

# Cotswold Beacon Academy Trust

## Scheme of Delegation and Terms of Reference

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### 1. Introduction

Cotswold Beacon Academy Trust (“the Trust”) is a company limited by guarantee and is an exempt charity which means that although it has the responsibilities that are placed upon charities it is not required to be registered with the Charity Commission or file documents there. The Trust is constituted under Articles of Association which set out the purposes (“Objects”) and powers of the Trust and how these are to be exercised. The Objects cannot be changed although they can be added to with the approval of the Secretary of State. The Objects are:-

*to advance for the public benefit education in the United Kingdom, in particular but without prejudice to the generality of the foregoing by establishing, maintaining, carrying on, managing and developing a school offering a broad and balanced curriculum (“the Academy”);*

As a company limited by guarantee and to meet the requirements of company law the Trust has a dual governance level. It has:

- Members, the equivalent of shareholders in a commercial limited company, and
- Trustees who are the directors of the company and who together comprise the Trust Board and who report and are accountable to the Members.

The Trust Board has overall responsibility for the operation of the academies. It delegates functions that are specific to the individual academies to committees – known as Local Governing Bodies (“LGB”) and it delegates certain of its functions that relate to the Trust as a whole to other committees

of the Trust Board. The Chief Executive Officer (“CEO”), with support from the Finance Director (“FD”), is responsible for the day to day operation of the Trust and each academy has a Headteacher (“HT”) who reports to the CEO and is responsible for the operation of the individual academy.

This document sets how those various responsibilities are delegated and how the various constituent parts of the Trust are required to operate.

## 2. **Members** (see Appendix 2 for detailed Scheme of Delegation)

The Members have overall nominal responsibility for the Trust but they exercise their functions through the Trust Board. Each Member gives a nominal guarantee to contribute £10 if the Trust were to become insolvent and be wound up – that is the “guarantee” implied by the term “company limited by guarantee”.

The powers and duties of the Members in broad terms are:

- To appoint and remove Trustees
- To maintain the Membership and to appoint Members
- To appoint members of LGBs
- To approve any proposed changes to the Articles of Association

## 3. **Trustees** (see Appendix 2 for detailed Scheme of Delegation)

The Trustees are the directors of the trust and are the equivalent of governors in a local authority-maintained school. As company directors their duties are to:

- act within their powers;
- promote the success of the company;
- exercise independent judgment;
- exercise reasonable care, skill and diligence;
- avoid conflicts of interest;
- not to accept benefits from third parties; and
- declare any interest in proposed transactions or arrangements.

The Trust Board focuses on the three core functions of governance:

- Ensuring clarity of vision, ethos and strategic direction;
- Holding the ET to account for the educational performance of the academies and their pupils, and the performance management of staff; and
- Overseeing the financial performance of the Trust and making sure its money is well spent.

**Composition:** Up to 10 Trustees appointed by the Members, and the CEO and FD.

**Quorum:** One-third of the total number of Trustees in post or 3 if higher

**Meetings:** At least three each year convened on seven clear days' notice except in emergency as determined by the Chair

The Trust Board retains at Board level responsibility for:

- Deciding upon major strategic and legal aspects such as:
  - Establishing a new academy
  - Discontinuing or merging existing ones
  - Disposal of land otherwise for operational letting or hire purposes
  - Amending the Articles of Association
- Adopting the strategic plan for the Trust which will include individual strategic plans for each academy
- Procurement requiring the publication of OJEU advertisements
- Procurement of any contract with a value in excess of the LGB limit
- Approving the overall budget for the Trust and its devolution to each academy
- Approving the annual accounts of the Trust
- Ensuring that all regulatory requirements are met
- Recommending appointment of Members and Trustees and co-opting additional Trustees including conducting skills audits as required
- Appoint non-elected members of LGBs as per the terms of reference
- Securing that all Trustees and members of LGB are appropriately trained
- Approving all policies that the Trust by law is required to maintain. All policies originate from the ET. A schedule of policies is attached as Appendix 1
- Determining each year the scheme of delegation and terms of reference including approving the membership of all committees
- Determining admission arrangements for each academy
- Establishing arrangements for independent appeals against refusals to admit pupils to an academy
- Establishing arrangements for independent review panels to review permanent exclusions
- Appointment of:
  - CEO
  - FD
  - HT

The Trust Board delegates its functions as follows:

### **3.1. Finance and Resources Committee**

**Composition:** as determined by the Trust Board (majority of members of any such committee shall be Trustees)

**Quorum:** as determined by the Trust Board

**Meetings:** as determined by the Trust Board

- Detailed consideration of the annual budget including consideration of
  - The extent to which funds are retained for central services not directly related to individual academies
  - The allocation of central funds for the purposes of each individual academy, [including an envelope for staffing], which will be based mainly but not solely on pupil numbers
  - The allocation of funds to each individual academy
- Monitoring the financial performance of the Trust and holding the FD to account for this
- Monitoring the use of the pupil premium and other earmarked or dedicated funds
- Monitoring all Human Resource aspects
- Determination of staff pay and conditions
- Procurement of any contract with a value in excess of the LGB limit
- Performance management of FD?
- Disciplinary, capability and grievance aspects relating to CEO, FD and HT
- Detailed consideration of those policies within its remit
- Appointing non-employee members of the committee to operate as an audit committee

### 3.2 Community and Standards Committee

**Composition:** as determined by the Trust Board (majority of members of any such committee shall be Trustees)

**Quorum:** as determined by the Trust Board

**Meetings:** as determined by the Trust Board

- Approving academy performance targets
- Reviewing student outcomes against academy performance targets
- Approving and reviewing academy improvement plans
- Performance management of CEO, HT
- All aspects of the curriculum and curriculum delivery
- Dealing with formal complaints against an academy in accordance with the Trust complaints policy
- Monitoring student issues including behaviour and exclusions
- Monitoring all aspects of SEND
- Monitoring all aspects of safeguarding including British Values and the operation of the Prevent strategy
- Monitoring all equality aspects including the Public Sector Equality Duty

- Monitoring all aspects of readiness of inspection
- Detailed consideration of those policies within its remit

### **3.3 Local Governing Body (LGB)** (see Appendix 2 for detailed Scheme of Delegation and *Appendix 3 for detailed Terms of reference of LGBs*)

**Composition:** as determined by the Trust Board but so as to include at least 2 elected parent local governors.

**Quorum:** as determined by the Trust Board

**Meetings:** as determined by the Trust Board

- Reporting to the Trust Board on the overall performance of the academy
- Determination of the annual spend of that part of the Trust budget delegated to be managed by the academy
- Monitoring and reporting of educational outcomes in the academy
- Appointment of staff working at the academy in accordance with Trust policies
- Monitoring all aspects of safeguarding, SEND, equality and student welfare
- Dealing with the regulatory requirements of admissions and exclusions through designated committees of the LGB
- Liaising with the Trust Board, CEO and FD on all aspects of policy setting as they may respectively require
- Arranging election of elected members of the LGB in accordance with the Articles of Association

### **3.4 CEO** (see Appendix 2 for detailed Scheme of Delegation)

- Provide strategic and operational leadership of the Trust
- Responsible for the internal organisation management and control of each of the academies and specifically:
  - Development of Trust-wide strategies and strategies for individual academies for Trust Board approval
  - Determining and implementing curriculum provision and assessment
  - Performance management of all staff below HT level
  - Disciplinary, capability and grievance aspects relating to all staff below HT level
  - Securing compliance with the Master Funding Agreement and each Supplemental Funding Agreement
  - Ensuring the proper discharge of all statutory functions including in relation to admission appeals and reviews of permanent exclusion
- Reporting termly to the Trust Board
- The CEO may reasonably delegate any function to the FD, any HT or any other employee of the Trust
- [Other specific responsibilities including spending and contracting authorities]

### **3.5 FD (in conjunction with the CEO)**

- Provide financial leadership of the Trust
- Secure financial probity and value for money including compliance with the Academies Financial Handbook

- Prepare and maintain the Trust's Financial Manual
- Prepare budget for the Trust, including allocation of funds for centrally-maintained services, determining envelope of funding allocated to individual academies and determining sums to be delegated to each LGB for local spending, for Trust Board approval
- Reporting termly to Finance Committee
- [Other specific responsibilities including spending and contracting authorities]

A detailed Table of Delegations forms Appendix 2

Note: all decisions taken under delegated authority MUST be reported to the next available Trust Board meeting. This should be done by way of a minute of the decision or of the meeting at which the decision was taken.

## **Appendix 1**

### **POLICIES MAINTAINED BY THE ACADEMY TRUST REQUIRING TRUST REVIEW AND ADOPTION**

Note: all required policies are initiated by ET at the direction of CEO. Appendix 2 shows the approval and consultation requirements. All policies are to be reviewed every three years unless shown otherwise or a change of legislation or policy requires a sooner review. The Trust Board will set a review timetable to secure a rolling cycle of review.

#### **CURRICULUM AND PUPIL-RELATED POLICIES**

Admissions arrangements - arrangements to be determined annually. Any changes must be consulted on and where no changes are made, consultation is required at least every seven years

- Attendance policy
- Charging and remissions
- Safeguarding policy - review annually
- Curriculum Plan (policy)
- Pupil Premium Policy & Plan
- Religious Education Policy
- Academy Trips Policy
- Behaviour Policy
- Sex education Policy
- Special educational needs and disabilities -the SEND Information Report should be updated annually and any changes to the information occurring during the year should be updated as soon as possible
- Supporting pupils with medical conditions
- Teaching and Learning Policy

#### **STAFFING POLICIES**

- Allegations of abuse against staff
- Capability Policy

- Changes to Employee Terms & Conditions or Collective Agreements Redundancy Policy
- Disciplinary Policy
- Grievance Policy
- Performance Appraisal Policy
- Job Role Salary & Grading Policy Individual Performance Pay Awards
- Pay Policy - review annually
- Support Staff Annual Pay Award
- Teachers Annual Pay Award
- Other HR Policies
- Recruitment Policy (inc. agreeing future appointments)
- Whistle-blowing Policy
- Data protection – review at least every two years, register annually

#### **FINANCE AND RELATED POLICIES**

- Accessibility plan
- Asset Management Policy and Plan
- Employee Health & Safety Policy
- Health and safety Policy
- Trust & Academy Financial Regulations (inc. key policies)Trust Procurement Policy

#### **GOVERNANCE POLICIES**

- Adoption of Transferring Policies and Collective Agreements
- Complaints Policy
- Conflicts of Interest Policy
- Equality information and objectives (public sector equality duty) statement for publication - review frequency: Every four years and publish information annually (see below)
- Freedom of Information
- LGB Expenses Policy
- Register of business interests - review frequency: Ongoing requirement to keep updated
- Scheme of Delegation and Terms of Reference - review frequency: Annually or more often if required or desirable.
- School information published on a website - review frequency: Live – must be updated as soon as possible after a change and at least annually

## Appendix 2

### SCHEME OF DELEGATION

#### Introduction

This Scheme identifies the key decisions that are required in connection with the overall governance and management of the Academy Trust and the individual academies within it, and should be read in conjunction with the Terms of Reference for Local Governing Bodies and the Articles of Association of the Academy Trust. The Scheme is reviewed by the Trustees at least once per year and is subject to modifications made by the Trustees from time to time.

The bodies identified in the Scheme are as follows:

- **Members** of the Academy Trust
- **Trust Board** (which may separately delegate any powers reserved to it to specific committees of the Trust Board)
- **Local Governing Body** of the Academy (a committee of the Trust Board, which operates subject to Terms of Reference set by the Trust Board)
- **Headteacher** of the Academy
- **Accounting Officer** (a role held by the CEO as set out in the Accounting Officer role description established by the Trust Board)

The different levels of delegated power are described as follows:

- Accept (or implement) (A)
- Recommend (R)
- Propose (P)
- Be consulted (C)

*Note: Whilst this Scheme of Delegation sets out the broad areas of responsibility and procedure, the Trust is also required by the Academies Financial Handbook to approve a written scheme of delegation of financial powers that “maintains robust internal control arrangements” (see 2.1.4 of the Handbook).*

	<b>TASK</b> Accept (Implement) (A) Recommend (R) Propose (P) Be consulted (C)	<b>NOTES</b>	<b>MEMBERS</b>	<b>TRUST BOARD</b>	<b>CEO (Accounting Officer)</b>	<b>LGB</b>	<b>Academy Headteacher</b>
<b>1.</b>	<b>Governance</b>						
1.1.	Approve Trust Articles of Association		A	P			
1.2.	Approve Trust Scheme of Delegation			A	R	C	
1.3.	Approve new academies joining the Trust			A	R	C	
1.4.	Develop vision and values of the Trust			A	R	C	
1.5.	Develop vision and values of the Academy			C	C	A	R
1.6.	Appoint Trustees		A <sup>1</sup>	R		C	
1.7.	Establish Trust Committees			A			
1.8.	Approve Trust Committee Terms of Reference			A			
1.9.	Approve Local Governing Body (LGB) Terms of Reference			A		R	
1.10.	Establish LGB committees	As per LGB ToR				A	
1.11.	Appoint Chair of Trust Board	As per Articles		A			
1.12.	Appoint Chair of LGB	As per LGB ToR		A		R	
1.13.	Remove the Chair of LGB	As per LGB ToR		A	R	P	
1.14.	Appoint nonelected governors of LGB	As per LGB ToR		A		R	
1.15.	Remove elected governors of LGB	As per LGB ToR		A			
1.16.	Remove (negotiated) elected governors of LGB	As per LGB ToR		A		R	
1.17.	Appoint (and remove) Clerk to LGB	As per LGB ToR				A	
1.18.	Organise calendar of LGB meetings	As per LGB ToR				A	R
1.19.	Approve LGB Expenses Policy			A		R	
1.20.	Determination of Shared Services			A	R	C	C
<b>2.</b>	<b>Academy Performance, Curriculum and Teaching</b>						
2.1.	Academy Performance Targets			A	R	R	P
2.2.	Academy Performance Review			A	R	R	P
2.3.	Academy Improvement Plan			A	R	R	P
2.4.	Curriculum Plan (policy)			A		R	P
2.5.	Teaching & Learning Policy			A		R	P
2.6.	Sex Education Policy			A		R	P
2.7.	Religious Education Policy			A		R	P

<sup>1</sup> Co-opted Trustees appointed by the Trustees (majority vote)

	<b>TASK</b> Accept (Implement) (A) Recommend (R) Propose (P) Be consulted (C)	<b>NOTES</b>	<b>MEMBERS</b>	<b>TRUST BOARD</b>	<b>CEO (Accounting Officer)</b>	<b>LGB</b>	<b>Academy Headteacher</b>
<b>3.</b>	<b>Staff Policies and Pay</b>						
3.1.	Pay Policy			A		R	P
3.2.	Job Role Salary & Grading Policy			A		R	P
3.3.	Changes to Employee Terms & Conditions or Collective Agreements			A		R	P
3.4.	Adoption of Transferring Policies and Collective Agreements			A		R	P
3.5.	Teachers Annual Pay Award			A		R	P
3.6.	Support Staff Annual Pay Award			A		R	P
3.7.	Individual Performance Pay Awards				C	A	P
3.8.	Performance Appraisal Policy	The MAT will seek to move to uniform policies over time where appropriate		A		R	P
3.9.	Disciplinary Policy			A		R	P
3.10.	Grievance Policy			A		R	P
3.11.	Capability Policy			A		R	P
3.12.	Whistleblowing Policy			A		R	P
3.13.	Redundancy Policy			A		R	P
3.14.	Employee Health & Safety Policy			A		R	P
3.15.	Other HR policies			A		R	P
<b>4.</b>	<b>Staff Management</b>						
4.1.	Staff structures/grading and changes to these			A	C	R	P
4.2.	Recruitment Policy (inc. agreeing future appointments)			A	R	C	C
4.3.	Chief Executive Officer appointment			A			
4.4.	Finance Director appointment			A			
4.5.	Headteacher appointment <sup>2</sup>			A	C	R	
4.6.	Deputy Headteacher appointment <sup>3</sup>				C	A	R
4.7.	Senior leadership appointments <sup>4</sup> (inc. SBM					A	R
4.8.	Teaching and support staff appointments						A
4.9.	Performance appraisal of headteachers			A	R	R	
4.10.	Appointment and review of retained HR and legal services			A	R	C	C
4.11.	Suspension of Headteacher			A	C/R	C/R	

<sup>2</sup> Executive headteacher is part of interview panel

<sup>3</sup> Executive headteacher is part of interview panel

<sup>4</sup> Local Governor of the Academy to be involved in interview process

	<b>TASK</b> Accept (Implement) (A) Recommend (R) Propose (P) Be consulted (C)	<b>NOTES</b>	<b>MEMBERS</b>	<b>TRUST BOARD</b>	<b>CEO (Accounting Officer)</b>	<b>LGB</b>	<b>Academy Headteacher</b>
4.12.	Return of Headteacher after suspension			A	C/R	C/R	
4.13.	Dismissal of Headteacher			A	C/R	C/R	
4.14.	Appeal of Headteacher against dismissal			A			
4.15.	Suspension of Deputy Headteacher				C		A
4.16.	Return of Deputy Headteacher after suspension				C		A
4.17.	Suspension of teaching and support staff				C		A
4.18.	Return of teaching and support staff after suspension				C		A
4.19.	Dismissal of Deputy Headteacher				C	A	R
4.20.	Dismissal of teaching and support staff			A	C		A
4.21.	Appeal of staff against dismissal					A <sup>5</sup>	
<b>5.</b>	<b>Financial Governance &amp; Management</b>						
5.1.	Trust & Academy Financial Regulations (inc. key policies)			A	R	P	
5.2.	Trust & Academy Financial Procedures			A	R	P	
5.3.	Determine academy contribution for shared services			A	R	C	
5.4.	Trust Procurement Policy			A		C	
5.5.	Conflicts of Interest Policy			A	P		
5.6.	Trust 3 year Budget Plan			A		C	
5.7.	Trust 1 year Budget			A		C	
5.8.	Trust Consolidated Budget Updates			A			
5.9.	Trust Consolidated Financial Statements			A			
5.10.	Trustees' Report			A			
5.11.	Trust Academies Accounts Return to EFA			A			
5.12.	Academy 3 year Budget Plan			A	C	R	P
5.13.	Academy 1 year Budget			A	C	R	P
5.14.	Academy Budget Monitoring				C	A	
5.15.	Maintain and review Academy risk register					A	R
<b>6.</b>	<b>Financial Authorisation<sup>6</sup></b>						
6.1.	Expenditure or award of contracts up to HT limit						A

<sup>5</sup> Appeal to be dealt with by individuals who are not involved in the original dismissal decision.

<sup>6</sup> See Finance Policy for specific limits related to expenditure, contract and disposals

	<b>TASK</b> Accept (Implement) (A) Recommend (R) Propose (P) Be consulted (C)	<b>NOTES</b>	<b>MEMBERS</b>	<b>TRUST BOARD</b>	<b>CEO (Accounting Officer)</b>	<b>LGB</b>	<b>Academy Headteacher</b>
6.2.	Expenditure or award of contracts from HT limit up to LGB limit (c.f. Finance Regulations)					A	R
6.3.	Expenditure or contracts from LGB Limit up to OJEU <sup>7</sup> limit			A	C	R	P
6.4.	Expenditure of OJEU limit or over			A	C	R	P
6.5.							
6.6.							
6.7.	Disposals or write off of stock, assets or debts up to AFH limit			A		R	P
6.8.	Compensation payments up to £10,000				C	A	R
6.9.	Compensation payments from £10,001 to £49,999 (AFH Limit)			A	C	R	P
6.10.	Compensation payments of £50,000 and over	EFA consent required – see 3.7.6 of AFH		A subject to EFA consent	C	R	P
6.11.	Establishment of bank accounts and nominated signatories			A		R	
6.12.	Internal Assurance Reports				C	A	
<b>7.</b>	<b>Academy Policies &amp; Procedures</b>						
7.1.	Academy times, terms and holidays (inc. INSET)				A	R	R
7.2.	Safeguarding Policy			A	C	R	P
7.3.	Attendance Policy					A	R
7.4.	Behaviour Policy					A	R
7.5.	Fixed term Exclusion						A
7.6.	Permanent Exclusions				C		A
7.7.	Appeals against Permanent Exclusion					A	
7.8.	Complaints Policy			A			
7.9.	Admissions Policy			A	C	R	P
7.10.	Allocation of places against Admissions Policy					A	R
7.11.	Admissions Appeals					A	
7.12.	Academy website				C	A	P
7.13.	Academy logo & branding			A	C	P	R
7.14.	Academy uniform				C	A	P

<sup>7</sup> See <http://www.ojeu.eu/thresholds.aspx> for current limits.

	<b>TASK</b> Accept (Implement) (A) Recommend (R) Propose (P) Be consulted (C)	<b>NOTES</b>	<b>MEMBERS</b>	<b>TRUST BOARD</b>	<b>CEO (Accounting Officer)</b>	<b>LGB</b>	<b>Academy Headteacher</b>
7.15.	Academy Trips Policy				C	R	P
7.16.	Extended services on-site			A	C	R	P
7.17.	Pupil Premium Policy and Plan			A		R	P
<b>8.</b>	<b>Premises &amp; Assets</b>						
8.1.	Asset Management Policy & Plan			A	C	R	
8.2.	Health & Safety Policy			A	C	R	P
<b>9.</b>	<b>Significant Changes to an Academy</b>						
9.1.	Expansion of Academy (physical expansion rather than PAN)	EFA approval required		A	C	R	P
9.2.	Changes to PAN			A	C	R	P
9.3.	Extension of age range	EFA approval required		A	C	R	P
9.4.	Extension of Academy provision (Nursery)	EFA approval required		A	C	R	P

## Appendix 3

LGB Terms of Reference (maximum delegation - to be adjusted for each academy as appropriate)

[NAME OF ACADEMY TRUST]

### TERMS OF REFERENCE FOR LOCAL GOVERNING BODIES

APPROVED BY THE TRUSTEES ON: [DATE]

ACADEMY NAME: (Name)

#### 1 THE ROLE OF THE LOCAL GOVERNING BODY

- 1.1 The Local Governing Body is a committee of the main board of the Trust. Each Academy has its own Local Governing Body. Each Local Governing Body is established by the Board in accordance with the Trust's Articles and will be subject to Terms of Reference set out below which will detail the responsibilities of the Local Governing Body and its relationship with the main board.

#### 2 THE TRUST AND LOCAL GOVERNING BODY

- 2.1 The Trust is a charitable company limited by guarantee. It has entered into a Master Funding Agreement with the Department for Education and a Supplemental Funding Agreement in respect of the Academy (together the "Funding Agreements") and so it is the Trust that is ultimately responsible to the Department for Education pursuant to the Funding Agreements.
- 2.2 The Trustees are the charity trustees (within the terms of section 177 of the Charities Act 2011) and are responsible for the general control and management of the administration of the Trust in accordance with the provisions set out in the Articles.
- 2.3 The Local Governing Body is a committee of the Trustees established pursuant to Article 100. The Local Governing Body will act in accordance with these Terms of Reference and the Scheme of Delegation for the Academy unless otherwise directed by the Trustees. It will be accountable to the Accounting Officer and to the Trustees for its decisions.
- 2.4 The Chair of the Local Governing Body (of Marling School and Berkeley School) shall be a Trustee.

#### 3 LOCAL GOVERNING BODY – APPOINTMENT AND STRUCTURE

- 3.1 Membership of the Local Governing Body shall comprise not less than 9 and not more than 13 Local Governors, as follows:
- (a) The Headteacher
  - (b) A minimum of 2 and a maximum of 3 Parent Local Governors
  - (c) A minimum of 1 and a maximum of 2 Staff Local Governors;

(d) Local Governors appointed by the Trust

The number or balance of governors may be altered by the Trustees where concerns exist over the performance of the academy

With regard to the Local Governors appointed by the Trust, the Trustees shall invite nominations from the Local Governing Body and seek to ensure that the views of the Local Governing Body are taken into account.

- 3.2 Staff Local Governors shall be elected by staff members at the Academy. A Staff Local Governor must be a staff member at the time when he or she is elected. If a Staff Local Governor ceases to be a staff member then he shall be deemed to have resigned and shall cease to be a Local Governor. The Local Governors shall make all necessary arrangements for, and determine all other matters relating to, an election of the Staff Local Governors, including any question of whether a person is a staff member. Any election of Staff Local Governors which is contested shall be held by secret ballot.
- 3.3 The length of a Local Governor's term of office shall be four years, save that:
- (a) this shall not apply to the Headteacher, who shall hold office as a Local Governor for so long as he/she is in post as Headteacher;
  - (b) unless otherwise determined at the first meeting of the Local Governing Body, Local Governors who were governors of the Predecessor School at the date immediately prior to the Conversion Date shall continue to serve their remaining term of office as if they were still governors of the Predecessor School.

A Local Governor may be re-appointed for consecutive periods not exceeding 12 years in total (and for those Local Governors who were governors of the Predecessor School, the 12 years period shall be deemed to have commenced on the date of their most recent appointment as a governor of the Predecessor School). Thereafter a Local Governor shall not be eligible for re-appointment until one year after his or her retirement, unless agreed exceptionally by resolution of the Trustees that he or she shall be eligible to serve for a further consecutive term.

- 3.4 No person shall be qualified to be a Local Governor unless he is aged 18 or over at the date of his election or appointment. No current pupil of any of the Academies shall be a Local Governor.
- 3.5 A Local Governor shall cease to hold office if he becomes incapable by reason of illness or injury of managing or administering his own affairs.
- 3.6 A Local Governor shall cease to hold office if he is absent without the permission of the Local Governors from all their meetings held within a period of six months and the other Local Governors resolve that his office be vacated.
- 3.7 A person shall be disqualified from holding or continuing to hold office as a Local Governor if:
- 3.7.1 he has been declared bankrupt and/or his estate has been seized from his possession for the benefit of his creditors and the declaration or seizure has not been discharged, annulled or reduced; or
  - 3.7.2 he is the subject of a bankruptcy restrictions order or an interim order.
- 3.8 A person shall be disqualified from holding or continuing to hold office as a Local Governor at any time when he is subject to a disqualification order or a disqualification undertaking under the Company Directors 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).

- 3.9 A Local Governor shall cease to hold office if:
- 3.9.1 he would, by virtue of any provision in the Companies Act 2006 or section 178 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision), be disqualified from acting as a trustee; or
  - 3.9.2 he is otherwise found to be unsuitable by the Secretary of State under the provisions of the Funding Agreements.
- 3.10 A person shall be disqualified from holding or continuing to hold office as a Local Governor if he has 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 he was responsible or to which he was privy, or which he by his conduct contributed to or facilitated.
- 3.11 A person shall be disqualified from holding or continuing to hold office as a Local Governor where he has, 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.
- 3.12 After the Academy has opened, a person shall be disqualified from holding or continuing to hold office as a Local Governor if he has not provided to the chairman of the Trustees, by the date of the Local Governor's appointment or as soon as practicable thereafter, a disclosure and barring service certificate (previously known as a criminal records 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 either the chairman of the Trustees or the Accounting Officer 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.
- 3.13 Where, by virtue of these Terms of Reference a person becomes disqualified from holding, or continuing to hold office as a Local Governor; and he is, or is proposed, to become such a Local Governor, he shall upon becoming so disqualified give written notice of that fact to the Clerk.
- 3.14 A Local Governor's term of office shall be terminated if:
- 3.14.1 he resigns by serving written notice to the Clerk;
  - 3.14.2 the Trustees terminate his appointment;
  - 3.14.3 he is removed by the persons appointing him (although this does not apply to elected staff or Parent Local Governors); or
  - 3.14.4 in the case of a Staff Local Governor, his employment is terminated.
- 3.15 Upon receipt of a notice pursuant to paragraph 3.14.1, the Clerk shall promptly notify the Company Secretary of the same.
- 3.16 The Local Governing Body may continue to act notwithstanding a temporary vacancy in its composition.

#### **4 APPOINTMENT OF CHAIR AND VICE-CHAIR OF LOCAL GOVERNING BODY**

- 4.1 The Chair of the Local Governing Body shall be appointed by the Trustees, having sought views and any recommendations from the Local Governors.

- 4.2 The term of office of the Chair of the Local Governing Body shall be 2 years. Subject to remaining eligible to be a Chair, a Local Governor may be re-appointed for further terms of office as Chair by the Trustees.
- 4.3 The Vice-Chair of the Local Governing Body shall be appointed by the Local Governors from amongst their number, for a term of 2 years. Subject to remaining eligible to be a Vice Chair, a Local Governor may be re-appointed for further terms of office as Vice-Chair by the Local Governors.
- 4.4 If both the Chair and the Vice-Chair are absent from any meeting of the Local Governing Body, those Local Governors present shall appoint one of their number to chair the meeting.

## **5 RESPONSIBILITIES OF TRUSTEES AND LOCAL GOVERNORS**

### **5.1 Compliance and Governance**

5.1.1 The Trustees are required to:

- (a) ensure compliance with all statutory regulations and Acts of Parliament governing the operation of the Academy, including health and safety;
- (b) comply with the provisions of the Funding Agreements; and
- (c) determine the corporate planning and strategy for the Academy and the Trust in consultation with the Local Governing Body.

5.1.2 **The Local Governors shall:**

- (a) ensure that standards of attainment and achievement by the pupils of the Academy are high and are maintained at the highest possible level;
- (b) take a strategic role in the governance of the Academy;
- (c) act as a critical friend to the Academy and provide support to the Headteacher and the staff at the Academy;
- (d) monitor and evaluate the work of the Academy systematically and regularly in relation to:
  - (i) student performance;
  - (ii) self-evaluation;
  - (iii) improvement; and
  - (iv) budgeting;
- (e) maintain the Academy estate in accordance with any guidelines set out by the Trust;
- (f) report to the Trustees both generally and specifically as the Trustees may require from time to time;
- (g) carry forward the Trust's vision, in a way appropriate to the specific qualities and community characteristics of the Academy;

- (h) implement actions required to comply with statutory regulations and the Funding Agreements; and
- (i) implement the policies set by the Trust.

## 5.2 **Appointments and Training**

5.2.1 The Trustees shall (seeking recommendations from the Local Governing Body as appropriate):

- (a) appoint the Headteacher;
- (b) acting through the Trust's HR function:
  - (i) determine salary increases and undertake performance appraisal for the Headteacher (subject to the Headteacher's contract of employment);
  - (ii) approve performance appraisal related salary changes;
  - (iii) determine the pay policy for the Trust;
  - (iv) determine any restructuring of staff at the Academy;
  - (v) determine terms and conditions of service for staff (the Trust is the employer of all staff and is responsible for procedures and terms and conditions of service for all employees including the setting of appropriate rules for the conduct of staff, in each case as developed with each Academy. Changes to such policies and procedures will be effected only after consultation with the Local Governing Body, Headteacher and staff groups where appropriate)
- (c) appoint and remove the Chair;
- (d) provide Trustee and Local Governor training and evaluation.

### 5.2.2 **The Local Governors shall:**

- (a) comply with the Trust's agreed HR policies, including the process for local performance appraisal for members of staff;
- (b) effect any restructuring of staff at the Academy, provided always that advice shall be sought from the Trust's HR function before doing so;
- (c) appoint the Clerk to the Local Governing Body;
- (d) advise the Headteacher in the event that they consider that changes are required to staff terms and conditions (to be clear, Local Governors may not make any amendments to terms and conditions without the Trustees' consent).

## 5.3 **Finances**

5.3.1 The Trustees shall:

- (a) have oversight 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;
- (b) determine the Trust's annual budget (including determination of the top-slice for each Academy in consultation with the Local Governing Body);
- (c) determine, after consultation with the Local Governing Body, the extent of the services provided to the Academy by the Trust and how the costs for such services should be allocated, apportioned or retained;
- (d) comply with the Funding Agreement and the Academies Financial Handbook including, but without limitation, setting procurement policies for the Trust;
- (e) put in place guidelines for the local maintenance of assets and appropriate registers.

#### 5.3.2 **The Local Governors shall:**

- (a) provide to the FD by the stipulated deadline relevant details to enable draft budgets to be considered by the Trustees and to be submitted to the DfE as required by the Funding Agreements and provide such further support in connection with the budgetary process as may be required. Except where prior permission has been obtained from the Trustees, the Academy budget is to be prepared to show break even or better;
- (b) comply with the final budget as notified by the Trust, including monitoring and reviewing expenditure on a regular basis;
- (c) manage the Academy's cash flow and monitor expenditure by the Academy in accordance with policies determined by the Trustees. Under no circumstances has the Local Governing Body the authority to borrow money.
- (d) maintain proper accounting records and the preparation of income and expenditure and balance sheets as required by the FD;
- (e) assist the Trustees in complying with the provisions of the Funding Agreements where requested from time to time;
- (f) maintain or put in place appropriate arrangements for the maintenance of the Academy estate in accordance with the guidelines established by the Trust;
- (g) seek value for money and being able to demonstrate that value for money has been achieved, including implementation of the Trust's procurement policies;
- (h) notify the Trust of any changes to fixed assets used by the Academy; and
- (i) *observe proper levels of delegation and protocols, in conjunction with the FD and Accounting Officer.*

#### 5.4 **Policies and Targets**

##### 5.4.1 The Trustees shall (subject to the Scheme of Delegation):

- (a) determine the policies for use by the Academy;

- (b) determine the admissions policy and arrangements for the Academy in accordance with admissions law and DfE codes of practice (which is communicated to the Local Governors and implemented locally);
- (c) consider and evaluate performance against KPIs set by the Trust in relation to academics, finances and other matters;
- (d) approve the Academy's improvement plan (the improvement plan will be prepared by the Local Governors for approval by the Trustees); and
- (e) determine any additional financial and reporting targets for the Academy.

## 5.5 General Duties of Local Governors

5.5.1 Each Local Governor shall act in the best interests of the Academy and the Trust at all times.

5.5.2 No Local Governor shall act or omit to act in a way which would be prejudicial to the interests of the Academy or the Trust at any time, including any actions or omissions which might create bad publicity for the Academy or the Trust.

5.5.3 The Local Governors must keep confidential all information of a confidential nature obtained by them relating to the Academy and the Trust.

5.5.4 When a Local Governor becomes a Local Governor of an Academy within the Trust, he shall be required to complete and sign a registration form (with details required for the Trust) in which the Local Governor agrees to comply with:

- the Articles;
- the Funding Agreements;
- these Terms of Reference;
- the Local Governors' Handbook; and
- any terms of reference of sub-committees which may apply to that Local Governor.

5.5.5 Each Local Governor shall be required to attend training as referenced in paragraph 5.2.1(d).

5.5.6 Each Local Governor shall also be required to take part in regular self-reviews and is accountable for meeting his or her own training and development needs. It is a Local Governor's responsibility to consider if, and raise any concerns where, he feels that appropriate training and development is not being provided.

## 6 ACCOUNTING OFFICER

6.1 The Accounting Officer has been appointed by the Trustees to undertake the role of Accounting Officer and to have overall responsibility for leading the other Headteachers in creating the future of the Trust, working with the Trust to implement its strategic vision. The Trustees delegate to the Accounting Officer such functions and powers as are required to fulfil the duties outlined in the Accounting Officer's role description as determined by the Trustees from time to time.

## **7 RESPONSIBILITIES OF THE HEADTEACHER**

- 7.1 The Headteacher shall be responsible to the Trustees via the Local Governing Body for the leadership and management of the Academy, including, in particular for:-
- 7.1.1 securing outcomes for pupils/students (attainment and progress)
  - 7.1.2 implementing the agreed policies and procedures;
  - 7.1.3 advising the Local Governing Body on strategic direction, forward planning and quality assurance;
  - 7.1.4 advising the Local Governing Body and/or the admissions committee of the Academy on the admission of pupils (provided always that admissions appeals shall be considered by a panel established by the Trustees);
  - 7.1.5 managing the delegated budget and resources agreed by the Local Governing Body;
  - 7.1.6 advising the Local Governing Body on the appointment of the Deputy Headteacher and such other senior posts as the Local Governing Body may determine;
  - 7.1.7 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 in accordance with the Trust's human resources policies and procedures and best practice for HR and recruitment;
  - 7.1.8 the maintenance of good order and discipline by the pupils including their suspension and/or exclusion within the framework laid down by the Local Governing Body; and
  - 7.1.9 all such additional functions as may be assigned under the Headteacher's job description or contract of employment.

## **8 ROLE OF THE CHAIR**

- 8.1 **The Chair shall:**
- 8.1.1 meet regularly with the Headteacher;
  - 8.1.2 preside over efficient Local Governing Body meetings by establishing a sound sub-committee structure and effective working procedures; and
  - 8.1.3 be accountable to the Accounting Officer and to the Trustees for the operation of the Academy and shall meet with the Accounting Officer, the Headteacher and the Trustees at such times as may be reasonably required.

## **9 CONFLICTS OF INTEREST**

- 9.1 The income and property of the Academy must be applied solely towards the provision of the Objects as detailed in the Articles. The restrictions and procedures which apply to the Trustees in the Articles with regard to having a Personal Financial Interest shall also apply to the Local Governors.

- 9.2 Any Local Governor who has any duty or personal interest (including but not limited to any Personal Financial Interest) which conflicts or may conflict with his duties as a Local Governor shall disclose that fact to the Local Governors as soon as he becomes aware of it. A Local Governor must absent himself from any discussions of the Local Governors in which it is possible that a conflict will arise between his duty to act solely in the interests of the Academy and any duty or personal interest (including but not limited to any Personal Financial Interest).

## **10 MEETINGS OF LOCAL GOVERNING BODY**

- 10.1 The Local Governing Body shall meet at least 4 times an academic year and shall hold such other meetings as may be necessary. A quorum must be present, being three or one third of the total number of Local Governors then in office, whichever is the greater.
- 10.2 All meetings shall be convened by the Clerk, who shall send to the Local Governors and to the Headteacher written notice of the meeting and a copy of the agenda at least seven clear days in advance of the meeting.
- 10.3 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 of any three Local Governors or of the Headteacher. Where there are matters demanding urgent consideration, the Chair or, in his absence, the Vice-Chair may, with the approval of the Headteacher, waive the need for seven clear days' notice of the meeting and substitute such notice as he thinks fit.
- 10.4 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.
- 10.5 If the number of Local 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 Local Governors present ceases to constitute a quorum, the meeting shall be terminated forthwith.
- 10.6 If for lack of a quorum a meeting cannot be held or, as the case may be, cannot continue, the Chair shall, if he thinks fit, determine the time and date at which a further meeting shall be held and shall direct the Clerk to convene the meeting accordingly.
- 10.7 Every question to be decided at a meeting of the Local Governing Body shall be determined by a majority of the votes of the Local Governors present and voting on the question. Every Local 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.
- 10.8 A Local Governor may not vote by proxy.
- 10.9 No resolution of the Local Governing Body 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.
- 10.10 Any Local Governor who is also an employee of the Trust shall withdraw from that part of any meeting of the Local Governing Body at which his remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement are to be considered.
- 10.11 A resolution in writing or in electronic form, signed (or submitted in electronic form) by a majority of all the Local Governors (or all of the members of a committee of the Local Governing Body), shall be valid and effective as if it had been passed at a meeting of the Local Governing Body or (as

the case may be) a committee of Local Governing Body duly convened and held. Such a resolution may consist of several documents in the same form, each signed (or submitted in electronic form) by one or more of the Local Governors (or the members of a committee, as the case may be).

- 10.12 Any Local Governor shall be able to participate in meetings of the Local Governors by telephone or video conference provided that he has given reasonable notice to the Clerk and that the Local Governors have access to the appropriate equipment.
- 10.13 Minutes must be prepared of all Local Governing Body meetings and meetings of all sub-committees. Drafts of those minutes must be sent to all attendees and to Accounting Officer no later than 14 days after the date of the meeting. Final minutes, as approved by the Local Governors, must be sent to the Accounting Officer within 7 days of approval.

## **11 DELEGATION OF FUNCTIONS AND COMMITTEES**

- 11.1 The Local Governing Body shall establish committees as are necessary to carry out its responsibilities (which would include other Trust wide responsibilities including Health and Safety), as determined by the Local Governing Body and/or the Trust, (together, “**Committees**”) and the powers of any such Committees, their terms of reference and membership shall be determined by the Trust.
- 11.2 Membership of the committee responsible for personnel shall include the Headteacher.
- 11.3 The Committees may include members who are not Local Governors.
- 11.4 Except where it is otherwise constrained within its terms of reference, a Committee may invite attendance by persons who are neither Local Governors nor committee members where such attendance is considered by the members of the Committee to benefit its deliberations.
- 11.5 Copies of the non-confidential minutes of Committee meetings are to be circulated to all Local Governors and those who are entitled to attend Local Governing Body meetings.

## **12 ACCOUNTS AND AUDIT**

- 12.1 The Local Governing Body shall:
  - 12.1.1 keep proper accounts and proper records in relation to the accounts; and
  - 12.1.2 prepare in respect of each financial year of the Academy a statement of accounts.
- 12.2 The statement of accounts 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 during the financial year.
- 12.3 The accounts (including any statements prepared under this paragraph) shall be audited by persons appointed in respect of each financial year by the Trust.

## **13 RULES AND BYELAWS**

- 13.1 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.

## **14 AMENDMENT OF TERMS OF REFERENCE**

- 14.1 These terms of reference are drafted and maintained by the Trust. The Trustees may make amendments to these terms of reference from time to time. In the event that amendments are made, the Trust shall notify the Chair of each Local Governing Body, who shall be expected to make the other Local Governors aware of such changes.
- 14.2 This document shall be subject to review at least at the first meeting of the Trustees after 31 August 2016 and at the first meeting of the Trustees in each academic year thereafter.

## **15 EFFECTIVE DATE**

- 15.1 These Terms of Reference shall come into effect, in relation to a Local Governing Body, on the establishment of the Local Governing Body.

## **16 INTERPRETATION**

- 16.1 In this document:-

“Academy”	means the Academy which is one of the academies of the Trust;
“Accounting Officer”	means the person appointed by the Trustees as an employee to act as the Accounting Officer for the Trust;
“Articles”	means the Articles of Association of the Trust;
“FD”	means the person appointed by the Trustees as an employee to oversee the financial aspects of the Trust;
“Clerk”	means the person appointed to act as clerk to the Local Governing Body;
“Company Secretary”	means the person appointed to act as the company secretary of the Trust or any other person appointed to perform the duties of company secretary to the Trust;
“Conversion Date”	means the date on which the Academy opened, as set out in the Funding Agreements;
“Funding Agreements”	has the meaning given to it in paragraph 2.1;
“Headteacher”	means the member of staff at the Academy who is appointed by the Trust (in accordance with the terms of this document and his or her contract of employment, as may be amended from time to time) to have overall day to day control of and responsibility for the leadership and management of the Academy;
“Local Governors’ Handbook”	means the handbook, once in final form and agreed, prepared by the Trust explaining the role of local governors, in force from time to time;
“Local Governor”	means a member of the Local Governing Body;
“Local Governing Body”	means the local governing body for the Academy, being a committee of the main Trust Board, constituted as provided by paragraph 3;
“Parent Local Governor”	means a Local Governor elected or appointed in accordance with Articles 54 – 56;
“Personal Financial Interest”	means any interest in the employment or remuneration of, or the provision of any other benefit to, a Local Governor as further detailed within Article 6 of the Articles;
“Predecessor School”	means a maintained school which converted under the terms of the Academies Act 2010 to form the Academy;

“Scheme of Delegation”	means the scheme of delegation established by the Trust in respect of the Academy (as amended from time to time by the Trustees), setting out the level of decision-making permitted for the overall governance and management of the Trust and the Academy;
“Staff Local Governor”	means a member elected to the Local Governing Body by members of staff at the Academy pursuant to paragraph 3.2;
“this document”	means these Terms of Reference;
“the Trust”	means [NAME OF ACADEMY TRUST], company number <b>07692339</b> ; and
“the Trustees”	means those persons appointed as directors (under company law) and trustees (under charity law) of the Trust.

16.2 Unless the context requires otherwise, a reference to:-

16.2.1 a numbered paragraph is a reference to the paragraph so numbered in this document (or the sub-paragraph, as the case may be), and

16.2.2 words importing one gender shall include any other gender, the singular number shall include the plural and vice versa and the headings are included for convenience only and shall not affect the construction of this document.