



# **Bohunt Education Trust**

## **Local Governing Body Terms of Reference**

<b>Reviewed and approved by the Bohunt Education Trust Board</b>
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<b>October 2018 March 2019</b>
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## **1. The Trust and Local Governing Body**

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.

The Trustees are charity trustees (within the terms of section 177(1) of the Charities Act 2011) as well as Company directors (Companies Act 2006) and are 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 Trustees are accountable for governance across the Trust.

The Local Governing Body is a Committee of the Trustees established pursuant to articles 105 and 106 of the Articles of Association of the Trust.

## **2. These Terms of Reference**

These terms of reference are set 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.

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

## **3. Local Governing Body – Governors**

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

3.1 The total membership shall be not less than 7 and not more than 14.

3.2 Subject to 3.1, the membership of the Local Governing Body shall be comprised as follows:

- (a) the Head of School
- (b) a minimum of two elected parent Governors
- (c) one elected teaching staff member
- (d) one elected non-teaching staff member

(e) up to nine community Governors whose appointment shall be subject to approval by the Trust.

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

3.4 The Local Governing Body may appoint optional Associates to provide specific skills, knowledge and/or experience to the Local Governing Body. The scope and length of service will not exceed a normal term of office (4 years). Associates may attend (but may not vote at) Local Governing Body meetings and may serve on committees.

#### **4. Governors' Term of Office**

The term of office for any Governor shall be 4 years, save that:

- this time limit shall not apply to the Head of School
- a staff Governor will only hold office for so long as they continue to be employed as a teacher or member of support staff
- the term of office may be shorter than 4 years for any governor if the appointers of the Governor concerned determine this at the time of appointment
- subject to remaining eligible to be a Governor, any Governor may be re-appointed or re-elected

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

5.1 A Governor may resign by giving notice in writing to the Clerk.

5.2 A Governor shall cease to hold office if they are removed by the person or persons who appointed them. This provision does not apply in the case of the Parent or Staff Governor.

5.3 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.

5.4 Any staff member shall automatically cease to hold office if they cease to be employed by the Trust. However, a Parent Governor shall not automatically cease to hold office solely due to the child (of whom that Parent Governor is a parent or carer) ceasing to be a pupil at the academy.

## **6. Persons Ineligible to be Governors**

6.1 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 student of the Academy shall be a Governor.

6.2 A Governor shall cease to hold office if he becomes incapable by reason of illness or injury of managing or administering his own affairs.

6.3 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 his office be vacated.

6.4 A person shall be disqualified from holding or continuing to hold office as a Governor if -

They have been declared bankrupt and/or his estate has been seized from his possession for the benefit of his creditors and the declaration or seizure has not been discharged, annulled or reduced; or

They are the subject of a bankruptcy restrictions order or an interim order.

6.5 A person shall be disqualified from holding or continuing to hold office as a Governor at any time when he is subject to a disqualification order or a disqualification undertaking under the Company Directors Disqualification Act 1986 or to an order made under section 429(2)(b) of the Insolvency Act 1986 (failure to pay under county court administration order).

6.6 A Governor shall cease to hold office if he ceases to be a Governor by virtue of any provision in the Companies Act 2006, is disqualified from acting as a Governor by virtue of section 178 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).

6.7 A person shall be disqualified from holding or continuing to hold office as a Governor if he has been removed from the office of charity Governor or Governor for a charity by an order made by the Charity Commission or the High Court on the grounds of any misconduct or mismanagement in the administration of the charity for which he was responsible.

6.8 A person shall be disqualified from holding or continuing to hold office as a Governor 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 178 of the Charities Act 2011.

6.9 A person shall be disqualified from holding or continuing to hold office as a Governor if he has not provided to the Chairman of the Governors a criminal records certificate at an enhanced disclosure level under section 113B of the Police Act 1997. In the event that the certificate discloses any information which would in the opinion of either the chairman of the Local Governing Body or Chief Executive Officer confirm their unsuitability to work with children that person shall be disqualified. If a dispute arises as to whether a person shall be disqualified, a referral shall be made to the Secretary of State to determine the matter. The determination of the Secretary of State shall be final.

6.10 If a person finds they are disqualified under any of the above criteria, they must give notice of that fact to the Clerk to the Governing Body.

## **7. Appointments**

7.1. The Governors are not, and nothing within this document is intended to make them, charity trustees within the terms of section 177(1) of the Charities Act 2011 (although a Governor may also be a Trustee).

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

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

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

7.5 On appointment, each Governor shall be required to signify that they are familiar with and agree to comply with the following publications:

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

7.6 Each Governor is expected to undertake regular training to ensure their skills and knowledge are sufficient for them to carry out their role effectively.

7.7 Each Governor is expected to take part in regular self-review and is accountable for meeting his or her own training and development needs.

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

The clerk will be appointed by the Local Governing Body, in conjunction with the Head of School and Trust Governance Lead. The Clerk cannot be a governor. The Governors may appoint any one of their number or any other person to act as Clerk for the purposes of a meeting, which the clerk cannot attend.

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

9.1 The Chair and Vice-Chair of the Local Governing Body will be appointed at the start of each academic year by the Trust from among the Governors, subject to nominations from the Local Governing Body. The nominations will be decided by holding an election process.

9.2 Where the Trust consider that there is not a suitable Chair or Vice-Chair from among the Governors then a Trustee shall fulfil the role until a suitable Governor is found.

9.3 If both the Chair and the Vice-Chair are absent from a meeting of the Local Governing Body, then one of the Governors may be elected to chair the meeting.

## **10. Meetings of the Local Governing Body**

10.1 The Local Governing Body will meet up to six times per year (usually once per half term), and can hold such other meetings as may be necessary.

10.2 All meetings will be convened by the Clerk, who will provide written notice of the meeting and a copy of the agenda at least seven days before the meeting. The Clerk with input from the Chair, Head of School or other such servicing Officer will draft the agenda.

10.3 A special meeting of the Local Governing Body will be arranged by the Clerk whenever requested by the Chair or at the request of three governors. Where there are matters demanding urgent consideration, the Chair or, in their absence, the Vice-Chair may waive the need for seven days' notice of the meeting and substitute such notice as they think fit.

10.4 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.

10.5 Trustees can attend any meeting of the Local Governing Body or its committees.

## **11. Quorum**

11.1 Meetings of the Local Governing Body will be quorate if at least 50% (rounded upwards) of governors are present at the start of the meeting.

11.2 If the number of governors assembled for a meeting of the Local Governing Body does not constitute a quorum, the meeting will not proceed. If in the course of a meeting of the Local Governing Body the number of governors present ceases to constitute a quorum, the meeting will be immediately halted.

11.3 If for lack of a quorum a meeting cannot be held or cannot continue, the Chair will determine the time and date at which a further meeting will be held and will direct the Clerk to convene the meeting accordingly.

## **12. Proceedings of meetings**

12.1 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.

12.2 A governor may not vote by proxy, subject to 12.6.

12.3 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.

12.4 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.

12.5 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 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.

12.6 Any governor shall be able to participate in meetings of the governors by telephone or video conference if they have given reasonable notice to the Clerk and that the governors have access to the appropriate equipment.

### **13. Minutes and publication**

13.1 At meetings of the Local Governing Body, the minutes of the last meeting will be taken as the first agenda item after any apologies, unless the governors present decide otherwise. If governors agree the minutes of the last meeting are accurate, they will be signed as such.

13.2 The Clerk will provide a copy of each meeting's agenda and any report, document or paper for consideration, to the Trust Governance Lead at least seven clear days in advance of the meeting.

13.3 The Clerk will provide a copy of the draft minutes (following approval by the Chair of that meeting) to the Trust Governance Lead within fourteen days of the meeting.

### **14. Delegation of functions and committees**

14.1 The Local Governing Body will meet as a single committee to consider all aspects and functions of its business.

14.2 The Local Governing Body may constitute a specific time-bonded committee to support an area of its working. The formation of such a committee will require prior approval from the Trust Board. Copies of their meeting minutes should be provided to all governors and the Trust Governance Lead.

14.3 The Local Governing Body can invite attendance by persons who are not governors where such attendance is considered by the members of the Local Governing Body to benefit its deliberations



## **15. Conflicts of Interest**

15.1 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.

15.2 All Governors will complete a declaration of interests form and must declare their interests on joining the Local Governing Body and at the start of each academic year.

15.3 Any Governor who has a duty or personal interest, which conflicts or may conflict with their duties as a Governor shall disclose that fact to the Governors as soon as they become aware of it. They should notify the Chair at the start of any meeting where that conflict relates to an agenda item. A Governor must absent them self from any discussions in which it is possible that a conflict will arise between their duty to act solely in the interests of the academy and any duty or personal interest.

## **16. Amendment of these Terms of Reference.**

This document will be reviewed at the first meeting of the Trustees in each academic year. The Trustees reserve the right to make modifications or replace the terms of reference, as they consider appropriate.

## **17. Copies of the Terms of Reference**

17.1 A copy of this document, will be given to every Governor and will be available for inspection upon request during normal office hours at the offices of the academy and the Trust.

## **18. Effective Date**

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 16.2, on a date specified by the Trustees.

## **19. 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.

The Trustees are responsible for:

- ❖ Compliance with all statutory regulations and Acts of Parliament governing the operation of the academy, 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.
- ❖ Determination of any policies and procedures (statutory or otherwise) for the academies as the Trustees deem necessary to fulfil their responsibilities.

The Trustees delegate responsibility to the Chief Executive Officer for:

- ❖ Appointment of the Head of School at an academy, in consultation with the relevant Local Governing Body.
- ❖ Determination of the educational targets of the academy
- ❖ Determining any additional financial and reporting targets for the academy.
- ❖ Identifying resources to effectively implement the risk management strategy.
- ❖ Conducting the performance management of the Head of School who may seek the opinions of the representatives of the relevant Local Governing Body.
- ❖ Reporting regularly to the Trust Board on the performance of their academies.

## **20. Responsibilities of Governors**

The role of Governors is to promote the Trust vision, ethos and strategic direction. The Governors are expected to support, question and challenge academy leadership.

In particular, and subject to the limitations set out above, the Trustees delegate the following duties to the Local Governing Body:

### **20.1 Vision and Accountability**

- ❖ To carry forward the Trust's vision, in a way appropriate to the specific qualities and community characteristics of each academy.
- ❖ Implementation of actions required to comply with statutory regulations and the Funding Agreements.
- ❖ Implementation of the Trust policies.
- ❖ Contributing to the academy improvement plan, ensuring that the priorities identified are paramount and then monitoring for effectiveness of delivery.

## 20.2 Education

- ❖ To hold the academy leadership to account for academic performance, quality of care and quality of provision.
- ❖ Monitor the impact of Pupil Premium and any other related funding on pupil performance and outcomes.
- ❖ Monitor the quality of safeguarding practices and their impact on students in the school.
- ❖ Monitor student well-being including student behaviour, absence and exclusion data.
- ❖ To ensure that effective arrangements are in place to support pupils and understand the key feedback points from pupil voice.

## 20.3 Finance and Resources

- ❖ Monitor and review expenditure on a regular basis, ensuring compliance with the overall financial plan for the academy.
- ❖ Consider the academy's required funding and provide input to the annual budgetary process.
- ❖ Monitor and report on the academy's implementation of the Trust's financial management arrangements, policies, and procedures and scheme of financial delegation and financial authorities.
- ❖ Monitor the management and procurement of goods and services in line with the Trust's procurement policy and procedures.
- ❖ Approve proposals for the bidding for and use of capital funding in line with the Trust Additional Capital Funding policy
- ❖ Seek value for money and be able to demonstrate that value for money has been achieved.
- ❖ 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 the Master Funding Agreement).

- ❖ Notify the Trust of any changes to fixed assets used by the academy.
- ❖ Observing proper levels of delegation and protocols

#### 20.4 Risk Management

- ❖ Keep the academy risk register under review and seek assurance that risk management is effective and report exceptions/high risk to the Chief Operating Officer.

#### 20.5 Buildings and Site, Health and Safety, and Data Protection

- ❖ Support the Chief Operating officer to ensure full compliance with all health and safety, data protection, information and security legislation.
- ❖ Monitor the management of the building and site maintenance plans and progress of any new builds
- ❖ Ensure the Trust's health and safety policy is implemented, monitoring the academy's compliance and providing reports to the Chief Operating Officer Trust.
- ❖ Ensure the Trust's data protection policy and procedures are implemented, monitoring the academy's compliance and providing reports to the Data Protection Officer.

#### 20.6 Human Resources

- ❖ Monitoring the process for local performance reviews for members of staff, ensuring that it is within the parameters established by the Trust

### **21. Responsibilities of the Head of School**

The Head of School is responsible to the Chief Executive Officer for:

- ❖ The leadership and management of the academy.
- ❖ Advising the Local Governing Body on strategic direction, forward planning and quality assurance.
- ❖ Implementing the Trust's broad and balanced curriculum, ensuring it meets the needs of all learners.
- ❖ Ensuring high standards of teaching to ensure that proper standards of professional performance are established and maintained
- ❖ Managing the delegated budget and resources.

- ❖ Implementation of the agreed policies and procedures laid down by the Chief Executive Officer, Trust Board and Local Governing Body (including the implementation of all statutory regulations).
- ❖ The maintenance of good order and discipline by the students including their suspension and/or exclusion within the framework laid down.
- ❖ Ensuring there is a culture of vigilance where “safeguarding is an important part of everyday life.”
- ❖ The performance management of the academy’s employees.
- ❖ The appointment of all other staff after having sought approval from the Chief Executive Officer for the post(s)’s advertisement.
- ❖ All such additional functions as may be assigned under the job description or contract of employment
- ❖ In accordance with the scheme of financial delegation spend in excess of £10k (eg new staff) requires CEO approval .