



## Terms of Reference – Local Governing Board (“LGB”)

### 1. Terms of Reference

- These terms of reference are drafted and maintained by St Bartholomew’s CE Multi Academy Trust. The Trustees may make amendments to these terms of reference from time to time, as described in the Trust’s Articles of Association (“Articles”).
- The Terms of Reference will be reviewed at least annually by the Trustees.
- If amendments are made, the Trust shall notify the Chair of each LGB, who shall be expected to make the other Governors aware of such changes. The clerk will also be informed.

### 2. The Trust and LGB

- The Trust is a charitable company limited by guarantee and is ultimately responsible to the DfE pursuant to the Funding Agreements.
- The Trustees are the charity trustees responsible for the general control and management of the administration of the Trust in accordance with the provisions set out in the Articles.
- The LGB shall be a Committee of the Trustees as described in the Articles.
- Trustees will determine who shall appoint Chair and Vice-Chair of the LGB based on educational performance of the respective schools. Generally, Trustees will appoint these roles in schools judged to be Inadequate and may choose to delegate to the LGB in other instances. This may be judged on a case-by-case basis and the LGB will be informed of arrangements.

### 3. LGB - Governors

Membership of the LGB shall be determined in accordance with the following provisions:

- The total membership shall be not fewer than 3 and not greater than 12, except in exceptional circumstances when Trustees may choose to appoint above the maximum 12 Governors (for example, to fill an identified skills gap and/or to aid succession planning).
- The membership of the LGB shall be comprised as follows:
  - the Headteacher (Ex Officio position).
  - 2 elected Parent Governors.
  - 1 Staff Governor (in the event the Staff Governor ceases employment, their role will be immediately vacated upon termination of contract).
  - **Voluntary Controlled schools:** up to 3 Foundation Governors, provided the total number of Foundation Governors does not exceed 25% of the total number of Governors. In the event of a reduction in a number of other Governors categorised (e.g., the resignation of an Appointed Governor), it is acceptable that the number of Foundation Governors remains the same i.e., no Foundation Governors are expected to step down.



## Terms of Reference – Local Governing Board (“LGB”)

- **Voluntary Aided schools:** up to 7 Foundation Governors, provided the total number of Foundation Governors outnumber all other Governors by two Governors.
- Appointed Governors (who are appointed by the Trustees) up to the maximum allowed total 12 Governors (depending on above stipulations). Members of staff are not eligible to be Appointed Governors.

In addition, any Trustee may attend a meeting of the LGB and will count towards the quorum and receive a vote on any matters for decision.

### 4. Governors’ Term of Office

- All terms of office – apart from the Headteacher – will be 4 years. The Headteacher role is ex officio.
- Any Governor shall hold and vacate office in accordance with the terms of their appointment but the length of their term of office shall not exceed four years (except in the case of the Headteacher).
- Subject to remaining eligible to be a Governor, any Governor may be re-appointed for consecutive periods.
- Where a Governor has previously served as a Governor of the school prior to Academy conversion, the term of office shall continue (and will thus not reset).

### 5. Resignation & Removal of Governors

- A Governor may at any time resign their office by giving notice in writing to any or all the following:
  - The clerk.
  - The Headteacher and Chair of Governors.
- 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.
- 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 individual school.
- Any Staff Member shall automatically cease to hold office if they cease 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 they are aged 18 or over at the date of their election or appointment. No current pupil from within the Trust shall be a Governor.
- A Governor shall cease to hold office if they
  - Become incapable by reason of mental disorder, illness, or injury of managing or administering their own affairs.



## Terms of Reference – Local Governing Board (“LGB”)

- Are absent without the permission of the Chair from all their meetings held within a period of six months and the Governors resolve that this office be vacated.
- Would be disqualified from acting as a charity trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision).
- A person shall be disqualified from holding or continuing to hold office as a Governor:
  - If their estate has been sequestrated and the sequestration has not been discharged, annulled, or reduced.
  - If they are the subject of a bankruptcy restrictions order or an interim order.
  - If at any time when they are 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 they are disqualified from working with children under section 28, 29, 29A and 29B of the Criminal Justice and Court Services Act 2000.
  - If they are a person in respect of whom a direction has been made under section 142 of the Education Act 2002.
  - Where they have, 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 72 of the Charities Act 1993.
  - If they have not complied with the Trust’s DBS procedure as detailed in the Safer Recruitment policy. Governors are required to have an Enhanced Disclosure and Barring Service Certificate and Section 128 check.
  - Where a person becomes disqualified from holding or continuing to hold office as a Governor and they are, or are proposed, to become such a Governor, they shall upon becoming so disqualified give written notice of that fact to the Clerk to the LGB.

### 7. Appointment of the Clerk to Governors

- The Clerk to Governors shall be appointed by the Board of Trustees by recommendation from the CEO. 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 (apart from the Headteacher) to act as Clerk for the purposes of that meeting.
- Where the LGB is dissatisfied with the Clerk, they can make representations to the CEO for a replacement Clerk, stating their reasons for dissatisfaction.

### 8. Appointment of Chair and Vice Chair of LGB

- **Good/outstanding schools:** The Chair and Vice-Chair of the LGB shall be elected by the LGB for a term of between 1-4 years, as determined by the LGB.



## Terms of Reference – Local Governing Board (“LGB”)

- **RI/Inadequate schools:** The Chair and Vice-Chair of the LGB shall be appointed at the start of each academic year by the Trustees from among the Local Governors.
- Staff Governors are not eligible to be appointed as Chair or Vice-Chair.
- Where the Trust considers that there is not a suitable Chair or Vice-Chair from among the Governors, the Trust will either appoint a Trustee to fulfil the role until such time as a suitable Governor can be found or will appoint a person with the requisite skills and experience externally.
- If both the Chair and the Vice-Chair are absent from any meeting of the LGB, the LGB shall appoint a Chair from their number for the purpose of that meeting. This person cannot be a member of staff.

### 9. Responsibilities of Local 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 and in the Scheme of Delegation, the Trustees delegate the running of the school to the LGB 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 provision of the school.

#### **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.
- Following LGB scrutiny, 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.
- 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.
- Maintenance of or putting in place appropriate arrangements for the maintenance of the school estate in accordance with the guidelines established by the Trust.



## Terms of Reference – Local Governing Board (“LGB”)

- Ensure health and safety regulations are followed.
- Implementation of the Trust’s procurement policies.
- Observing proper levels of delegation and protocols.

### Governance

- The Governors are **not** charity trustees within the terms of section 97(1) of the Charities Act 1993 (although a Governor may also be a Trustee).
- Each Governor shall always act in the best interests of the Trust and school.
- 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 LGB and disband it at any time.
- On appointment, each Governor must state that they are familiar and agree to comply with:
  - All Trust policies and procedures as relevant to the role of a Governor, including the Induction Policy, Code of Conduct and Safeguarding and Child Protection Policy, Cyber Security (and any other Trust documents as appropriate and/or as requested from time to time).
  - The Articles of Association.
  - the Funding Agreements.
  - these Terms of Reference.
  - any terms of reference for sub-committees (e.g., Governors’ Pay Committee, as detailed within the Pay Policy).
- Each Governor shall be required to carry out training to ensure their skills and knowledge are up to date, including safeguarding training upon induction and regularly thereafter (in line with Keeping Children Safe in Education September 2022).
- It is a Governor’s responsibility to consider if, and raise any concerns where, they feel that appropriate training and development is not being provided.

### Christian Distinctiveness

- Governors in Voluntary Controlled and Voluntary Aided schools are expected to confirm they will uphold the distinctively Christian nature of the school.

### Personnel

- Governor involvement (where applicable) in the appointment of school staff is detailed within the Scheme of Delegation, which in turn refers to the Trust’s Appointment of Staff grid. This will be regularly reviewed by Trustees.
- The terms of reference for the Governors’ Pay Committee is reviewed annually as part of the Pay Policy.
- Monitoring local HR activity and policy, including the process for local performance reviews for members of staff.



## **Terms of Reference – Local Governing Board (“LGB”)**

- The Chair of the LGB will be offered the opportunity to be involved in the performance management of the Headteacher. The time and date for this meeting will be determined by the Trust.

### **10. Meetings of the LGB**

- The LGB shall meet at least 3 times in every academic year and shall hold such other meetings as may be necessary. The clerking of a maximum of 3 meetings will be supported via the top-slice; clerking of any additional meetings will be covered by individual school budget.
- All formal meetings shall be convened by the Clerk to the LGB, who shall send written notice of the meeting and a copy of the agenda at least seven clear days in advance of the meeting.
- A special meeting of the LGB shall be called by the Clerk whenever requested by the Chair. 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.
- 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.

### **11. Quorum for LGB Meetings**

- Meetings of the LGB shall be quorate if three or one-third of members are present (whichever is greater).
- If the number of Governors assembled for a meeting of the LGB does not constitute a quorum, the Chair (or Vice-Chair in their absence) shall determine if the meeting should be held. If, during a meeting of the LGB, the number of Governors present ceases to constitute a quorum, the Chair (or Vice-Chair in their absence) shall determine if the meeting shall be terminated forthwith.
- If, for lack of a quorum, a meeting cannot be held or cannot continue, the Chair shall, if they think fit, determine the time and date at which a further meeting shall be held and shall direct the Clerk to convene the meeting accordingly.

### **12. Proceedings of LGB Meetings**

- Every item to be decided at a meeting of the LGB 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.

### **13. Decisions Outside of LGB Meetings**



## **Terms of Reference – Local Governing Board (“LGB”)**

- Decisions may, at times, be required outside of LGB meetings. In such circumstances, the Chair of the LGB may use “Chair’s action” to approve an item delegated to the LGB which – if not approved – could have a seriously detrimental effect on the School/Trust, its staff, or pupils (or other stakeholders).

### **14. Minutes and Publication**

- Draft minutes are considered as approved for the public record at the point at which the Chair of the LGB approves them.
- At every meeting of the LGB the minutes of the last meeting shall be scrutinised and, if agreed to be accurate, shall be signed by the Chair as a true record.
- 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 school upon request.
- All documents are stored electronically.

### **15. Delegation of Functions and Committees**

- The terms of reference for the Governors’ Pay Committee are contained within the Pay Policy.
- There are no other LGB sub-committees in effect.
- Governors may meet informally throughout the year as they see fit. Such meetings will not be formally minuted and attendance at such meetings will not count towards an individual Governors’ formal (and published) attendance record.

### **16. 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 regarding having a Personal Financial Interest shall also apply to the Governors.
- The procedure detailed within the Articles of Association shall apply to the LGB always provided that, in the case of a Personal Financial Interest for a Governor who is not also a Trustee, the LGB may meet to authorise the benefit.
- All Governors shall complete a declaration of interests form on joining the LGB (this may be via electronic means e.g., GovernorHub declaration) and then each academic year thereafter.
- Any Governor who has any duty or personal interest (including but not limited to any Personal Financial 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 and notify the Chair at the start of any meeting where that conflict relates to an agenda item. A Governor must absent themselves from any discussions of the Governors in which it is possible that a conflict will arise between their 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).