

Ormiston Academies Trust

# Local Governing Body Terms of Reference

## Document version control

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## 1. Glossary

“academy”	means <i>Ormiston SWB Academy</i>
“Articles”	means the Articles of Association of the Trust
“Associate”	means a person who attends the local governing body to provide specific skills, knowledge or experience or viewpoints who will not have a vote on matters to be decided and any decisions about admissions, student exclusions, the academy budget, financial commitments or the appointment of governors
“Chief Executive”	means the person appointed by the Trustees as an employee to oversee and coordinate all Trust activities
“DfE”	Means the Department for Education and any successor in title
“Chief Financial Officer”	means the person appointed by the Trustees as an employee, under the overall direction of the Chief Executive, to oversee the financial aspects of the Trust
“governor”	means a member of the local governing body
“LA”	means the local authority for the academy
“Local governing body”	means the local governing body for the academy constituted as provided by Clause 3 of this document
“Ormiston / OAT”	means Ormiston Academies Trust
“Parent governor”	means a governor elected to the local governing body by the parents of students at the academy
“Personal Financial Interest”	means any interest in the employment or remuneration of, or the provision of any other benefit to, a governor as further detailed within clauses 6.5 to 5.9 of the Memorandum

“Principal”	means the member of staff at the academy who has been appointed by the Trustees to have overall day to day control of and responsibility of the academy
“Principal Sponsor”	means Ormiston Trust
“Secretary”	means the Company Secretary of the Trust or any other person appointed to perform the duties of Secretary to the Trust
“Staff governor”	means a governor of the staff elected to the local governing body by members of staff of the academy
“this document”	means these Terms of Reference
“the Trust”	means Ormiston Academies Trust, a company limited by guarantee having registered number 06982127
“the Trustees”	means those persons appointed as trustees of the Trust

1.1. Unless the context requires otherwise, a reference to:

1.1.1. A numbered clause is a reference to the clause so numbered in this document

1.1.2. A numbered paragraph is a reference to the paragraph so numbered in this document

## 2. Responsibilities of trustees and the local governing body

2.1. The Trust is a charitable company limited by guarantee. It has entered into a Master Funding Agreement and any Supplemental Funding Agreements covering the funding of the Academies within the Trust (together the “Funding Agreements”).

2.2. The Trustees are the charity trustees (within the terms of section 177(1) of the Charities Act 2011) and responsible for the general control and management of the administration of the Trust in accordance with the provisions set out in the Memorandum and Articles.

2.3. The local governing body shall be a Committee of the Trustees established pursuant to articles 100 to 104 of the Articles of Association of the Trust.

2.4. The Trustees retain authority and responsibility for the following:

- 2.4.1. to determine the vision and ethos of the Trust whilst acknowledging the uniqueness of each individual academy and the needs of the communities they serve
- 2.4.2. to, in conjunction with the Chief Executive officer, develop a strategic plan for the Trust and to ensure the effective communication of that plan so it is implemented across the Trust and in all the academies
- 2.4.3. to oversee with regard to the finances of the Trust and the academy, including, but without limitation, responsibility for compliance with the financial and accounting requirements detailed within the Funding Agreements
- 2.4.4. to establish and maintain the academies (including considering expansion of the Trust by taking existing schools into the Trust or opening new schools)
- 2.4.5. to determine and ensure the implementation of material policies and procedures with the intention of achieving and then maintaining a consistently high standard of education and financial prudence across all areas of the Trust
- 2.4.6. to approve the overall Trust budget and the budgets of each academy, having regard to any recommendations of the Finance Committee which will be responsible for conducting a thorough review of all budget proposals
- 2.4.7. to formally appoint the Chief Executive Officer
- 2.4.8. to provide challenge and support to the Chief Executive Officer and through him to the academies
- 2.4.9. to set goals and undertake the performance management of the Chief Executive Officer
- 2.4.10. to ensure that the Chief Executive Officer is effectively overseeing the objectives and outcomes of each of the academies
- 2.4.11. to ensure appropriate performance management systems are in place and are effective across the Trust and are accompanied by relevant programmes for the professional development of staff
- 2.4.12. to regularly receive and review the KPIs from the academies
- 2.4.13. to oversee the delivery of the benefits of collaborative working, common approaches and common systems across the academies
- 2.4.14. to ensure that the Trust operates effective health and safety systems and procedures (including safeguarding)
- 2.4.15. to ensure there are robust financial systems and procedures in place that are adhered to by the Trust and each academy (using periodic internal audits to provide such assurance)
- 2.4.16. to ensure the performance and delivery of any service provided by the Trust to the academies

- 2.4.17. to ensure proper advice is available to the Trust in relation to legal and compliance matters
  - 2.4.18. to ensure a comprehensive risk management framework and appropriate risk management strategies are put in place and maintained across the Trust.
  - 2.4.19. As the legal employer of all staff, responsibility for human resource policies and procedures and terms and conditions of service
  - 2.4.20. Oversight of people management processes
  - 2.4.21. Maintenance of the fixed asset register
  - 2.4.22. Compliance with all statutory regulations and Acts of Parliament governing the operation of the academy
  - 2.4.23. Determination of the admissions policy and arrangements for the academy in accordance with admissions law and DfE codes of practice
- 2.5. Subject to the limitations set out above, the Trustees delegate the day to day running of the academy to the principal and local governing body. The core duties of local governing bodies are:
- 2.5.1. Ensuring clarity of vision, ethos and strategic direction
  - 2.5.2. Effective challenge of the principal for the educational performance of the academy and its students
  - 2.5.3. Effective review and challenge of the financial performance of the academy to ensure that its money is well spent, ensuring that the funds allocated to it are used only in accordance with the law, OATs Articles of Association, the Funding agreement and the ESFA academies Financial Handbook
- 2.6. To achieve its objectives the local governing body should address matters such as:
- 2.6.1. Monitoring performance and the achievement of objectives and ensuring that plans for improvement are acted on including the quality of provision
  - 2.6.2. Academy level policy development and strategic planning, including target-setting to keep up momentum on school improvement
  - 2.6.3. Ensuring the sound management and administration of the academy
  - 2.6.4. Ensuring that managers are equipped with relevant skills and guidance
  - 2.6.5. Ensuring compliance with legal requirements
  - 2.6.6. Implementation of actions required to comply with statutory regulations and the Funding Agreements
  - 2.6.7. Establishing and maintaining a transparent system of prudent and effective internal controls

- 2.6.8. Management of the academy's financial, human and other resources (in particular controls over the spending identified in the Academy Development Plan)
- 2.6.9. Helping the academy be responsive to the needs of parents and the community and making it more accountable through consultation and reporting
- 2.6.10. Setting the academy's standards of conduct and value
- 2.6.11. Assessing and managing risks.
- 2.6.12. Implementation of the policies agreed by the Trustees and the Trust
- 2.6.13. Notifying the Trust of any changes to fixed assets used by the academy and maintaining an individual fixed asset listing for the academy.
- 2.6.14. Reviewing the academy's risk register and ensuring that the RAG ratings are accurate and that the mitigating controls are working effectively.
- 2.6.15. Reviewing when relevant any internal audit reports.
- 2.6.16. The appointment, job description, appraisal and dismissal of all members of staff of the academy excluding the principal but the remuneration of every member of staff and their terms of service shall be within the parameters from time to time established by the Trustees

2.7. Specific areas which the local governing body will oversee include:

- Approving the Academy Development plan ensuring the compliance of the curriculum and making sure the longer-term budget plans take account of and deliver it
- Reviewing the academy improvements in terms of quality and curriculum and teaching
- Monitoring the academy safeguarding and equalities procedures and compliance
- Approving specific academy policies
- Recommending the academy budget for approval to the Ormiston Academies Trust
- Monitoring financial performance against the approved budget and approving or recommending changes or additions to the planned expenditure with the financial limits by the scheme of delegation.
- Oversight of maintenance of the academy estate in accordance with the guidelines established by the Trust

2.7.1. Upload copies of the minutes to the OATnet within 14 days of the date of each meeting of the local governing body

2.8. 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.

2.9. Each governor shall act in the best interests of the academy at all times.

2.10. The governors must keep confidential all information of a confidential nature obtained by them relating to the academy.

2.11. The Trustees reserve the right to withdraw delegated powers from the local governing body and disband it at any time.

## 3. Composition of the local governing body

3.1. The membership of the local governing body shall be determined in accordance with the following provisions –

3.2. The total membership shall be no fewer than 6 including the principal and no more than 15.

3.3. The membership shall comprise:

- a. the principal is an ex-officio member
- b. two elected Parent governors
- c. at least one but no more than two elected Staff governors
- d. at least one member co-opted by governors representing the local community
- e. at least one OAT nominee and
- f. such other members as the Trust decides

3.3.1. The local governing body may also appoint optional Associates to provide specific skills, knowledge and/or experience and viewpoints to the local governing body. The scope and length of service shall be agreed with the chair of governors but 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. Associates may serve as chairs of committees where the committee has delegated powers to elect its own chair and where they are able to operate effectively within the legal constraints of their role. Associates will not have a vote on matters to be decided and any decisions about admissions, student exclusions, the academy budget, financial commitments or the appointment of governors.

3.3.2. Local governing bodies are encouraged to appoint associate members to develop knowledge and experience and succession plan for future appointments.

3.4. The local governing body is encouraged to continually reflect on the skills and diversity of its membership and seek governors to fill vacancies accordingly.

3.5. The local governing body may continue to act notwithstanding a temporary vacancy in its composition.

## 4. Resignation and removal

4.1. A governor may at any time resign their office by giving notice in writing to the clerk to the local governing body.



- 4.2. With the exception of the chair and OAT nominee, a local governing body can propose the removal of a governor by submitting a recommendation, approved by a majority vote at a governors' meeting, for the removal to be considered by the CEO. This would normally be as a result of a breach of the Code of Conduct outlined in the Governor Forms Pack.
- 4.3. 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.
- 4.4. Any staff member or non-teaching staff member shall automatically cease to hold office if they cease to be associated with the academy in the capacity in which they were elected.
- 4.5. Governors may be suspended for all or some Local governing body or Committee meetings, this can be for a fixed period based on the following grounds:
  - 4.5.1. Any staff governor who is suspended from their role as a staff member will also be suspended in their role as a governor.
  - 4.5.2. Any parent governor who is banned from school site will not be permitted to attend LGB meetings for the duration of their ban.
  - 4.5.3. that the governor is the subject of proceedings in any court or tribunal, the outcome of which may be that he is disqualified from continuing to hold office as a governor under the articles of association
  - 4.5.4. that the governor is in breach of any of the provisions of the code of practice which the LGB believes has, or could, bring the academy, the LGB or their office into disrepute.
  - 4.5.5. that the governor has acted in a way that is inconsistent with the ethos of the academy and has brought or is likely to bring the academy, the LGB or their office into disrepute.
  - 4.5.6. that the governor is in breach of their duty of confidentiality to the academy or to any member of staff or to any student at the academy.
  - 4.5.7. that the governor conducts themselves in a way that contravenes the ethos of OAT and the academy.
- 4.6. A resolution to suspend a governor or director from office shall not have effect unless the matter is specified as an item of business on the agenda for the meeting of which notice has been given in accordance with the articles of association.
- 4.7. Before a vote is taken on a resolution to suspend a governor, the governor proposing the resolution shall at the meeting to state their reasons for doing so. The governor who is the subject of the resolution shall then be given the opportunity to make a statement in response before withdrawing from the meeting.
- 4.8. Any governor who does not complete any of the following within 5 months of appointment will be automatically considered for removal from their governor role:
  - 4.8.1. Governor forms pack

4.8.2. DBS check (number provided to school)

4.8.3. Mandatory training modules

4.9. Governors who do not complete one of the actions above within their first 5 months will be contacted and given one month to complete all actions. At the end of this calendar month, if the governor has not completed these actions, they will be automatically removed.

4.10. Any governor who has not attended an LGB for 6 months, with or without apologies will be automatically considered for removal at the next LGB meeting, subject to agreement from the Chair of governors.

4.11. As with suspension, a governor being considered for removal is entitled to attend a governor meeting at which their removal is proposed and make recommendations for the continued appointment.

## 5. Persons ineligible to be governors

5.1. 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 student of the academy shall be a governor however a current student may be invited to attend a meeting of the governors at the discretion of the governors.

5.2. A person shall be disqualified from holding or continuing to hold office as a governor:

5.2.1. If:

(a) their estate has been sequestrated and the sequestration has not been discharged, annulled or reduced

(b) they are the subject of a bankruptcy restrictions order or an interim order

5.2.2. At any time when they are subject to a disqualification order or a disqualification undertaking under the Company Trustees 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)

5.2.3. If they have been removed from the office of charity trustee or trustee 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 they were responsible or to which they were privy, or which they by their conduct contributed to or facilitated.

5.2.4. At any time when they are:

(a) 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; or

(b) disqualified from working with children under section 28, 29, 29A and 29B of the Criminal Justice and Court Services Act 2000

- 5.2.5. If they are a person in respect of whom a direction has been made under section 142 of the Education Act 2002
- 5.2.6. 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 178 of the Charities Act 2011.
- 5.2.7. If they have not provided to the Chair of the Trustees a criminal record 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 the Chair of the Trustees 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.
- 5.2.8. 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.
- 5.2.9. A governor shall cease to hold office if they are 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).
- 5.3. Where a person becomes disqualified from holding or continuing to hold office as a governor and they are, or is proposed, to become such a governor, they shall upon becoming so disqualified give written notice of that fact to the Secretary.
- 5.4. It should be noted that staff who work at the academy for an average of more than one-third of an academy year (i.e. more than 500 hours in total) are only eligible to serve as staff governor at that academy and not in any other category.

## 6. Term of office

- 6.1. Any governor shall hold and vacate office in accordance with the terms of their appointment but (except in the case of the principal) the length of their term of office shall not exceed four years.
- 6.2. Subject to remaining eligible to act as a chair, a chair may be reappointed or re-elected for up to a maximum of three consecutive terms of office. Once a chair has reached their maximum term of office, they may not be reappointed except in highly exceptional circumstances and only to support a succession plan. Governors can serve as many terms as the LGB agrees but best practice would be no more than three consecutive terms.

## 7. Conflicts of interest

- 7.1. The income and property of the academy must be applied solely towards the provision of the objects as detailed in the Articles of Association. The restrictions which apply to the Trustees with regard to having a personal financial interest shall also apply to the governors.
- 7.2. The procedure detailed at clause 6.8 of the Articles of Association shall apply to the governing body always provided that, in the case of a personal financial interest for a governor who is not also a Trustee, the governing body may meet to authorise the benefit.
- 7.3. 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. 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 academy and any duty or personal interest (including but not limited to any personal financial interest).
- 7.4. Interests should be declared on the governor forms pack at least annually at the first meeting of the academic year. The clerk should be notified of any change to this declaration throughout the year.
- 7.5. Those serving on local governing bodies are accountable to the Trust Board and must ensure that at all times they act in good faith and in the best interests of the academies and the Trust. Members of the local governing body must comply with the Trust's Business and Pecuniary Interest policy.

## 8. Appointment of chair and vice-chair

- 8.1. The chair of the local governing body shall be appointed by the chief financial officer of Ormiston Academies Trust.
- 8.2. The vice-chair of the local governing body shall be appointed by the governing body.
- 8.3. If both the chair and the vice-chair are absent from any meeting of the local governing body, those governors present shall appoint one of their number to chair the meeting.

## 9. Meetings of local governing body

- 9.1. The local governing body shall meet at least once in every term and shall hold such other meetings as may be necessary.
- 9.2. All meetings shall be convened by the clerk to the local governing body, who shall send to the governors written notice of the meeting and a copy of the agenda at least seven clear days in advance of the meeting. The agenda shall be prepared by the clerk to the local governing body with input from the principal and chair.

- 9.3. A special meeting of the local governing body shall be called by the clerk whenever requested by the chair or at the request in writing by any 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.
- 9.4. 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.
- 9.5. Copies of all notices, agendas and minutes of meetings of the local governing body shall be uploaded to OATnet at the same time as they are sent to governors.

## 10. Quorum

- 10.1. Meetings of the local governing body shall be quorate if four or one-third of members are present (whichever is greater).
- 10.2. If the number of governors assembled for a meeting of the local governing body does not constitute a quorum, the meeting shall not be held. If in the course of a meeting of the local governing body the number of governors present ceases to constitute a quorum, the meeting shall be terminated forthwith.
- 10.3. If for lack of a quorum a meeting cannot be held or, as the case may be, 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.

## 11. Proceedings of meetings

- 11.1. 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.
- 11.2. A governor may not vote by proxy.
- 11.3. 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.
- 11.4. 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 their remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement are to be considered.
- 11.5. A resolution in writing, signed by all the governors (or all of the members of a committee of 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 (or the members of a committee, as the case may be).

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

## 12. Minutes and publication

- 12.1. At every meeting of the local governing body the minutes of the last meeting shall be taken as the first agenda item after any apologies, except in cases where the governors present decide otherwise, and, if agreed to be accurate, shall be signed as a true record.
- 12.2. The clerk to the local governing body 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 chairperson 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, added to OATnet.

## 13. Delegation of functions and committees

- 13.1. The local governing body must establish a Strategic Progress Board (SPB) and may establish a Finance & General Purpose Committee (FGP). The terms of reference of these committees is established by the Trust. The governor members should be determined by the local governing body.
- 13.2. Membership and remit of the F&GP Committee and SPB committees are determined in individual terms of reference. Where there is not a separate FGP Committee, the FGP terms of reference should be adopted by the LGB as additional responsibilities.
- 13.3. The local governing body may also establish such other committees as it considers desirable to carry out its responsibilities. The powers of these committees and the terms of reference and membership shall be determined by the local governing body in accordance with any guidance or policies of the Trust.
- 13.4. Committees may include a minority of associate members who are not governors.
- 13.5. Except where it is otherwise constrained within its terms of reference, a committee may invite attendance by persons who are not governors or committee members where such attendance is considered by the members of the committee to benefit its deliberations.
- 13.6. Copies of the minutes of Committee meetings are to be circulated to all governors and those who are entitled to attend local governing body meetings with the exception of confidential business.

## 14. Financial matters

- 14.1. Following the recommendation by the local governing body, the budget is to be submitted to the Trustees for approval and, for the avoidance of doubt, the academy budget shall not be effective until such times it has been approved by the Trustees.

- 14.2. The local governing body is required to work to cash limits as may be determined by the Trust and based on the approved budget. Under no circumstances has the local governing body the authority to borrow money.
- 14.3. Except where prior permission has been obtained from the Trustees, the academy budget is to be prepared to show break even or better.

## 15. Accounts and audit

- 15.1. The local governing body shall:
- 15.1.1. Keep proper accounts and proper records in relation to the accounts; and
  - 15.1.2. Prepare in respect of each financial year of the academy a statement of accounts which are then consolidated to produce the Trust's financial statements.
  - 15.1.3. The statement shall give a true and fair account of the state of the academy's affairs at the end of the financial year and of the academy's income and expenditure in the financial year.
  - 15.1.4. The accounts (including any statements prepared under this clause) shall be audited by persons appointed in respect of each financial year by the Trust.
  - 15.1.5. The local governing body will provide such access and assistance as maybe required by the Trust to review the finances of the academy

## 16. Responsibilities of principal

- 16.1. Subject to responsibilities of the local governing body and the policy statements of the Trust, the principal shall be responsible to the local governing body for:
- 16.1.1. Implementing the agreed policies and procedures laid down by the local governing body and the Trust (including the implementation of all statutory regulations)
  - 16.1.2. Advising the local governing body on strategic direction, forward planning and quality assurance
  - 16.1.3. The leadership and management of the academy
  - 16.1.4. The admission of students
  - 16.1.5. Managing the delegated budget and resources approved by the Trust
  - 16.1.6. Advising the local governing body on the appointment of the vice principal and such other senior posts as the local governing body may determine

- 16.1.7. The appointment of all other staff and (except to the extent directed otherwise by the Trustees and/or the Local governing body), the salary grading, allocation of duties, appraisal and discipline of all staff
- 16.1.8. The maintenance of good order and discipline by the students including their suspension and/or exclusion within the framework laid down by the local governing body; and
- 16.1.9. All such additional functions as may be assigned under the job description or contract of employment

## 17. Conduct of staff

- 17.1. The Trust is responsible for determining the human resource policies, procedures and terms and conditions of service for all employees including the setting of appropriate rules for the conduct of staff.

## 18. Rules and bye-laws

- 18.1. The local governing body shall have power to make rules and bye-laws in respect of the government and conduct of the academy as it shall think fit. Such rules and bye-laws shall be subject to the provisions of this document and to approval by the Trustees.

## 19. Amendment of instrument and rules of government

- 19.1. This document shall be adopted at the first meeting of the governors in each academic year.
- 19.2. Notwithstanding clause 19.1, this document may be modified or replaced by the Trustees as they may from time to time consider appropriate.

## 20. Copies of these terms of reference

- 20.1. A copy of this document, and of any rules and bye-laws, shall be given to every governor and are available on the governance section on OATnet.

## 21. Effective date

- 21.1. These Terms of Reference shall come into effect on 11 December 2020.