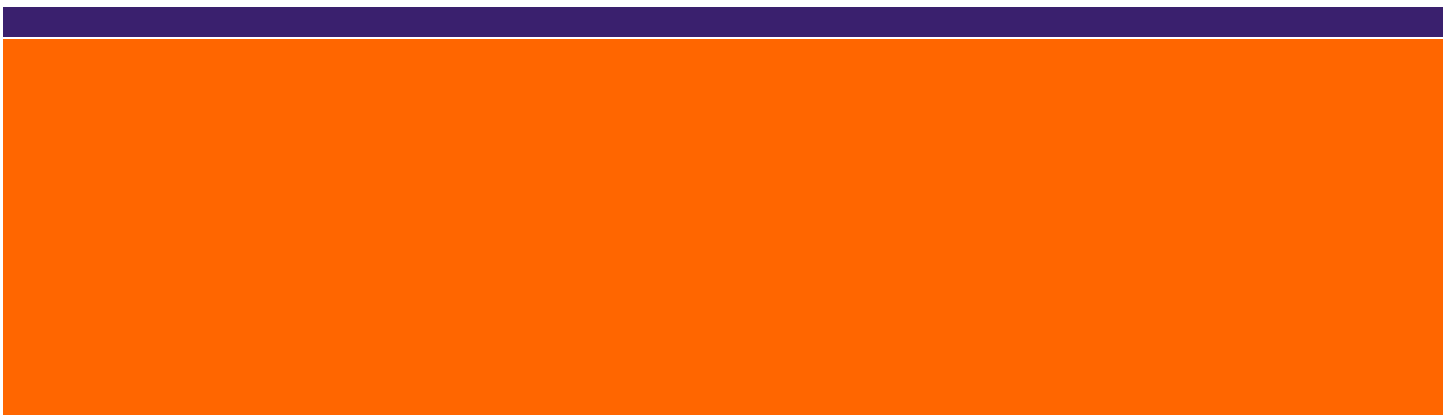




# Local Governing Body

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TERMS OF REFERENCE



## QUORUM AND MEMBERSHIP SEE SECTION 2

### 1. INTRODUCTION

1.1 Humber Education 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:

**Christopher Pickering School**

**Ganton Special School**

**Maybury Primary School**

**Neasden Primary School**

**St Nicholas Primary School**

**Adelaide Primary School**

**Broadacre Primary School**

**Clifton Primary School**

**Woodland Primary School**

**Parkstone Primary School**

**Frederick Holmes School**

Tweendykes Special School is due to join the trust Spring 2019.

(each one the “Academy” or collectively the “Academies”).

1.3 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”).

1.4 The Trustees may review these terms of reference at any time but shall review them at least annually.

1.5 These terms of reference may only be amended by the Board of Trustees.

1.6 A copy of the Trust governance structure is included in Annex 4.

## **2. CONSTITUTION & MEMBERSHIP OF THE LGBs**

2.1 Members of the LGB shall be known as “governors”.

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

2.3 The composition of the LGBs shall be as follows:

2.3.1 the Headteacher of the Academy (or the CEO if no such person is appointed);

2.3.2 up to [2] staff governors;

2.3.3 up to [2] parent governors;

2.3.4 up to [6] trustee appointed governors.

2.4 The procedure for the appointment and the removal of governors shall be as set out in Annex 1.

2.5 The Directors reserve the power to remove governors from office and change the governance structure, subject to the provisions of the Articles of Association. As long as Governors have acted honestly, for the benefit of the academy, reasonably, and within the law and terms of their delegated powers the Governors cannot be held personally liable for any liabilities incurred on behalf of the Company.

## **3. PROCEEDINGS OF THE LGB**

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

## **4. RELATIONSHIP BETWEEN THE BOARD AND LGB**

4.1 The LGB shall in carrying out its role:

4.1.1 promote high standards and aim to ensure that 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 in these terms of reference and the Trust scheme of delegation;
  - 4.1.3 aim to establish a body that is competent, accountable, independent and diverse that 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 LGB by:
- 4.2.1 setting a clear strategic vision to allow the LGB to set and achieve its own aims and objectives within the overarching 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 Principal/Head of School 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:
- 4.3.1 require the relevant LGB 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 LGB;
  - 4.3.3 suspend or remove any or all of the governors of the relevant LGB;
- 4.4 The Trustees may require a governance action where:
- 4.4.1 the Academy has a deficit budget (both revenue and capital) in

- excess of £50,000;
- 4.4.2 standards dip below expected levels and/or are significantly below national levels.
- 4.5 The Trustees may vary the matters delegated where:
  - 4.5.1 the LGB act outside its delegated powers and limitations;
  - 4.5.2 the LGB are in breach of these terms of reference;
- 4.6 The Trustees may remove governors where:
  - 4.6.1 the Academy is in [material] breach of its funding arrangements;
  - 4.6.2 the LGB is in material breach of these terms of reference or has persistently breached these terms of reference.
- 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 LGB.

## **5 DELEGATED POWERS**

### **General principles**

- 5.1 In the exercise of its delegated powers and functions, the governors of the LGB shall:
  - 5.1.1 ensure that the Academy business 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;
  - 5.1.2 promptly implement and comply with the scheme of delegation and any policies or procedures communicated to the LGB by the Trustees from time to time;
  - 5.1.3 review its own policies and practices on a regular basis, with the exception of any policies applying across the Trust which need the approval of the Trust Board;

- 5.1.4 work closely with the Trustees and act with integrity, objectivity and honesty in the best interests of the Trust and the Academy;
  - 5.1.5 be open about decisions and be prepared to justify those decisions;
  - 5.1.6 keep confidential all information of a confidential nature obtained by them relating to the Academy and the Trust; and
  - 5.1.7 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.
- 5.2 Each governor shall be required to take part in regular self-review and is accountable for meeting his 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.
- 5.3 Governors shall be expected to report to the Trust against 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.
- 5.4 The powers retained by the Trust and delegated from the Trustees to the LGBs shall be as follows:
- 5.4.1 in respect of the **supported or unsupported schools** LGBs, Annex 3, Scheme of Delegation sets out the powers retained by the Trust, the powers delegated to the CEO, Headteacher and Governors.
- 5.5 For the avoidance of doubt, where a power is not expressly delegated to the CEO, any LGB or Headteacher it will be deemed to have been retained by the Trust regardless of whether it is specified in Annex 3.
- 5.6 Annex 3 may be reviewed by the Trustees at any time but shall be reviewed at least annually. 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.
- 5.7 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 EP/CEO/Principal.

## **6 PURPOSE OF THE LGB**

### **Scope of Responsibilities**

The Board has delegated to the LGB the following powers and functions:

#### **6.1 In relation to the Academy's curriculum offering and development, to:**

- a) Ensure structures are in place to enable the Trust's academies to achieve at least good outcomes and progress for all children and young people
- b) Ensure structures are in place to enable the Trust and academies to have all relevant statutory education policies in place
- c) Seek assurance that the academy has an appropriate and effective curriculum
- d) Seek assurance that the academy has good or better teaching
- e) Ensure structures are in place to enable the academy to have appropriate and effective staffing
- f) Ensure structures are in place to ensure all children and young people are safeguarded across the Trust and academy
- g) Approve the academy school improvement plan
- h) Ensure structures are in place to enable all Directors and Governors to be appropriately trained in education and school improvement matters.
- i) Pupil Premium - review and challenge the value for money/return on investment of the Pupil Premium in terms of educational outcomes and narrowing the achievement gap.
- j) Set and agree admissions policy
- k) Admission discussions and recommendations for change to policy
- l) Student issues (including attendance, exclusions, punctuality and disciplinary matters for each academy
- m) Setting the opening and closing times for the academies, length of school day and term dates
- n) Seek assurance that school lunches are of appropriate nutritional standards

- o) Provide free school meals to those meeting the criteria

**6.2 In relation to financial and risk management and reporting requirements, to:**

- a) Ensure structures are in place to review the Trust's continuing compliance with all ESFA/DfE financial management requirements
- b) To consider all relevant financial updates issued from the DfE/ESFA and advise the BoT of any issues affecting the Trust financial administration. Ensure structures are in place to enable all of this relevant information to be brought to the attention of necessary staff.
- c) Maintenance of a Register of Business Interests for all Members, Directors and Governors and senior staff involved in decision making of the awarding of contracts etc . Put in place a procedure to deal with any conflicts of interest.
- d) Update income and expenditure lines on the latest working budget for necessary/planned/proposed changes to expected spend/income, prior to LGB/Trust Approval of the Budget. Reported to Headteacher's/CEO.
- e) Establish satisfactory reasons for variances in consolidated management accounts
- f) Preparation of month end consolidated management accounts and review of individual academy figures
- g) Review of year-end figures from individual academies for inclusion in year-end consolidated year end accounts
- h) Receive Internal Audit Service reports and report action points and academy response to Accounting Officer / BoT
- i) Review the individual academy's annual budget
- j) Monitor and control expenditure against budget during the financial year
- k) Review budget monitoring reports and projected out turn position from each individual academy
- l) Monitor purchasing regulations to ensure compliance by academies
- m) Review contracts on an ongoing basis (and as part of ensuring the Trust/academies continues to achieve "best value" )
- n) Review evidence to show that a minimum of 3 written quotes are obtained for all purchases and contracts valued between £5, 00 and £50,000
- o) Maintain a Register of gifts and hospitality received by members and staff of the Trust and report to LGB/BOT any concerns



- p) Ensure structures are in place at school level to be clear that the arrangements for insurance cover are adequate
- q) Undertake an assessment for risk management for insurance purposes for the Trust
- r) Write off of Bad debts in line with the regulations set by the Academies Financial Handbook - b)Up to £500 for own academy
- s) Ensure structures are in place to enable all grants due to the academy to be collected promptly
- t) All assets must be purchased following the delegated limits set out above
- u) Seek assurance that all instances of loss/theft are notified to the Chief Executive Officer to ensure compliance with the Academies Financial Handbook reporting requirements.
- v) Seek assurance that disposals of assets are in line with the Fixed Asset Management Policy
- w) Produce and maintain individual academy risk registers and report to LGB at each meeting

**6.3 In relation to staffing and performance management, to:**

- a) Appointment of staff, unless delegated to the headteacher, with the exception of the headteacher as this will be a Governing Body and CEO/Trustee responsibility for consistency across the MAT
- b) Approval of staff structure of academy in line with STPCD and for support staff in line with the grading structure / job evaluation
- c) Setting of salary scales for all staff b) operational (linked to performance and appraisal)
- d) Approval of incremental pay progression following the annual teachers' appraisals and promotions within an individual academy for teaching (based on Headteacher recommendation, agreed by LGB and reported to Board)
- e) Awarding incremental pay progression of staff on Trust leadership contracts (agreed by LGB and reported to Board)
- f) The Chair of the LGB and the CEO to recommend pay progression of the Headteacher, following appraisal, to the Pay Committee of the Trust Board for approval.
- g) Approval of any retention and recruitment payments for staff
- h) Approval of any changes to the teachers / senior leaders' pay ranges or gradings for support staff, unless delegated to the headteacher

- i) Dismissal of member of staff, including capability, disciplinary, sickness, unless delegated to the headteacher, or a conflict of interest. Any appeals will be to the governors of the Appeals Committee of the LGB/MAT.
- j) Make recommendations to the Trust board of any compensatory payments under a Settlement Agreement, severance or ex-gratia payments in line with the Academies Financial Handbook.
- k) Conduct appraisals of Headteachers with the CEO
- l) Authorisation of expenses for Headteachers or equivalent (Chair of Governors)
- m) Authorisation of leave of absence for Headteachers or equivalent
- n) Authorisation of holiday for Head of School or equivalent
- o) Authorisation of leave of absence (excl P/VP's)
- p) Approval of any redundancy / early retirement payment in line with policy
- q) Delegation of any flexible working requests to the headteacher, but the right of appeal to the nominated governors

**Other:**

- a) Deliver strategic objectives of the Trust and academies
- b) Compliance - Funding Agreement - comply with all obligations including the Academies Financial Handbook
- c) Compliance - Funding Agreement - comply with all obligations including the Academies Financial Handbook
- d) Undertake an assessment for risk management for insurance purposes for the Trust
- e) Responsible for the maintenance and upkeep of the academy properties
- f) Ensure building and grounds remain Health & Safety compliant, reporting any issues to the Chief Executive Officer
- g) Security of academy site

**Adopted by resolution of the Board on 26 September 2017, updated 5 December 2018**

**Approved By: (insert name)**

**Signed:**

**Date:**

**Date of next review:**

## **Annex 1 - Appointment and Removal of Governors**

### **1 Staff governors**

- 1.1 The Local Governing Body 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 Trustees. The Trustees may delegate the running of the election to the LGB.

### **2 Parent governors**

- 2.1 Parent governors of the LGB shall be elected by parents of registered pupils at the Academy. He/she must be a parent of, or have parental/guardianship responsibility for, a pupil at the Academy at the time when he/she is elected.
- 2.2 The Local Governing Body shall make all necessary arrangements for, and determine all other matters relating to, an election of the parent governors. The Trustees may delegate the running of the election to the LGB.
- 2.3 Where a vacancy for a parent governor is required to be filled by election, the Local Governing Body shall take such steps as are reasonably practical 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 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 prefers, by having his 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 Local Governing Body may appoint a person who is the parent of a registered pupil at the Academy or, where it is not reasonably practical 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 LGB shall be appointed by the Local Governing Body. He/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 **Local Governing Body**, has the necessary skills set and is committed to the government and success of the Academy.
- 3.2 Employees of the Trust can be appointed to co-opted/Trust appointed positions on Local Governing Bodies other than their own school.

### **4 Term of office**

- 4.1 The term of office for any governor shall be [4] years, save for the Principal and Head of School 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 LGB.

### **5 Resignation and removal**

- 5.1 A person serving on the LGB shall cease to hold office if:
- a) He/she resigns his office by giving notice in writing to the clerk of the LGB;
  - b) the Principal/Head of School 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 Trustees, at their sole

discretion, not to be in the best interests of the Trust or the Academy;

- d) he/she fails to attend 3 consecutive meetings without prior consent been given by the Chair.

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 LGB**

6.1 A person shall be disqualified from serving on the LGB if he/she would not be able to serve as a Director 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 LGB shall be appointed by the Trustees and may be removed from office by the Trustees at any time.

7.2 The term of office of the Chair and Vice Chair shall be 1 year. Subject to remaining eligible to be a governor, any governor may be re-appointed as Chair or Vice Chair of the LGB.

7.3 Employees of the Trust whilst they could be appointed to co-opted/Trust appointed positions on local governing bodies could not, except in exceptional circumstances with Trust approval, serve as Chair or Vice Chair of LGBs.

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

- a) he/she ceases to serve on the LGB;
- b) he/she fails to comply with clause 5.1d
- c) he/she is employed by the Trust whether or not at the Academy;  
or
- d) in the case of the Vice Chair, he/she is appointed to fill a vacancy in the office of the Chair.

7.5 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 numbers to act as chair for the purposes of that meeting.

## **8 Committees**

8.1 The Trustees delegate responsibility to the local Governing Body on the decision whether to hold local committee meetings. The Trustees will approve and provide terms of reference annually for this committee.

8.2 Subject to the prior agreement of the Trustees, the LGB may establish other subcommittees (or working groups) who may include individuals who are not members of the LGB, provided that such individuals are in a minority. Terms of reference should be created for any additional committee which must comply with the Scheme of Delegations and policies approved by the Trustees.

8.3 The LGB may delegate to a subcommittee (or working group) or any person serving on the LGB, subcommittee, the Head of School 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 subcommittee 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.

8.4 The chairman of each subcommittee shall be the person so designated by the Governors in appointing its members. If the Governors should omit to make such a designation, the subcommittee may appoint its chairman at the first meeting of the school year.

## Annex 2 - Proceedings of the LGB

### 1. Meetings

- 1.1 The LGB shall meet at least once in every term and shall hold other meetings as may be necessary.
- 1.2 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 seven clear days in advance of the meeting. Where there are matters demanding urgent consideration, the Chair or, in his absence, the Vice-Chair, may waive the need for seven days' notice of the meeting and substitute such notice as he/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/she has given reasonable notice to the clerk of the LGB and that the governors have access to the appropriate equipment.
- 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 LGB.

### 2. 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, which must include at least one governor appointed by the Trust. A majority of non-staff governors be required, in respect of representation, in any decision making.

### 3. Voting

- 3.1 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.

- 3.2 Any governor who is also an employee of the Trust shall withdraw from that part of any meeting of the LGB at which their remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement are to be considered.
- 3.3 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.

#### **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 their duties as a governor of the LGB shall disclose that fact to the LGB as soon as they become aware of it. A person must absent themselves from any discussions of the LGB in which it is possible that a conflict will arise between his 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 LGB has a Personal Financial Interest if he, 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.
- 4.3 All governors must register business interests annually in line with the academies financial handbook clause 3.1.16 - 3.1.20.
- 4.4 In the interests of transparency and in line with clause 2.5 of the financial handbook the academy trust will publish up to date information on its website regarding each governor.



## **5 Minutes of meetings**

- 5.1 At every meeting of the LGB the minutes of the last meeting shall be taken as the first agenda item after any apologies and, if agreed to be accurate, shall be signed as a true record.
- 5.2 Any confidential items should be minuted separately and agreed under a separate item of business.
- 5.3 The clerk to the LGB 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 Company Secretary of the Trust.