**TERMS OF REFERENCE FOR LOCAL GOVERNING BODIES**

***This revised version was adopted by the Board of Success Academy Trust on 20th March 2019. Reviewed 1st December 2021 with 1 amendment at 5.1.3***

# INTRODUCTION

## 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.

## 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).*

## In order to assist with the discharge of their responsibilities, the Trustees have established a Local Governing Body (“LGB”) for each of the Academies. The LGB shall be a committee established pursuant to Articles 100 to 104 (inclusive) of the Articles of Association of the Trust (the “Articles”).

## The Trustees may review these Terms of Reference at any time but as a minimum, at least every three years.

## These Terms of Reference may only be amended by the Board of Trustees.

## These Terms of Reference should be used with reference to the Scheme of Delegation (SoD) as detailed in Annexes 3 and 4.

# CONSTITUTION OF THE LGBs

## Members of the LGB shall be known as Governors (the “Governors”).

## The Trustees have the right to appoint such persons to the LGB as they shall determine from time to time.

## Subject to clause 2.2, the composition of the LGBs for the Academies shall be as follows:

* + 1. the Head Teacher / Principal of the Academy;
		2. a minimum of two [2] Staff Governors;
		3. a minimum four [4] Parent Governors; and
		4. a minimum four [4] Co-opted Governors.

## 2.4 The maximum number of Governors on an LGB that are Local Authority Associated Persons must be less than 20% of the whole LGB.

## 2.5 The procedure for the appointment and the removal of Governors shall be as set out in Annex 1.

# PROCEEDINGS OF THE LGB

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

## RELATIONSHIP BETWEEN THE BOARD AND LGB

## The LGB shall in carrying out its role:

## 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;

## be responsible to the Trustees for its actions and follow the expectations of Governors as laid down by the Trustees;

## aim to establish that it is competent, accountable, independent and diverse and that it promotes best practice in governance;

## 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 LGB by:

4.2.1 setting a clear strategic vision to allow the LGB 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 LGB 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 LGB they may, amongst other actions:

* + 1. require the relevant LGB to adopt and comply with a Governance Action Plan in such form as determined by the Trustees;
		2. suspend or remove any or all of the matters delegated to the LGB;
		3. suspend or remove any or all of the Governors of the relevant LGB;

4.4The Trustees may require a Governance Action Plan where:

* + 1. the Academy has a deficit budget either revenue or capital;
		2. there is a change to the Ofsted category of the Academy;
		3. the Trustees (acting reasonably) have concerns about the Governance of the Academy or the senior management of the Academy;
		4. the Trustees (acting reasonably) have concerns about poor performance in progress and standards of the Academy;
		5. the Academy has materially failed to hit the objectives set out in its Academy Improvement Plan.
		6. the LGB acts outside its delegated powers and limitations.

4.5 The Trustees may vary the matters delegated where:

* + 1. the LGB acts outside its delegated powers and limitations;
		2. the LGB is in breach of these Terms of Reference.
	1. The Trustees may remove Governors where:
		1. any of the events set out in clauses 4.4.1 to 4.4.4 occur;
		2. the Academy is in material breach of its funding arrangements;
		3. the LGB is in material breach of these Terms of Reference or has persistently breached these Terms of Reference;
		4. a Governor is in breach of the Code of Conduct of the LGB.
	2. 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 LGB.

# DELEGATED POWERS

**General Principles**

## In addition to meeting statutory duties and in exercising their delegated powers and functions, the Governors of the LGB 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, monitoring spending against the budget and ensuring that risks to the Academy are managed.

* 1. To achieve this the LGB shall:
		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;
		2. promptly implement and comply with any policies or procedures communicated to the LGB by the Trustees from time to time;
		3. review its own policies and practices on a regular basis, in view of any advice or recommendations made by the Trustees;
		4. work closely with the Trustees and act with integrity, objectivity and honesty in the best interests of the Trust and the Academy;
		5. be open about decisions and be prepared to justify those decisions;
		6. keep confidential all information of a confidential nature obtained by them relating to the Academy and the Trust;
		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.

## 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.

## 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.

## Annexes 3 and 4 set out the powers retained by the Trust and delegated from the Trustees to the Trust Principal, LGBs and the Head Teachers/ Principals or any other Officer.

* 1. For the avoidance of doubt, where a power is not expressly delegated to the Trust Principal, any LGB, Head Teacher/Principal or any other Officerit will be deemed to have been retained by the Trust regardless of whether it is specified in Annex 3 or Annex 4.
	2. 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 LGB, in accordance with clause 4.4.
	3. Annexes 3 and 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 LGB.
	4. Notwithstanding the application of any provision of these Terms of Reference, if the Chair of the LGB 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 LGB 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

## Staff Governors

(*Delegated to LGB subject to Article 4.4 above)*

## The LGB 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;

## 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 LGB.

## Parent Governors

## (*Delegated to LGB subject to Article 4.4 above)*

## Parent Governors of the LGB 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;

## The LGB 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 LGB, subject to Article 4.4 above;

## 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.

## 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.

## Where the number of parents standing for election is less than the number of vacancies, the LGB 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.

### Co-opted Governors

## 3.1 Co-opted Governors of the LGB shall be appointed by the LGB. He or she must be:

1. a person who lives or works in the community served by the Academy; or
2. a person who, in the opinion of the LGB, has the necessary skills and/or experience and who is committed to the government and success of the Academy.

## The LGB may not appoint an employee of the Trust as a co-opted Governor.

* + 1. An employee of another Academy within the Trust may be appointed as an Associate Governor where the LGB is unable to appoint governors with the requisite skills and experience.

## Term of Office

## 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.

## Subject to remaining eligible to be a particular type of Governor, any person may be re-appointed or re-elected to the LGB.

## 5 Resignation and removal

## 5.1 A person serving on the LGB shall cease to hold office if:

1. he or she resigns his/her office by giving notice in writing to the Clerk of the LGB;
2. the Head Teacher/Principal or a Staff Governor ceases to work at the Academy;
3. the LGB or Trustees terminate the appointment of a Governor whose presence or conduct is deemed by the LGB or Trustees, at their sole discretion, not to be in the best interests of the Trust or the Academy.

## 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.

## Disqualification of Governors of the LGB

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

## Appointment and removal of Chair and Vice Chair

## The Chair and Vice Chair of the LGB shall be appointed by the LGB and may be removed from office by the Trustees at any time considering the provisions of Article 4.3.

## The term of office of the Chair and Vice Chair shall be no more than two years. Subject to remaining eligible to be a Governor, any Governor may be re-appointed as Chair or Vice Chair of the LGB.

## The Chair and Vice Chair may at any time resign his or her office by giving notice in writing to the LGB and the Trustees. The Chair or Vice Chair shall cease to hold office if:

1. he or she ceases to serve on the LGB;
2. he or she commences employment with the Trust whether or not at the Academy; or
3. in the case of the Vice Chair, he or she is appointed to fill a vacancy in the office of the Chair.
	1. 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 LGB shall elect one of their number to act as Chair for the purposes of that meeting.

## Committees

## The LGB may establish such sub-committees which may include individuals who are not members of the LGB, 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;

## The LGB may delegate to a sub-committee or any person serving on the LGB, the Head Teacher/Principal or any other holder of an Executive Office, such of their powers or functions as they consider desirable. Any such delegation may be made subject to any conditions either the Trustees or the LGB may impose and may be revoked or altered. The person or sub-committee shall report to the LGB in respect of any action taken or decision made with respect to the exercise of that power or function at the meeting of the LGB immediately following the taking of the action or the making of the decision.

8.3 A Code of Conduct for each LGB will be provided and all Governors will be required to agree to this at least annually.

Annex 2 – Proceedings of the LGB

## Meetings

## The LGB shall meet at least once in every term and shall hold such other meetings as may be necessary;

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## Meetings of the LGB shall be convened by the Clerk to the LGB, 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.

## 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 LGB and that the Governors have access to the appropriate equipment. The Governor should make him or herself available for the full meeting.

## 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 LGB.

## Quorum

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

## Voting

## Every matter to be decided at a meeting of the LGB shall be determined by a majority of the votes of the Governors present and entitled to vote on the matter. 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.

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

## 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.

## Conflicts of Interest

## 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 LGB shall disclose that fact to the LGB as soon as he or she becomes aware of it. A person must absent himself or herself from any discussions of the LGB 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).

## A Governor of the LGB 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.

## Minutes of meetings

## At every meeting of the LGB 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 LGB shall ensure that a copy of the agenda for every meeting of the Governors is made available to the Trustees within one school week. Final drafts of minutes of meetings shall be made available to Trustees within two school weeks.

## The LGB 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. [Storage?]

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