

THE GRYPHON TRUST – Getting into Shape



THE CONSTITUTION OF THE BOARD OF DIRECTORS

Appendix B

Unless relevant laws and regulations or the Academy Trust's Articles of Association provide otherwise, the Academy Trust's Board of Directors (the "Board") shall conduct meetings (the "Board Meetings") in accordance with this Constitution of the Board (the "Constitution").

1.0 Composition of the Board:

- 1.1 Directors are appointed by the Members of the Gryphon Trust for a term of up to 4 years and may be re-appointed thereafter. Directors may resign (but only if at least three Directors remain in office when the notice of resignation is to take effect), be removed or be disqualified as set out in the Academy Trust's Articles of Association.
- 1.2 The number of Directors shall be no fewer than 3 but shall not be subject to a maximum.
- 1.3 A minimum of 2 Parent Directors shall be elected/appointed under Articles 53-56 in the event that no Local Governing Body ("LGB") has been established or if no provision is made for at least 2 Parent Governors in each LGB.
- 1.4 The Directors may appoint Co-opted Directors subject to the limitations set in 1.5 and 1.6.
- 1.5 No employee of the Academy Trust (including the Chief Executive Officer and Head Teacher) shall be appointed as a Director.
- 1.6 The number of Directors who are Local Authority Associated Persons shall be less than 20% of the total number of Directors, otherwise one shall be deemed to have resigned.
- 1.7 No more than one Director shall be concurrently a Member.
- 1.8 The Chairman of Directors shall not concurrently be a member of a local governing body or the Finance, Audit and Compliance Committee. The Vice-chairman of the Directors shall temporarily withdraw as a member of a Local Governing Body or other committee whilst he is acting in the absence of the Chairman.
- 1.9 Directors shall conduct themselves at all times in accordance with the Academy Trust's Governance Code of Conduct.

2.0 Convention and Chairman of Board Meetings

- 2.1 Board Meetings shall be convened by the Clerk under the direction of the Chairman and presided over by the Chairman.
- 2.2 Before the end of the preceding school year, the Chairman shall issue a schedule of six meetings; the dates and times to accord with the Academy Trust's Programme of Meetings for the next school year.
- 2.3 Other Board Meetings may be called by the Chairman as necessary.
- 2.4 Any three Directors may, by notice in writing given to the Clerk, requisition a meeting of the Directors, and it shall be the duty of the Clerk to convene such meeting as soon as is reasonably practicable.

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- 2.5 No business shall be transacted at any meeting unless a quorum is present.
- 2.6 A quorum (except in certain special circumstances set out in Article 119) shall be 3 Directors, or where greater, one third (rounded up) of the total number of Directors holding office at the time and entitled to vote at the meeting. To remove a Co-opted Director or the Chairman of Directors a quorum shall be two thirds (rounded up) of the persons who are at the time Directors entitled to vote on those respective matters.
- 2.7 The Directors shall at the first meeting of each school year elect its Chairman and Vice-Chairman from among its numbers having followed the Nominations and Appointment Procedures of the Academy Trust.
- 2.8 Subject to Article 84, the Chairman and Vice-Chairman shall hold office as such until his successor is elected.
- 2.9 In the absence of the Chairman, the Vice-Chairman will temporarily take over his duties. In the absence of both the Chairman and Vice-Chairman, the Directors present at a Board Meeting shall select another from amongst themselves to act as and carry out the duties of the Chairman for that Board Meeting or any adjournment of that Board Meeting.
- 2.10 The Directors shall at the first meeting of each school year appoint the Clerk to the Members and Directors subject to the provisions of Article 81. The Clerk shall hold office until removed by the Directors or the commencement of the first Board Meeting of the next school year, whichever is the sooner.
- 2.11 The Directors shall at the first meeting of each school year appoint the LGB Clerks subject to the provisions of Article 81. The Clerks shall hold office until removed by the Directors or the commencement of the first Board Meeting of the next school year, whichever is the sooner.
- 2.12 Other attendees may be invited to attend and speak but shall have no vote.

3 Place and Time of Board Meetings

- 3.1 Board Meetings shall be held at one of the Academies within the Academy Trust.
- 3.2 Board Meetings shall start at the appointed time.
- 3.3 Should insufficient Directors be present to achieve a quorum, the start will be delayed for a maximum of 30 minutes at which point, if still no quorum, the Board Meeting will be adjourned. A further meeting will be convened by the Clerk to be held within 7 days of the adjournment
- 3.4 Should the number of Directors present become insufficient to achieve a quorum due to the departure of a Director, the Board Meeting will be adjourned. A further meeting will be convened by the Clerk to be held within 7 days of the adjournment.
- 3.5 Where the Directors resolve to adjourn a meeting before the business on the agenda is disposed of, they shall determine a time and date for a further meeting which the Clerk shall convene accordingly.

4 Designated Secretariat, Board Meeting Notices, and Board Meeting Materials

- 4.1 The subject matters of Board Meetings shall be decided by the Chairman in consultation with the other Directors, CEO, CFO and Clerk.

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- 4.2 The Clerk shall conduct the drafting of Board Meeting agendas and minutes, and handle other administrative matters related to Board Meetings, and reports to the Chairman.
- 4.3 Board Meetings shall be convened upon written notices sent to all Directors seven clear days prior to the date of the meeting, specifying the date and place of the meeting and attaching the meeting agenda and related materials. Any Director attending the meeting in person shall be deemed to have received such meeting notice.
- 4.4 If the Directors consider meeting materials to be insufficient, they may request the Clerk to provide supplemental materials in advance. If the Directors consider meeting materials to be insufficient during the meeting, the meeting may be adjourned upon a resolution of the Board of Directors. All costs will be met by the Academy Trust.

5.0 Subject Matters of Board Meetings

- 5.1 The agenda of regular Board Meetings shall include at least the following items:
1. General matters:
 - (1) Apologies
 - (2) Declaration of items likely to cause a conflict of interest/pecuniary interests
 - (3) Items to be taken under AOB
 2. Discussion items:
 - (1) Agreement of minutes of the preceding meeting and signing by the Chairman of that Meeting
 - (2) Matters arising including the implementation status of previous resolution
 3. Report
 - (1) LGBs reports
 - (2) Financial reports
 - (3) FACC report;
 - (4) CEO business report;
 - (5) Other important matters to report
 4. Special motions including policy reviews
 5. AOB

6.0 Attendance Record

- 6.1 An attendance record shall be provided at every Board Meeting and shall be signed by all those present in person.

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6.2 Any Director attending the meeting by telephone or via video conference shall be recorded as such by the Clerk on the attendance record and shall be deemed to have attended the board meeting in person. He shall as soon as practicable sign an attendance card and send it to the Clerk via email in lieu of signing on the attendance record.

6.3 If a Director is unable to attend a Board Meeting, he cannot appoint a proxy.

7.0 Other Attendees

7.1 Depending on the subject matters of proposed resolutions, the CEO, CFO, Head Teachers or other persons may be requested by the Chairman to be present at Board Meetings to assist the Directors in gaining better understanding so that they can make appropriate resolutions. Such attendees shall excuse themselves and vacate the Board Meeting when any proposed resolution is discussed and resolved or otherwise, as requested by the Chairman.

7.2 In addition, legal counsels or other professional personnel may be invited to the meetings to provide professional opinions for the Board of Directors' reference but shall excuse themselves and vacate the Board Meeting when the proposed resolution will be discussed and resolved or otherwise, as requested by the Chairman.

8.0 Sequence of Meeting

8.1 In principle, the matters of the Board Meeting shall proceed in accordance with the agenda attached to the meeting notice. However, if no objection is voiced by any Director present at the Board Meeting or with more than half of the attending Directors' consent, the Chairman may make changes.

8.2 Unless otherwise resolved at the Board Meeting, the Chairman cannot announce adjournment of the Board Meeting before all the discussion items (including special motions) listed in the above agenda are resolved.

8.3 During a Board Meeting, the Chairman may, at his discretion, set time for intermission or negotiation.

8.4 A resolution to rescind or vary a resolution carried at a previous meeting shall not be proposed at a Board Meeting unless the consideration of the rescission or variation is a specific item of business included on the Agenda for that Board Meeting.

9.0 Voting

9.1 Except when Rule 9.2 applies, every Director present at a Board meeting and entitled to vote shall have one vote, except where there is an equal division of votes, the Chairman of the Board Meeting shall have a casting vote in addition.

9.2 Notwithstanding the number of Directors from time to time, the maximum aggregate number of votes exercisable by Local Authority Associated Persons present shall never exceed 19.9% of the total number of votes exercisable by Directors in Board Meetings (whether present, on telephone or on video) and the votes of the other Members having a right to vote at the Meeting (whether present, on telephone or on video) will be increased on a pro-rata basis. This shall be determined by the Chairman before any votes is taken.

9.3 The Chairman may announce the end of the discussions on any matter when he deems it appropriate, make a proposal, or seek a proposer and seconder, and go into voting.

9.4 A resolution shall be adopted by a bare majority of those Directors present at a Board Meeting and entitled to vote.

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- 9.5 If there is an amendment to or substitute for a proposed resolution, the Chairman shall decide the sequence of voting for such proposed resolution and the amendment or substitute. If any one of them has been adopted, the others shall be deemed vetoed and no further voting is required. The result of voting shall be announced at the meeting and placed on record.
- 9.6 The method of voting shall be one of the following as determined by the Chairman:
1. By a show of hands;
 2. By a poll. The Chairman shall monitor the voting process and shall count the ballots.
- 9.7 All persons entitled to vote at a meeting are responsible as a whole for decisions reached or resolutions made, whether attending the meeting or not. An attendee who is entitled to vote and is present at a meeting (whether present, on telephone or on video) may, however, require his dissent or abstention to be formally recorded in the minutes.
- 9.8 Additionally, a resolution in writing, signed by all the Directors entitled to receive notice of a Board Meeting shall be valid and effective as though it had been passed at a Board Meeting duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the Directors.

10.0 The Recusal of Conflicts of Interest

- 10.1 If a Director present has a personal interest in the matter under discussion at the Board Meeting, he shall disclose the nature of such personal interest. If such interest may impair the interest of the Academy Trust, that Director shall not join the discussion and voting of such matter, and shall recuse himself when the matter is being discussed and resolved.
- 10.2 If any other person in attendance has a personal interest in the matter under discussion at the Board Meeting, he shall disclose the nature of such personal interest. If such interest may impair the interest of the Academy Trust, that person shall not join the discussion, and shall recuse himself when the matter is being discussed and resolved.

11.0 Meeting Items to be Recorded and Signed

- 11.1 The resolutions of every Board Meeting shall be recorded in the meeting minutes.
- 11.2 Subject to the provisions of Article 119 (excluded matters), the meeting minutes shall accurately record the following items:
1. The place, date and time of the meeting;
 2. The name of the chairman;
 3. The attendance situation of the Directors, including the names and numbers of those who are present, on leave, and absent;
 4. The names and titles of the other attendants;
 5. The name of the recorder;

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6. The name of any person disclosed a conflict of interest under Article 10 of the Rules, a summary of the nature of the conflict of interest, the reasons for recusal or non-recusal, and the circumstances of recusal;
 7. In respect of each Discussion item, Special Motions, etc:
 1. a summary of any report
 2. a summary of comments made and opinions expressed
 3. a summary of general discussion
 4. the precise details of any motion moved;
 5. the name of the proposer
 6. the name of the seconder
 7. the voting method
 8. the result of a vote as declared by the Chairman
 9. if requested, any dissenting opinion or abstention with a written statement
 8. Other items appropriate to record;
 9. List of Actions.
- 11.3 Excluded matters shall be dealt with in accordance with the Trust's Confidential Minutes Protocol.
- 11.4 Minutes of each Board Meeting shall be drawn up by the Clerk and submitted to the Chairman for review. Within 20 days of the Meeting and subject to Rule 11.3, the Clerk shall distribute the draft minutes to every Director and the CEO. At the next Board Meeting, the Directors shall agree final minutes which shall be promptly signed by the Chairman. A copy of the Signed Minutes shall be placed in the Academy Trust's minute book and permanently retained throughout the life of the Academy Trust.
- 11.5 The attendance record of a Board Meeting shall be part of the meeting minutes and be permanently retained throughout the life of the Academy Trust.
- 11.6 The recording and distribution of meeting minutes may be performed by means of hard copy or electronic transmission.
- 11.7 In respect of every meeting, a copy of the agenda, draft minutes approved by the Chairman, signed minutes and reports, documents and other papers considered at a meeting (except for Excluded Matters) shall be made available for inspection at every academy of the Academy Trust.
- 12.0 Cancellation of Board Meetings**
- 12.1 In the case of special circumstances where a scheduled Board Meeting must be cancelled after meeting notices have been sent to the Directors, the Board Meeting may be cancelled if the person with convening right notifies the Directors in writing at least three days prior to the scheduled meeting date.
- 12.2 In the case of urgent circumstances where the scheduled Board Meeting must be cancelled and it is impossible to notify the Directors prior to the time specified above, the Board Meeting may be cancelled if the person with convening rights notifies the Directors by telephone or other means at least three hours prior to the scheduled Board Meeting time and confirms that each Director has received such notice.

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13.0 Delegation of the Board of Directors (Article 105)

- 13.1 The Chairman of the Board of Directors shall act on behalf of the Board of Directors pursuant to the Academy Trust's objectives when the Board of Directors is not in session.
- 13.2 In case the Chairman of the Board of Directors is unable to exercise his powers for any cause, the Vice Chairman of the Board of Directors or another Director shall act for him according to the Academy Trust's Articles of association.
- 13.3 The Directors may delegate in writing any of their powers or functions (including the power to sub-delegate to any Director, committee (including any Local Governing Body), the Chief Executive Officer or any other holder of executive office, specifying any conditions they impose. Any such delegation may be revoked or altered.

14.0 Effective Date, Amendment and Review

- 14.1 This Constitution shall be effective from 2019.
- 14.2 Any amendment to this Constitution shall be resolved by the Board of Directors.
- 14.3 This Constitution shall be reviewed annually by the Board of Directors.