Shropshire Church of England Academies Trust

Local Governing Body Terms of Reference

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Terms of Reference of the Local Governing Bodies (LGB)

1. Introduction

1.1 As a charity and company limited by guarantee, the Trust is governed by a Board of Trustees who have overall responsibility and ultimate decision-making authority for all the work of the Trust.

1.2 To support the effective operation of the Trust and its schools, the Board of Trustees has established committees to which it has delegated certain of its powers and functions. The Local Governing Body (LGB) is a committee of the Trust Board and these terms of reference set out the constitution, membership, and proceedings of this committee.

1.3 Local Governing Bodies (LGBs) are established by the Board of Trustees to support the effective operation of the schools and represent the needs of their local community.

1.4 The Board of Trustees will review these Terms of References together with the membership of the committees on an annual basis.

1.5 These Terms of Reference may only be amended by the Board of Trustees.

1.6 When reading this document reference should also be made to the **Trust Scheme of Delegation.**

2. Local Governing Bodies (LGB)

2.1 The Local Governing Body (LGB) is a committee of the Board of Trustees established pursuant to articles 100 to 104 of the Articles. The Board may appoint Local Governing Bodies for each academy (and the same Local Governing Body may be appointed for more than one academy)

2.2 The current list of LGBs and the academy/academies they operate are:

The Trinity LGB:	Bomere and the XI Towns LGB:	Christ Church LGB	Meole Brace LGB	Bicton LGB
Beckbury Church of England Primary School and Nursery St. Mary's Bluecoat Church of England Primary School Worfield Endowed Church of England Primary School	Bomere Heath Church of England Primary School St. John the Baptist Church of England Primary School and Nursery	Christ Church, Church of England Primary School	Meole Brace Church of England Primary School and Nursery	Bicton Church of England Primary School and Nursery

3. Local Governing Body Membership

3.1 Any Local Governing Body constituted (whether solely or for two or more Academies) must be compliant with the terms of the **Funding Agreement**

3.2 The membership of each LGB (each a **LGB Member**) shall be as follows (unless the Board resolve otherwise):

two parent members;
one staff member;
the Headteacher of the academy/group of academies*;
incumbent or Principal Officiating Minister of the Parish in which the Academy is sited (applicable to designated Church schools only) or delegated representative;
members appointed by the Directors with the consent of the Appropriate Diocesan Authority**

**Where there is a Head of School in post, the Head of School will not hold voting rights.*

The number of people who shall sit on the LGB shall be not less than five and up to a maximum of 16.

***(a) In respect of any Academy that had previously been a Voluntary Controlled School, or a Foundation church school or was otherwise designated as a Church of England school immediately prior to conversion to Academy status, or has been established as an Church Academy which meets the conditions of section 19(5) of the Measure, shall (unless otherwise provided for in the relevant Diocesan Strategy or agreed with the Appropriate Diocesan Authority) have not less than 25% of its Members appointed by the Directors with the consent of the Appropriate Diocesan Authority and that all its members shall sign an undertaking to the Appropriate Diocesan Authority to uphold the designated religious character of the said Academy;*

(b) in respect of any Academy that had previously been a Voluntary Aided School or a Foundation school immediately prior to conversion to Academy status shall (unless otherwise provided for in the relevant Diocesan Strategy or agreed with the Appropriate Diocesan Authority) have all its members (except elected parent and any staff members) appointed by the Directors with the consent of the Appropriate Diocesan Authority and that all its members shall sign an undertaking to the Appropriate Diocesan Authority to uphold the designated religious character of the said Academy; Articles of Association

3.3 The Trustees may also appoint co-opted members to an LGB. A person who shall be 'co-opted' to the LGB means a person who is to serve on the LGB without having been appointed or elected to serve on the LGB. The Trustees may not co-opt a person who is employed at the Academy if thereby the number of persons employed at the Academy, serving on the LGB, would exceed one third of the total number of persons serving on the LGB.

3.4 The LGB shall ensure suitable arrangements are in place and follow correct procedure for conducting staff and parent governor elections.

3.5 The LGB shall ensure that all members have the necessary skills, background and experience to properly fulfil the LGB functions.

3.6 The LGB shall ensure that all governor eligibility and recruitment checks are undertaken, and disclosure & barring service (DBS) checks completed and satisfactory for its members.

4. Term of Office

4.1 The term of office for any LGB governor shall be four years, save that this time limit shall not apply to the Headteacher. Subject to remaining eligible to be a particular type of governor, any governor may be re-appointed or re-elected in accordance with the due process.

5. Chair and Vice Chair of the Local Governing Body

5.1 At the first meeting of each academic year the Local Governing Body will elect a member to act as Chair of the LGB. Members will also elect a Vice Chair to provide support and assistance to the Chair and deputise for the Chair in their absence.

5.2 No person may act as Chair or Vice Chair if they are an employee of the Trust.

6. Authority, remit & responsibilities of the Local Governing Body

6.1 The LGB is authorised by the Board of Trustees to carry out any activity authorised by these Terms of Reference and the Trust Scheme of Delegation.

6.2 The LGB shall be responsible for the matters as set out in the Remit and Responsibilities of the LGB.

6.3 In the event that an urgent decision has to be taken between meetings on matters falling within the remit of the LGB, the LGB Chair shall have delegated authority to make any such decision following consultation with the Chair of the Trust Board. Any decision taken and reasons for the urgency shall be explained and ratified at the next meeting of the LGB. In exceptional circumstances an extraordinary of the LGB may be called.

7. Proceedings of Local Governing Body meetings

7.2 The LGB will meet as often as is necessary to fulfil their responsibilities but at least three times a year (once per term).

7.3 Any three committee members can request that the Chair convene a meeting by giving no less than 14 days prior notice.

7.4 The quorum for the transaction of business of the LGB and any vote on any matter, shall be three governors (excluding the headteacher), or where greater, any one third (rounded up to the nearest whole number) of the total number of governors holding office at the date of the meeting, who are in each case present at the meeting and entitled to vote on the matters to be resolved.

7.5 In the event of a tied vote the Chair has the casting vote.

7.6 Each committee member present in person shall be entitled to one vote.

7.7 If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the LGB may determine.

7.8 The LGB may invite attendance at meetings from persons who are not LGB members to observe, assist or advise on a particular matter or range of issues. Such persons may speak with the permission of the Chair but shall not be entitled to vote. Any Trustee may, through prior arrangement with the Chair, attend any meeting of the LGB without voting rights.

7.9 The LGB shall work with the Headteacher/Head(s) of School to ensure that a Clerk is appointed and is present to take minutes at meetings of the LGB (see section 11 Clerking Arrangements). The Clerk must not be a Local Governor. In the absence of the Clerk at a meeting, the LGB shall elect a replacement for that meeting (who may be a Local Governor).

7.10 The Clerk shall circulate the agenda and any papers *on Governor Hub* at least one week before a meeting of the LGB.

7.11 A register of attendance shall be kept by the Clerk for each meeting.

7.12 The Clerk shall circulate the draft minutes of the LGB meeting to the Headteacher/Head(s) of School and Chair for approval no later than 10 school days following the date of the meeting. Once the draft minutes are approved for circulation, the Clerk should distribute the minutes to all other members of the LGB *via Governor Hub.*

7.13 The Clerk shall ensure that a copy of the signed minutes and meeting are held as a permanent record.

8. Conduct of Committee members

8.1 All LGB members shall observe at all times, the provisions of the Trust's Governor Code of Conduct.

8.2 LGB members are required to declare any business or other interests in any item being discussed at a meeting.

8.3 Each LGB member, if present at a meeting, shall disclose their interest and withdraw from the meeting and not vote on a matter if:

8.3.1 there may be a conflict between their interests and the interests of any of the schools or the Trust;

8.3.2 there is reasonable doubt about their ability to act impartially in relation to a matter where a fair hearing is required; or

8.3.3 they have a personal interest (this is where they and/or a close relative will be directly affected by the decision of the Committee in relation to that matter) in a matter.

9. Disqualification & Removal of LGB Members

9.1 A person shall be ineligible for appointment to the LGB and, if already appointed, shall immediately cease to be a member if the relevant individual:

9.1.1 is or becomes disqualified from holding office as a Governor of a school;

9.1.2 is included in the list of teachers or workers considered by the Secretary of State as unsuitable to work with children or young people;

9.1.3 is barred from any regulated activity relating to children;

9.1.4 is the subject of a bankruptcy restrictions order or an interim order;

9.1.5 is subject to disqualification under the Company Directors Act 1986 or an order made under section 429(2)(b) of the Insolvency Act 1986 or removed from the office of charity trustee or trustee for a charity by the Charity Commissioners or High Court on grounds of any misconduct or mismanagement, or under section 34 of the Charities and trustees Investment (Scotland) Act 2005 from participating in the management or control of any body.

9.1.6 is convicted of any criminal offence (other than minor offences under the Road Traffic Acts or the Road Safety Acts for which a fine or non-custodial penalty is imposed or any conviction which is a spent conviction for the purposes of the Rehabilitation of Offenders Act 1974);

9.1.7 has been fined for causing a nuisance or disturbance on a school premises during the 5 years prior to or since appointment or election as a LGB member;

9.1.8 refuses to an application being made to the Disclosure and Barring Services (DBS) for a criminal records check;

9.1.9 commits a serious breach of the Trust's Code of Conduct or any standing order or protocol implemented by the Board of Trustees;

9.1.10 if they have failed to attend the meetings of the LGB for a continuous period of six months, beginning with the date of the first meeting they failed to attend, without the consent of the LGB and the LGB members resolve that their office be vacated;

9.1.11 resigns their office by notice in writing to the Chair;

9.1.12 in the case of a Headteacher, they cease to be the Headteacher;

9.1.13 in the case of a staff governor, they cease to be an employee at the school;

9.1.14 the term of office expires and the person is not reappointed.

9.1.15 the Board of Trustees shall have the right at their sole discretion to remove or suspend any LGB Member by written notice to the Chair.

10. Reporting Procedures

10.1 Following each meeting the Committee will:

10.1.1 produce and agree minutes of its meetings;

10.1.2 provide a summary document identifying (i) decisions made, (ii) recommendations to the Board, (iii) any items for the information of the Board and (iv) items for further discussion by the Board, together the **Report to the Board**.

10.2 Each Committee shall conduct an annual review of its work and the powers and functions delegated to it under these Terms of Reference and shall report the outcome and make recommendations to the Board.

11. Clerking Arrangements

11.1 The LGB shall recruit and appoint a suitably experienced and/or qualified clerk to support its governors.

11.2 The clerk will provide the LGB with professional advice on governance procedures and compliance of the board. The clerk will ensure that the LGB meets their administrative and procedural requirements. The Chartered Governance Institutes competency framework for governance provides a framework to help practitioners review and plan their professional development and can be used as a tool to assess governance within organisations.

11.3 The LGB has responsibility for directing the work/hours of the clerk.

11.4 The main responsibilities of the Clerk will be to:

11.4.1 Provide advice and support to the LGB in order to meet all of its statutory duties.

11.4.2 Provide effective administrative support to the governing body including convening meetings, minute taking, maintaining minutes and meeting papers on Governor Hub, maintaining a register of attendance, maintaining a register of governor training and producing/updating a register of the LGB's pecuniary and business interests.

11.4.3 Advise the governing body on governance legislation and procedural matters where necessary before, during and after meetings.

11.4.4 Act as the first point of contact for governors with queries on procedural matters.

11.4.5 Have access to appropriate advice and guidance from third parties on behalf of the governing body.

11.4.6 Inform the governing body of any changes to its responsibilities as a result of a change in school status or changes in the relevant legislation.

11.4.7 Ensure that statutory policies are in place, and are revised when necessary with the assistance of staff.

11.4.8 Advise on the annual calendar of local governing body meetings and tasks.

11.4.9 Send new governor induction materials and ensure they have access to appropriate documents, including any agreed code of practice.
11.4.10 Contribute to the induction of governors taking on new roles.
11.4.11 Support the training and development of the governing board, succession planning and ongoing self-evaluation and skills audit.
11.4.12 Manage all governing body information effectively in accordance with legal requirements.

Appendix 1 - Remit and Responsibilities of the LGBs

The powers and functions delegated by the Board of Trustees to the LGBs are set out in detail in the Trust's Scheme of Delegation as approved by the Board of Trustees and in summary include the following:

1. To oversee the running of the schools within the powers delegated to them by the Board of Trustees in the Scheme of Delegation.
2. Fulfilling the core values of effective governance as identified in the most recent DfE Governance handbook
   a. Ensuring clarity of vision, ethos and strategic direction for the school in alignment with the Trust vision and strategic objectives.
   b. Holding school leaders to account for the educational performance of the school and its pupils, and the effective performance management of staff; and
   c. Overseeing the financial performance of the school and making sure its money is well spent in line with trust policy and procedure.
3. To represent the views of the school and the community it serves.
4. To be aware of and ensure adherence to statutory and contractual requirements such as: charity and company law, keeping children safe in education, Academy Trust Handbook, responsibilities under the equalities act.
5. To promptly implement and comply with any policies or procedures communicated to the LGB.
6. To draw any significant recommendations and matters of concern to the attention of the Board of Trustees.
7. The LGB will follow the principles and commitments set out in the Code of Conduct for School Governors.

A high-level summary of the key activities and functions to be undertaken throughout the year by the LGB are set out below.

Key Activities	Typical Inputs
Understanding the Trust's vision & purpose • The Trust's vision and purpose	**Understanding the Trust's vision & purpose** • The Trust's vision & purpose audit
Understanding the community • Understanding what services currently exist & where the gaps are • Understanding local issues & needs • Understanding how the school relates to the wider learning community	**Understanding the community** • Gathering the views of others inc. parent and pupil voice • Connecting with local priorities
Reviewing actions • Know the improvement targets and strategies • Know the allocation of resources • Know how to review progress • Know how Premium funding is used	**Reviewing actions** • School Development Plan • Budget data/management reports • Pupil Premium report / sports premium report
Understanding the School • Pupil attainment & progress • Curriculum • Pupil behaviour, attendance & safety • Quality of teaching & learning • Continuing Professional Development • Preserve and develop the religious character/Christian distinctiveness of their academy.	**Understanding the School** • KPIs, performance data • National comparators • Ofsted reports • SIAMS reports • School Self-evaluation (Ofsted SEF/SIAMS SEF) • School Improvement priorities/progress

	• Monitoring visits
Working with the Headteacher • Assist in setting priorities for school improvement • Positively challenge and proactively support the headteacher and leadership team	**Working with the Headteacher/Head(s) of School** • School Development Plan • Local aspirations and community needs • School self-evaluation (SEF) • Parent and pupil voice
Undertaking specific responsibilities LGB Members are encouraged to be linked with key curriculum and/or other areas of interest/work, eg: Safeguarding, SEND, Health & Safety LGB Members may also be involved with Exclusions, hearing complaints, attending grievances & appeal hearings.	**Undertaking specific responsibilities** LGB Members with link responsibilities are expected, in line with good practice, to be familiar with the policy/policies relating to their area of work.

Appendix 2 - SCEAT Code of Conduct for School Governors

This code of conduct sets out the expectations and commitment required from school governors in order for the Board of Trustees and Local Governing Bodies (LGB) to carry out their work across the Trust, within the schools and the community. This Code should be read in conjunction with the articles of association and agreed scheme of delegation.

It is the overall Multi Academy Trust Board of Trustees that remain accountable in law and to Ofsted for the exercise of its functions. The trust board is responsible for the conduct of the schools and for promoting high standards. The trust board aims to ensure that children are attending successful schools which provide them with a good education and support their well-being.

The Local Governing Bodies have the following strategic functions:

Ensuring the strategic direction, by:
- promoting the vision, values, and objectives of the Multi Academy Trust
- agreeing the academy's improvement strategy with priorities and targets
- meeting statutory duties

Ensuring accountability by:
- monitoring the educational performance of the school and progress towards agreed targets
- supporting the performance management of the headteacher
- engaging with stakeholders
- contributing to the school self-evaluation

Ensuring financial probity, by:
- monitoring spending against budget
- ensuring value for money is obtained
- ensuring risks to the organisation are managed

As individuals on the Local Governing Body (LGB) we agree to accept the following principles of good practice and procedure:-

Role & Responsibilities
- We understand the purpose of the board and the role of the executive leaders.
- We accept that we have no legal authority to act individually, except when the board has given us delegated authority to do so, and therefore we will only speak on behalf of the Board of Trustees/LGB when we have been specifically authorised to do so.
- We accept collective responsibility for all decisions made by the Board of Trustees/LGB or its delegated agents. This means that we will not speak against majority decisions outside the Board of Trustees/LGB meeting.
- We have a duty to act fairly and without prejudice, and in so far as we have responsibility for staff, we will fulfil all that is expected of a good employer.
- We will encourage open governance and will act appropriately.
- We will consider carefully how our decisions may affect the community and other schools.
- We will always be mindful of our responsibility to maintain and develop the ethos and reputation of our school/group of schools. Our actions within the school and the local community will reflect this.

- In making or responding to criticism or complaints we will follow the procedures established by the Board of Trustees/LGB.
- We will actively support and respectfully challenge the Headteacher/Head(s) of School.
- We will accept and respect the difference in roles between the board and staff, ensuring that we work collectively for the benefit of the organisation.
- We will respect the role of the executive leaders and their responsibility for the day-to-day leadership of the organisation and avoid any actions that might undermine such arrangements.
- We agree to adhere to the school's rules and polices and the procedures of the LGB as set out by the relevant governing documents and law.
- When formally speaking or writing in our governing role we will ensure our comments reflect current organisational policy even if they might be different to our personal views.
- When communicating in our private capacity (including on social media) we will be mindful of and strive to uphold the reputation of the organisation.

Commitment

- We acknowledge that accepting office as a governor involves the commitment of significant amounts of time and energy.
- We will each involve ourselves actively in the work of the LGB, and accept our fair share of responsibilities, including service on committees or working groups.
- We will make full efforts to attend all meetings and where we cannot attend explain in advance why we are unable to.
- We will get to know the school(s) we are LGB members for well and respond to opportunities to involve ourselves in school activities.
- We will visit the school, with all visits arranged in advance with the staff and undertaken within the framework established by the LGB and agreed with the headteacher/Head of School.
- We will consider seriously our individual and collective needs for training and development and will undertake all statutory training and other relevant training.
- We accept that in the interests of open governance, our full names, date of appointment, terms of office, roles on the LGB, attendance records, relevant business and pecuniary interests, category of governor and the body responsible for appointing us will be published on the Trust's and school website.
- In the interests of transparency, we accept that information relating to governors will be collected and logged on the DfE's national database of governors (Get Information about Schools).

Relationships

- We will strive to work as a team in which constructive working relationships are actively promoted.
- We will express views openly, courteously and respectfully in all our communications with other governors/trustees, the clerk to the LGB and school staff both in and outside of meetings.
- We will support the Chair in their role of ensuring appropriate conduct both at meetings and at all times.
- We are prepared to answer queries from other governors/trustees in relation to delegated functions and take into account any concerns expressed, and we will acknowledge the time, effort and skills that have been committed to the delegated function by those involved.
- We will seek to develop effective working relationships with the Headteacher/Head(s) of School, staff and parents, the trust, the diocese(s), the local authority and other relevant agencies and the community.

Confidentiality

- We will observe complete confidentiality when matters are deemed confidential or where they concern specific members of staff or pupils, both inside or outside school.
- We will exercise the greatest prudence at all times when discussions regarding school/trust business arise outside an LGB meeting.
- We will not reveal the details of any Board of Trustees/LGB vote.

- We will ensure all confidential papers are held and disposed of appropriately.

Conflicts of Interest

- We will record any pecuniary or other business interest (including those related to people we are connected with) that we have in connection with the LGB business in the Register of Business Interests, and if any such conflicted matter arises in a meeting we will offer to leave the meeting for the appropriate length of time.
- We accept that the Register of Business Interests will be published on the Trust's/school's website.
- We will also declare any conflict of interests at the start of any meeting should the situation arise.
- We will act in the best interests of the school as a whole and not as a representative of any group, even if elected to the governing board.

Ceasing to be a Governor

- We understand that the requirements relating to confidentiality will continue to apply after a governor leaves office

Breach of this Code of Governance

- If we believe this code has been breached, we will raise this issue with the Chair and the Chair will investigate; the LGB will only use suspension/removal as a last resort after seeking to resolve any difficulties or disputes in more constructive ways.
- Should it be the Chair that we believe has breached this code; a member of the Board of Trustees or another LGB governor, such as the Vice Chair will investigate.

The Seven Principles of Public Life

(Originally published by the Nolan Committee: The Committee on Standards in Public Life was established by the then Prime Minister in October 1994, under the Chairmanship of Lord Nolan, to consider standards of conduct in various areas of public life, and to make recommendations).

Selflessness - Holders of public office should act solely in terms of the public interest.

Integrity - Holders of public office must avoid placing themselves under any obligation to people or organisations that might try inappropriately to influence them in their work. They should not act or take decisions in order to gain financial or other material benefits for themselves, their family, or their friends. They must declare and resolve any interests and relationships.

Objectivity - Holders of public office must act and take decisions impartially, fairly and on merit, using the best evidence and without discrimination or bias.

Accountability - Holders of public office are accountable to the public for their decisions and actions and must submit themselves to the scrutiny necessary to ensure this.

Openness - Holders of public office should act and take decisions in an open and transparent manner. Information should not be withheld from the public unless there are clear and lawful reasons for so doing.

Honesty – Holders of public office should be truthful

Leadership – Holders of public office should exhibit these principles in their own behaviour. They should actively promote and robustly support the principles and be willing to challenge poor behaviour wherever it occurs.