



LOCAL GOVERNING BODY TERMS OF REFERENCE

(December 2017)

1 Local Governing Body Terms of Reference

- 1.1 These terms of reference are drafted and maintained by the Trust. The Trustees may make amendments to these terms of reference from time to time, as described in the Trust's Articles of Association.
- 1.2 In the event that amendments are made, the Trust shall notify the Chair of each Local Governing Body, who shall be expected to make the other Governors aware of such changes.

2 The Trust and Local Governing Body

- 2.1 The Trust is a charitable company limited by guarantee. It has entered into a Master Funding Agreement with the Department for Education and so it is the Trust that is ultimately responsible to the Department for Education pursuant to the Funding Agreements.
- 2.2 The Trustees are the charity trustees (within the terms of section 97(1) of the Charities Act 1993) and responsible for the general control and management of the administration of the Trust in accordance with the provisions set out in the Articles of Association of the Trust.
- 2.3 The Local Governing Body shall be a Committee of the Trustees.

3 Local Governing Body - Governors

- 3.1 Membership of the Local Governing Body shall be determined in accordance with the following provisions:
 - 3.1.1 The total membership shall be not less than 7 and not more than 10.
 - 3.1.2 The LGB shall have the power to co-opt additional attendees subject to 3.1.1
 - 3.1.3 Subject to 3.1.1, the membership of the Local Governing Body shall be comprised as follows:
 - (a) The Chief Executive Officer
 - (b) The Principal
 - (c) 2 elected parent Governors
 - (d) 2 elected staff governors, one support and one teaching
 - (e) 2 student governors

- (f) 2 from the Trust Board.

4 Governors' Term of Office

- 4.1 Any Governor shall hold and vacate office in accordance with the terms of his/her appointment but (except in the case of the Chief Executive or Principal) the length of his/her term of office shall not exceed four years.
- 4.2 Subject to remaining eligible to be a Governor any Governor may be re-appointed for consecutive periods not exceeding 8 years in total but thereafter a Governor shall not be eligible for re-appointment until one year after his or her retirement, unless agreed exceptionally by resolution of the Trustees that he or she shall be eligible to serve for a further consecutive term.

5 Resignation & Removal of Governors

- 5.1 A Governor may at any time resign his/her office by giving notice in writing to the Clerk to the Local Governing Body.
- 5.2 The Trustees may terminate the appointment of any Governor whose presence or conduct is deemed by the Trustees not to be in the best interests of the Trust or the Academy(s) that fall under the jurisdiction of the Local Governing Body..
- 5.3 Any Staff Member, and any student member, shall automatically cease to hold office if he/she ceases to be employed at the Academy(s)/Trust. However, a Parent Governor shall not automatically cease to hold office solely by reason of the child (of whom that Parent Governor is a parent or carer) ceasing to be a pupil at the academy.

6 Persons ineligible to be Governors

- 6.1 A Governor shall cease to hold office if a resolution calling for his/her removal is approved by the Trust Board.
- 6.2 A Governor shall cease to hold office if he/she is absent without the permission of the Governors from all their meetings held within a period of six months and the Governors resolve that this office be vacated.
- 6.3 A Governor shall cease to hold office if he/she would be disqualified from acting as a charity trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision).
- 6.4 A person shall be disqualified from holding or continuing to hold office as a Governor:
 - 6.4.1 If his/her estate has been sequestrated and the sequestration has not been discharged, annulled or reduced.
 - 6.4.2 If he/she is the subject of a bankruptcy restrictions order or an interim order.
 - 6.4.3 If at any time when he/she is included in the list of teachers and workers with

children or young persons whose employment is prohibited or restricted under section 1 of the Protection of Children Act 1999.

- 6.4.4 If at any time he/she is disqualified from working with children under section 28, 29, 29A and 29B of the Criminal Justice and Court Services Act 2000.
 - 6.4.5 If he/she is a person in respect of whom a direction has been made under section 142 of the Education Act 2002.
 - 6.4.6 Where he/she has, at any time, 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 72 of the Charities Act 1993.
 - 6.4.7 If he/she has not complied with the Trust's DBS policies. Governors are required to be familiar with the DBS policies and must act in compliance with them.
- 6.5 Where a person becomes disqualified from holding, or continuing to hold office as a Governor and he/she is, or is proposed, to become such a Governor, he/she shall upon becoming so disqualified give written notice of that fact to the Clerk to the Local Governing Body.

7 Appointment of the Clerk to Governors

- 7.1 The Clerk to the Local Governing Body shall be the Clerk to the Trust Board.

8 Appointment of Chair and Vice Chair of LGB

- 8.1 The Chair and Vice-Chair of the Local Governing Body shall be appointed at the start of each academic year by the Trust Board from among the Trust Board Trustees.

9 Responsibilities of Trustees

- 9.1 The role of the Trustees mainly involves strategic oversight across the Trust, governance, contractual relationships with third parties and setting the Trust's vision and policies.
- 9.2 The Trustees are responsible for:
 - 9.2.1 Compliance with all statutory regulations and Acts of Parliament governing the operation of the Trust, including health and safety.
 - 9.2.2 Compliance with the provisions of the Funding Agreements.
 - 9.2.3 Compliance with the Academies Financial Handbook.
 - 9.2.4 Setting the risk management strategy, reviewing the strategic risk profile, considering strategic risks in the context of future Trust planning and decision making and reviewing the effectiveness of the risk management arrangements.
- 9.3 The Trustees delegate responsibility to the Chief Executive Officer for:

- 9.3.1 The determination, after consultation with the Local Governing Body, of the extent of the services provided to the Academy(s) by the Trust and how the costs should be allocated.
- 9.3.2 Determination of the educational targets of the Academy(s) in consultation with the Local Governing Body.
- 9.3.3 Determining any additional financial and reporting targets for the Academy(s).
- 9.3.4 Determination of any statutory policies and procedures for the Academy(s) and other policies and procedures as the Trustees deem necessary to fulfill their responsibilities.
- 9.3.5 Identifying resources to effectively and efficiently implement the risk management strategy.
- 9.3.6 Reporting regularly to the Trust Board on the performance of its Academy(s)

10 Responsibilities of Governors

- 10.1 The role of Governors is to carry the Trust vision, policies and priorities forward, based on the specific qualities and community characteristics of each Academy(s). The Governors are expected to question and challenge Academy(s) leadership and to hold them to account. (Refer to the Scheme of Delegation.)

11 Meetings of the Local Governing Body

- 11.1 The Local Governing Body shall meet at least once in every term, and shall hold such other meetings as may be necessary.
- 11.2 All meetings shall be convened by the Clerk to the Local Governing Body, who shall send to the Governors written notice of the meeting and a copy of the agenda at least seven clear days in advance of the meeting.
- 11.3 A special meeting of the Local Governing Body shall be called by the Clerk whenever requested by the Chair or at the request in writing by any three Governors. Where there are matters demanding urgent consideration, the Chair or, in his absence, the Vice-Chair may waive the need for seven days' notice of the meeting and substitute such notice as he thinks fit.
- 11.4 The convening of a meeting and the proceedings conducted shall not be invalidated by reason of any individual not having received written notice of the meeting or a copy of the agenda.
- 11.5 Meetings of the Local Governing Body to take place prior to Trust Board meetings.

12 Quorum for Governors' Meetings

- 12.1 Meetings of the Local Governing Body shall be quorate if three or one-third of members are present (whichever is greater), which must include at least one Trustee Governor.
- 12.2 If the number of Governors assembled for a meeting of the Local Governing Body does not

constitute a quorum, the meeting shall not be held. If in the course of a meeting of the Local Governing Body the number of Governors present ceases to constitute a quorum, the meeting shall be terminated forthwith.

- 12.3 If for lack of a quorum a meeting cannot be held or, as the case may be, cannot continue, the Chair shall, if he thinks fit, determine the time and date at which a further meeting shall be held and shall direct the Clerk to convene the meeting accordingly.

13 Proceedings of Governors' Meetings

- 13.1 Every question to be decided at a meeting of the Local Governing Body shall be determined by a majority of the votes of the Governors present and voting on the question. Every Governor shall have one vote. Where there is an equal division of votes the Chair of the meeting shall have a second or casting vote.

- 13.2 A Governor may not vote by proxy.

- 13.3 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.

- 13.4 Any Governor who is also an employee of the Trust shall withdraw from that part of any meeting of the Local Governing Body at which his remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement are to be considered.

- 13.5 A resolution in writing, signed by all the Governors (or all of the members of a committee of the Governors), shall be valid and effective as if it had been passed at a meeting of the Governors or (as the case may be) a committee of Governors duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the Governors (or the members of a committee, as the case may be).

- 13.6 Any Governor shall be able to participate in meetings of the Governors by telephone or video conference provided that he has given reasonable notice to the Clerk and that the Governors have access to the appropriate equipment.

14 Minutes and Publication

- 14.1 At every meeting of the Local Governing Body the minutes of the last meeting shall be taken as the first agenda item after any apologies, except in cases where the Governors present decide otherwise, and, if agreed to be accurate, shall be signed as a true record.

- 14.2 The Clerk to the Local Governing Body shall ensure that a copy of the agenda for every meeting of the Governors, the draft minutes of every such meeting (if they have been approved by the Chair of that meeting), the signed minutes of every such meeting and any report, document or other paper considered at any such meeting are, as soon as is reasonably practicable, made available to the Secretary.

15 Delegation of Functions and Committees

- 15.1 Subject to these terms of reference the Local Governing Body may establish such committees

as are necessary to carry out its responsibilities, as determined by the Local Governing Body and/or the Trust.

- 15.2 Subject to these terms of reference, the constitution, membership, clerking, and proceedings of any committee shall be determined by the Local Governing Body. The establishment, terms of reference, constitution and membership of any committee of the Local Governing Body shall be reviewed at least once in every twelve months. The membership of any committee of the Local Governing Body may include persons who are not Governors, provided that a majority of members of any such committee shall be Governors. No vote on any matter shall be taken at a meeting of a committee of the Local Governing Body unless the majority of members of the committee present are Governors.
- 15.3 Except where it is otherwise constrained within its terms of reference, a Committee may invite attendance by persons who are neither Governors nor committee members where such attendance is considered by the members of the Committee to benefit its deliberations.
- 15.4 Copies of the minutes of Committee meetings are to be circulated to all Governors and those who are entitled to attend Local Governing Body meetings.
- 15.5 Subject to these terms of reference the Chair of the Local Governing Body shall have delegated powers to act on behalf of the Local Governing Body in between meetings where urgent action is needed and there is no time to call a meeting (“Urgent” is defined in the relevant legislation as delay being seriously detrimental to the interests of the academy or an individual connected with the academy).

16 Conflicts of Interest

- 16.1 The income and property of the Academy(s) must be applied solely towards the provision of the Objects as detailed in the Articles. The restrictions which apply to the Trustees with regard to having a Personal Financial Interest shall also apply to the Governors.
- 16.2 All Governors shall complete a declaration of interests form on joining the Local Governing Body and at the start of each academic year.
- 16.3 Any Governor who has any duty or personal interest (including but not limited to any Personal Financial Interest) which conflicts or may conflict with his/her duties as a Governor shall disclose that fact to the Governors as soon as he/she becomes aware of it and notify the Chair at the start of any meeting where that conflict relates to an agenda item. A Governor must absent himself/herself from any discussions of the Governors in which it is possible that a conflict will arise between his/her duty to act solely in the interests of the Academy(s) and any duty or personal interest (including but not limited to any Personal Financial Interest).

17 Rules and Byelaws

- 17.1 The Local Governing Body shall have power to make rules and bye-laws in respect of the government and conduct of the Academy(s) as it shall think fit. Such rules and bye-laws shall be subject to the provisions of this document and to approval by the Trustees.

18 Amendment of Terms of Reference

- 18.1 This document shall be subject to review at least once every twelve months.

18.2 Notwithstanding paragraph 18.1, this document may be modified or replaced by the Trustees.

19 Copies of Terms of Reference

19.1 A copy of this document, and of any rules and bye-laws, shall be given to every Governor and shall be available for inspection upon request by members of staff during normal office hours at the offices of the academy and the Trust.

20 Effective Date

20.1 These Terms of Reference shall come into effect, in relation to a Local Governing Body, on the establishment of the Local Governing Body or where revised in accordance with paragraph 18.2, on a date specified by the Trustees.