

Local Governing Body Terms of Reference



1. Terms of Reference

- These terms of reference are drafted and maintained by The Brigshaw Learning Partnership. The Directors may make amendments to these terms of reference from time to time, as described in the Trust's Articles of Association.
- The Terms of Reference will be reviewed at least annually by the Directors.
- 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

- The Trust is a charitable company limited by guarantee. It has entered into a Master Funding Agreement with the Department for Education and a Supplemental Funding Agreement in respect of the academy (together the "Funding Agreements") and so it is the Trust that is ultimately responsible to the Department for Education pursuant to the Funding Agreements.
- The Directors 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.
- The Local Governing Body shall be a Committee of the Directors established pursuant to articles [88 to 93A] of the Articles of Association of the Trust.
- As described in paragraph 9.1 below, the Trust shall appoint the Chair and Vice-Chair of the Local Governing Body.

3. Local Governing Body - Governors

- Membership of the Local Governing Body shall be determined in accordance with the following provisions:
- The total membership shall be not fewer than 7 and not greater than 15.
- The membership of the Local Governing Body shall be comprised as follows:
 - the Headteacher
 - 2 elected parent Governors
 - 2 staff governors
 - Up to 9 Trust appointed governors whose appointment shall be voted upon by the Local Governing Body but may be subject to approval by the Trust.

4. Governors' Term of Office

- Any Governor shall hold and vacate office in accordance with the terms of his/her appointment but (except in the case of the Headteacher) the length of his/her term of office shall not exceed four years.
- 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 Directors that he or she shall be eligible to serve for a further consecutive term. For the avoidance of doubt, a Governor's term of office shall not include any time served as a governor of a predecessor school prior to the academy conversion.

5. Resignation & Removal of Governors

- A Governor may at any time resign his or her office by giving notice in writing to the Headteacher and Chair of Governors.
- A Governor shall cease to hold office if s/he is removed by the person or persons who appointed him. This provision does not apply in the case of the Parent or Staff Member.
- The Directors may terminate the appointment of any Governor whose presence or conduct is deemed by the Directors not to be in the best interests of the Trust or the individual school.
- Any Staff Member shall automatically cease to hold office if s/he ceases to be employed at the school. 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 school.

6. Persons ineligible to be Governors

- No person shall be qualified to be a Governor unless s/he is aged 18 or over at the date of his or her election or appointment. No current pupil of the academy shall be a Governor.
- A Governor shall cease to hold office if s/he becomes incapable by reason of mental disorder, illness or injury of managing or administering his or her own affairs.
- A Governor shall cease to hold office if s/he 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.

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- A Governor shall cease to hold office if s/he 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).
- A person shall be disqualified from holding or continuing to hold office as a Governor:
 - If his or her estate has been sequestrated and the sequestration has not been discharged, annulled or reduced.
 - If s/he is the subject of a bankruptcy restrictions order or an interim order.
 - If at any time when s/he 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.
 - If at any time s/he is disqualified from working with children under section 28, 29, 29A and 29B of the Criminal Justice and Court Services Act 2000.
 - If s/he is a person in respect of whom a direction has been made under section 142 of the Education Act 2002.
 - Where s/he 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.
 - If s/he has not complied with the Trust's DBS policies. Governors are required to have an Enhanced Disclosure and Barring Service Certificate and update this in line with the Trust's policies for renewal.
 - Where a person becomes disqualified from holding, or continuing to hold office as a Governor and s/he is, or is proposed, to become such a Governor, s/he 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

- The Clerk to Governors shall be appointed by the Board of Directors by recommendation from the CEO. The Clerk shall not be a Governor.
- Where the Clerk fails to attend a meeting of theirs, Governors can appoint any one of their number or any other person to act as Clerk for the purposes of that meeting.
- Where the Local Governing Body is dissatisfied with the Clerk, they can make representations to the CEO for a replacement Clerk, stating their reasons for dissatisfaction.

8. Appointment of Chair and Vice Chair of LGB

- The Chair and Vice-Chair of the Local Governing Body shall be appointed at the start of each academic year by The Trust from among the Local Governors.
- Staff Governors are not eligible to be appointed as chair or vice-chair.
- Where the Trust considers that there is not a suitable Chair or Vice-Chair from among the Governors, a Director shall fulfil the role until such time as a suitable Governor can be found.
- If both the Chair and the Vice-Chair are absent from any meeting of the Local Governing Body, the Local Governing Body shall appoint a Chair from their number for the purpose of that meeting.

9. Responsibilities of Directors

- The role of the Directors mainly involves strategic oversight across the Trust, governance, contractual relationships with third parties and setting the Trust's vision and policies.
- The Directors are responsible for:
 - Compliance with all statutory regulations and Acts of Parliament governing the operation of the academy, including health and safety.
 - Compliance with the provisions of the Funding Agreements.
 - Compliance with the Academies Financial Handbook.
 - 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.
- The Directors delegate responsibility to the Chief Education Officer of:
 - Determination of the educational targets of the schools in consultation with the Local Governing Body.

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- Determination of any statutory policies and procedures for the schools and other policies and procedures as the D deem necessary to fulfil their responsibilities.
- Identifying resources to effectively and efficiently implement the risk management strategy.
- Reporting regularly to the Trust Board on the performance of its schools and conduct the appraisals of the Headteachers in conjunction with representatives of the relevant Local Governing Bodies.

10. Responsibilities of Governors

- The role of Governors is to carry the Trust vision, policies and priorities forward, based on the specific qualities and community characteristics of each school. The Governors are expected to question and challenge school leadership and to hold them to account.
- In particular, and subject to the limitations set out above and in the Scheme of Delegation, the Directors delegate the running of the school to the Local Governing Body and specifically the following duties:

Vision and Accountability

- To carry forward the Trust's vision, in a way appropriate to the specific qualities and community characteristics of each school
- Implementation of actions required to comply with statutory regulations and the Funding Agreements.
- Implementation of the Trust policies.
- Holding school leadership to account for academic performance, quality of care and provision of the school.

Finances and Assets

- Ensuring school level resource is applied appropriately.
- Consideration of the school's required funding and support to the Directors in relation to the annual budgetary process.
- Seeking value for money and being able to demonstrate that value for money has been achieved.
- Monitoring and reviewing expenditure on a regular basis and ensuring compliance with the overall financial plan for the school.

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- Assist the Directors in complying with the provisions of the Funding Agreements where requested from time to time (to include, by way of example, information required for the purposes of clause [45] of the Master Funding Agreement).
- Maintenance of or putting in place appropriate arrangements for the maintenance of the school estate in accordance with the guidelines established by the Trust.
- Implementation of the Trust's procurement policies.
- Notify the Trust of any changes to fixed assets used by the school.
- Observing proper levels of delegation and protocols.

Academy budget

- Following Local Governing Body approval, the budget is to be submitted to the Directors for approval and, for the avoidance of doubt, the school budget shall not be effective until such times it has been approved by the Directors.
- The Local Governing Body is required to work to cash limits as may be determined by the Trust and based on the approved budget. Under no circumstances has the Local Governing Body the authority to borrow money.
- Except where prior permission has been obtained from the Directors, the school budget is to be prepared to show break even or better.

Risk Management

- The Local Governing Body shall keep under review the school risk register and seek assurance that risk management is effective.

Appointments

- Monitoring local HR activity and policy, including the process for local performance reviews for members of staff.

Governance

- The Governors are not, and nothing within this document is intended to make them, charity Directors within the terms of section 97(1) of the Charities Act 1993 (although a Governor may also be a Director).

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- Each Governor shall act in the best interests of the Trust and school at all times.
- The Governors must keep confidential all information of a confidential nature obtained by them relating to the school and the Trust.
- The Directors reserve the right to withdraw delegated powers from the Local Governing Body and disband it at any time.
- On his or her appointment, each Governor shall be required to state that s/he is familiar and agrees to comply with:
 - the Articles of Association
 - the Funding Agreements;
 - these Terms of Reference
 - any terms of reference for sub-committees
- Each Governor shall also be required to carry out training to ensure their skills and knowledge are up to date.
- It is a Governor's responsibility to consider if, and raise any concerns where, he or she feels that appropriate training and development is not being provided.

11. Meetings of the Local Governing Body

- The Local Governing Body shall meet at least 5 times in every academic year, and shall hold such other meetings as may be necessary.
- All meetings shall be convened by the Clerk to the Local Governing Body, who shall send written notice of the meeting and a copy of the agenda at least seven clear days in advance of the meeting.
- 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 (including e-mail communication) by any three Governors. Where there are matters demanding urgent consideration, the Chair or, in his/her absence, the Vice-Chair may waive the need for seven days' notice of the meeting and substitute such notice as s/he thinks fit.
- 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.

12. Quorum for LGB Meetings

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- 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 Trust Appointed Governor.
- 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.
- 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 LGB Meetings

- Every item 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.
- A Governor may not vote by proxy.
- 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.
- 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.

14. Decisions Outside of LGB Meetings

- Decisions may, at times, be required outside of LGB meetings. In such circumstances Governors can vote via e-mail through the Clerk.
- Where there is an equal division of votes, the Chair of the meeting shall have a second or casting vote.
- The Clerk to the LGB will keep a record of e-mail responses to the decision. At the next LGB meeting the decision will be formally ratified, and recorded in the minutes.

15. Minutes and Publication

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- 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.
- 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 academy.

16. Delegation of Functions and Committees

- 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.
- Subject to these terms of reference, membership and proceedings of any committee shall be determined by the BLP Sub-committee Terms of Reference. The establishment of 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.
- 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.
- 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.
- 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 school or an individual connected with the school).

17. Conflicts of Interest

- The income and property of the school must be applied solely towards the provision of the Objects as detailed in the Articles of Association. The restrictions which apply to the Directors with regard to having a Personal Financial Interest shall also apply to the Governors.

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- The procedure detailed at article 6 of the Articles of Association shall apply to the Local Governing Body always provided that, in the case of a Personal Financial Interest for a Governor who is not also a Director, the Local Governing Body may meet to authorise the benefit.
- All Governors shall complete a declaration of interests form on joining the Local Governing Body and then each academic year thereafter.
- 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 duties as a Governor shall disclose that fact to the Governors as soon as he 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 from any discussions of the Governors in which it is possible that a conflict will arise between his duty to act solely in the interests of the school and any duty or personal interest (including but not limited to any Personal Financial Interest).