disputes Management procedure prior to the serving of a written notice to terminate the relationship or in relation to any matter of dispute between the members concerning performance, procedure or management.</p>
<b>17. DISSOLUTION</b>	<p>Every Trustee promises, if the Trust is wound up while they remain a Trustee, or within 12 months afterwards, to pay £1 towards discharging the costs and liabilities of the Trust.</p> <p>If the Trust is wound up or dissolved and after all its debts and liabilities have been satisfied there remain any moneys, they shall not be paid to or distributed among the Members of the Trust but (as demanded by our articles of association and charity law) shall be given or transferred to some other charity or charities having an object similar to the Trust. The recipient shall be chosen by the Members of the Trust at or before the time of dissolution. If that cannot be done then the moneys will be given to some other charitable object.</p>

### 3. STANDING ORDER for the ELECTION of CHAIRMAN and VICE-CHAIRMAN of the TRUST BOARD

<b>1. APPOINTMENT</b>	<p>The Trustees shall elect a governor from among their number to be Chairman for a term of 3 years.</p> <p>The Trustees shall elect a governor from among their number to be Vice-chairman for a term of 3 years.</p> <p>The Chairman or Vice-chairman shall hold office as such until their successor has been elected.</p>
<b>2. ELIGIBILITY</b>	<p>The Chairman shall be a governor Trustee from one of the Founding or Associate Member schools.</p> <p>A member who is employed by the Trust shall not be eligible for election as Chairman or Vice-chairman.</p>
<b>3. ROLE OF CHAIRMAN</b>	<p>The Chairman will:</p> <ol style="list-style-type: none"> <li>i. Work and liaise with the Chairman of the Headteacher Committee and GLP Associate Director in order to ensure the effective work of the Trust</li> <li>ii. In conjunction with the Headteacher Committee evaluate of the work of the GLP Associate Director, including annual appraisal.</li> </ol>
<b>4. TERM OF OFFICE</b>	<p>The term of office shall be 3 years.</p> <p>The Chairman or Vice-chairman may at any time resign their office by giving notice in writing to the Clerk. The Chairman or Vice-chairman shall cease to hold office if:</p> <ol style="list-style-type: none"> <li>a. they cease to be a Trustee;</li> <li>b. they are employed by the Trust;</li> <li>c. they are removed from office in accordance with these terms; or</li> <li>d. in the case of the Vice-chairman, they are elected in accordance with these terms to fill a vacancy in the office of Chairman.</li> </ol> <p>Where the Chairman is absent from any meeting or there is at the time a vacancy in the office of the Chairman, the Vice-chairman shall act as the Chairman for the purposes of the meeting.</p>
<b>5. REMOVAL OF CHAIRMAN</b>	<p>The Trustees may remove the Chairman or Vice-chairman from office in accordance with these terms.</p> <p>A resolution to remove the Chairman or Vice-chairman from office which is passed at a meeting of the Associate Directors shall not have effect unless:</p> <ol style="list-style-type: none"> <li>i. it is confirmed by a resolution passed at a second meeting of the Trust held not less than fourteen days after the first meeting; and</li> <li>ii. the matter of the Chairman's or Vice-chairman's removal from office is specified as an item of business on the agenda for each of those meetings.</li> </ol> <p>Before the Trustees resolve on whether to confirm the resolution to remove the Chairman or Vice-chairman from office, the Trustee/s proposing their removal shall at that meeting state their reasons for doing so and the Chairman or Vice-chairman shall be given an opportunity to make a statement in response.</p>

#### 4. ALTERNATIVE PARTICIPATION AND VOTING PROTOCOL

The Godalming Learning Partnership Trust Board expects members to be present at all meetings. Where this is not possible, members are able to participate and vote (if relevant) virtually at Board and Committee meetings. Virtual participation includes, but is not limited to, telephone, Skype and video conference.

##### Protocol

1. There is no limit to the number of members who may attend virtually for any single meeting.
2. Notice of virtual participation must be given, to the Clerk to the Board, by the member who wishes to participate no later than 48 hours prior to the meeting and the reason for non-attendance in person.
3. Virtual participation will only be requested through necessity. It will not to be utilised for convenience.
4. It is the responsibility of members of the Board wishing to participate virtually to ensure they are able to do so through a secure method in an environment conducive to confidential and private communication.
5. Virtual participation may be limited to the discussion of a single agenda item on which there is a vote.
6. It is the responsibility of those participating virtually to ensure they have a reliable connection.
7. If the communication connection fails and reasonable attempts to reconnect are unsuccessful virtual participation will no longer be possible and the agenda will not be delayed. The Clerk will note the time that the connection was lost.
8. Quorate meetings are the responsibility of the Clerk who will monitor this throughout meetings involving virtual participation and advise members if the meeting becomes inquorate.
9. If there is to be a vote, by secret ballot, members participating virtually will not be able to vote.
10. Where there is no visual connection all meeting participants will start their comments by stating their name.
11. If there is no visual connection the outcome of any vote taken through a show of hands will be communicated to the individual attending virtually. The virtual attendee will need to cast their vote by stating if they wish to vote in favour or against.
12. The meeting will always be chaired in person. If the Chairman of the Board requests virtual participation, the meeting will be chaired by the Vice Chairman.
13. The Clerk will always attend the meeting in person.

For any formal proceedings, such as staff grievance and discipline, considerations of exclusion, admission or complaints and for any appeal hearings only physical attendance is acceptable and therefore this protocol will not apply.

## 5. Headteacher Committee Terms of Reference

### 1. AUTHORITY AND SCOPE

To deliver the work of the Trust as set out in the Aims of the Principles & Operation and specifically as agreed in the 3-Year Strategy and the 1-Year Development Plan. To regularly provide the Trust with evidence of the impact of the work done by the various groups of the GLP. The Committee is authorised by the Trust Board to:

- carry on any activity authorised by these Terms of Reference;
- seek any appropriate information that it properly requires to carry out its role.

### 2. ROLE

- i. Draw up a 1 year Development Plan based on the Trust's agreed 3 year Strategy, and the development needs of all the schools in the Trust which work towards the Trust's stated Aims.
- ii. Ensure the Development Plan is costed, specifying how objectives will be achieved with actions that are affordable.
- iii. Present the Development Plan to the Trust Board for agreement.
- iv. Manage the implementation of the 1 Year Development Plan.
- v. Monitor progress and report back to the Trust Board.

### 3. MEMBERSHIP

The Headteacher, or designated deputy, from each school in the GLP.  
The Headteacher or designated deputies attending Group meetings have voting rights at that meeting.  
The Chairman of the Headteacher Committee is able to recommend that up to two non-voting associate members be appointed to join the Committee. The term of appointment of an associate member shall be for a period of up to one year, but the appointment may be renewed.

### 4. APPOINTMENT & ROLE OF CHAIRMAN

The Chairman will be the Headteacher of a Trust Founding, Associate or Partner school, automatically rotating alphabetically according to school name every 2 years. A newly appointed Headteacher will be exempt from taking on this role for their first year.  
The Chairman will:

1. Work and liaise with the GLP Associate Director in order to ensure the effective work of the Trust
2. In conjunction with the Chairman of the Trust evaluate of the work of the GLP Associate Director with the rest of the Headteacher' group, including annual appraisal.

### 5. MEETINGS

The Headteacher Committee shall meet 6 times a year on a half termly basis  
The Group Chairman shall work in conjunction with the GLP Associate Director to arrange for agendas and minutes to be distributed.

### 6. ATTENDANCE

The GLP Associate Director and Clerk shall attend and participate in meetings to provide professional advice and support

### 7. QUORUM

No binding decisions shall be made at any meeting unless a quorum is present.  
A Headteacher counts towards the quorum by being present either in person or by suitable electronic means agreed by the Headteachers in which all participants may communicate with all other participants or by proxy.

	<p>The quorum for a meeting of the Headteachers, and any vote on any matter thereat, shall be any not less than three quarters of the number of Headteachers (rounded up to a whole number), subject to a minimum of 8.</p>
<p><b>8. VOTES OF MEMBERS</b></p>	<p>Except for the Chairman of the meeting, who has a casting vote, every Headteacher or designated deputy has one vote on each issue.</p> <p>Where two representatives from one school attend a meeting, that school shall still have only one vote.</p>
<p><b>9. MINUTES OF HEADTEACHER MEETINGS</b></p>	<p>The minutes of the Headteacher meetings shall be drawn up and kept for the purpose by the Clerk at the meeting; and shall be signed (subject to the approval of the Headteachers) at the next subsequent meeting by the person acting as Chairman.</p> <p>Minutes will not be available to the public. Minutes will be distributed to GLP Chairman.</p>

## 6. Network Groups Terms of Reference – MODEL

### 1. AUTHORITY AND SCOPE

Through appropriate initiatives and developments, to effectively deliver the work of the Trust.

The Network Group is authorised by the Headteacher Committee to:

- carry on any activity authorised by these Terms of Reference;
- seek any appropriate information that it properly requires to carry out its role.

### 2. ROLE

TO BE DRAWN UP BY THE GROUP IN CONJUNCTION WITH THE HEADTEACHER COMMITTEE ACCORDING TO PROFESSIONAL GROUP

### 3. MEMBERSHIP

The relevant staff or governor member, or designated deputy, from each school in the GLP. The staff member, governor or designated deputy attending their professional Network meetings have voting rights at that meeting.

The Chairman of a Network shall be able to recommend that up to two non-voting associate members be appointed to join the Network. The term of appointment of an associate member shall be for a period of up to one year, but the appointment may be renewed.

### 4. APPOINTMENT & ROLE OF CHAIRMAN

The Chairman will be the relevant staff or governor member of a Trust Founding, Associate or Partner school, automatically rotating alphabetically according to school name every 2 years. A newly appointed staff or governor member will be exempt from taking on this role for their first year.

The Chairman will:

1. Work and liaise with the Headteacher Committee Chairman and GLP Associate Director in order to ensure the effective work of the Trust.

### 5. MEETINGS

The Network will meet 3 times a year on a termly basis.

The Network Chairman will arrange for agendas and minutes to be distributed.

### 6. ATTENDANCE

The Clerk shall attend and participate in Network meetings to provide professional advice and support where appropriate and agreed by the Headteacher Committee.

### 7. QUORUM

No decisions shall be made at any meeting unless a quorum is present.

A staff member or governor counts towards the quorum by being present either in person or by agreed suitable electronic means in which all participants may communicate with all other participants or by proxy.

The quorum for a meeting of a Network shall be any not less than half of the total number of relevant staff or governor members, subject to a minimum of 2.

### 8. VOTES OF MEMBERS

Except for the Chairman of the meeting, who has a casting vote, every relevant staff member, governor or designated deputy has one vote on each issue.

Where two representatives from one school attend a meeting, that school shall still have only one vote.

### 9. MINUTES OF NETWORK MEETINGS

The minutes of the Network meetings will be drawn up and kept for the purpose by the nominated Clerk at the meeting; and shall be agreed at the next subsequent meeting by the person acting as Chairman.

Minutes will not be available to the public. Minutes will be distributed to the GLP Chairman, the Headteacher Chairman and the GLP Associate Director.

## 7. CODE OF CONDUCT

This code sets out the expectations on and commitment required from Godalming Learning Partnership (GLP) Trustees and Board members in order for the Trust Board to properly carry out its work within its schools and the community. Once approved by the Trust Board, the Code will apply to all Trustees and members.

**This Code should be read in conjunction with the relevant law, our Articles of Association and agreed Scheme of Delegation.**

**The Trust Board has the following strategic functions:**

Establishing the strategic direction, by:

- Setting and ensuring clarity of vision, values, and objectives for the Trust
- Agreeing the GLP improvement strategy with priorities and targets
- Meeting statutory duties

Ensuring accountability, by:

- Appointing the GLP Associate Director
- Monitoring the performance of the Headteacher Committee and progress towards agreed targets
- Performance managing the GLP Associate Director
- Engaging with stakeholders
- Contributing to Trust self-evaluation

Overseeing financial performance, by:

- Setting the budget
- Monitoring spending against the budget
- Ensuring value for money is obtained
- Ensuring risks to the Trust are managed

**As individuals on the board we agree to the following:**

### **Role & Responsibilities**

- We understand the purpose of the Board and the role of the executive leaders.
- We accept that we have no legal authority to act individually, except when the Board has given us delegated authority to do so, and therefore we will only speak on behalf of the Trust Board when we have been specifically authorised to do so.
- We accept collective responsibility for all decisions made by the Board or its delegated agents. This means that we will not speak against majority decisions outside the Board meeting.
- We have a duty to act fairly and without prejudice, and in so far as we have responsibility for staff, we will fulfil all that is expected of a good employer.
- We will encourage open governance and will act appropriately.
- We will consider carefully how our decisions may affect the community and other schools.

- We will always be mindful of our responsibility to maintain and develop the ethos and reputation of our group of schools. Our actions within schools and the local community will reflect this.
- In making or responding to criticism or complaints we will follow the procedures established by the Board.
- We will actively support and challenge the executive leaders.
- We will accept and respect the difference in roles between the Board and staff, ensuring that we work collectively for the benefit of the partnership.
- We will respect the role of the executive leaders and their responsibility for the day to day management of the organisation and avoid any actions that might undermine such arrangements.
- We agree to adhere to the GLP's rules, policies and procedures of the Trust Board as set out by the relevant governing documents and law.
- When formally speaking or writing in our governing role we will ensure our comments reflect current partnership policy even if they might be different to our personal views.
- When communicating in our private capacity (including on social media) we will be mindful of and strive to uphold the reputation of the partnership.

### **Commitment**

- We acknowledge that accepting office as a GLP Trustee or Board Member involves the commitment of additional time and energy.
- We will each involve ourselves actively in the work of the Trust Board, and accept our fair share of responsibilities, including service on committees or working groups.
- We will make full efforts to attend all meetings and, where we cannot attend, explain in advance why we are unable to.
- We will consider seriously our individual and collective needs for induction, training and development, and will undertake relevant training.
- We accept that in the interests of open governance, our full names, date of appointment, terms of office, roles on the Trust Board, attendance records, relevant business and pecuniary interests and the school responsible for appointing us will be published on the GLP's website.
- In the interests of transparency we accept that information relating to Trustees will be collected and lodged at Companies House.

### **Relationships**

- We will strive to work as a team in which constructive working relationships are actively promoted.
- We will express views openly, courteously and respectfully in all our communications with other Trustees and Board Members, the Clerk to the Board and our schools' staff both in and outside of meetings.
- We will support the Chairman in their role of ensuring appropriate conduct both at meetings and at all times.
- We are prepared to answer queries from other Board members in relation to delegated functions and take into account any concerns expressed, and we will acknowledge the time, effort and skills that have been committed to the delegated function by those involved.
- We will seek to develop effective working relationships with the executive leaders, staff and parents, the Trust, the Local Authority, the Diocese and other relevant agencies and the community.

### **Confidentiality**

- We will observe complete confidentiality when matters are deemed confidential or where they concern specific members of staff or pupils, both inside or outside the Trust's schools.

- We will exercise the greatest prudence at all times when discussions regarding Trust business arise outside a Board meeting.
- We will not reveal the details of any Trust Board vote.
- We will ensure all confidential papers are held and disposed of appropriately.

### Conflicts of interest

- We will record any pecuniary or other business interest (including those related to people we are connected with) that we have in connection with the Board's business in the Register of Business Interests, and if any such conflicted matter arises in a meeting we will offer to leave the meeting for the appropriate length of time.
- We accept that the Register of Business Interests will be published on the Trust's website.
- We will also declare any conflict of loyalty at the start of any meeting should the situation arise.
- We will act in the best interests of the Trust as a whole and not as a representative of any group, even if elected to the Trust Board.

### Ceasing to be a Trustee

- We understand that the requirements relating to confidentiality will continue to apply after a Trustee or Board member leaves office.

### Breach of this code of conduct

- If we believe this code has been breached, we will raise this issue with the Chairman and the Chairman will investigate; the Board will only use suspension/removal as a last resort after seeking to resolve any difficulties or disputes in more constructive ways.
- Should it be the Chairman that we believe has breached this code, another Board member, such as the Vice-Chairman will investigate.

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### Undertaking to comply with the Terms of Reference and Code of Conduct of the Board and Committees of the Godalming Learning Partnership:

As a member of the Board I will always have the well-being of the pupils and the reputation of the Trust and the Trust's schools at heart. I will do all I can to be an ambassador for the Trust, publicly supporting its aims, values and ethos; I will not say or do anything publicly that would embarrass the Trust, the Board, the Trust's schools, School Governing Bodies, the Headteachers or staff.

I accept that in the interests of open government, my name, terms of office and roles on the Board will be published on the Trust's website.

I confirm that I have read and understood the Terms of Reference and Code of Conduct of the GLP Board and its committees; I will abide by them.

**Signed:**  
**Print name:**

**Date:**

## 8. REGISTER OF BOARD TRUSTEES & COMMITTEE MEMBERSHIP

October 2019

### THE GLP TRUST BOARD

**Chairman:** Michael Guest

**Vice Chairman:** Vacancy

**Company Secretary:** Andrew Smith

**Members:**

1. 2 Trustees appointed by each of the Founder and Associate Member schools (usually the Headteacher and Chairman of Governors).
2. 2 Trustees appointed by the Representative Council
3. 1 Trustee appointed by the Cooperative Schools Network
4. 1 Trustee appointed by each Educational Partner school
5. 1 Trustee appointed by each Strategic Partner organisation.

#### 1. Founder and Associate Member SCHOOLS (2 each)

<i>St James Primary</i>	<i>Associate Member</i>	
Chairman or Rep	Bev Cook	Trustee
Chairman or Rep	Paul Thomas	Member
Headteacher or Rep	Valerie Elliott	Trustee

<i>The Chandler Junior</i>	<i>Associate Member</i>	
Chairman or Rep	Rev Ann Fraser	Trustee
Headteacher or Rep	Hugh Rawson	Trustee

<i>Godalming Junior</i>	<i>Founding Member</i>	
Chairman or Rep	Michael Guest	Trustee
Headteacher or Rep	Adam Samson	Trustee

<i>Busbridge Infant</i>	<i>Founding Member</i>	
Chairman or Rep	Jo Thomas	Trustee
Headteacher or Rep	Katherine Smith	Trustee

<i>Farncombe Infant</i>	<i>Associate Member</i>	
Chairman or Rep	Tom Rainer	Trustee
Headteacher or Rep	Andrea Simonsson	Trustee

<i>Milford Infant</i>	<i>Founding Member</i>	
Chairman or Rep	Emma Hardy	Trustee
Chairman or Rep	Mel Isherwood	Member
Headteacher or Rep	Andrew Stear	Trustee

<i>Moss Lane Infant</i>	<i>Founding Member</i>	
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Chairman or Rep	Adam Boshoff	Trustee
Headteacher or Rep	Victoria Abbott	Trustee

<i>St Mary's Infant</i>	<i>Associate Member</i>	
Chairman or Rep	Richard Thompson	Trustee
Headteacher or Rep	Serena Roberts	Trustee

<i>Witley Infant</i>	<i>Associate Member</i>	
Chairman or Rep	Charlie Lewis	Trustee
Headteacher or Rep	Kate Turner	Trustee

**IN ATTENDANCE:**

GLP Associate Director	Andrew Smith
GLP Clerk	Rachel Dunnage
GLP Finance Officer	Sarah Lambert (current), Louise Munz (from December 2019)

**2. Representative Council (2)**

None yet appointed

**3. CSNET (1)**

Jon O'Connor	Trustee
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**4. Educational Partners (1 each)**

<i>The Wharf Nursery</i>		
Headteacher or Rep	Chris Wilmott	Trustee

**5. Strategic Partners (1 each)**

None yet appointed

**6. Non-voting Members**

Broadwater Secondary  
Rodborough Secondary  
St Edmund's Primary  
St Mark & All Angels Primary

**HEADTEACHER COMMITTEE**

**Chairman:** Adam Samson

**Members**

**1. Nursery**

Chris Wilmott, The Wharf

**2. Infant**

Katherine Smith, Busbridge; Victoria Abbott, Moss Lane; Kate Turner, Witley; Andrea Simonsson, Farncombe; Andrew Stear, Milford; Serena Roberts, St Mary's

**3. Junior**

Richard Catchpole, Busbridge; Hugh Rawson , The Chandler; Adam Samson, Godalming

**4. Primary**

Valerie Elliott, St James; Caroline Mallett, St Mark & All Saints, Amanda Pedder, Loseley Fields, Elizabeth Higgins, St Edmunds

**5. Secondary**

Matthew Armstrong-Harris, Rodborough; Nathan Smith-Rogers, Deputy HT Broadwater;

**6. In attendance**

Andrew Smith, GLP Associate Director

Rachel Dunnage, Clerk

Jane van den Broeke, Area Education Officer

<b>Prepared by</b>	Operational Working Group	<b>June 2019</b>
<b>Agreed by</b>	Steering Group	<b>Oct 2019</b>
<b>Ratified by</b>	GLP Trust Board	<b>Oct 2019</b>
<b>Review by</b>	Steering Group	<b>September 2020</b>