

# **Local Governing Bodies: Constitution and Terms of Delegation**

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**Heartlands Community Trust**

## Contents

1	Introduction .....	3
2	Remit.....	3
3	Composition of Local Governing Bodies .....	3
4	Commitment of Local Governors.....	3
5	Appointment and particular responsibilities of Local Governors .....	4
6	Convening meetings of the Local Governing Body .....	6
7	Voting at meetings of the Local Governing Body.....	6
8	Personal interests of Local Governors .....	7
9	Committees of the Local Governing Body .....	7
10	Minutes.....	8
11	Delegation to the LGB.....	8
12	Intervention Rights .....	8
13	Alterations .....	9
14	Circulation list .....	9

## Appendix

Appendix 1	Local Governor declaration.....	10
Appendix 2	Reserved matters.....	11

## 1      **Introduction**

This constitution and terms of delegation has been made by the Trustees of Heartlands Community Trust (**Academy Trust**).

## 2      **Remit**

Broadly, the role of a Local Governing Body (**LGB**) is to provide focused governance for the Academy at a local level. It monitors the Academy's key performance indicators and acts as a critical friend to the Head teacher, providing challenge where appropriate.

The LGBs carry out their functions in relation to their respective Academy on behalf of the Directors and in accordance with policies determined by the Trustees. The act of delegation from the Trustees to the LGBs is a delegation of powers and duties, and not a delegation or shedding of responsibilities.

## 3      **Composition of Local Governing Bodies**

Each LGB comprises a maximum of ten members (**Local Governors**), including:

- the Head teacher of the Academy
- at least two elected parents or guardians of a pupil at the Academy (**Parent Local Governors**)
- one employee of the Academy elected by employees of the Academy (**Staff Local Governors**), and
- up to four other members as the Trustees decide.

Each LGB shall have a Chair and a Vice-Chair.

The length of service of all Local Governors shall be three years. Subject to remaining eligible to be a Local Governor, any Local Governor may be reappointed or re-elected at end of his or her term.

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 Appendix 1 or as prescribed by the Trustees from time to time, and shall make disclosures for the purposes of a criminal records check by the Disclosure and Barring Service.

## 4      **Commitment of Local Governors**

Local Governors are asked to:

- prepare for and make an active contribution at meetings of the LGB
- champion the Academy in the local community
- familiarise themselves with the Academy's policies
- visit the Academy both during school hours (with prior arrangement with the Head teacher) and for evening events to get to know the Academy and to be visible to the Academy community; and
- attend training sessions for Local Governors, where possible.

## 5 Appointment and particular responsibilities of Local Governors

### 5.1 Chair

The Chair is appointed by the Trustees. The term of office of the Chair is one year, but the Chair is eligible for reappointment at the end of that term.

The Trustees are entitled to remove the Chair from office at any time, although this would be without prejudice to the individual's position as a Local Governor.

The Chair will ordinarily meet with the Head teacher of the Academy and the Clerk to the LGB before the start of the academic year to plan the work of the LGB for the year.

The responsibilities of the Chair include the following:

- to chair meetings of the LGB
- to set the agenda for meetings with the Head and Vice-Chair
- to report to the Trustees in writing following each LGB meeting, if requested
- to give an oral summary of the LGB's deliberations if requested at meetings of the Board of Trustees; and
- to provide a direct link between the LGB and the Trustees.

In the event of a need to make genuinely urgent decisions between meetings on matters falling within the remit of the LGB, the Chair of Trustees, in consultation with the Chair of the LGB (or the Vice-Chair of the LGB in his or her absence), 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 Trustees and of the LGB.

### 5.2 Vice-Chair

The Vice-Chair is appointed by the Trustees. The term of office of the Vice-Chair is one year, but the Vice-Chair is eligible for reappointment at the end of that term.

The Trustees are entitled to remove the Vice-Chair from office at any time, although this would be without prejudice to the individual's position as a Local Governor.

The responsibilities of the Vice-Chair include the following:

- to deputise for the Chair in his or her absence
- to set the agenda for meetings of the LGB with the Chair, if requested; and
- to provide a link between the LGB and the Trustees.

In the absence of both the Chair and the Vice-Chair at a meeting, the LGB will elect a temporary Chair from among their number.

### 5.3 Staff Local Governors

The Staff Local Governor shall be elected by the staff at the Academy.

The responsibilities of the Staff Local Governor are to represent the interests and opinions of teaching and non-teaching staff at the Academy to the LGB.

#### 5.4 Parent Local Governors

Parent Local Governors for each LGB shall be elected in accordance with the process set out below:

- 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
- in the event that the number of nominees equals or is less than the number of vacancies on the LGB, the LGB can choose to appoint all (or any) of those nominated
- 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.

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.

The responsibilities of the Parent Local Governor are to represent the interests and opinions of the Parent Body of the Academy to the LGB.

#### 5.5 Other responsibilities

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

- a Local Governor with responsibility for special educational needs
- a Local Governor with responsibility for safeguarding
- a Local Governor with responsibility for finance
- a Local Governor with responsibility for the pupil premium; and
- a Local Governor with responsibility for health and safety.

#### 5.6 Clerk to the Local Governing Body

The Trustees 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.

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

- convene meetings of the LGB including sending notices and papers of meetings
- attend meetings of the LGB and ensure minutes are produced
- maintain a register of members of the LGB including their terms of office and report any vacancies to the LGB
- maintain a register of business interests of LGB members
- maintain a register of Local Governors' attendance at meetings and report on non-attendance to the LGB
- report to the LGB as required on the discharge of the Clerk's functions; and
- perform such other functions as shall be determined by the LGB from time to time.

## **5.7 Ceasing to be a Local Governor**

A Local Governor's term of office will be terminated if:

- any event or circumstance occurs which would disqualify him or her from the office of Trustee under the Articles were he or she to hold such office
- 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 and the Chair and the Vice Chair agree that the term of office should be terminated
- he or she resigns from office by notice to the Academy Trust
- he or she is removed by the person or persons who appointed him. This does not apply in respect of a person who is serving as a Parent Local Governor
- he or she is a Staff Local Governor who has ceased to be employed by the Academy Trust; or
- he or she is removed by the Trustees in circumstances where they consider (acting reasonably) that it is in the best interests of the Academy Trust to remove the Local Governor.

## **6 Convening meetings of the Local Governing Body**

Meetings of the LGB will be held in each term. It is expected that each LGB will hold between four and six meetings per year.

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 Chair 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 Chair directs.

Any two Local Governors may call a meeting by giving written notice to the Clerk, which includes a summary of the business they wish to carry out. It shall be the duty of the Clerk to convene a meeting as soon as reasonably practicable.

The Local Governors may invite persons who are not Local Governors (such as 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 the meeting.

The convening of a meeting and the proceedings conducted at meetings shall not be invalidated by reason of any individual not having received written notice of the meeting or a copy of the agenda.

## **7 Voting at meetings of the Local Governing Body**

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

A meeting shall be terminated if the number of Local Governors present ceases to constitute a quorum. Where a meeting is not held or is terminated before all the matters specified as items of business on the agenda for the meeting have been disposed of, a further meeting shall be convened by the Clerk as soon as is reasonably practicable, but in any event within seven days of the date on which the meeting was originally to be held or was so terminated.

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

- 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
- the LGB has access to the appropriate equipment

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

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.

Where there is an equal division of votes, the Chair has a casting vote.

The Local Governors may act notwithstanding any vacancies, but, if the number of Local Governors is less than the number fixed as the quorum, the continuing Local Governors may act only for the purpose of filling vacancies.

A resolution in writing, signed by all Local Governors entitled to receive notice of a meeting shall be valid and effective as if it had been passed at a meeting duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more Local Governors and may include an electronic communication by or on behalf of the LGB indicating his or her agreement to the form of resolution providing that the Local Governor has previously notified the LGB in writing of the email address or addresses which the Local Governor will use.

## **8 Personal interests of Local Governors**

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

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:

- 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 will arise between his or her duty to act solely in the interests of the Academy and such duty or personal interest
- withdraw from any meeting for that item unless expressly invited to remain in order to provide information
- not be counted in the quorum for that part of any meeting; and
- withdraw during the vote and have no vote on the matter.

## **9 Committees of the Local Governing Body**

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.

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

## 10 Minutes

Attendance at each LGB meeting, issues discussed and recommendations for decisions shall be recorded and the minutes signed by the Chair at the next meeting of the LGB. The written record (once approved by the Chair of the relevant LGB meeting) shall be forwarded by the Clerk to the LGB to the Clerk to the Trustees as soon as is reasonably practicable.

## 11 Delegation to the LGB

The LGB shall have the roles set out in the Decision Making Matrix and any other role that the Trustees agree shall be carried out by the LGB and that is communicated in writing to the Chair of the LGB.

## 12 Intervention Rights

### Intervention in times of concern

The Board of Trustees remains ultimately responsible for the Academy Trust and the conduct of the Academies. The operation of the various elements of governance and the Decision Making Matrix are crucial to its success. However, there will be circumstances (more the exception than the norm) where the Board of Trustees might need to intervene and, for example, withdraw delegated authority for a particular element of governance including a LGB.

In such circumstances, the Board of Trustees, along with the CEO and his or her team (the **Central Team**), would work closely with any Academy or Academies concerned and those involved in their governance who would be expected to promptly implement any advice or recommendations made by the Board of Trustees and the Central Team.

The Board of Trustees reserves the right to review or remove any power or responsibility which it has delegated, in particular, in circumstances where serious concerns in the running of an Academy or Academies are identified (either internally within the Academy Trust or by a third party), including where:

- there are concerns about financial matters
- insufficient progress is being made against educational targets (including where intervention by the Secretary of State is being considered or carried out)
- there has been a breakdown in the way the Academy is managed or governed
- the safety of pupils or staff is threatened, including a breakdown of discipline; or
- the Board of Trustees considers such removal of power or responsibility appropriate in all of the circumstances.

### The delegated budget

In line with their duties and responsibilities as trustees and directors and irrespective of the delegations set out in the Decision Making Matrix, the Board of Trustees shall be entitled to determine that a proportion of the budget in respect of the Academy be held centrally for the following reasons:

- to be allocated to the provision of central services received by the Academy

- in pursuance of the Academy Trust's reserve policy; and / or
- as otherwise may be determined by the Board acting reasonably and in the best interests of the Academy Trust.

### **13 Alterations**

This constitution and these terms of reference may be altered by a majority resolution of the Trustees of the Academy Trust.

### **14 Circulation list**

This constitution and these terms of reference shall be circulated to Trustees of the Academy Trust, all Local Governors, the Clerk to the LGB, and others at the discretion of the Chair of the Trustees of the Academy Trust or the Chair of an LGB. This constitution and these terms of reference were approved and adopted by a resolution of the Trustees of the Academy Trust passed at a meeting held on 4<sup>th</sup> February 2016 and take immediate effect.

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**July 2017**

**Annual Review LAB: Constitution & terms of delegation** – following a review the Board of Trustees/Directors noted that the Constitution & terms of delegation were still fit for purpose; however resolved that the term: Local Advisory Board is changed to Local Governing Body (LGB) with immediate effect.

**Date of next review:** July 2018

## Appendix 1 Local Governor declaration

The Trustees  
Heartlands Community Trust  
Heartlands High School  
Station Road  
Wood Green  
London  
N22 7ST [• 00 month year]

Dear Sirs

### Heartlands Community Trust (**Academy Trust**) - appointment as a Local Governor

I confirm that I wish to be a Local Governor in respect of Heartlands Community Trust in accordance with the Terms of Reference for Local Governing Bodies prescribed by the Trustees of the Academy Trust from time to time.

I confirm that I am not disqualified from becoming a Local Governor by reason of any provision in the Terms of Reference for Local Governing Bodies (and by extension the Memorandum and Articles of Association of the Academy Trust).

I also confirm that I understand that I must disclose any personal interest I may have in any matter to be discussed at a meeting of the Local Governors in accordance with paragraph 8 of the Terms of Reference for Local Governing Bodies (or as prescribed by the Trustees of the Academy Trust from time to time).

Yours faithfully

Signed .....

Name .....

Date .....

## Appendix 2 Reserved matters

The Reserved Matters are:

### Members

(subject to such other consents / requirements as might be required by law or the Funding Agreement)

- 1 To change the name of Academies or the Academy Trust
- 2 To change the Objects (which would require Charity Commission and Secretary of State consent in any event)
- 3 To change the structure of the Board of Trustees
- 4 To amend the Articles of Association
- 5 To amend this Scheme
- 6 To pass a resolution to wind up an Academy or the Academy Trust
- 7 To appoint the auditors (save to the extent that the Trustees may make a casual appointment)

### Trustees

(subject to such other consents / requirements as might be required by law or the Funding Agreement)

- 8 To change the name of the Academies
- 9 To determine the educational character, mission or ethos of the Academies
- 10 To adopt or alter the constitution and terms of reference of any committee of the Board of Trustees
- 11 To terminate a supplemental funding agreement for an Academy
- 12 To establish a trading company
- 13 To sell, purchase, mortgage or charge any land in which the Academy Trust has an interest
- 14 To approve the annual estimates of income and expenditure (budgets) and major projects
- 15 To appoint investment advisors
- 16 To sign off the annual accounts
- 17 To appoint or dismiss the Director of Finance, the Chief Executive Officer, the Principals, the Company Secretary or the Clerk to the Trustees
- 18 To settle the division of executive responsibilities between the Trustees on the one hand and Chief Executive Officer, the Principals and the Finance Director on the other hand, and to settle the division of executive responsibilities between those individuals
- 19 To do any other act which the Funding Agreement expressly reserves to the Board of Trustees or to another body (including for the avoidance of doubt, terminating the Funding Agreement or any part of it)
- 20 To do any other act which the Articles expressly reserve to the Board of Trustees or to

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| another body   |
| 21 To do any other act which the Board of Trustees determine to be a Reserved Matter from time to time |