

4. Governing body procedures and meetings

This chapter provides information relating to the organisation of the governing body, including:

- A. Chairs and vice chairs
- B. The clerk to the governing body
- C. Convening and organising meetings of the governing body
- D. Minutes and papers
- E. Delegation of functions
- F. Committees of the governing body
- G. Restrictions on person taking part in proceedings of governing body meetings and committees
- H. Suspension of governors.

Background

1. The [Government of Maintained Schools \(Wales\) Regulations 2005](#) ('the 2005 Regulations') and the [Staffing of Maintained Schools \(Wales\) Regulations 2006](#) ('the 2006 Regulations') are the regulations referred to in this chapter unless it is otherwise specified.

2. Governing bodies must meet at least once per term but may decide to meet more often. It is for each governing body to agree how often to meet, where meetings should take place and at what time. Decisions of this kind are mostly for the governing body to take, but some rules for meetings are laid down in regulations.

3. Each governing body may regulate its own procedures and those of its committees and the delegation of its functions. When establishing committees or delegating functions to them or individuals, it is important that the governing body sets out the role and responsibilities expected of each one.

4. The governing body will find it useful to draw up standing orders to record such details where they are not set out in legislation. Standing orders cannot however, conflict with anything in the school's instrument of government, the 2005 Regulations or any other legislation. Examples of what should be included are:

- the remit and function of any committee or individual
- any decision making powers delegated to a committee or individual
- the membership of a committee and the quorum required for the committee to conduct business (if different)
- whether a committee will include non-governor members and, if so, whether they can vote.

A. Chairs and vice chairs

Election of the chair and vice chair

1. Subject to Part 7 of the 2005 Regulations, the governing body must elect a chair and a vice chair from amongst its members annually. It is for the governing body to agree the process, but the regulations require that any election which is contested must be held by secret ballot.
2. A governor (in any capacity) who is paid to work at the school or who is a pupil of the school is not eligible to be elected as chair or vice chair of the governing body.
3. The clerk to the governing body is to act as chair during that part of any meeting at which the chair is to be elected. Regulation 42 of the 2005 Regulations makes it clear that the clerk cannot be a governor of the school in question; therefore the clerk does not have a vote (or casting vote in the event of a tied vote) in this case.
4. The persons elected as chair or vice chair will hold office until their successors are appointed under regulation 39 of the 2005 Regulations, although they may resign at any time by giving notice in writing to the clerk or be removed in line with the process described below.
5. The chair or vice chair will cease to hold office when they cease to be a governor or if they are paid to work at the school.

Removal of the chair or vice chair from office

6. The chair will be replaced where the Welsh Ministers decide to appoint additional governors and to make one of them the chair under section 13 of the School Standards and Organisation (Wales) Act 2013. This may occur where a school has been found to require special measures or significant improvement (see also chapter 24 Schools causing concern and Interim Executive Boards). If a replacement chair is appointed in this way they cannot be removed in the manner outlined in paragraphs 7 and 8 below.
7. The governing body can by formal resolution remove the chair or vice chair from office (see regulation 41 of the 2005 Regulations). A resolution to remove the chair or vice chair must be an agenda item for a governing body meeting and the agenda must be circulated to governing body members at least seven days in advance of the meeting.
8. The governor proposing the removal must state their reasons for doing so at the meeting and the chair or vice chair, as the case may be, must be given the opportunity to make a statement in response before withdrawing from the meeting. The remaining governors will then take a vote on the proposal.

Delegation of functions to the chair and vice chair in cases of urgency

9. Under normal circumstances, decisions should only be taken at a meeting of the governing body or by a committee delegated to do so. In rare circumstances,

however, the chair or vice chair has the power to carry out certain functions of the governing body if a delay in exercising that function is likely to be seriously detrimental to the interests of the school, a pupil at the school or their parents, or a person who works at the school. Any action taken under this power must be reported, as soon as is reasonably practicable, to the governing body.

10. In this context, a delay means a delay for a period of time beyond which it would be possible to convene an emergency meeting of the governing body or a committee delegated with the power to consider the matter.

11. This power excludes matters related to the alteration and closure of schools, change of school category, change to the constitution or membership of the governing body, change of school name, approval of the budget, pupil and staff discipline policies, admissions, head and deputy head teacher appointments and certain matters relating to attendance.

B. The clerk to the governing body

Role of the clerk

1. The clerk to the governing body needs to work effectively with the chair of governors, the other governors and the head teacher to support the governing body. The clerk should have the necessary skills and expertise to be able to give impartial advice and guidance to the governing body on constitutional and procedural matters, duties and powers. The clerk is accountable to the governing body.

2. Some LAs provide a clerking service for governing bodies through a service level agreement, and must provide training sessions for persons appointed as clerks by individual governing bodies.

Appointment and removal of the clerk to the governing body

3. The governing body must appoint a clerk to the governing body.

4. The clerk to the governing body must not be a governor, a non-governor member of any committee of the governing body or the head teacher of the school.

5. Notwithstanding the above, if the clerk fails to attend a meeting, the governors present at the meeting can appoint a member of the governing body (but not the head teacher) to act as clerk for that meeting.

6. The governing body may remove the clerk from office.

7. If at any time the school does not have a delegated budget, the LA may remove a clerk and appoint a substitute, but the LA must consult the governing body before doing so.

Functions of the clerk to the governing body

9. It is the responsibility of the clerk of the governing body to:

- convene meetings of the governing body in accordance with regulations
- attend meetings of the governing body and ensure minutes are taken
- maintain a register of members of the governing body and report vacancies to the governing body and appointing bodies
- maintain a register of attendance and report on non-attendance to the governing body
- give and receive notices in accordance with relevant regulations
- report to the governing body as required on the discharge of their functions
- perform such other functions as may be determined by the governing body from time to time
- provide the governing body with advice on its functions and procedures, where they have the necessary skills.

For full details on the functions of the clerk, see regulation 43 of the 2005 Regulations.

C. Convening and organising meetings of the governing body

Convening meetings

1. The governing body is best placed to decide how often and for how long it needs to meet in order to perform its functions effectively, except that each governing body must meet at least once per term, i.e. minimum of three meetings per school year. Many governing bodies meet more often and this is for the governing body to decide.
2. Meetings are convened by the clerk, in line with directions given by the governing body and the chair, as long as any direction of the chair is not at variance to that of the governing body. Meetings may be held virtually using video or teleconferencing conferencing tools, provided members agree. The Welsh Government recommends using video conferencing for virtual meetings where possible.
3. Any three members of the governing body can request a governing body meeting by giving written notice to the clerk that includes a summary of the business to be conducted. The clerk must convene a meeting as soon as is reasonably practicable.
4. The clerk must give each governor, the head teacher (whether a governor or not) and the LA written notice of a meeting, a copy of the agenda and any reports or other papers to be considered at the meeting at least five clear working days before the meeting. This includes any governor who may be suspended in line with regulation 49 of the 2005 Regulations.
5. If the chair (or vice chair in their chair's absence) considers there are matters that demand urgent consideration, they can determine a shorter period of notice as long as the written notice states that fact.
6. The period of notice for the meeting must be at least seven days if the matters to be considered include the removal of the chair or vice chair from office, the suspension of any governor, the removal of a community or sponsor governor, or a proposal to close the school. The power of the chair to direct a shorter period of notice does not apply in these matters.
7. A meeting of the governing body and its proceedings is not invalidated by virtue of the fact that any person has not received written notice of the meeting or a copy of the agenda.

Quorum for governing body meetings

8. The quorum for a meeting of the full governing body and for a vote to be taken, is one half (rounded up to a whole number) of the complete membership of the governing body, excluding associate pupils governors, vacancies and any governor who may be suspended. For example, if the full membership is 15 and there are two vacancies, then the quorum for a governing body meeting is seven governors (one half of 13 rounded up to nearest whole number).

Voting

9. Every question to be decided at a governing body meeting must be determined by a majority of votes of those governors present and eligible to vote.
10. Associate pupil governors are not eligible to vote on any question at a meeting of the governing body.
11. Where there is an equal number of votes, the chair (or vice chair, not including the clerk during the election of the chair) has a second or casting vote.
12. Any decision to close the school will not have effect unless it is confirmed by a governing body meeting held not less than 28 days after the meeting at which the decision was made. The item has to be an agenda item at both meetings and seven days' notice has to be given.
13. Proceedings of a governing body are not invalidated by a vacancy, a defect in appointment or election of a governor or the chair or vice chair, or the governing body having more members in a category than provided for in the instrument of government.

Right to attend governing body meetings

14. Governors, the head teacher and the clerk plus associate pupil governors, where applicable, have the right to attend governing body meetings (subject to certain restrictions detailed later in this chapter). In addition, the governing body can allow any other person to attend its meetings. Associate pupil governors and non-governor members may be excluded from any part of a meeting which concerns an individual pupil or member of staff, budget, salary or other financial commitments of the governing body, the election and removal of governors, in the case of a voluntary aided school, its trust deed, and any other matter that the governing body considers should remain confidential.

D. Minutes and papers

The keeping of minutes

1. The provisions relating to minutes and papers in regulations 47 and 48 of the 2005 Regulations have been amended by The Government of Maintained Schools (Wales) (Amendment) Regulations 2020. The clerk (or the person acting as clerk in their absence) must ensure that minutes are drawn up, approved by the governing body and signed by the chair at the next meeting. The minutes must record the names of governors and any other person present at the meeting.

2. Minutes may be kept on paper or electronically. Where they are kept electronically, they may also be signed electronically.

3. A governing body must provide a copy of the draft or signed minutes of a particular meeting to their maintaining LA when requested to do so.

Publication of minutes

4. The governing body must for any meeting, as soon as is reasonably practicable, make available at the school for inspection by any interested person, a copy of the agenda, signed minutes, reports or papers considered at a meeting and draft minutes, if approved by the chair.

5. Information relating to a named person or any other matter that the governing body considers confidential does not have to be made available for inspection.

6. The governing body may make this information available upon request under the Freedom of Information Act 2000, subject to any of the specific exemptions in that Act. The governing body will also have to ensure that all personal data is handled in accordance with the General Data Protection Regulation and the Data Protection Act 2018. Further information can be found at ico.org.uk.

E. Delegation of functions

Delegation of functions

1. A governing body may delegate any of its statutory functions to a committee, a governor or the head teacher subject to prescribed restrictions (see below, or for full detail see Parts 8 and 9 of the 2005 Regulations). The governing body must review the delegation of functions annually.

2. Whilst it is for each governing body to decide how it undertakes its functions, certain policy areas must be referred to a committee delegated with the power to make a decision on behalf of the governing body.

3. Under regulations 55, 56 and 57 of the 2005 Regulations, each governing body is required to establish committees, as below:

- staff disciplinary and dismissal and staff disciplinary and dismissal appeals
- pupil disciplinary and exclusion hearings
- admissions hearings (where the governing body is the admissions authority).

4. The School Teacher Appraisal (Wales) Regulations 2011 require that a governing body must appoint at least two governors to undertake the appraisal of the head teacher. The appraisal panel will also include a maximum of two appraisers appointed by the local authority. At a school which has a religious character or a voluntary aided school which does not have a religious character, at least one of the governors appointed must be a foundation governor. No governor who is a teacher or other member of staff at the school may be appointed as an appraiser.

5. Where there is an appeal against the decision of the panel, the appeal should be heard by the chair (where they have not been involved in the appraisal) or a panel of two other governors.

6. Except for the above, if a governing body has decided to delegate functions, this does not prevent it from exercising those functions if it so decides, subject to certain exceptions. For instance, the governing body can decide to move money from one budget heading to another in light of changing circumstances, even if the function of monitoring the budget has been delegated to a committee.

7. A governing body has responsibility for the regulation of conduct and discipline in relation to the staff of the school. The governing body must establish procedures for the regulation of the conduct and discipline of staff at the school, together with a grievance procedure for staff and a procedure for dealing with lack of capability on the part of staff at the school. The Regulations do not impose a requirement to establish committees to deal with such matters, as they do for the matters identified in paragraph 3 above. However, were such issues to be considered by the full governing body, there would be no avenue for any appeal. Thus delegating such matters to be heard by a committee, in the first instance, is good practice. Any appeal arising from a decision of the committee may then go to the remaining members of the governing body.

8. A governing body may also decide to establish committees to undertake other functions, such as finance, personnel/staffing, curriculum, buildings, etc. The governing body may or may not delegate decision making powers to such committees.

9. It is important that any committees have a clearly defined role and remit, see the next part of this chapter 4F Committees of the governing body.

10. The governing body remains accountable for any decisions taken, including those relating to functions delegated to a committee or individual.

Restrictions on delegation and specified committees

11. The governing body may not delegate any functions relating to:

- the categories of governors as in Part 2 of the Regulations
- the constitution of the governing body
- the removal of governors
- the instrument of government
- election and removal of chair and vice chair
- the appointment and removal of the clerk to the governing bod;
- the suspension of governors;
- the delegation of functions
- the establishment of committees.

Nor may it delegate its functions in respect of head teacher and deputy head teacher appointments under the 2006 Regulations.

12. Some functions may be delegated to a committee but may not be delegated to an individual, as follows:

- the alteration, discontinuance or change of category of maintained schools
- the approval of the first formal budget plan of the financial year
- school discipline policies
- admission arrangements, admission numbers and the determination of appeal arrangements by the governing body under the Schools Standards and Framework Act 1998
- school attendance targets and orders
- appeal against a decision of the LA to admit a child and referral to the Welsh Ministers in respect of a direction made by the LA to admit a child.

Reporting to the governing body following the exercise of delegated functions

13. Any individual or committee to whom a function of the governing body has been delegated must report to the governing body on any action or decision taken in pursuance of that function. This includes a committee, the head teacher and/or the chair or vice chair.

F. Committees of the governing body

Application of this part of the Regulations to staffing functions

1. This section does not apply to selection panels established by the governing body to deal with head teacher and deputy head teacher appointments or functions that affect individual members of staff, rather than the school staff as a whole. The delegation by a governing body of its functions relating to the appointment and dismissal of staff, staff grievance, capability, conduct, discipline and suspension matters is covered in chapter 10 Staffing.

Establishment of committees

2. The governing body must determine the constitution, membership and terms of reference of any committee it decides to establish and review these annually. The governing body retains responsibility for policy making and the actions of all committees, it is therefore important that committees have a clearly defined role and remit.

3. Each committee must have a chair, who is either appointed by the governing body or elected by the committee. The governing body may remove the chair of a committee from office at any time.

4. In the absence of a chair at a meeting of a committee, the members present must elect a replacement to act as chair for that meeting.

5. No person employed to work at the school nor a registered pupil of the school may act as chair of a committee.

6. The membership of a committee may include associate pupil governors and persons who are not governors. However, the majority of members of a committee must be governors. The extent to which non-governor members are entitled to vote shall be determined by the governing body.

7. The proceedings of a committee are not invalidated by any vacancy or defect in the appointment of its members.

Clerks to committees

8. The governing body must appoint a clerk to each committee established for staff discipline and dismissal, grievance and pupil discipline and exclusions. It may also appoint a clerk to any other committee established by it, but this does not include other groups, such as working groups set up for a specific purpose.

9. The head teacher of the school and/or any associate pupil governor cannot be appointed as clerk to a committee.

10. If the clerk does not attend a committee meeting, the governors present at the meeting can appoint a member of the committee (but not the head teacher) to act as clerk for that meeting.

11. The governing body can remove a clerk to a committee from office at any time.

12. It is the responsibility of the clerk to a committee to:

- convene meetings of the committee
- attend meetings of the committee and ensure minutes are taken
- perform such other functions with respect to the committee as may be determined by the governing body from time to time.

Right of persons to attend meetings of committees

13. Members of committees (providing they are not suspended from the governing body), the head teacher (whether or not they are a member of the committee or the governing body) and the clerk to the committee have the right to attend a meeting of a committee. This right is subject to any conflict of interest that a committee member may hold on a particular issue. In addition, the governing body or the committee may allow any other person to attend their meetings.

14. A committee may exclude a member of the committee who is not a governor, from any part of a meeting when the business under consideration concerns an individual pupil or member of staff.

15. A head teacher may not be a member of a committee established to consider staff discipline and dismissal, pupil discipline and exclusion, or a selection panel convened to consider the appointment of their successor.

Meetings of committees

16. Committee meetings are convened by the clerk to the committee, who takes directions from the governing body and the chair of the committee, as long as the instructions of the chair do not conflict with any direction of the governing body.

17. Where a clerk has not been appointed for a committee, meetings should be convened by the chair who must also comply with any direction given by the governing body.

Notice of committee meetings

18. The clerk must give each member of the committee (whether or not a governor) and the head teacher (whether or not a member of the committee) written notice of a meeting, a copy of the agenda and any papers to be considered at the meeting at least five clear working days before the meeting.

19. If the chair of the committee considers that there are matters that demand urgent consideration, they can determine a shorter period of notice. The written notice of the meeting must state that fact and the agenda, reports and any other papers to be considered at the meeting may be given with shorter notice.

Quorum and voting

20. The quorum for a meeting of a committee and for a vote on any matter is one half (rounded up to a whole number) of the membership, excluding vacancies. This does not include the staff disciplinary and dismissal and staff disciplinary and dismissal appeal committees, pupil discipline and exclusion committee, admissions committee and the head teacher performance appraisal and head teacher performance appraisal appeal panels. For regulations relating to these see chapter 10 Staffing.

21. Every question to be decided at a committee meeting must be determined by a majority of votes of those members of the committee present and voting.

22. No vote may be taken at a meeting unless the majority of members of the committee present are governors.

23. If there is an equal number of votes, the chair (or the person acting as chair), has a second or casting vote, provided that they are a governor.

Non-governor members

24. Committees may have non-governor members appointed to them and, subject to paragraph 25 below, it is for the governing body to agree whether or not they have a vote. Non-governor members cannot be given voting rights if they have not reached the age of 18 at the time of their appointment, except in the case of associate pupil governors, who may be under the age of 18 (regulation 60(9) of the 2005 Regulations gives the governing body the discretion to treat associate pupil governors as governors for the purposes of quorum and voting).

A staff disciplinary committee must include not fewer than three governors, but where allegations are made against a member of staff that that member of staff has caused harm (i.e. physical, sexual or emotional abuse) to a registered pupil at the school, the committee must include not fewer than two governors and an independent person who is not a governor.

A disciplinary appeal committee must include no fewer governors than the staff disciplinary committee whose decision is subject to appeal, and where allegations are made against a member of staff that involve issues of child protection, the committee must include an independent person who was not involved in the staff disciplinary committee's decision.

No member of the staff disciplinary and dismissal committee or the disciplinary and dismissal appeal committee who is not a governor is entitled to vote in any proceedings of the committee in question, save for the independent member of each committee appointed above.

Neither the head teacher of the school nor an associated pupil governor may be a member of the staff disciplinary and dismissal committee or the disciplinary and dismissal appeal committee.

25. Non-governor members sitting on a committee cannot vote in the following circumstances:

- issues that must be considered by the full governing body, i.e. issues that cannot be delegated to a committee
- meetings of the pupil discipline and exclusion panel
- meetings of the admission panels (where the governing body is the admissions authority)
- head teacher and deputy head teacher selection panels (although a non-governor may take part in the proceedings, they cannot vote on the decision unless the governing body determines those persons may vote, provided the majority of members are governors).

Minutes of committee meetings

26. Minutes of committee meetings must be treated in the same way as minutes of governing body meetings, see section D.

G. Restrictions on persons taking part in proceedings of governing body meetings and committees

1. The general principles relating to restrictions on persons taking part in proceedings of the governing body are intended to protect the integrity of the governing body and its members, and to ensure that its procedures or decisions are not open to challenge on the grounds of impartiality.

2. The general principles are:

- where there is a conflict between the interests of any person and the interests of the governing body that person should disclose their interest, withdraw from the meeting and should not vote
- in a situation where, there is any appearance of doubt as to a person's ability to act impartially, they should disclose their interest, withdraw from the meeting and not vote, in accordance with the principles of natural justice and the requirements for a fair hearing
- where a governor or non-governor member has a pecuniary interest in any matter they should also disclose their interest, withdraw from the meeting and not vote

An example of cases where a fair hearing must be given include decisions relating to staff or pupil discipline or admission of pupils. The restrictions on persons taking part in proceedings and voting do not prevent a governing body or committee from allowing someone who can offer relevant evidence to a case from giving that evidence.

3. More specific provisions relating to restrictions on taking part in proceedings and the nature of pecuniary interests are set out in Part 10 of and Schedule 7 to the [2005 Regulations](#).

4. The clerk to the governing body does not have to withdraw under these Regulations unless the item of business is their appointment, remuneration or disciplinary action against them. Where, however, a governor is temporarily acting as clerk for a meeting and these regulations apply to them, they cannot participate in any capacity other than as clerk.

5. If there is any dispute as to whether or not a person must withdraw from a meeting the other governors present at the meeting must decide on this.

6. A pecuniary interest in a contract, proposed contract or other matter includes cases where:

- a person was appointed to office by the person with whom the contract was or is proposed to be made
- the governor, or committee member is a spouse or partner of a person with whom the contract was or is proposed to be made
- a relative or person who a governor or committee member lives with has an interest in a contract or proposed contract with the governing body.

7. This does not apply where the pecuniary interest of a relevant person is:

- no greater than the interest of the majority of those working at the school
- only by virtue of the fact that they were nominated, appointed or affiliated in any way to a public body
- the fact they are a member of a corporation or other body if they have no financial interest in that body.

8. A governor with a pecuniary interest is not precluded from:

- considering and voting upon proposals to take out liability insurance or obtaining and paying for such insurance
- considering and voting upon proposals regarding a scheme for governor allowances (in accordance with [The Governor Allowances \(Wales\) Regulations 2005](#)) in general. However, a governor must withdraw and not vote during an item of business concerning a particular allowance or payment to them as an individual.

9. A governor or the clerk should withdraw from a meeting where their interests in a matter to be discussed are considered to be in conflict with the governing body's interests. Such cases would include:

- their own appointment, re-appointment, suspension or removal from the governing body or a committee
- their own appointment, re-appointment, suspension or removal as clerk, chair or vice chair of the governing body or as clerk or chair of a committee
- where they are a sponsor governor and the provision in the instrument of government relating to the nomination of sponsor governors is discussed
- where a governor is employed to work at the school and the topic of discussion is the pay or appraisal of any other member of staff
- where a head teacher is present and the topic of discussion is their own pay or performance
- where a person is employed to work at the school and the item of consideration is the appointment of their successor.

10. The fact that a person is a governor or member of a committee of the governing body at more than one school should not in itself be considered as a conflict of interest.

H. Suspension of governors

1. The governing body may under regulation 49 of [the 2005 Regulations](#), pass a resolution to suspend a governor for all or any of its meetings or those of its committees, for a fixed period of up to six months on one or more of the following grounds:

- the governor is paid to work at the school and is the subject of disciplinary proceedings in relation to their employment
- the governor is the subject of proceedings in a court or tribunal, the outcome of which may be that they would be disqualified from continuing to hold office as a governor
- the governor has acted in a way that is inconsistent with the ethos or the religious character of the school and is likely to bring the governing body into disrepute
- the governor is in breach of their duty of confidentiality to the school or to any member of staff or pupil at the school.

2. A motion to suspend a governor must be specified as an item of business at a meeting for which seven days' notice must be given. Before a vote is taken, the governors proposing the suspension must outline their reasons for doing so. The governor who is the subject of the resolution must be given the opportunity to make a statement in response before withdrawing from the meeting. Only at this stage, should a vote be taken.

3. The governing body should only use suspension as a last resort after seeking to resolve any difficulties or disputes in a more constructive manner.

4. A governor who has been suspended must be given notice of any meetings and must be sent agendas, reports and papers for any meetings during their suspension, and be allowed to attend a meeting of the governing body convened to consider their removal.

5. A governing body may suspend a governor for a further periods of up to six months, on the same or different grounds as the original suspension, but the prescribed process must be followed. If a further period of suspension is required on the same grounds as the original suspension, the periods should run concurrently.

6. A governor cannot be disqualified from their term of office for failure to attend meetings during the period of their suspension.

The Law

[The Education Act 1996](#)

[The School Standards and Framework Act 1998](#)

[Education Act 2002, in particular sections 19, 21, 23, 29, 30, 32, 33, 35 and 99-101 and Schedules 1 and 3](#)

[The Education and Inspections Act 2006](#)

[The School Government \(Terms of Reference\) \(Wales\) Regulations 2000](#)

[The School Teacher Appraisal \(Wales\) Regulations 2011](#)

[The Government of Maintained Schools \(Wales\) Regulations 2005](#)

[The Governor Allowances \(Wales\) Regulations 2005](#)

[The School Councils \(Wales\) Regulations 2005](#)

[The Staffing of Maintained Schools \(Wales\) Regulations 2006](#)