

SUCCESS ACADEMY TRUST

Terms of Reference for Local Governing Committees

Approved/reviewed by	
Success Academy Trust Full Board	
November2023 V5	
Date of next review	July 2024

This policy is reviewed annually to ensure compliance with current regulations.

Version	Date	Updated by	Summary of changes
V1	20/03/2019		
V2	01/12/2021		Amendment at 5.1.3
V3	07/11/2022		Change LGB to LGC 7.2 Chair term of office amended from two years to one year
V4	July 2023	Governance & Compliance Officer	Update review schedule to annual in line with Trust Articles Board of trustees to remove local governors
V5	Sept 2023	Trustees /TOFO	5.1.13 acting within specific timescales of ESFA 8.3 Ensuring actions of sub committees shared and agreed by Full committee Annex 2, 3.1 clarification around voting Annex 2, 5.1 expectation around sharing and feedback of subcommittee business to Full committee Annex 2, 5.2 expectation around sharing of LGC minutes (including subcommittee minutes board)

TERMS OF REFERENCE FOR LOCAL GOVERNING COMMITTEE

1. INTRODUCTION

- 1.1 Success Academy Trust (the “**Trust**”) is governed by a Board of Trustees (the “**Trustees**”) who are accountable to the Department for Education and have overall responsibility and ultimate decision-making authority for all the work of the Trust, including the establishing and running of the Academies operated by the Trust.
- 1.2 The following Academies are currently operated by the Trust:
- *Thomas Estley Community College (wef 1st September 2016);*
 - *Cosby Primary School (wef 1st February 2017);*
 - *Hallbrook Primary School (wef 1st February 2017);*
 - *Richmond Primary School (wef 1st February 2017).*
- 1.3 In order to assist with the discharge of their responsibilities, the Trustees have established a Local Governing Committee (“**LGC**”) for each of the Academies. The LGC shall be a committee established pursuant to Articles 100 to 104 (inclusive) of the Articles of Association of the Trust (the “**Articles**”).
- 1.4 The Trustees may review these Terms of Reference at any time but as a minimum, at least annually.
- 1.5 These Terms of Reference may only be amended by the Board of Trustees.
- 1.6 These Terms of Reference should be used with reference to the Scheme of Delegation (SoD).

2. CONSTITUTION OF THE LGCs

- 2.1 Members of the LGC shall be known as Governors (the “**Governors**”).
- 2.2 The Trustees have the right to appoint such persons to the LGC as they shall determine from time to time.
- 2.3 Subject to clause 2.2, the composition of the LGCs for the Academies shall be as follows:
- 2.3.1 the Head Teacher / Principal of the Academy;
 - 2.3.2 a minimum of two [2] Staff Governors;
 - 2.3.3 a minimum four [4] Parent Governors; and
 - 2.3.4 a minimum four [4] Co-opted Governors.
- 2.4 The maximum number of Governors on an LGC that are Local Authority Associated Persons must be less than 20% of the whole LGC.
- 2.5 The procedure for the appointment and the removal of Governors shall be as set out in Annex 1.

3. PROCEEDINGS OF THE LGC

The proceedings for meetings of the LGC shall be as set out in Annex 2.

4. RELATIONSHIP BETWEEN THE BOARD AND LGC

4.1 The LGC shall in carrying out its role:

- 4.1.1 promote high standards and aim to ensure that students and pupils are attending a successful school which provides them with a good education and supports their well-being;
- 4.1.2 be responsible to the Trustees for its actions and follow the expectations of Governors as laid down by the Trustees;
- 4.1.3 aim to establish that it is competent, accountable, independent and diverse and that it promotes best practice in governance;
- 4.1.4 aim to ensure that its Governors promote and uphold high standards of conduct, probity and ethics.

4.2 The Trustees shall support the work of the LGC by:

- 4.2.1 setting a clear strategic vision to allow the LGC to set and achieve its own aims and objectives within such vision;
- 4.2.2 ensuring that systems are put in place to allow the Governors to be presented with timely and good data to allow the LGC to analyse Academy performance in order to support and challenge the Head Teacher/Principal and the senior leadership team of the Academy; and
- 4.2.3 ensuring that the Governors have access to high quality training.

4.3 Without prejudice to the Trustees' other rights to remove any Governor and the Trustees' rights to amend these Terms of Reference at any time, where the Trustees have concerns about the performance of an LGC they may, amongst other actions:

- 4.3.1 require the relevant LGC to adopt and comply with a Governance Action Plan in such form as determined by the Trustees;
- 4.3.2 suspend or remove any or all of the matters delegated to the LGC;
- 4.3.3 suspend or remove any or all of the Governors of the relevant LGC;

4.4 The Trustees may require a Governance Action Plan where:

- 4.4.1 the Academy has a deficit budget either revenue or capital;
- 4.4.2 there is a change to the Ofsted category of the Academy;
- 4.4.3 the Trustees (acting reasonably) have concerns about the Governance of the Academy or the senior management of the Academy;
- 4.4.4 the Trustees (acting reasonably) have concerns about poor performance in progress and standards of the Academy;
- 4.4.5 the Academy has materially failed to hit the objectives set out in its Academy Improvement Plan.
- 4.4.6 the LGC acts outside its delegated powers and limitations.

- 4.5 The Trustees may vary the matters delegated where:
- 4.5.1 the LGC acts outside its delegated powers and limitations;
 - 4.5.2 the LGC is in breach of these Terms of Reference.
- 4.6 The Trustees may remove Governors where:
- 4.6.1 any of the events set out in clauses 4.4.1 to 4.4.4 occur;
 - 4.6.2 the Academy is in material breach of its funding arrangements;
 - 4.6.3 the LGC is in material breach of these Terms of Reference or has persistently breached these Terms of Reference;
 - 4.6.4 a Governor is in breach of the Code of Conduct of the LGC.
- 4.7 The circumstances listed in paragraphs 4.4, 4.5 and 4.6 are illustrative only and shall not limit the rights of the Trustees to suspend or remove any or all of the matters delegated to the LGC.

5 DELEGATED POWERS

General Principles

- 5.1 In addition to meeting statutory duties and in exercising their delegated powers and functions, the Governors of the LGC have the following core strategic functions:
- 5.1.1 to establish the strategic direction and development of the Academy, by setting the vision, values and objectives of the Academy in line with those of the Trust.
 - 5.1.2 to hold the Academy to account by monitoring progress towards targets, engaging with stakeholders and contributing to Academy self-evaluation;
 - 5.1.3 to ensure financial probity by setting the budget, in line with Trust finance policy and acting within specified timescales to meet ESFA requirements, monitoring spending against the budget and ensuring that risks to the Academy are managed.
- 5.2 To achieve this the LGC shall:
- 5.2.1 ensure that the Academy is conducted in accordance with the objects of the Trust, the terms of any Trust governing the use of the land which is used for the purposes of the Academy, any agreement entered into with the Secretary of State for the funding of the Academy and these Terms of Reference;
 - 5.2.2 promptly implement and comply with any policies or procedures communicated to the LGC by the Trustees from time to time;
 - 5.2.3 review its own policies and practices on a regular basis, in view of any advice or recommendations made by the Trustees;
 - 5.2.4 work closely with the Trustees and act with integrity, objectivity and honesty in the best interests of the Trust and the Academy;
 - 5.2.5 be open about decisions and be prepared to justify those decisions;
 - 5.2.6 keep confidential all information of a confidential nature obtained by them relating to the Academy and the Trust;

- 5.2.7 adopt financial prudence in managing the financial affairs of the Trust in so far as these relate to the Academy and are delegated to them.
- 5.3 Each Governor will be required to take part in self-review every one to two years and will be accountable for meeting his/her own training and development needs. It is a Governor's responsibility to consider if, and raise any concerns where, he/she feels that appropriate training and development is not being provided.
- 5.4 Governors will be expected to report to the Trust against Key Performance Indicators (KPIs) which have been set for the Academy and provide such data and information regarding the business of the Academy and the pupils attending the Academy, as the Trustees may require from time to time.
- 5.5 The Success Academy Trust – Scheme of Delegations (with and without local delegation) set out the powers retained by the Trust and delegated from the Trustees to the Trust Principal, LGCs and the Head Teachers/ Principals or any other Officer.
- 5.6 For the avoidance of doubt, where a power is not expressly delegated to the Trust Principal, any LGC, Head Teacher/Principal or any other Officer it will be deemed to have been retained by the Trust regardless of whether it is specified in the Scheme of Delegations (SOD).
- 5.7 Trustees reserve the right to remove or alter any delegation at any time, whilst having due regard to, but not being bound by, the views of the LGC, in accordance with clause 4.4.
- 5.8 The SOD may be reviewed by the Trustees at any time but shall be reviewed every three years as a minimum. Trustees reserve the right to remove or alter any delegation at any time, whilst having due regard to, but not being bound by, the views of the LGC.
- 5.9 Notwithstanding the application of any provision of these Terms of Reference, if the Chair of the LGC or the Vice Chair, is of the opinion that a matter of urgency exists and a delay in exercising the function would likely be seriously detrimental to the interests of the Academy, any pupil or their parent or a person who works at the Academy, then they may exercise any function of the LGC which can be delegated to an individual or any function relating to the exclusion of pupils after consultation with the Trust Principal and the Chair of Trustees.

Annex 1 – Appointment and Removal of Governors

1 Staff Governors

(Delegated to LGC subject to Article 4.4 above)

- 1.1 The LGC shall invite nominations from all staff employed under a Contract of Employment or a Contract for Services or otherwise engaged to provide services to the Academy and, where there are any contested posts, shall hold an election by a secret ballot;
- 1.2 All arrangements for the calling and the conduct of the election and resolution of questions as to whether any person is an eligible candidate shall be determined by the LGC.

2 Parent Governors

(Delegated to LGC subject to Article 4.4 above)

- 2.1 Parent Governors of the LGC shall be elected by parents of registered pupils at the Academy. He or she must be a parent of, or have parental responsibility for, a pupil at the Academy at the time when he or she is elected;
- 2.2 The LGC shall make all necessary arrangements for, and determine all other matters relating to, an election of the Parent Governors. The Trustees have delegated the running of the election to the LGC, subject to Article 4.4 above;
- 2.3 Where a vacancy for a Parent Governor is required to be filled by election, the Trustees shall take such steps as are reasonably practicable to secure that every person who is known to them to be a parent of a registered pupil at the Academy is informed of the vacancy and that it is required to be filled by election, informed that he or she is entitled to stand as a candidate, and vote at the election, and given an opportunity to do so.
- 2.4 Any election of persons who are to be the Parent Governors which is contested shall be held by secret ballot. The arrangements made for the election of the Parent Governors shall provide for every person who is entitled to vote in the election to have an opportunity to do so by post or, if he or she prefers, by having his/her ballot paper returned to the Academy by a registered pupil at the Academy.
- 2.5 Where the number of parents standing for election is less than the number of vacancies, the LGC may appoint a person who is the parent of a registered pupil at the Academy or, where it is not reasonably practicable to do so, a person who is the parent of a registered pupil of another Academy run by the Trust.

3 Co-opted Governors

- 3.1 Co-opted Governors of the LGC shall be appointed by the LGC. He or she must be:
 - a) a person who lives or works in the community served by the Academy; or
 - b) a person who, in the opinion of the LGC, has the necessary skills and/or experience and who is committed to the government and success of the Academy.
- 3.2 The LGC may not appoint an employee of the Trust as a co-opted Governor.
- 3.3 An employee of another Academy within the Trust may be appointed as an Associate Governor where the LGC is unable to appoint governors with the requisite skills and experience.

4 Term of Office

- 4.1 The term of office for any Governor shall be four years, save for the Head Teacher/Principal of the Academy (as applicable) who shall remain a Governor until he or she ceases to work at the Academy.
- 4.2 Subject to remaining eligible to be a particular type of Governor, any person may be re-appointed or re-elected to the LGC.

5 Resignation and removal

- 5.1 A person serving on the LGC shall cease to hold office if:
- a) he or she resigns his/her office by giving notice in writing to the Clerk of the LGC;
 - b) the Head Teacher/Principal or a Staff Governor ceases to work at the Academy;
 - c) the Trustees terminate the appointment of a Governor whose presence or conduct is deemed by the LGC or Trustees, at their sole discretion, not to be in the best interests of the Trust or the Academy.
- 5.2 For the avoidance of doubt, a Parent Governor shall not automatically cease to hold office solely by reason of their child ceasing to be a pupil at the Academy.

6 Disqualification of Governors of the LGC

- 6.1 A person shall be disqualified from serving on the LGC if he or she would not be able to serve as a Trustee in accordance with Articles 68-80 of the Articles.

7 Appointment and removal of Chair and Vice Chair

- 7.1 The Chair and Vice Chair of the LGC shall be appointed by the LGC and may be removed from office by the Trustees at any time considering the provisions of Article 4.3.
- 7.2 The term of office of the Chair and Vice Chair shall be no more than one year. Subject to remaining eligible to be a Governor, any Governor may be re-appointed as Chair or Vice Chair of the LGC.
- 7.3 The Chair and Vice Chair may at any time resign his or her office by giving notice in writing to the LGC and the Trustees. The Chair or Vice Chair shall cease to hold office if:
- a) he or she ceases to serve on the LGC;
 - b) he or she commences employment with the Trust, whether or not at the Academy; or
 - c) in the case of the Vice Chair, he or she is appointed to fill a vacancy in the office of the Chair.
- 7.4 Where the Chair is absent from any meeting or there is at the time a vacancy in the office of the Chair, the Vice Chair shall act as the Chair for the purposes of the meeting. Where the Vice Chair is also absent from the meeting or there is at the time a vacancy in the office of Vice Chair, the Governors of the LGC shall elect one of their number to act as Chair for the purposes of that meeting.

8 Committees

- 8.1 The LGC may establish such sub-committees which may include individuals who are

- 8.2 not members of the LGC, provided that such individuals are in a minority. Only those sub-committee members who are also Governors will be eligible to vote on any issue and be counted for quorum;
- 8.3 The LGC may delegate to a sub-committee or any person serving on the LGC, the Head Teacher/Principal or any other holder of an Executive Office, such of their decision making functions as they consider desirable. Any such delegation may be made subject to any conditions either the Trustees or the LGC may impose and may be revoked or altered. The person or sub-committee shall report to the LGC in respect of any proposed action to be taken or decision made with respect to the exercise of that power or function at the meeting of the LGC immediately following the taking of the action or the making of the decision and this must be approved by LGC quorum
- 8.3 A Code of Conduct for each LGC will be provided and all Governors will be required to agree to this at least annually.

Annex 2 – Proceedings of the LGC

1. Meetings

- 1.1 The LGC shall meet at least once in every term and shall hold such other meetings as may be necessary;
- 1.2 Meetings of the LGC shall be convened by the Clerk to the LGC, who shall send the Governors written notice of the meeting and a copy of the agenda at least one school week in advance of the meeting. Where there are matters demanding urgent consideration, the Chair or, in his or her absence, the Vice-Chair, may waive the need for one school week's notice of the meeting and substitute such notice as he or she thinks fit.
- 1.3 Any Governor shall be able to participate in meetings of the Governors by telephone or video conference provided that he or she has given reasonable notice to the Clerk of the LGC and that the Governors have access to the appropriate equipment. The Governor should make him or herself available for the full meeting.
- 1.4 The convening of a meeting and the proceedings conducted thereat shall not be invalidated by reason of any individual not having received written notice of the meeting or a copy of the agenda thereof or any defect in the election, appointment or nomination of any person serving on the LGC.

2. Quorum

The quorum for a meeting of the LGC, and any vote on any matter at such a meeting, shall be any three of the Governors of the LGC, or, where greater, any one third (rounded up to a whole number) of the total number of Governors of the LGC at the date of the meeting.

3. Voting

- 3.1 Every matter to be decided at a meeting of the LGC shall be determined by a majority of the votes of the Governors present and entitled to vote on the matter. This includes any matters delegated by the LGC to any person or sub committee. Every Governor shall have one vote. Where there is an equal division of votes, the Chair of the meeting shall have the casting vote. A Governor may not vote by proxy.
- 3.2 Any Governor who is also an employee of the Trust shall withdraw from that part of any meeting of the LGC at which his or her remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement are to be considered.
- 3.3 Where urgent matters arise, a resolution in writing, signed by all the Governors shall be valid and effective as if it had been passed at a meeting of the 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. From time to time and in exceptional circumstances it might be necessary to accept a resolution by email. In this case, the resolution shall be noted formally at the next scheduled meeting.

4 Conflicts of Interest

- 4.1 Any Governor who has or may have any direct or indirect duty or personal interest including but not limited to any Personal Financial Interest (as defined below) which conflicts or may conflict with his or her duties as a Governor of the LGC shall disclose that fact to the LGC as soon as he or she becomes aware of it. A person must absent himself or herself from any discussions of the LGC in which it is possible that a conflict will arise between his or her 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).
- 4.2 A Governor of the LGC has a Personal Financial Interest if he or she, or any child, stepchild, parent, grandchild, grandparent, brother, sister or spouse of the Governor or any person living with the Governor as his or her partner, is in the employment of the Trust or is in receipt of remuneration or the provision of any other benefit directly from the Trust or in some other way is linked to the Trust or the Academy.

5 Minutes of meetings

- 5.1 At every meeting of the LGC the minutes of the last meeting shall be taken as an agenda item and, if agreed to be accurate, shall be signed as a true record; the Full meeting will also include the minutes of any subcommittee meetings which have happened since the last Full meeting, with Full Committee agenda item for feedback/recommendations to the Full LGC from the Chair of the subcommittee
- 5.2 The LGC shall ensure that a copy of the minutes (and any sub committee minutes) for every meeting of the Governors is made available to the Trustees within two school weeks which the Clerk will upload to the Trustee Board SharePoint.
- 5.3 The LGC shall ensure that signed *minutes of meetings, and any report, document or other paper considered at any such meeting, are available as soon as is reasonably practicable to the Trustees of Success Academy Trust via secure online storage.

**The dissemination of confidential minutes shall be at the discretion of the LGC.*