

The Northern School of Contemporary Dance
The Board of Governors
RULES AND BY-LAWS (v7 May 2019)

1. INTRODUCTION

- 1.1. The governance of the Northern School of Contemporary Dance is determined by its instrument and articles of government.
- 1.2. Paragraph 14 of the articles state that the Board of Governors shall have power to make rules and bye-laws concerning such matters with regard to the government and conduct of the School as it shall think fit. This document sets out the rules and by-laws which have been agreed by the Board of Governors. They have been put in place to ensure that governance is conducted in a transparent and consistent manner.
- 1.3. The rules and by-laws supplement the provisions of the Education Reform Act 1988. The rules contained within this document should not contradict anything in the act or the instrument and articles of government. In the event of any conflict the act and the instrument and articles will prevail.
- 1.4. Changes to these rules and by-laws may be made following consideration and approval by the Board of Governors. They will be reviewed by the Board of Governors biennially.
- 1.5. Every member of the Board of Governors and of its committees shall be bound by these rules and by-laws.

2. GOVERNOR CONDUCT

- 2.1. Members of the Board of Governors shall abide by all the provisions of the Governors' Code of Conduct as approved by the Board of Governors.
- 2.2. Members shall also abide by the Seven Principles of Public Life, known as the Nolan Principles, which were defined by the Committee for Standards in Public Life. These are selflessness, integrity, objectivity, accountability, openness, honesty and leadership.
<https://www.gov.uk/government/publications/the-7-principles-of-public-life/the-7-principles-of-public-life--2>
- 2.3. As charity trustees members of the Board of Governors will also comply with their legal duties as established by charity law.
https://www.gov.uk/government/uploads/system/uploads/attachment_data/file/570398/CC3.pdf

3. MEMBERSHIP

- 3.1. The instrument of government (Paragraphs 3 and 4) states that the Board of Governors shall make a determination with respect to its membership numbers.
- 3.2. The Board of Governors has determined its membership as:
 - 3.2.1. Twelve (12) independent members
 - 3.2.2. Two (2) co-opted members, one of which will be a person with experience in the provision of education and one of which will normally be a non-teaching member of the school's staff
 - 3.2.3. One (1) teacher at the school
 - 3.2.4. Two (2) student members
 - 3.2.5. The principal
- 3.3. This determination may be varied by a subsequent resolution of the Board of Governors, but must remain within the framework as outlined in the instrument of government.

4. TERM OF OFFICE

- 4.1. The instrument of government (Paragraph 6) states that the Board of Governors shall determine the period of office of each of the categories of membership.
- 4.2. The Board of Governors has determined the periods of office as follows:
- 4.2.1. Independent members – four years
 - 4.2.2. Co-opted members – four years
 - 4.2.3. Teachers at the school – four years
 - 4.2.4. Students members – two years (or until the completion of their course)
 - 4.2.5. The Principal – ex officio
- 4.3. Members may be re-appointed for a further term of four years. In exceptional circumstances, and in the interests of continuity, members may be re-appointed for a further period of office.

5. APPOINTMENT OF MEMBERS

- 5.1. The appointment of members will be made following the procedures as set out in the 'Procedure for the Appointment of Members of the Board of Governors and its Committees' and in line with Section 5 of the instrument.

6. EXTERNAL EXPERTS

- 6.1. The Board of Governors has determined that it may also appoint external experts to committees for their particular expertise to assist in the achievement of the responsibilities of the Board of Governors or a committee. Where this has been agreed it is stated in the committee's terms of reference.
- 6.2. External experts are not governors but may be counted for the quorum as part of the membership of a committee or task and finish group.
- 6.3. External experts will be appointed for a period of up to four years and may be reappointed.
- 6.4. External experts are expected to accept and conform to the Governors' Code of Conduct, including providing an entry to the governors' register of interests.
- 6.5. The Board of Governors shall be responsible for appointing external experts in line with the 'Procedure for the Appointment of Members of the Board of Governors and its Committees'.

7. ATTENDANCE

- 7.1. Members of the Board of Governors and external expert members will be expected to maintain at least 75% attendance. However, it is recognised that when evaluating the level of attendance the quality of an individual's contribution should also be considered.
- 7.2. In line with Section 6 of the instrument if at any time the Board of Governors is satisfied that any governor having been absent from meetings of the Board of Governors for a period longer than twelve months without prior permission, the Board of Governors may by notice in writing to that governor remove him or her from office and consequently the office shall become vacant.
- 7.3. In the event of a decision being required under (7.2) above, then the matter will be placed on the agenda for the next meeting of the Board of Governors for discussion by the governors present. A written report setting out all the facts known will be presented by the Clerk to the Governors.
- 7.4. The absent governor facing the procedure shall be entitled to attend the meeting or submit in writing his/her reasons for absence. He/she shall take no part in the voting on this matter.

7.5. Other than in exceptional circumstances, the nature of which shall be determined by the Board of Governors, no member shall be permitted to hold office if her/his absence exceeds twelve consecutive months.

7.6. Records of attendance shall be published in the annual report on governance, which will be considered by the Board of Governors.

8. REMOVAL OF A GOVERNOR

8.1. Para 6 of the instrument states that 'if at any time the Board of Governors is satisfied that any member of the Board of Governors...is unable or unfit to discharge the functions of a member the Board of Governors may by notice in writing to that member remove him from office; and thereupon the office shall become vacant.'

9. CONFLICTS OF INTEREST/LOYALTY

9.1. In support of Section 6(d) of the articles of government the Board of Governors maintains a register of members' and senior post holders' interests which is open for public inspection.

9.2. Members will be asked to disclose all business interests, financial or otherwise, which they or (so far as they are aware) their spouses or partners, child or other close relatives may have, and the Clerk to the Governors will enter such on a register. Members will inform the Clerk to the Governors whenever their circumstances change and interests are acquired or lost. The register will be reviewed annually.

9.3. A member who has made an annual general declaration of an interest shall nevertheless orally remind the meeting of that interest should a matter affecting be raised. Any such reminder shall be recorded in the minutes of the meeting.

9.4. If a governor is unsure as to whether personal interest may be involved or whether or not it would be appropriate to withdraw from the meeting for the discussion of that item, he or she should seek advice from the Clerk to the Governors.

10. GIFTS AND HOSPITALITY

10.1. The Board of Governors maintains a record of gifts and hospitality. The Audit Committee will receive for information an annual report on any gifts and hospitality received.

11. CHAIR/VICE CHAIRS

11.1. In line with section 7 of the instrument a chair and vice chair of the Board of Governors will be elected by the Board of Governors from among its members. Appointment will be undertaken as outlined in the document 'Procedure for the Appointment of Members of the Board of Governors and its Committees' and section 7 (2a) of the articles.

11.2. Appointment will be for a period of two years. Both the chair and vice-chair may be re-elected for a further term of two years and in exceptional circumstances and in the interests of continuity may be re-elected for a third term of office.

11.3. During any discussion and subsequent decision by the Board of Governors about the appointment of chair and vice chair, the member(s) in question shall be asked to leave the meeting.

11.4. The chair and vice chairs may at any time resign their respective offices by notice in writing to the Clerk to the Governors.

11.5. If both the chair and vice-chair are absent from any meeting of the Board of Governors, the governors present shall choose one of their number to act as chair for that meeting (with the exception of the Principal, staff or student governors).

12. MEETINGS SCHEDULE AND CYCLE OF BUSINESS

- 12.1. All meetings of the Board of Governors and committees will be convened by the Clerk to the Governors in line with section 7 of the articles.
- 12.2. The proposed schedule of meetings for the forthcoming academic year (September to August) will be drafted, in conjunction with the Principal and chair of the Board of Governors by the Clerk to the Governors, and will usually be issued to members at the meeting of the Board of Governors held in the spring term.
- 12.3. A cycle of proposed business for the year will be drafted by the Clerk to the Governors and submitted to the Board of Governors for consideration and approval at its meeting in the autumn term.

13. DELEGATION OF POWERS

- 13.1. In line with section 5 of the articles with the exception of the determination of the educational character and mission of the school; the approval of the annual estimates of income and expenditure; the responsibility for ensuring the solvency of the school and the corporation and for safeguarding their assets; the appointment or dismissal of the principal and the modification or revocation of the articles of government the Board of Governors may delegate functions to a committee or individual.
- 13.2. The powers reserved by the Board of Governors and the delegations agreed will be detailed in the scheme of delegation, which will be reviewed every three years by the Board of Governors.
- 13.3. No action may be taken by an individual governor unless authority to do so has been delegated formally by resolution of the Board of Governors.

14. CHAIRS' ACTION

- 14.1. Chair's action shall be taken in line with the guidance outlined in Section 6 of the scheme of delegation.

15. MEETINGS OF THE BOARD AND COMMITTEES

- 15.1. In line with Section 7(2)b(i) of the articles the Board of Governors shall meet at least three times per year, and usually four times per year. Other meetings shall be held as determined by the Board of Governors.
- 15.2. Meetings of committees will be held as agreed by the Board of Governors and as specified in their terms of reference.
- 15.3. Notification of meetings shall be sent to governors by the Clerk to the Governors at least four weeks before a meeting is held. However it will not render meetings invalid if notification is less than four weeks before the meeting.
- 15.4. The agenda will be produced by the Clerk to the Governors, agreed by the Principal and chair and circulated with the relevant papers, usually seven days before the date of the meeting. However it will not render meetings invalid if the agenda and papers are circulated less than seven days before the meeting. No papers will be tabled at a meeting except as late items of urgent business.
- 15.5. Members who wish to add an item to the agenda should inform the chair or the Clerk to the Governors at least ten days before the date of the meeting.
- 15.6. The quorum for meetings will be as set out in section 7 (2c) for meetings of the Board of Governors and as set out in the appropriate terms of reference for each committee. Members are required to inform the Clerk to the Governors at the earliest opportunity, either orally or in writing, if they are unable to attend a meeting. If, due to the number of apologies the meeting is unlikely to be quorate the Clerk to the Governors may, after consultation with the chair, rearrange the meeting

at another time. If a member of the Board of Governors does not send apologies and is not present at the meeting they will be recorded in the minutes as absent.

16. PROCEEDINGS AT BOARD AND COMMITTEE MEETINGS

- 16.1. Meetings will be conducted in line with section 7 of the articles.
- 16.2. The business of every meeting shall be taken in the order in which it appears on the agenda. The chair may at their discretion vary the order of business and/or as a matter of urgency or requirement of statute bring other business before the board.
- 16.3. Agendas for meetings shall be divided into governance and membership issues, items for discussion, items for approval and items for information. Items for information shall not be discussed at meetings unless any member requests the chair, prior to the meeting, to reallocate the item to another section of the agenda.
- 16.4. The quorum for each committee meeting is set out in its terms of reference. If a committee meeting is inquorate the meeting may continue to take place with notes of the discussion being taken. No decisions may be taken, however a report of the meeting and any advice provided may be considered by the Board of Governors.

17. DECISION MAKING

- 17.1. In line with section 7 (2) of the articles members of the Board of Governors shall not be bound in their speaking and voting by mandates given to them by other bodies or persons. Governors shall take a view on each matter coming before them on the merits of the issue in hand and will make decisions that they believe are in the best interest of the School.
 - 17.2. Once a matter is determined individual governors shall be bound by the collective decision made.
 - 17.3. The Board of Governors and its committee shall attempt to make decisions by common consent amongst those members present who are eligible to vote. Where a vote is taken, whether by a show of hands or otherwise, this shall be recorded. Where there is an equal division of votes, the chair of the meeting shall have a second or casting vote.
 - 17.4. **Note** - In practice, it would be unusual for all decisions taken at a meeting to be decided by a formal vote. The chair would normally simply ask the Board of Governors or committee for their agreement to the proposal in question at the conclusion of a discussion and only call for a vote either if there was a clear expression of dissent or if it was a matter of particular significance (for example, approval of the annual budget or accounts). Should an individual governor request a vote on a particular issue, this must be agreed. If a formal vote is taken, the minutes will record the number voting for and against. It is for the Board of Governors to decide the circumstances in which a secret ballot should be held or in which the names of those voting for or against a proposal should be recorded. Whether or not a recorded vote has taken place, and even if a decision has been made by secret ballot, a dissenting governor has the right to have his or her disagreement recorded in the minutes.
 - 17.5. No resolution of the governors may be rescinded or varied at a subsequent meeting unless consideration of the rescission or variation is a specific item of business on the agenda for that meeting.
 - 17.6. A suspension of the rules and by-laws may be agreed by those members present at the meeting.
- ## **18. COMMITTEES**
- 18.1. The Board of Governors may establish a committee for any purpose or function but must ensure that it meets the requirements of section 4 of the articles.
 - 18.2. When establishing a committee the Board of Governors will:
 - 18.2.1. Determine the membership and the method of appointing the chair;

- 18.2.2. Establish and record terms of reference.
- 18.2.3. Determine when the committee should meet or allow each committee to determine its own timetable.
- 18.2.4. Determine procedures for reporting back to the Board of Governors.
- 18.2.5. Review the need for, membership, terms of reference and performance of committees annually.

18.3. The chair and membership of each of the committees shall be considered by the Board of Governors annually, members and chairs may be re-appointed.

18.4. The Board of Governors has established the following committees:

- Audit
- Finance
- Nominations
- Remuneration

19. TASK AND FINISH GROUPS AND LEAD GOVERNORS

19.1. The Board of Governors may also establish task and finish groups to focus on specific, time limited activities.

19.2. The chair and membership of any such groups will be agreed by the Board of Governors.

19.3. Each group will conform to the standard task and finish group terms of reference, unless a variation is agreed by the Board of Governors.

19.4. The Board of Governors may also designate lead governors for key areas as it deems appropriate. A role description will be developed for each lead as appropriate.

19.5. Lead governors will report to the Board of Governors on a regular basis.

20. MINUTES

20.1. Minutes shall be produced for all meetings of the Board of Governors and its committees.

20.2. The Clerk to the Governors (or nominated substitute) will minute the names of the members and other persons present at the meeting, the names of those members who have submitted their apologies and those who are absent, matters arising from the previous minutes and any outstanding action; a summary of the discussion under each agenda item and agreed action, the details of voting where applicable and any other items which the chair or members wish to be recorded.

20.3. Draft minutes shall usually be produced within fifteen working days of the meeting, and will be issued to the chair to be checked for accuracy.

20.4. The draft minutes, once approved by the chair will be circulated to all members of the Board of Governors or committee.

20.5. The draft minutes (other than those deemed confidential) will be available for public inspection at reasonable times by arrangement with the Clerk to the Governors.

20.6. The minutes of a meeting will be considered for approval or amendment at the next meeting. The chair shall put the question that the minutes of the previous meeting be approved as a correct record.

20.7. No discussion shall take place upon the minutes, except upon their accuracy. Any amendment or addition to the minutes shall be raised at this point. If no such questions are raised, the chair shall move approval of receipt of the minutes, another member of the Board of Governors shall second the motion and the chair shall sign the minutes.

- 20.8. All minutes of committees and task and finish groups will be submitted to the next full meeting of the Board of Governors for information.
- 20.9. Approved minutes (other than those deemed confidential) will be published on the School website and placed on the governors' notice board.
- 20.10. The agenda and supporting papers (other than those deemed confidential) for each meeting will also be available for public inspection at reasonable times by arrangement with the Clerk to the Governors.
- 20.11. Under no circumstances will members take a decision which is not minuted at a properly constituted meeting except where the Board of Governors has empowered the chair to take action in specified circumstances on its behalf as outlined in section 6 of the scheme of delegation.

21. CONFIDENTIAL ITEMS

- 21.1. The Board of Governors shall, with the advice of the Clerk to the Governors, decide whether any items on an agenda are to be regarded as confidential. If it is so decided, every governor is bound by that decision and shall not divulge to any person who is not a member of the Board of Governors, any aspect of the consideration of the issue, except as may be authorised by the Board of Governors.
- 21.2. Matters to be recorded as confidential may include (but are not limited to) individual staff remuneration, disciplinary matters (staff/students), grievance procedures invoked by staff or students, other matters concerning personal details of individual members of staff or students, reports on matters which may be detrimental to the school's business if publicly released.
- 21.3. Confidential items shall be minuted separately and a copy kept by the Clerk to the Governors in a secure location. In circumstances where the Board of Governors decides that confidentiality extends only to the discussion of an issue and not to the decision at the conclusion of that discussion, the resolution on the item shall be minuted in the usual way.
- 21.4. Separate confidential minutes shall be taken of those parts of meetings from which students or staff members have been excluded. Those who have withdrawn shall not be entitled to see the minutes of that part of the meeting or any papers in relation thereto.
- 21.5. The Board of Governors shall from time to time invite persons to attend meetings as observers or as participants in, or advisers on, particular items of business. Such persons shall be asked to withdraw from any discussion of business that has been deemed to be confidential unless invited to advise the Board of Governors on the item in question.
- 21.6. The Clerk to the Governors and the chair of the Board of Governors shall review each document in the confidential minute book annually to determine whether it is now appropriate to bring them into the public domain or whether they should remain confidential, and report to the Board of Governors that this review has taken place.

22. ALLOWANCES TO MEMBERS

- 22.1. Section 9 of the instrument states that the Board of Governors shall determine any allowances to be paid to members of the Board of Governors.
- 22.2. The Board of Governors has determined that where necessary, members of the Board of Governors and its committees (including expert members) may claim a refund of travelling and subsistence expenses incurred in undertaking their duties on behalf of the School.

22.3. Members may claim expenses for travelling and subsistence at the same rates as determined by the Board of Governors for School staff. Arrangements for claiming, approval and payment of allowances are set out in the School's travel and subsistence policy.

22.4. Expenses are payable associated with attendance at meetings, training events and conferences. Governors are not permitted to claim allowances which remunerate them for their services as governors.

23. PROFESSIONAL ADVICE

23.1. The Board of Governors may, collectively or individually, obtain independent professional advice at the School's expense. This could, for example, be necessary if a member is not satisfied with the advice already given by retained advisers or a previous request for professional advice has been ignored.

23.2. This does not displace the inherent power of members of the Board of Governors to decide to take independent advice by passing a resolution to that effect.

23.3. Members of the Board of Governors shall have, within the financial limits appearing in 23.7 the right to take advice from the School's advisers or, if necessary, at the School's expense, independent advisers, on any matter concerning the exercise of their powers and responsibilities.

23.4. Such matters shall include advice on their legal, accounting and regulatory duties, but excludes advice to individual members concerning their own respective personal interests in relation to the Board of Governors.

23.5. A member who intends to seek advice under this procedure shall give prior written notice to the Clerk to the Governors and such notice must contain a summary of issues on which advice is sought and if independent advice is sought (i.e. not from the School's advisers), the name(s) of the advisers whom the member proposes to instruct, together with a short explanation of the reasons why consultation with the School's advisers on the particular issue(s) is considered to be inappropriate.

23.6. The Clerk to the Governors shall deliver a copy of the notice to the chair of the Board of Governors and the Principal. Wherever practicable, a member shall first enquire of the Clerk to the Governors whether professional advice has already been obtained by the Board of Governors, before giving notice under this paragraph.

23.7. The chair of the Board of Governors shall be authorised by the Board of Governors to pay, or contribute up to £500 towards the costs of independent professional advice under this procedure, provided that the total sum of all such payments and contributions in any financial year of the School does not exceed £1,500.

23.8. The chair shall decide whether to authorise such payment or contribution as soon as practicable after receiving a copy of the notice seeking advice under this procedure and, in any event, within ten working days. The decision shall be made after consultation with the Principal.

23.9. The Clerk to the Governors will notify the member in writing whether the costs for the professional advice are payable by the School and, if they are not, brief reasons shall be stated in support of the decision.

23.10. Any advice that is obtained under this procedure shall, on request, be made available to all members of the Board of Governors.

23.11. References in this procedure to the chair shall include, in his or her absence or where he or she is seeking independent advice under this procedure, the vice chair.

24. PERSONAL LIABILITY

- 24.1. The Board of Governors is a corporate body created by an act of parliament with its own legal status and powers to enter into contracts and employ staff. Governors are members of the statutory corporation and, in principle, cannot be individually liable for the debts of the statutory body. As long as members ensure that the Board of Governors does not exceed its powers in law, and as long as members exercise a duty of skill and care, and act reasonably, honestly and prudently, in good faith in the interests of the School, individual members should not be held personally liable.
- 24.2. The School has taken out liability insurance for governors in respect of any claim against them of an actual or alleged breach of contract or wrongful act to a limit of indemnity of £1m in any one period of insurance.
- 24.3. Governors are required to inform the Clerk to the Governors if they become aware of any circumstance or incident which may give rise to a claim.

25. APPOINTMENT OF SENIOR POST HOLDERS

- 25.1. The Board of Governors has designated the following roles as senior posts – the Principal/Artistic Director, the Director of Finance and Resources, the Director of Studies and the Clerk to the Governors.
- 25.2. Section 7 (2) of the articles state that upon the occurrence of a vacancy or expected vacancy for the post of principal the post shall be advertised nationally.
- 25.3. In addition to this the Board of Governors has determined that for the appointment of the Principal or other senior post holder the following procedure shall be observed.
- 25.3.1. The post shall be advertised nationally.
- 25.3.2. For the appointment of the Principal, a selection panel shall be agreed consisting of at least five members of the Board of Governors.
- 25.3.3. For the appointment of other senior post holders, a selection panel shall be agreed consisting of at least two members of the Board of Governors, plus the Principal
- 25.3.4. The panel shall be serviced by the Clerk to the Governors, except where the appointment is for the post of Clerk to the Governors.
- 25.3.5. The panel shall determine the arrangements for and shall conduct the interview and make a recommendation to the Board of Governors.
- 25.3.6. In the event of the Board of Governors not approving the recommendation or if the panel cannot agree on one, the Board of Governors shall require the panel to make a further recommendation with or without re-advertisement.
- 25.4. Responsibility for the arrangements for the appointment of staff other than those of senior staff posts designated above as governor's appointments shall be with the Principal.
- 25.5. The appropriate level of remuneration for senior post holders shall be determined and reviewed by the Remuneration Committee.

26. CLERK TO THE GOVERNORS

- 26.1. The Clerk to the Governors shall be responsible to the Board of Governors for:
- 26.1.1. Advising the Board of Governors with regard to the operation of its powers;
- 26.1.2. Advising the Board of Governors with regard to procedural matters;
- 26.1.3. Advising the Board of Governors with regard to the conduct of its business;
- 26.1.4. Advising the Board of Governors with regard to matters of governance practice.
- 26.2. In the absence of the Clerk to the Governors, the Board of Governors will make arrangements for the responsibilities and role to be undertaken by an appropriate individual.
- 26.3. As the role of the Clerk to the Governors includes advising on proper procedure and, if necessary, intervening when he or she feels that the Board of Governors is acting inappropriately, or even beyond its powers, the following options are available if his or her advice

is being disregarded or over-ruled and the proper conduct of the Board of Governors is being put at risk.

- 26.4. The Clerk to the Governors should make every effort to resolve the matter through the avenues available to him or her within the School and be certain that the reasons for his or her concerns are understood.
- 26.5. If this is not achievable the Clerk to the Governors may:
- 26.5.1. Put the reason for their concern in writing to the chair of the Board of Governors.
 - 26.5.2. Inform the chair of the Audit Committee, or any other formally constituted committee of the Board of Governors, if the issue is relevant to the terms of reference of one or more of those committees.
 - 26.5.3. Report their concern to a meeting of the relevant committee or the full Board of Governors and ensure this is recorded in the minutes.
 - 26.5.4. Consult the School's internal and/or external auditors.
 - 26.5.5. If there is disagreement about whether an action may be unlawful seek legal advice independently.
- 26.6. If no action results from the steps detailed in Section 25.5 above, and if the Clerk to the Governors is of the opinion that the grounds for concern still present a threat to the proper governance of the School, then they should make a formal recommendation to the Board of Governors. The chair or the vice-chair, as appropriate, would then seek advice from CDD (Conservatoire for Dance and Drama) and would report that advice and its implications to the Board of Governors.
- 26.7. The CDD and the Board of Governors would not expect any such steps taken in good faith by the Clerk to the Governors in these circumstances to be grounds of disciplinary action under the School's staff disciplinary procedures.

27. ACCESS TO MEETINGS

- 27.1. Those people entitled to attend a meeting of the Board of Governors are governors, the Principal and the Clerk to the Governors.
- 27.2. The Board of Governors will decide who, in addition to members, will be admitted to a meeting in order to contribute to the discussion or present information.
- 27.3. Additionally persons other than members will occasionally be permitted to attend meetings as observers; this will be at the discretion of the Board of Governors and by prior arrangement with the chair.
- 27.4. Requests to attend as an observer should be made in writing to the Clerk to the Governors normally 7 days prior to the meeting and should include the reason the request is being made.
- 27.5. No more than two observers will normally be permitted to attend any one meeting.
- 27.6. Persons other than members attending meetings may be required to withdraw from the meeting as and when items of a confidential or sensitive nature are to be discussed.

28. USE OF THE SEAL

- 28.1. The instrument states (section 10) that the application of the seal of the corporation shall be authenticated by the signature of the chair of the Board of Governors or some other member authorised generally or specifically by the Board of Governors to act for that purpose, together with any other member of the Board of Governors.
- 28.2. Where application of the seal is required a report outlining the nature of the document to be sealed should be considered by the Board of Governors who will then approve application of the seal if appropriate.

29. COMPLAINTS AGAINST THE BOARD OF GOVERNORS

29.1. A complaint against the Board of Governors, an individual or group of governors or the Clerk to the Governors may be made by an individual, business or an organisation in relation to their dealings with the School.

29.2. All complaints should preferably be made in writing and addressed to the following (save where the complaint is in relation to the Clerk to the Governors in which case it should be addressed to the chair of the Board):

The Clerk to the Governors
The Northern School of Contemporary Dance
98 Chapeltown Road
Leeds
LS7 4BH
sarah.johnson@nscd.ac.uk

29.3. The complainant will be expected to state clearly the nature of the complaint and if appropriate provide copies of any related documentation.

29.4. The Clerk to the Governors will:

29.4.1. Acknowledge receipt of the complaint, normally within 7 working days.

29.4.2. Investigate or commission the investigation of the complaint, or refer the complaint to one or more of the following for investigation:

- a board member not involved in the matters subject to the complaint,
- a clerk of another institution,
- a person with substantial experience of governance.

29.4.3. Such person(s) shall consider the complaint and, if necessary in order to determine disputed issues of fact, may interview the complainant and the subject of the complaint. They may also refer issues to the Board of Governors' auditors (external and/or internal) or other independent advisors as they feel appropriate.

29.5. The investigator shall:

29.5.1. Produce a written report of their findings in relation to the complaint as soon as possible.

29.5.2. Provide the complainant and the Board of Governors with a copy of the findings of the investigation normally within ten working days of receipt, and if this is not possible provide the complainant with an interim statement.

29.6. The Board of Governors at its next scheduled meeting after receipt of the findings of the investigation shall consider the findings and determine whether they find the complaint substantiated in whole or part and, if so, what if any remedy should be implemented. Where the complaint is in relation to specified individuals those persons shall withdraw and take no part in the discussion of the investigation.

29.7. The Clerk to the Governors or chair of the Board of Governors shall within 7 working days of the determination of the complaint provide a written response to the complainant and to those subject of the complaint confirming the decision of the Board of Governors in relation to the complaint. This will include details of any arrangements for pursuing the matter with any relevant external body (e.g. the Secretary of State).

30. GOVERNANCE EFFECTIVENESS

30.1. In order to ensure that the governance of the school is effective and fit for purpose the Board of Governors will agree a framework to ensure that effectiveness is considered on a regular basis. This will normally include:

30.1.1. Key performance indicators for the Board of Governors and its committees which will be monitored and reported on annually.

- 30.1.2. A governance annual report which will present an overview of governance performance and include a quality improvement action plan.
- 30.1.3. A focussed review of governance effectiveness to be carried out at least every five years.

Area	Governance
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