

Scheme of Delegation, Constitution and Terms of Reference for the Local Governing Body of a VC Church of England Academy

Southern Academy Trust

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1 Introduction

- 1.1 These terms of reference have been made by the Directors of Shaftesbury Academy Trust in exercise of the powers conferred on them by Articles 100 to 105 of the Articles of Association of the Academy Trust (**Articles**).
- 1.2 The funding agreement requires the Board of Directors to establish a Local Governing Body (**LGB**) (also referred to as an advisory body) in respect of each of the Academies to provide advice to the Directors on the functioning of them.
- 1.3 This document sets out the composition of the LGB of a VC Church of England Academy (the **Academy**) and the functions which the Directors wish to delegate to the LGB.
- 1.4 These terms of reference form part of the scheme of governance, management and delegation made by the Directors.

2 Purpose

- 2.1 To assist the decision making of the Academy Trust by enabling more detailed consideration to be given to the best means of fulfilling the Directors' responsibilities in relation to the operation of the Academy.
- 2.2 To make appropriate comments and recommendations on matters relevant to the Academy's operation to the Directors on a regular basis.

3 Remit

- 3.1 Broadly, the role of an LGB is to provide focused governance for the Academy at a local level. It will also monitor the Academy's key performance indicators and act as a critical friend to the Headteacher, providing challenge where appropriate.
- 3.2 More specifically, the LGB shall carry out the duties referred to in the scheme of governance management and delegation.
- 3.3 The LGB carries out its functions in relation to the Academy on behalf of the Directors and in accordance with policies determined by the Directors.
- 3.4 The act of delegation from the Directors to the LGB shall be a delegation of powers and duties, and not a delegation or shedding of responsibilities.

4 Ethos and mission statement of the Academy

- 4.1 The Academy's mission ethos and mission shall be determined by the Directors in consultation with the LGB.
- 4.2 As the Academy is designated with a Church of England religious character, it shall be conducted in accordance with the principles, practices and tenets of the Church of England both generally and in particular in relation to arranging for religious education and daily acts of worship, and in having regard to any advice and following any directives issued by the Diocesan Board of Education (**DBE**).
- 4.3 The LGB shall evaluate and promote the Church of England ethos through self evaluation involving students, staff, Directors and Local Governors.

4.4 Neither the Directors nor the LGB shall make any alteration to the religious character of the Academy or the conduct of the Academy as a Church of England Academy without the consent of the DBE.

5 **Constitution of Local Governing Body**

5.1 The LGB shall comprise 9 Local Governors as follows:

5.1.1 two **Foundation Local Governors** appointed by DSET or such higher number as reflects the proportion of foundation governors in the predecessor school;

5.1.2 two elected parents of a pupil at the Academy (**Parent Local Governors**);

5.1.3 one employee of the Academy (to be elected by employees of the Academy) (**Staff Local Governor**); and

5.1.4 the balance of the LGB to be made up of further Local Governors, appointed by the Directors.

5.2 Every person wishing to become a Local Governor will be required to sign a declaration of acceptance and of willingness to act as a Local Governor, in the form set out in Annex B, which shall include an undertaking to DSET (The Diocese of Salisbury Educational Trust) to uphold the Church of England character of the Academy.

5.3 Every Local Governor shall make disclosures for the purposes of a check by the Disclosure and Barring Service.

6 **Term of office**

6.1 The length of service of all Local Governors, with the exception of the Headteacher shall be two years.

6.2 Where the Local Governor was a governor of the predecessor school immediately prior to the opening of the Academy, his or her first term of office shall be deemed to have commenced on the date on which their most recent term of office commenced at the predecessor school. If his or her term of office is thereby deemed to have expired, their term of office shall commence on the date on which they are appointed as a Local Governor.

6.3 Subject to remaining eligible to be a Local Governor, any Local Governor may be reappointed or re-elected.

7 **Appointment and particular responsibilities of Local Governors**

7.1 **Chairman**

7.1.1 The Chairman shall be appointed by the Directors.

7.1.2 The Directors shall be entitled to remove the Chairman from office at any time, although this would be without prejudice to the individual's position as a Local Governor.

7.1.3 The Chairman shall meet with the Chairman of the Directors and the Headteacher towards the end of the academic year to plan the work of the LGB for the next academic year.

- 7.1.4 Subject to paragraph 7.1.2, the Chairman shall serve in such capacity for one year, but shall be eligible for reappointment at the end of that term.
- 7.1.5 The responsibilities of the Chairman include the following:
- (a) to chair meetings of the LGB;
 - (b) to set the agenda for meetings with the Headteacher and Vice-Chairman;
 - (c) to report to the Directors in writing following each LGB meeting;
 - (d) to give an oral summary of the LGB's deliberations if necessary at meetings of the Board of Directors; and
 - (e) to provide a direct link between the LGB and the Directors of the Academy Trust.
- 7.1.6 In the event of a need to make genuinely urgent decisions between meetings on matters falling within the remit of the LGB, the Chairman of Directors, in consultation with the Chairman of the LGB, shall take appropriate action on behalf of the LGB. The decisions taken and the reasons for urgency shall be explained fully at the next meeting of the Board of Directors and of the LGB.

7.2 Vice-Chairman

- 7.2.1 The Vice-Chairman shall be appointed by the Directors. In the absence of both the Chairman and the Vice-Chairman at a meeting, the LGB will elect a temporary chairman from among the Local Governors present at the meeting.
- 7.2.2 The Directors of the Academy Trust shall be entitled to remove the Vice-Chairman from office at any time, although this would be without prejudice to the individual's position as a Local Governor.
- 7.2.3 Subject to paragraph 7.2.2, the Vice-Chairman shall serve in such capacity for one year, but shall be eligible for reappointment at the end of that term.
- 7.2.4 The responsibilities of the Vice-Chairman include the following:
- (a) to deputise for the Chairman in his or her absence;
 - (b) with the Chairman, to set the agenda for meetings of the LGB; and
 - (c) to provide a link between the LGB and the Directors of the Academy Trust.
- 7.2.5 Where it appears to the Vice-Chairman that:
- (a) the circumstances set out in paragraph 7.1.6 apply; and
 - (b) the Chairman (whether by reason of a vacancy in the office or otherwise) would be unable to exercise the function in question, the reference in paragraph 7.1.6 to the Chairman shall be read as if it were a reference to the Vice-Chairman.

7.3 Foundation Local Governors

- 7.3.1 The Foundation Local Governors shall be appointed by DSET.

- 7.3.2 The responsibilities of the Foundation Local Governors are to represent the foundation of the former voluntary controlled school and religious character of the Academy to the LGB.

7.4 **Staff Local Governors**

- 7.4.1 The Staff Local Governor shall be elected by all staff employed in respect of the relevant Academy in accordance with the process set out below:
- (a) When a vacancy arises, the LGB will write to all members of staff employed in respect of the Academy seeking nominees for the vacancy. Nominees will be asked to provide a short statement about why they are interested in being a Staff Local Governor and their background and experience that makes them suitable for the role.
 - (b) In the event that the number of nominees equals or is less than the number of vacancies on the LGB, the LGB shall appoint all of those nominated.
 - (c) If there are more nominees than places available, the LGB will conduct a secret ballot of all members of staff employed in respect of the Academy asking them to vote for their preferred candidate.
- 7.4.2 The question of whether a member of staff is employed in respect of the Academy shall be determined by the Headteacher of the Academy.
- 7.4.3 The responsibility of the Staff Local Governor is to act as a governor, not necessarily as a representative of the staff.

7.5 **Parent Local Governors**

- 7.5.1 Parent Local Governors for each LGB shall be elected in accordance with the process set out below:
- (a) When a vacancy arises, the LGB will write to all parents of pupils at the Academy seeking nominees for the vacancy. Nominees will be asked to provide a short statement about why they are interested in being a Parent Local Governor and their background and experience that makes them suitable for the role.
 - (b) In the event that the number of nominees equals or is less than the number of vacancies on the LGB, the LGB shall appoint all of those nominated.
 - (c) If there are more nominees than places available, the LGB will write to all parents of pupils at the Academy asking them to vote for their preferred candidate.
- 7.5.2 A Parent Local Governor should be a parent of a registered pupil at the relevant Academy or where this is not reasonably practical, a person who is the parent of a child of compulsory school age.
- 7.5.3 The responsibilities of the Parent Local Governors are to represent the interests and opinions of the Parent Body of the Academy to the LGB.

7.6 Other responsibilities

7.6.1 Each LGB shall appoint from among its members individuals with specific responsibilities which shall include:

- (a) a Local Governor with responsibility for special educational needs;
- (b) a Local Governor with responsibility for safeguarding;

7.7 Ceasing to be a Local Governor

7.7.1 The office of a Local Governor shall be vacated if:

- (a) any event or circumstance occurs which would disqualify him or her from the office of Director of the Academy Trust under the Articles were he or she to hold such office;
- (b) he is removed by the person or persons who appointed him. This sub clause 7.7.1(b) does not apply in respect of a person who is serving as a Parent Local Governor;
- (c) he or she is a Staff Local Governor who has ceased to be employed by the Academy Trust;
- (d) he or she has, without the consent of the LGB, failed to attend LGB meetings for a continuous period of six months, beginning with the date of the first such meeting he or she failed to attend;
- (e) he or she resigns from office by notice to the Academy Trust and in the case of a Foundation Local Governor, notice should also be given to the DBE;
- (f) he or she is removed by the Directors in circumstances where they consider (acting reasonably) that it is in the best interests of the Academy Trust to remove the Local Governor.

8 Clerk to the Local Governing Body

8.1.1 The Directors shall appoint a Clerk to the LGB who may not be a Local Governor. In the absence of the Clerk, the LGB shall elect a replacement for the meeting.

8.1.2 The responsibilities / functions of the Clerk to the LGB are as follows:

- (a) convene meetings of the LGB including sending notices and papers of meetings;
- (b) attend meetings of the LGB and ensure minutes are produced;
- (c) maintain a register of members of the LGB and report any vacancies to the LGB;
- (d) maintain a register of Local Governors' attendance at meetings and report on non-attendance to the LGB;
- (e) report to the LGB as required on the discharge of the Clerk's functions; and

- (f) perform such other functions as the LGB shall reasonably determine from time to time.

8.1.3 Attendance at each LGB meeting, issues discussed and recommendations for decisions shall be recorded. The written record shall be forwarded by the Clerk to the LGB to the Clerk to the Directors in sufficient time for its inclusion in the agenda and papers of the next meeting of the Directors. This is to provide information to the Board and to consider any recommendations.

9 Convening meetings of the Local Governing Body

9.1 Meetings of the LGB will be held in each term.

9.2 The Clerk to the LGB shall give written notice of each meeting and circulate an agenda and any reports or other papers to be considered at the meeting at least seven clear days in advance of each meeting. However, where the Chairman determines there are matters demanding urgent consideration, it shall be sufficient if the written notice of the meeting states that fact and the notice, copy of the agenda and other papers are given within such shorter period as the Chairman directs.

9.3 Any two Local Governors may requisition a meeting by giving written notice to the Clerk, which includes a summary of the business to be transacted. It shall be the duty of the Clerk to convene a meeting as soon as reasonably practicable.

9.4 The Local Governors may invite persons who are not Local Governors (including, but not limited to, a member of a committee, any employee, any pupil, any professional adviser and any experts of any kind) to attend the whole or part of any meeting for purposes connected with such a meeting.

10 Voting at meetings of the Local Governing Body

10.1 The quorum for meetings of the LGB and for any vote on a matter at such meetings shall be one third of the total number of Local Governors in office at that time (rounded up to the nearest whole number).

10.2 Every question to be decided upon at a meeting of the LGBs shall be determined by a majority of the votes of Local Governors present and voting on the question. Votes tendered by proxy shall not be counted.

10.3 Where there is an equal division of votes, the Chairman shall have a casting vote.

10.4 Any Local Governor shall be able to participate in, and be counted as present at for the purposes of the quorum, meetings of the LGB by telephone or video conference provided that:

10.4.1 he has given notice of his intention to do so detailing the telephone number on which he can be reached and/or appropriate details of the video conference suite from which he shall be taking part at the time of the meeting at least 48 hours before the meeting; and

10.4.2 the LGB has access to the appropriate equipment, and

provided that, if after all reasonable efforts it does not prove possible for that person to participate by telephone or video conference, the meeting may still proceed with its business provided it is otherwise quorate.

11 Personal interests of Local Governors

11.1 Local Governors shall complete a register of their business interests, which shall be reviewed annually.

11.2 Any Local Governor who has any duty or personal interest that conflicts or may conflict with his or her duties as a Local Governor shall:

11.2.1 disclose that fact to the LGB as soon as he or she becomes aware of it. A Local Governor must absent himself or herself from any discussions of the LGB in which it is possible that a conflict may or will arise between his or her duty to act solely in the interests of the Academy and such duty or personal interest;

11.2.2 withdraw from any meeting for that item unless expressly invited to remain in order to provide information;

11.2.3 not be counted in the quorum for that part of any meeting; and

11.2.4 withdraw during the vote and have no vote on the matter.

12 The minutes

12.1 The minutes of the proceedings of a meeting of the LGB shall be drawn up and entered into a book kept for the purpose by the person authorised to keep the minutes of the LGB, and shall be signed (subject to the approval of the LGB) at the same or next subsequent meeting by the person acting as Chairman. The minutes shall include a record of:

12.1.1 all appointments of Local Governors and/or officers made by the LGB and/or the Directors; and

12.1.2 all proceedings at meetings of the LGB and of committees of the LGB including the names of all persons present at each such meeting.

12.2 The Chairman shall ensure that copies of minutes of all meeting of the LGB (and such of the subcommittees as the Directors shall from time to time notify) shall be provided to the clerk to the Directors as soon as reasonably practicable after those minutes are approved.

13 Committees of the Local Governing Body

13.1 Subject to paragraph 13.2, the LGB may establish committees to carry out certain functions of the LGB. The LGB must determine the constitution, membership and terms of reference of any committee it decides to establish and review them annually.

13.2 The establishment of any committees other than temporary, ad hoc committees required to deal with specific issues, must be agreed in advance with the Directors.

14 Roles and responsibilities of the Local Governing Body

- 14.1 In relation to each Academy, the LGB will act in an advisory capacity to the Academy Trust and to the Headteacher, except where powers have been specifically delegated to it by the Directors. The LGB will undertake such duties as are delegated to it in relation to the day to day governance of the Academy.
- 14.2 The LGB will adopt and will comply with all policies of the Directors communicated to the LGB from time to time.
- 14.3 Both the Directors and all Local Governors have a duty to act with integrity, objectivity and honesty in the best interests of the Academy Trust and the Academy and shall be open about decisions and be prepared to justify those decisions except in so far as any matter may be considered confidential.
- 14.4 The LGB will review its policies and practices on a regular basis, having regard to recommendations made by the Directors from time to time, in order to ensure that the governance of the Academy is best able to adapt to the changing political and legal environment.
- 14.5 The LGB shall provide such data and information regarding the business of the Academy and the pupils attending the Academy as the Directors may require from time to time.
- 14.6 The LGB shall work closely with and shall promptly implement any advice or recommendations made by the Directors in the event that intervention is either threatened or is carried out by the Secretary of State and the Directors expressly reserve the unfettered right to review or remove any power or responsibility conferred on the LGB under these terms of reference in such circumstances.
- 14.7 The LGB shall have the roles set out in Annex A and any other role that the Directors of the Academy Trust agree shall be carried out by the LGB and that is communicated in writing to the Chairman of the LGB.

15 LGB Governors attendance at Meetings and Governor Training

- 15.1 Each Local Governor shall attend such training as is reasonably required by the Directors and consistent with the requirements of his or her particular area of responsibility and or committee membership.
- 15.2 Each Local Governor shall use reasonable endeavours to attend each meeting of the LGB and sub committee of which he or she is a member and to send apologies as far in advance as is reasonably practicable where attendance is not possible.
- 15.3 Each Local Governor with a particular responsibility for Safe-Guarding or Special Educational needs shall use reasonable endeavours to attend meetings scheduled by the Directors with a specific focus on their area of responsibility and attended by their counterparts from other Academies run by the Directors. The Directors shall seek to ensure that any training in relation to these specific areas of responsibility is scheduled to co-incide with such meetings.

16 Alterations

- 16.1 This constitution and these terms of reference may be altered by a majority resolution of the Directors of the Academy Trust, subject to the prior written consent of the DBE.

17 Circulation list

- 17.1 This constitution and these terms of reference shall be circulated to Directors of the Academy Trust, all Local Governors, the Clerk to the LGB, the DBE and others at the discretion of the Chairman of the Directors of the Academy Trust or the Chairman of an LGB.

Annexe A

The delegated powers to local governing bodies are described in the scheme of governance management and delegation.

