

## **Greenshaw Learning Trust Gloucester Schools Governing Body Governance Procedures**

Approved by the Board of Trustees – 17 July 2020

These GB Governance Procedures describe the governance arrangements for the Gloucester Schools Governing Body. The Board of Trustees of the Greenshaw Learning Trust has approved these Governing Body Governance Procedures based on its 'shared model' in accordance with the ***GLT GB Composition of Governing Bodies***.

These GB Governance Procedures form part of the governance arrangements of the Greenshaw Learning Trust as defined in the ***GLT Scheme of Delegation for Governance Functions***.

The following policies and procedures form related parts of those governance arrangements:

- ***GLT Scheme of Delegation for Governance Functions***
- ***GLT Composition of Governing Bodies***
- ***GLT Committee Remits***
- ***GLT Code of Conduct***
- ***GLT Declaration of Interests Policy***
- ***GLT Governors and Trustees Expenses Policy***
- ***GLT Virtual Attendance Procedure***
- ***GLT School Visits Policy***
- ***GLT Link Governor Policy***

## Gloucester Schools Governing Body Governance Procedures

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### Part A Introduction

- 1.1 These Procedures describe the structure and operation of the Governing Body - a committee of the Board of Trustees of the Greenshaw Learning Trust to which the Board of Trustees has delegated responsibilities for the governance of a school in the Trust in accordance with the **GLT Scheme of Delegation for Governance Functions** and as defined in the **GLT GB Composition of Governing Bodies**.
- 1.2 In these Procedures ‘governing body’ means that Governing Body; ‘governor’ means a member of that governing body; ‘Trustee’ means a Trustee of the Greenshaw Learning Trust; ‘school’ means the schools and academies under the oversight of the governing body as defined in the **GLT GB Composition of Governing Bodies**, and should be read as both singular and plural; ‘the Trust’ means the Greenshaw Learning Trust; ‘Headteacher’ means the headteacher or principal of a school under the oversight of the governing body, and should be read as both singular and plural; and ‘GLT CEO’ means the Chief Executive Officer of the Trust or appropriate executive of the Trust acting on their behalf.
- 1.3 The Greenshaw Learning Trust is a company limited by guarantee and an exempt charity. The Trust is governed by the Board of Trustees. The Trustees are the Trustees of the charity and directors of the company; they are responsible for the operation and performance of all academies in the Trust; and may delegate powers and functions to committees including governing bodies, but retain legal responsibility.
- 1.4 The Board of Trustees of the Greenshaw Learning Trust has delegated powers and functions relating to the governance of the school to the Governing Body, in accordance with the **GLT Scheme of Delegation for Governance Functions** and the Trust’s policies and procedures, and subject to any rules, conditions or restrictions that the Board may from time to time place upon that delegation.

### Part B Responsibilities and duties

- 2.1 All governors are under a duty to act in the interests of the school, to protect the assets, property and good name of the school, and to ensure that the resources of the school are used solely for the achievement or promotion of the Objects of the Greenshaw Learning Trust; that is ‘to advance education for the public benefit, by establishing, maintaining, carrying on, managing and developing schools offering a broad and balanced curriculum’.
- 2.2 Governors act collectively with other governors in the governing body and take equal responsibility for the decisions it takes. They exercise their powers in a primarily strategic leadership role and should not get involved in the day-to-day running of the school. They must put the interests of the whole school first, regardless of the route by which they became a governor.

- 2.3 The Governing Body has been given delegated responsibility for the three core functions of a governing body identified by the Department for Education (DfE):
- Ensuring clarity of vision, ethos and strategic direction of the school;
  - Holding the Headteacher to account for the educational performance of the school and its pupils, and for the performance management of staff; and
  - Overseeing the financial performance of the school and making sure its money is well spent.
- 2.4 Governors need to understand their role, review and evaluate the effect of their work, and develop their skills.
- 2.5 The governing body is responsible for ensuring that high standards of corporate governance are maintained. Governors and non-governor members of committees should act at all times with honesty and integrity, in accordance with the Nolan principles of public life and the **GLT Code of Conduct**. They must respect confidentiality and recognise potential conflicts of interest and be ready to explain their actions and decisions to Trustees, staff, pupils, parents and anyone with a legitimate interest in the school. Governors and non-governor members of governing body committees must abide by the **GLT Declaration of Interests Policy**.
- 2.6 The governing body must ensure that the school has due regard to the need to eliminate unlawful discrimination and to promote equality of opportunity in the area of race, disability, gender and sexuality, and to follow the provisions of the relevant legislation.
- 2.7 Governors must act in accordance with, and ensure that the school is managed in accordance with, the Memorandum and Articles of Association and the Funding Agreements of the Greenshaw Learning Trust, with these Procedures and with the policies and procedures determined by the Board of Trustees, and with all relevant legislation and regulations.

## **Part C Composition of the governing body**

- 3.1 The composition of the governing body is defined in the **GLT GB Composition of Governing Bodies**.
- 3.2 A Trust governor is a person appointed by the Board of Trustees of the Greenshaw Learning Trust; when proposing the appointment of a Trust governor, the GLT CEO shall consult with the chair of the governing body and Headteacher.
- 3.3 A parent governor must be a parent of a registered pupil at the relevant school at the time of their election; parent governors are elected by a secret ballot of all parents of registered pupils at the relevant school.
- 3.4 A parent includes any individual who has or has had parental responsibility for, or cares or has cared for, a child or young person under the age of 18 who is a registered pupil at the relevant school, and is involved in the full-time care of the child on a settled basis, irrespective of their relationship with the child.
- 3.5 If insufficient parents stand for election, the GLT CEO must fill the vacancy by appointing a parent

of a registered pupil at the relevant school; or if this is not practical, a parent of a registered pupil at another school under the oversight of the governing body; or if this is not practical, a parent of a registered pupil at another school in the Trust; or if this is not practical, a parent of a child of compulsory school age. Before appointing a governor in this way, the GLT CEO must consult the Chair of the governing body and Chair of the Board of Trustees. The appointment can be for a shorter term pending a further attempt to identify a parent governor by election in accordance with clauses 3.3 and 3.4.

- 3.6 A staff governor must be a person employed as a member of staff by the Trust and is on the Trust payroll and is contracted to work at the relevant school; a staff governor will cease to be a governor if they cease to be so employed.
- 3.7 Teaching staff governors are appointed by the Board of Trustees following a secret ballot of all staff at the relevant school.
- 3.8 If insufficient appropriate members of staff stand for the ballot, the GLT CEO must fill the vacancy by appointing an appropriate member of staff at the relevant school, or an appropriate member of staff at another school under the oversight of the governing body, or a member of staff at another Trust school, or a recognised staff representative who they believe will have the confidence of the staff of the school. Before appointing a governor in this way, the GLT CEO must consult the Chair of the governing body and Chair of the Board of Trustees. The appointment can be for a shorter term pending a further attempt to identify a staff governor in accordance with clause 3.7.

#### **4 Conditions**

- 4.1 To be a governor\* a person must be over 18 and cannot be a current student of any school in the Greenshaw Learning Trust.
- 4.2 Before being considered for appointment or standing in a ballot to become a governor\*, a person must complete a Trust approved application form to the satisfaction of the Chair of the Board of Trustees, including making a commitment to abide by the **GLT Code of Conduct** and declaring if they are an employee of the Trust, a parent or guardian of a pupil at any school in the Trust, or a 'local authority influenced person'.
- 4.3 Before their appointment can be confirmed, a governor\* must undertake a criminal records check through the Disclosure and Barring Service and must register any relevant business and personal interests in accordance with the **GLT Declaration of Interests Policy** (see clause 15).
- 4.4 All governors\* must abide by the Trust's Code of Conduct and keep up-to-date the information in the Register of Interests, and from time-to-time take part in the Trust's governor 'skills audit'.
- 4.5 All governors\* must undertake to keep themselves informed and up-to-date about the work and responsibilities of the governing body, including attending appropriate training and development.
- 4.6 \* Clauses 4.1 to 4.5 apply equally to non-governor members of committees and panels.

## **5 Term of office**

- 5.1 The term of office for all governors is four years, and governors may be re-appointed or re-elected; except that the Headteacher (or principal) will serve whilst they are in post, and where a school first joins the Trust, governors who transfer from the previous governing board may continue to serve for the remainder of their previous term of office.
- 5.2 The term of office for all non-governor members of committees runs until the governing body's next annual review of appointments; non-governor members of committees may be re-appointed.
- 5.3 When a person's appointment is approved, their term of office will normally commence at the start of the following calendar day.

## **6 Resignation, removal and disqualification of governors**

- 6.1 A governor\* may resign by giving written notice to the Clerk to the Governing Body.
- 6.2 A person shall cease to hold office or be disqualified from holding office as a governor\* if they:
- Become incapable by reason of mental disorder, illness or injury of managing their own affairs.
  - Have been declared bankrupt and/or their estate has been seized from their possession for the benefit of their creditors and the declaration or seizure has not been discharged, annulled or reduced.
  - Are the subject of a bankruptcy restrictions order or an interim order.
  - Are disqualified by a provision of the Company Directors Disqualification Act 1986, the Insolvency Act 1986, the Companies Act 2006 or the Charities Act 2011.
  - Have been removed from office as a charity Trustee by the Charity Commission, Scottish Charity Regulator or High Court on the grounds of misconduct or mismanagement.
- 6.3 A person shall be disqualified from holding office as a governor\* if they:
- Are included in the list kept by the Secretary of State of people unsuitable to work with children or young people;
  - Are disqualified from working with children in accordance with Section 35 of the Criminal Justice and Court Services Act 2000;
  - Are barred from regulated activity relating to children (within the meaning of section 3(2) of the Safeguarding Vulnerable Groups Act 2006);
  - Are subject to a direction under section 142 of the Education Act 2002; or
  - Have been convicted of any criminal offence, excluding any that have been spent under the Rehabilitation of Offenders Act 1974 as amended, and excluding any offence for which the maximum sentence is a fine or a lesser sentence except where a person has been convicted of any offence which falls under section section 178 of the Charities Act 2011.
- 6.4 A person shall be disqualified from holding office as a governor\* if they have not provided to the GLT CEO when requested an enhanced criminal records certificate or if the-CEO, in consultation with the Chair of the Board of Trustees, believes the certificate shows the person is unsuitable to work with children.

- 6.5 A governor or a non-governor member of a committee or panel shall cease to hold office if they are absent without the permission of the governing body from all meetings of the governing body held in a period of 6 months, and it is resolved by the GLT CEO, in consultation with the Chair of the Board of Trustees, that their office be vacated.
- 6.6 Any governor\* may be suspended for a period of up to 6 months by the GLT CEO, in consultation with the Chair of the Board of Trustees, if any of the following apply:
- They are an employee of the Trust and are subject to disciplinary proceedings relating to their employment;
  - They are subject to court or tribunal proceedings that may lead to them being disqualified from being a governor.
  - They are subject to proceedings that may lead to them being removed in accordance with clauses 6.7 to 6.11.
- 6.7 Any governor\* may be removed from office by the GLT CEO, in consultation with Chair of the Board of Trustees, if they have acted in breach of the Articles of Association and/or Governance Procedures and/or Code of Conduct of the Greenshaw Learning Trust.
- 6.8 Not used.
- 6.9 The proposal to remove must be an item on the agenda for a properly established meeting, and:
- The person proposed for removal must be given advance notice of the meeting and reasonable efforts made to ensure they can attend the meeting.
  - The proposal to remove must be put to the meeting with reasons.
  - The person proposed for removal must be given the opportunity to respond.
  - The committee will make a decision after the person proposed for removal has left the meeting.
- 6.10 Any question or dispute in relation to the application of clauses 6.2a and 6.5 and 6.7 is to be resolved by a disciplinary committee of the Board of Trustees acting in accordance with clause 6.9.
- 6.11 \* The provisions in clauses 6.1 to 6.10 apply equally to non-governor members of committees and panels
- 6.12 Any vacancy arising under these clauses must be notified to the Clerk to the Board immediately.

## **Part D Allocation of roles, committees and delegations**

### **7 Allocation of roles and delegations**

- 7.1 The Board of Trustees has given delegated authority to the Headteachers for the day-to-day running of their respective schools and the implementation of the policies of the governing body; the Headteacher is responsible for the internal organisation, management and control of their school.

- 7.2 The Board of Trustees has given delegated authority to the chair of the governing body, in consultation with other governors and/or the Chair of the Board of Trustees as they believe appropriate, to act on behalf of the governing body where such action is required as a matter of urgency and it would not be in the interests of the school to delay such action until the next available meeting of the governing body or its appropriate committee.
- 7.3 The Board of Trustees has given delegated authority to the vice chair of the governing body to exercise the delegated authority in clause 7.2 if the chair is temporarily unable to do so.
- 7.4 The Governing Body may allocate 'link roles' to named governors in accordance with the **GLT Link Governor Policy**, and any guidance given by the Board of Trustees. Link governor roles do not confer any delegated authority on the named governor.

## **8 Governing Body Committees**

- 8.1 The Board of Trustees has given delegated authority to the Performance Management Review (PMR) Committee of the governing body to carry out performance and pay functions in relation to the staff of the school[s] in accordance with Trust HR policies and procedures.
- 8.2 The members of the PMR Committee are the chair and vice chair of the governing body, who will be the chair and vice chair of the committee, and one other member and a substitute appointed by the Board of Trustees from members of the governing body and/or members Trust Panel.
- 8.3 Meetings of the PMR Committee will consist of three out of the four persons thus appointed, and will require the attendance of the chair of the governing body, except in exceptional circumstances where another member of the Committee can be approved as chair for a meeting by the GLT CEO in consultation with Chair of the Board of Trustees.
- 8.4 The PMR Committee is responsible for:
- Agreeing the performance objectives of the Headteacher[s] and monitoring and reviewing the performance of the Headteacher[s] against the objectives.
  - Recommending the pay progression of the Headteacher[s] to the PM&P Committee of the Board of Trustees.
  - Approving the performance objectives of members of the school[s]' Senior Leadership Team[s].
  - Decisions on pay and pay progression of members of the school[s]' Senior Leadership Team[s].
  - Decisions on progression of more than one point and on applications to move onto the Upper Pay Scale and to progress through the Upper Pay Scale.
- 8.5 The Board of Trustees has delegated authority to the following ad-hoc committees of the Governing Body, where they have been properly established in accordance with clause 8.6 and the appropriate governance policies and procedures of the Trust, to carry out certain governance responsibilities in accordance with appropriate school and Trust policies:
- i. Pay and Performance Appeals Committee - to consider appeals against decisions on pay



- and performance matters in accordance with the Trust's HR policies and procedures.
- ii. Staff Discipline, Grievance and Redundancy, first committee - to consider matters of discipline, grievance, redundancy, redeployment and early retirement relating to school staff, in accordance with the Trust's HR policies and procedures.
  - iii. Staff Discipline, Grievance and Redundancy Panel, second committee - to consider matters at the second stage of discipline, grievance, redundancy, redeployment and early retirement in accordance with the Trust's HR policies and procedures.
  - iv. Appointments Committee - to carry out the process for recruitment of a Headteacher or member of the School's Senior Leadership Team in accordance with the Trust's HR policies and procedures.
  - v. Pupil Exclusion Committee - to consider the Headteacher's decision to exclude a pupil in accordance with the school's and Trust's exclusions policies.
  - vi. Complaints Against the School Committee - to consider complaints against the school in accordance with the school's complaints procedure and Trust policies.
- 8.6 If it is required to establish an ad-hoc committee, the Clerk to the Governing Body, under guidance from the GLT Head of Clerking, shall invite members of the Governing Body and/or Trust Panel, taking account of their skills, experience, availability and the need to avoid potential conflict of interest, in consultation with the [relevant] headteacher[s] and the chair of the governing body and the GLT CEO, to establish a committee of three members plus a named substitute. Meetings of the Committee will consist of three out of the four persons thus appointed. All members of the committee will be voting members. The committee will at its first meeting select one of its members as chair unless the GLT CEO has already appointed the chair, meet as required and must report to the following meeting of the governing body.
- 8.7 Any powers or functions delegated to the Governing Body or to a Governing Body Committee or to the Chair or Vice Chair cannot be further delegated.

## 9 Attendance at meetings

- 9.1 Any Trustee may attend and speak at a meeting of the governing body, having notified the clerk and the chair of the governing body in advance, and in accordance with appropriate Trust governance policies and procedures and subject to observance of the **GLT Code of Conduct**, the avoidance of conflict of interest and the protection of confidentiality.
- 9.2 The chair of the governing body, or another member of the governing body nominated by them, may attend and speak at a meeting of a committee of the governing body, having notified the clerk and the chair of the committee in advance, and in accordance with appropriate Trust governance policies and procedures and subject to observance of the **GLT Code of Conduct**, the avoidance of conflict of interest and the protection of confidentiality.
- 9.3 Where the governing body has made a specific recommendation to the Board and/or the Board or a Board Committee is considering matters relating to the work of the governing body or school, the chair of the governing body, or another member of the governing body nominated in place of the chair, may, with the agreement of the chair of the Board or Committee and subject to observance of the Trust's Code of Conduct and procedures to manage conflicts of interest, attend and speak.



- 9.4 The governing body and its committees may invite other persons to attend meetings or specific parts of meetings to give advice and/or take part in their deliberations. Such persons will not be members of the governing body or committee and will not have a vote, but will be subject to the **GLT Code of Conduct** in relation to that meeting, the avoidance of conflict of interest and the protection of confidentiality, and the provisions of clause 15.4.

## **Part E Conduct of meetings of the governing body and its committees**

### **10 Appointment of chair and vice chair of the governing body**

- 10.1 The Chair and Vice Chair of the governing body will be appointed by the Board of Trustees from among the members of the governing body, at its last scheduled meeting each academic year, to hold office for the coming academic year commencing 1 September. A member staff at the school cannot be appointed as chair or vice chair of the governing body (a member of staff at the school is a person who is on the Trust payroll and is contracted to work at the relevant school).
- 10.2 The chair and vice chair shall hold office until their successor takes office.
- 10.3 Where a successor chair has been appointed to take up post at a future date, whenever the current chair acts or is consulted as chair in accordance with these procedures or with other Trust policies and procedures, they should consult with that successor chair.
- 10.4 If the chair is absent from a meeting, the vice chair shall act as chair. If the vice chair is also absent, then the governing body shall elect one of its number as chair for that meeting.
- 10.5 The chair or vice chair may resign their office by giving written notice to the Clerk to the Governing Body. The chair or vice chair shall cease to hold office if they cease to be a governor. The vice chair shall cease to hold office if they are appointed to fill a vacancy in the office of chair.
- 10.6 If a vacancy arises in the office of chair or vice chair, the Board of Trustees shall appoint a replacement as quickly as practical, in accordance with clause 10.1.
- 10.7 If the chair resigns or is removed from office the Vice Chair shall act as Chair until a Chair is appointed in accordance with clause 10.6.

### **11 Convening meetings**

- 11.1 The governing body shall meet at least twice per term, towards the end of each half term and prior to the termly meeting of the Board of Trustees. The chair of the governing body may cancel a meeting if there is no business to be transacted.
- 11.2 The committees of the governing body shall meet as determined by the governing body, or by the chair of the governing body, or by chair of the relevant committee in consultation with the chair of the governing body. The chair of the governing body, or the chair of the relevant committee in consultation with the chair of the governing body, may cancel a relevant meeting if there is no business to be transacted.
- 11.3 The chair of the governing body or any five governors or the Board of Trustees may call a

meeting of the governing body, that shall be arranged as soon as reasonably practicable.

- 11.4 The governing body, or the chair of the governing body, or the chair of the relevant committee in consultation with the chair of the governing body, or the Board of Trustees, may call a meeting of any established committee and a meeting shall be arranged as soon as reasonably practicable.
- 11.5 Meetings of the governing body and of the committees of the governing body shall be convened by the Clerk to the Governing Body.

## **12 Quorum**

- 12.1 The quorum for a meeting of the governing body shall be two thirds (rounded up) of the number of governors holding office at the time or five, whichever is the larger number.
- 12.2 The quorum for a meeting of a committee of the governing body shall be two thirds (rounded up) of the number of members of the committee at the time, or three, whichever is the larger number.
- 12.3 The quorum for appointing a parent governor other than one who has been elected shall be two thirds (rounded up) of the number of governors holding office at the time or five, whichever is the larger number.

## **13 Voting**

- 13.1 Every question to be decided at a meeting of the governing body shall be determined by a majority of votes of governors present and voting. Every governor shall have one vote, subject to clause 13.3.
- 13.2 Every question to be decided at a meeting of a committee of the governing body shall be determined by a majority of votes of members of the committee who are present and voting; every committee member shall have one vote, subject to clause 13.3.
- 13.3 If there is an equal number of votes the chair of the meeting shall have a casting vote in addition to their own vote.
- 13.4 A resolution in writing signed by all governors (or all members of a committee) holding office at the time shall be valid as a resolution of the governing body (or committee) as if it had been passed at a duly held meeting.

## **14 Notice, agenda, papers and minutes**

- 14.1 The Clerk to the Governing Body will draw up the agenda for meetings of the governing body and its committees in consultation with the Chair of the governing body and the Headteacher[s] or their nominee, and under the guidance of the GLT Head of Clerking.

- 14.2 Written notice and the agenda for a meeting of the governing body or a committee of the governing body shall be sent to each governor or member of the committee at least 7 clear days before the meeting; where reasonably practicable, the papers for the meeting should be sent to all governors/committee members at least 7 clear days before the meeting.
- 14.3 The chair, or in their absence the vice chair, may determine that if matters require urgent consideration, the notice, agenda and papers may be given within a shorter period of notice.
- 14.4 The draft minutes of proceedings at meetings of the governing body and its committees shall be drawn up by the Clerk to the Governing Body; and the draft minutes shall be approved by the governing body or the committee at its next meeting. If further meetings of the committee are not scheduled to take place, the minutes will be approved by the next meeting of the governing body after the meeting of the committee.
- 14.5 The Clerk to the Governing Body will ensure that a copy of:
- i) The agenda for every meeting of the governing body and its committees;
  - ii) The draft minutes of any such meeting;
  - iii) The approved minutes of any such meeting; and
  - iv) Any report or other paper considered at any such meeting;
- are:
- a) sent immediately they are available to the Clerk to the Board;
  - b) made available to all members of the governing body, and to any Member or Trustee of the Trust on request, subject to clause 14.6.
- The Clerk to the Governing Body must ensure that papers relating to meetings of the Board and its committees, and papers relating to the governing body are made available at the school to persons wishing to inspect them as soon as reasonably practicable.
- 14.6 Any material relating to a named employee of, pupil of, or candidate for admission to, the school, or any other matter deemed by the governing body or by the meeting concerned to be confidential, may be excluded from the minutes and papers that are made available.
- 14.7 Where any reference in these Procedures is made to the keeping or sending or provision of papers, documents or information, that may be done by electronic means.

## **Part F Conduct of governors**

### **15 Conduct and conflicts of interest**

- 15.1 Governors and non-governor members of committees must not, nor claim to or give the impression that they do, act or speak on behalf of or represent the Governing Body, unless specifically authorised to do so by the Governing Body or the Board of Trustees. Governors and non-governor members of committees must not, nor claim to or give the impression that they do, act or speak on behalf of or represent the Trust, unless specifically authorised to do so by the Board of Trustees.
- 15.2 Governors and non-governor members of committees must act in accordance with the **GLT Code**

**of Conduct** and the **GLT Declaration of Interests Policy**, whenever they act, claim to act, or give the impression that they are acting in the capacity of governor, or represent, claim to represent, or give the impression that they are representing the governing body or Board of Trustees.

- 15.3 Each governor and non-governor member of a committee must complete the Trust's Register of Interests at or before the first meeting of the governing body after their appointment as a governor; and within 28 days of any changes to their declared interests or to interests that they should declare.
- 15.4 Any governor and non-governor member of a committee must declare any personal interest, or any duty to another person or body, relevant to any matter before a meeting of the governing body or one of its committees; and must absent themselves from the meeting if that interest conflicts with their ability to act in the interests of the school or the Trust (see **GLT Declaration of Interests Policy**).
- 15.5 If there is any dispute as to whether or not a person must withdraw from a meeting, the other governors / committee members present at the meeting must decide on this, having taken the advice of the Clerk.

## **16 Visits to the school**

- 16.1 Governors and non-governor members of committees may need to enter the school for purposes associated with their role, but do not have an automatic right to enter the school whenever they wish; when visiting the school they must follow the **GLT School Visits Policy**.

## **Part G**

### **17 Payments to governors**

- 17.1 Governors and non-governor members of committees must not receive any remuneration for their work as governors or non-governor members of committees, other than payment of reasonable out-of-pocket travel, accommodation or other expenses legitimately incurred by them in connection with their attendance at meetings when acting in their capacity of governor or non-governor member of a committee.
- 17.2 Governors and non-governor members of committees may, in specific circumstances, receive reasonable payment for the provision of professional services to the school or the Trust, but must withdraw from that part of any meeting at which that payment is under discussion.
- 17.3 Reasonable expenses properly incurred by governors and non-governor members of committees when acting on behalf of the governing body may be reimbursed by the Trust in accordance with the **GLT Governors and Trustees Expenses Policy**.

### **18 Indemnity insurance**

- 18.1 The governing body as a whole and individual governors and non-governor members of governing body committees, are protected by indemnity insurance to cover their liability in respect of any negligence, default, breach of trust or breach of duty in relation to their role as

governor; provided that they have not acted knowing that their actions could be a breach of duty or with reckless disregard to whether they were a breach of duty. That insurance does not extend to the costs of any unsuccessful defence of a criminal prosecution brought against a governor or non-governor member of a governing body committee in their capacity as a governor or non-governor member of a governing body committee.