



**EXCEED ACADEMIES TRUST**

**TERMS OF REFERENCE FOR**

**LOCAL GOVERNING BOARDS (LGB)**

**1. Terms of Reference**

These terms of reference are drafted and maintained by the Exceed Academies Trust. The Trustees 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 Trustees.

In the event that amendments are made, the Trust shall notify the Chair of each Local Governing Board, who shall be expected to make the other Governors aware of such changes.

**2. The Trust and Local Governing Board**

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 school (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 Trustees are the charity trustees (within the terms of section 177 of the Charities Act 2011 ) 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 Board shall be a Committee of the Trustees established pursuant to articles 100 to 106 of the Articles of Association of the Trust.

As described in paragraph 8 below, the Trust shall appoint the Chair and Vice-Chair of the Local Governing Board.

**3. Local Governing Board - Governors**

Membership of the Local Governing Board shall be determined in accordance with the following provisions:

The total maximum membership shall 9 Governors.

The membership of the Local Governing Board shall be comprised as follows:

- i. The CEO
- ii. the Headteacher
- iii. 2 Parent Governors
- iv. 2 Staff Governors
- v. up to 3 Trust Appointed Governors ("Community Governors")



#### **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 2 terms in total, unless agreed exceptionally by resolution of the Trustees and pursuant to such rules that the Trust Board shall make from time to time, 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 academisation.

#### **5. Resignation & Removal of Governors**

A Governor may at any time resign his/her office by giving notice in writing to the Clerk to the Local Governing Board.

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 school.

Any Staff Member shall automatically cease to hold office if he/she 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 he/she is aged 18 or over at the date of his/her election or appointment. No current pupil of the school shall be a Governor.

A Governor shall cease to hold office if he/she becomes incapable by reason of mental disorder, illness or injury of managing or administering his/her own affairs.

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.

A Governor shall cease to hold office if he/she would be disqualified from acting as a charity trustee by virtue of section 178 and/or 181A of the Charities Act 2011 (or any statutory re-enactment or modification of these provisions).

A person shall be disqualified from holding or continuing to hold office as a Governor:

- If his/her estate has been sequestered and the sequestration has not been discharged, annulled or reduced.
- If he/she is the subject of a bankruptcy restrictions order or an interim order.



- 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.
- 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.
- If he/she is a person in respect of whom a direction has been made under section 142 of the Education Act 2002.
- 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 178 of the Charities Act 2011.
- If he/she 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 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 Board.

## **7. Appointment of the Clerk to Governors**

The Clerk to Governors shall be appointed by the Trustees. 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 LGB are dissatisfied with the Clerk, they can make representations to the Trustees 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 Board shall be appointed at the start of each academic year by The Trust from among the Community Governors.

Where the Trust considers that there is not a suitable Chair or Vice-Chair from among the Community Governors, a Trustee shall fulfil the role until such time as a suitable Community Governor can be found.

If both the Chair and the Vice-Chair are absent from any meeting of the Local Governing Board, the Clerk shall Chair the meeting but will hold no voting rights.

## **9. Responsibilities of Trustees**

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 to ensure that the Trust fulfils its educational objectives for the benefit of the public.



The Trustees are responsible for:

- Compliance with all statutory regulations and Acts of Parliament governing the operation of the school, 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 Trustees delegate responsibility to the Executive Headteacher and Chief Executive Officer for:

- Determination of the educational targets of the school in consultation with the Local Governing Board.
- Determination of any statutory policies and procedures for the school and other policies and procedures as the Trustees 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 Board.

## **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, the Trustees delegate the running of the school to the Local Governing Board 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 quality of provision.

### **Finances and Assets**

- Ensuring school-level resource is applied appropriately.
- Consideration of the school's required funding and support to the Trustees 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.
- 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).
- 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 Trust's procurement policies.
- Notify the Trust of any changes to fixed assets used by the school.
- Observing proper levels of delegation and protocols.

### **School budget**

- Following Local Governing Board approval, the budget is to be submitted to the Trustees for approval and, for the avoidance of doubt, the school budget shall not be effective until such times it has been approved by the Trustees.
- The Local Governing Board 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 Board the authority to borrow money.
- Except where prior permission has been obtained from the Trustees, the school budget is to be prepared to show break even or better.

### **Risk Management**

- The Local Governing Board 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**

- Unless they also hold office as Trustees (i.e. directors of Exceed Academies Trust) the Governors are not, and nothing within this document is intended to make them, charity trustees within the terms of section 177 of the Charities Act 2011.
- 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 Trustees reserve the right to withdraw delegated powers from the Local Governing Board and disband it at any time.
- On his or her appointment, each Governor shall be required to state that he/she is familiar and agrees to comply with:
  - the Articles of Association
  - the Funding Agreements;
  - these Terms of Reference



- any terms of reference of sub-committees which may apply to that Governor.
- 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 Board**

The Local Governing Board shall meet at least 5 times in every academic year, and shall hold such other meetings as may be necessary. The CEO shall be entitled to attend all Local Governing Board meetings.

All meetings shall be convened by the Clerk to the Local Governing Board, who shall send to all of the Governors and CEO written notice of the meeting (including by e-mail communication where a Governor and the CEO has/have consented to receiving such notices by e-mail and has provided the Clerk with an e-mail address for this purpose) and a copy of the agenda at least seven clear days in advance of the meeting.

A special meeting of the Local Governing Board 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 or the CEO. 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 he/she 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**

Meetings of the Local Governing Board shall be quorate if three or one-third of members are present (whichever is greater), which must include at least one Community Governor.

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

Subject to Article 6 of the Articles of Association and paragraph 17 of these Terms of Reference any Governor with a conflict of interest or duties in respect of any matter to be discussed at the meeting shall not count in the quorum for that part of the meeting at which the relevant matter is discussed and shall withdraw from the meeting and not vote.

If, for lack of a quorum, a meeting cannot be held or, as the case may be, cannot continue, the Chair shall, if he/she 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. Attendance of the Local Governing Board**

Local Governors are required to attend LGB meetings regularly. Irregular attendance will constitute grounds for removal from the LGB.



A Local Governor may be removed from the Local Governing Board if he/she misses 50% of meetings in a 12 month period.

#### **14. Proceedings of LGB Meetings**

Every item to be decided at a meeting of the Local Governing Board 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 Governors with conflicts of interests or duties in accordance with Article 6 of the Articles of Association and paragraph 17 of these Terms of Reference must abide by the procedures in Article 6 and paragraph 17 and where required, withdraw from the meeting in respect of discussions in relation to which they have a conflict and not vote.

For the avoidance of doubt, any Governor who is also an employee of the Trust shall withdraw from that part of any meeting of the Local Governing Board at which his/her remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement are to be considered.

#### **15. 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, recorded in the minutes and the e-mails attached to the meeting minutes and papers.

#### **16. Minutes and Publication**

At every meeting of the Local Governing Board 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 Board 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 school.

#### **17. Delegation of Functions**



The Local Governing Board may not delegate all or any part of its powers, duties, responsibilities or functions to any person, committee or other organisation without the prior written consent of the Trust Board.

## **18. 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 Trustees with regard to having a Personal Financial Interest shall also apply to the Governors.

The procedure detailed at article 6 of the Articles of Association shall apply to the Local Governing Board always provided that, in the case of a Personal Financial Interest for a Governor who is not also a Trustee/Director, the Local Governing Board may meet to authorise the benefit.

All Governors shall complete a declaration of interests form on joining the Local Governing Board and at the start of each academic year.

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 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/her 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).

## **18. Remuneration, pay scales and performance management**

The CEO may advise the Local Governing Board about all matters concerning remuneration.

The Local Governing Board may review and adjust remuneration for all staff excluding the Headteacher within bands agreed by the Trust and in consultation with the CEO.

The performance review, performance management and remuneration of the Headteacher will be reviewed by the CEO in accordance with the Trust's Performance Review Policy.