



Local Governing Body  
Terms of Reference  
2015/16

Approved by Academy Transformation Trust Board on
---

28 May 2015
-------------

## 1 Interpretation

### 1.1 In this document:

“Academy”	means the Academy which is one of the Academy Transformation Trust group of academies;
“Articles”	means the Articles of Association of the Trust;
“Chief Executive”	means the person appointed by the Trustees as an employee to oversee and co-ordinate all Trust activities, being Ian Cleland for the time being;
“Principal Finance Officer”	means the person appointed by the Trustees as an employee, under the overall direction of the Chief Executive, to oversee the financial aspects of the Trust;
“Governor”	means a member of the Local Governing Body;
“Governors’ Handbook”	means the handbook prepared by the Trust explaining the role of governors in force from time to time;
“Improvement Director”	means the person appointed by the Trustees as an employee, under the overall direction of the Managing Director, to oversee academy improvement within the academy;
“LA”	means the Council in which the academy is situated;
“Local Governing Body”	means the Local Governing Body for the academy constituted as provided by paragraph 4 of this document;
“Parent”	means any individual who is a parent/carer of a child or young person under the age of 19;
“Personal Financial Interest”	means any interest in the employment or remuneration of, or the provision of any other benefit to, a Governor as further detailed within Article 6 of the Articles;
“Principal”	means the member of staff at the academy who has been appointed (in accordance with this document) to have overall day to day control of and responsibility of the academy;
“Secretary”	means the Secretary of the Trust or any other person appointed to perform the duties of Secretary to the Trust;
“Staff Member”	means a member elected to the Local Governing Body by

	members of staff of the academy;
“this document”	means these Terms of Reference;
“the Trust”	means Academy Transformation Trust, a company limited by guarantee having registered number 07846852;
“the Trustees”	means those persons appointed as directors (under company law) and trustees of the Trust (under charity law).

1.2 Unless the context requires otherwise, a reference to:

- 1.2.1 a numbered paragraph is a reference to the paragraph so numbered in this document (or the sub-paragraph, as the case may be), and
- 1.2.2 words importing one gender shall include any other gender, the singular number shall include the plural and vice versa and the headings are included for convenience only and shall not affect the construction of this document.

## 2 These Terms of Reference

- 2.1 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.
- 2.2 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.

## 3 The Trust and Local Governing Body

- 3.1 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.
- 3.2 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.
- 3.3 The Local Governing Body shall be a Committee of the Trustees established pursuant to articles [88 to 93A] of the Articles of Association of the Trust.
- 3.4 As described in paragraph 9.1 below, the Trust shall appoint the Chairman and Vice-Chairman of the Local Governing Body.

## 4 Local Governing Body - Governors

- 4.1 Membership of the Local Governing Body shall be determined in accordance with the following provisions:

- 4.1.1 The total membership shall be not less than 7 and not more than 15.
- 4.1.2 Subject to 4.1.1, the membership of the Local Governing Body shall be comprised as follows:
- (a) the Principal
  - (b) the Improvement Director
  - (c) a minimum of 2 elected parent Governors
  - (d) up to 2 staff governors
  - (e) up to 9 community Governors whose appointment shall be subject to approval by the Trust.

- 4.2 The Local Governing Body may continue to act notwithstanding a temporary vacancy in its composition.

## **5 Governors' Term of Office**

- 5.1 Any Governor shall hold and vacate office in accordance with the terms of his appointment but (except in the case of the Principal and the Improvement Director) the length of his term of office shall not exceed four years.
- 5.2 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. For the avoidance of doubt, a Governor's term of office shall not include any time served as a governor of a predecessor school to an academy.

## **6 Resignation & Removal of Governors**

- 6.1 A Governor may at any time resign his office by giving notice in writing to the Clerk to the Local Governing Body.
- 6.2 A Governor shall cease to hold office if 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.
- 6.3 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.
- 6.4 Any Staff Member shall automatically cease to hold office if he ceases to be employed at the academy. 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.

## **7 Persons ineligible to be Governors**

- 7.1 No person shall be qualified to be a Governor unless he is aged 18 or over at the date of his election or appointment. No current pupil of the academy shall be a Governor.

- 7.2 A Governor shall cease to hold office if he becomes incapable by reason of mental disorder, illness or injury of managing or administering his own affairs.
- 7.3 A Governor shall cease to hold office if 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.
- 7.4 A Governor shall cease to hold office if 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).
- 7.5 A person shall be disqualified from holding or continuing to hold office as a Governor:
- 7.5.1 If his estate has been sequestrated and the sequestration has not been discharged, annulled or reduced.
  - 7.5.2 If he is the subject of a bankruptcy restrictions order or an interim order.
  - 7.5.3 If at any time when 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.
  - 7.5.4 If at any time he is disqualified from working with children under section 28, 29, 29A and 29B of the Criminal Justice and Court Services Act 2000.
  - 7.5.5 If he is a person in respect of whom a direction has been made under section 142 of the Education Act 2002.
  - 7.5.6 Where 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.
  - 7.5.7 If he 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.
- 7.6 Where a person becomes disqualified from holding, or continuing to hold office as a Governor and he is, or is proposed, to become such a Governor, he shall upon becoming so disqualified give written notice of that fact to the Clerk to the Local Governing Body.

## **8 Appointment of the Clerk to Governors**

- 8.1 The Clerk to Governors shall be appointed by the Local Governing Body for such term, at such remuneration and upon such conditions as they may think fit; and any Clerk so appointed may be removed by them. The Clerk shall not be a Governor. Notwithstanding this paragraph, the Governors may, where the Clerk fails to attend a meeting of theirs, appoint any one of their number or any other person to act as Clerk for the purposes of that meeting.

## **9 Appointment of Chair and Vice Chair of LGB**

- 9.1 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 community Governors.
- 9.2 Where The Trust consider that there is not a suitable Chair or Vice-Chair from among the community Governors the Improvement Director or a Trustee shall fulfil the role until such time as a suitable community Governor can be found.
- 9.3 If both the Chair and the Vice-Chair are absent from any meeting of the Local Governing Body, the Improvement Director shall Chair the meeting.

## **10 Responsibilities of Trustees**

- 10.1 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.
- 10.2 The Trustees are responsible for:
  - 10.2.1 Compliance with all statutory regulations and Acts of Parliament governing the operation of the academy, including health and safety.
  - 10.2.2 Compliance with the provisions of the Funding Agreements.
  - 10.2.3 Compliance with the Academies Financial Handbook.
  - 10.2.4 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.
- 10.3 The Trustees delegate responsibility to the Chief Executive Officer for:

- 10.3.1 Appointment of the Principal at an academy, in consultation with the relevant Local Governing Body.
- 10.3.2 The determination, after consultation with the Local Governing Body, of the extent of the services provided to the academy by the Trust and how the costs should be allocated.
- 10.3.3 Determination of the educational targets of the academy in consultation with the Local Governing Body.
- 10.3.4 Determining any additional financial and reporting targets for the academy.
- 10.3.5 Determination of any statutory policies and procedures for the academy and other policies and procedures as the Trustees deem necessary to fulfil their responsibilities.
- 10.3.6 Identifying resources to effectively and efficiently implement the risk management strategy.
- 10.3.7 Reporting regularly to the Trust Board on the performance of its academies and conduct the appraisals of the Principals in conjunction with representatives of the relevant Local Governing Body.

## **11 Responsibilities of Governors**

- 11.1 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. The Governors are expected to question and challenge academy leadership and to hold them to account.
- 11.2 In particular, and subject to the limitations set out above, the Trustees delegate the running of the academy to the Local Governing Body and specifically the following duties:
  - 11.3 **Vision and Accountability**
    - 11.3.1 To carry forward the Trust's vision, in a way appropriate to the specific qualities and community characteristics of each academy.
    - 11.3.2 Implementation of actions required to comply with statutory regulations and the Funding Agreements.
    - 11.3.3 Implementation of the Trust policies.
    - 11.3.4 Holding academy leadership to account for academic performance, quality of care and quality of provision.

### **11.4 Finances and Assets**

- 11.4.1 Ensuring academy-level resource is applied appropriately.
- 11.4.2 Consideration of the academy's required funding and support to the Trustees in relation to the annual budgetary process.
- 11.4.3 Seeking value for money and being able to demonstrate that value for money has been achieved.
- 11.4.4 Monitoring and reviewing expenditure on a regular basis and ensuring compliance with the overall financial plan for the academy.
- 11.4.5 Maintenance of proper accounting records and the preparation of income and expenditure and balance sheets as required by the Principal Finance Officer.
- 11.4.6 Assist the Trustees 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).
- 11.4.7 Maintenance of or putting in place appropriate arrangements for the maintenance of the academy estate in accordance with the guidelines established by the Trust.
- 11.4.8 Implementation of Trust's procurement policies insofar as they impact on the academy.
- 11.4.9 Manage the academy's cashflow and monitor expenditure by the academy in accordance with policies determined by the Trust.
- 11.4.10 Notify the Trust of any changes to fixed assets used by the academy.
- 11.4.11 Observing proper levels of delegation and protocols.

#### 11.5 **Academy budget**

- 11.5.1 Following Local Governing Body approval, the budget is to be submitted to the Trustees for approval and, for the avoidance of doubt, the academy budget shall not be effective until such times it has been approved by the Trustees.
- 11.5.2 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.
- 11.5.3 Except where prior permission has been obtained from the Trustees, the academy budget is to be prepared to show break even or better.

#### 11.6 **Accounts and Audit**



11.6.1 The Local Governing Body shall keep proper accounts and proper records in relation to the accounts and prepare in respect of each financial year of the academy a statement of accounts. The statement shall give a true and fair account of the state of the academy's affairs at the end of the financial year and of the academy's income and expenditure in the financial year.

11.6.2 The accounts (including any statements prepared under this paragraph) shall be audited by persons appointed in respect of each financial year by the Trust.

## 11.7 Risk Management

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

## 11.8 Appointments

11.8.1 Monitoring local HR activity and policy, including the process for local performance reviews for members of staff and in particular ensuring that it is within the parameters for the particular academy from time to time established by the Trust.

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

11.10 Each Governor shall act in the best interests of the Trust and academy at all times.

11.11 The Governors must keep confidential all information of a confidential nature obtained by them relating to the academy and the Trust.

11.12 The Trustees reserve the right to withdraw delegated powers from the Local Governing Body and disband it at any time.

11.13 On his or her appointment, each Governor shall be required to signify that he is familiar and agrees to comply with:

- the Articles of Association
- the Funding Agreements;
- these Terms of Reference
- the Governors' Handbook and
- any terms of reference of sub-committees which may apply to that Governor.

11.14 Each Governor shall also be required to carry out training to ensure their skills and knowledge are up to date at least once per year.

11.15 Each Governor shall also be required to take part in regular self-review and is accountable for meeting his or her own training and development needs. It is a Governors responsibility to consider if, and raise any concerns where, he or she feels that appropriate training and development is not being provided.

## 12 Meetings of the Local Governing Body

- 12.1 The Local Governing Body shall meet at least once in every term, and shall hold such other meetings as may be necessary.
- 12.2 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.
- 12.3 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.
- 12.4 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.

### **13 Quorum for Governors' Meetings**

- 13.1 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 community Governor.
- 13.2 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.
- 13.3 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.

### **14 Proceedings of Governors' Meetings**

- 14.1 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.
- 14.2 A Governor may not vote by proxy.
- 14.3 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.
- 14.4 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.
- 14.5 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).

- 14.6 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.

## **15 Minutes and Publication**

- 15.1 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.
- 15.2 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.

## **16 Delegation of Functions and Committees**

- 16.1 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.
- 16.2 Subject to these terms of reference, the constitution, membership and proceedings of any committee shall be determined by the Governors. 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.
- 16.3 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.
- 16.4 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.
- 16.5 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).

## **17 Conflicts of Interest**

- 17.1 The income and property of the academy 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.
- 17.2 The procedure detailed at article 6 of the Articles 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 Trustee, the Local Governing Body may meet to authorise the benefit.
- 17.3 All Governors shall complete a declaration of interests form on joining the Local Governing Body and at the start of each academic year.
- 17.4 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 academy and any duty or personal interest (including but not limited to any Personal Financial Interest).

## **18 Rules and Byelaws**

- 18.1 The Local Governing Body shall have power to make rules and bye-laws in respect of the government and conduct of the academy 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.

## **19 Amendment of Terms of Reference**

- 19.1 This document shall be subject to review at least once every twelve months.
- 19.2 Notwithstanding paragraph 18.1, as described in paragraph 2, this document may be modified or replaced by the Trustees.

## **20 Copies of Terms of Reference**

- 20.1 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.

## **21 Effective Date**

- 21.1 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 2, on a date specified by the Trustees.