

# **THOMAS TELFORD MULTI ACADEMY TRUST**

## **TERMS OF REFERENCE FOR LOCAL GOVERNING BOARDS**

**Reviewed & Revised**

**March 2023**

**Approved by the TTMAT Board:**

**May 2023**

***This document should be read in conjunction with Scheme of Delegation which set out the functional responsibilities of the Local Governing Boards***

## 1) INTERPRETATION

In this document: -

Academy	means the Academy which is one of the academies of the Trust;
Articles or “Articles of Association”	means the Articles of Association of the Trust;
Chair	means the person appointed to act as Chair of the LGB;
Clerk	means the person appointed to act as Clerk (governance professional) to the LGB;
“DfE”	means the Department for Education or such other government department responsible for education in the UK;
Executive Advisor	means the person appointed by the Trustees to oversee and co-ordinate all Trust activities;
Director of Finance	means the person appointed by the Trustees to oversee the financial aspects of the Trust;
Funding Agreements	has the meaning given to it in paragraph 3;
“Governor”	means a member of the LGB;
Governance Handbook & Competency Framework	means the guidance handbook and framework published by the DfE and updated from time to time;
Headteacher	means the person appointed to act as Headteacher of the Academy;
LGB	has the meaning given to it in paragraph 2) and is the Local Governing Board of 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 Articles 6.5 to 6.8a of the Articles;
the Trust	means Thomas Telford Multi Academy Trust; and
the Trustees	means those persons appointed as directors (under company law) and trustees of the Trust (under charity law).

Unless the context requires otherwise, a reference to: -

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

## 2) THE ROLE OF THE LOCAL GOVERNING BODY

The Local Governing Board (“LGB”) is a committee of the main board of the Trust. Each Academy has its own LGB which is established by the Trust Board in accordance with the Articles of Association of the Trust. The LGB is subject to the Terms of Reference set out below which detail the responsibilities of the LGB and its relationship with the Trust board.

## 3) THE TRUST AND THE LGB

- A. 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”). **It is the Trust that is ultimately responsible to the DfE for the Academy pursuant to the Funding Agreements.**
- B. 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.
- C. As a committee of the main Board of the Trust, it is expected that the LGB will act in accordance with these terms of reference unless otherwise directed by the Trustees. The LGB will be accountable to the Trustees for its decisions, acts and omissions.

## 4) LGB - GOVERNORS

- A. Membership of the LGB shall comprise not less than 7 and not more than 12 persons appointed by the Trustees, considering:
  - i. the requisite skills for effective administration of a school;
  - ii. the interests of the local community, including the business community;
  - iii. representation of parents;
  - iv. the views of the current LGB for which the LGB will make recommendations to the Trustees as to the membership of the LGB with a view to supporting the strategic aims of the Academy, succession planning and filling vacancies as and when they arise.
- B. The length of a Governor’s term of office shall be four years and he shall be eligible to serve for a further consecutive term if approved by resolutions of the LGB and of the Trustees.
- C. A Governor must be aged 18 or over and must not be a current student of the Academy or an employee\* of the Trust.
- D. A Governor’s term of office shall be terminated if:
  - i. he resigns by serving written notice to the Clerk to the Trustees;
  - ii. the Trustees terminate his appointment;
  - iii. he becomes incapable by reason of mental disorder, illness, or injury of managing or administering his own affairs;

*\*cannot serve on a LGB of the Academy where they are appointed to work but can be a LGB member of another Academy within the Trust.*

- iv. he is absent without the permission of the Governors from all their meetings held within a period of twelve months and the Governors resolve that the office be vacated;
  - v. he would be subject to disqualification from acting as a charity trustee by virtue of relevant charities legislation;
  - vi. his estate has been sequestrated and the sequestration has not been discharged, annulled, or reduced or if he is the subject of a bankruptcy restrictions order or an interim order;
  - vii. he has, at any time, been convicted of any criminal offence, excluding any offence for which the maximum sentence is a fine or a lesser sentence;
  - viii. he is, or becomes, subject to any statutory prohibition affecting work with children and young persons;
  - ix. he is a person in respect of whom a direction has been made under section 142 of the Education Act 2002; or
  - x. he has not complied with the Trust's safeguarding procedures or Child Protection and PREVENT policies or any equivalent policies in place from time to time, particularly where there is a breach of the code of conduct relating to students.
- E. Where a person becomes disqualified from holding, or continuing to hold office as a Governor and he is, or is proposed, to become such a Governor, he shall upon becoming so disqualified give written notice of that fact to the Clerk to the Trustees.
- F. The LGB may continue to act notwithstanding a temporary vacancy in its composition.

## **5) APPOINTMENT OF CHAIR AND DEPUTY CHAIR OF LGB**

- A. The Chair of the LGB shall be appointed by the Trustees, having sought the views of the Governors.
- B. The term of office of the Chair of LGB shall be four years and he shall be eligible to serve for a further consecutive term if so approved by the Trustees. The Deputy Chair of the LGB shall be appointed by the Governors from amongst all of the Governors for a term of four years. A Governor may be re-appointed for further terms of office as Deputy Chair by the Governors.
- C. If both the Chair and the Deputy Chair are absent from any meeting of the LGB, those Governors present shall appoint one of their number to chair the meeting.
- D. The Chair or Deputy Chair may at any time resign his office by giving notice in writing to the Clerk.

## **6) RESPONSIBILITIES OF TRUSTEES AND GOVERNORS**

- A. Compliance and Governance
  - i. 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 development strategy for the Academy and the Trust in consultation with the LGB;
  - ii. The Governors are accountable to the Trustees for the matters in paragraph i) above at the Academy and shall in general:
    - a. pursue high standards of progress and attainment by the students of the Academy;
    - 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;
    - d. monitor and evaluate the work of the Academy systematically and regularly in relation to:
      - i. student performance, attendance & behaviour;
      - ii. self-evaluation & external reviews;
      - iii. improvement;
      - iv. budgeting;
      - v. community cohesion;
    - e. carry forward the Trust's vision, in a way appropriate to the specific qualities and community characteristics of the Academy;
  - iii. The Governors shall, in particular, exercise the delegated functions set out in the Trust's "Scheme of Delegation" as made available by the Trustees and as amended from time to time.

B. Finances:

- i. 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 Academy's annual budget in consultation with the LGB;
  - c. determine, after consultation with the LGB, 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 Academy Trust Handbook including, but without limitation, determination of procurement policies for the Trust; and
  - e. put in place guidelines for the local maintenance of assets and appropriate registers.

ii. The Governors shall:

- a. provide to the Director of Finance of the Trust, when requested, details to enable draft budgets to be considered by the Trustees and to be submitted to the DfE as may be required by the Funding Agreements and provide such further support in connection with the budgetary process as may be required;
- 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, recognising that under no circumstances has the LGB the authority to borrow money;
- d. have authority to commit to capital expenditure by the Academy in accordance with the provisions set out in Schedule 1 or Schedule 2, as appropriate, to these Terms of Reference
- e. maintain proper accounting records and the preparation of income and expenditure and balance sheets as required by the Director of Finance of the Trust;
- f. assist the Trustees in complying with the provisions of the Funding Agreements, where requested from time to time;
- g. maintain or put in place appropriate arrangements for the maintenance of the Academy estate in accordance with the guidelines established by the Trust;
- h. seek value for money and be able to demonstrate that value for money has been achieved, including implementation of the Trust's procurement policies;
- i. notify the Trust of any material changes to fixed assets used by the Academy; and
- j. observe proper levels of delegation and protocols, in conjunction with the Responsible Officer (whether this is an individual person or an outsourced function).

C. Policies and Targets:

- i. The Headteacher, the LGB, the Executive Advisor and the Trustees shall work together to:
  - a. determine the appropriate policies for use by the Academy;
  - b. determine the admissions policy and arrangements for the Academy in accordance with admissions law and DfE Code of Practice;
  - c. consider and evaluate performance against Key Performance Indicators set by the Trust in relation to academic, finance and other matters;

- d. determine the Academy's development plan, agree the extent of the support to be provided by the Trust and the cost, where appropriate, for any such support;
- e. determine any additional financial reporting targets for the Academy; and
- f. ensure compliance with such policies, arrangements and plans at the Academy.

D. Generally:

- i. Each Governor shall act in the best interests of the Academy at all times.
- ii. No 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 adverse publicity for the Academy or the Trust.
- iii. The Governors must keep confidential all information of a confidential nature obtained by them relating to the Academy and the Trust.
- iv. When a Governor is appointed, he will be required to complete and sign a registration form (with details required for the Trust) in which the Governor agrees to comply with:
  - a. the Articles of Association;
  - b. the Funding Agreements;
  - c. these Terms of Reference;
  - d. the DfE Governance Handbook & Competency Framework as revised from time to time;
  - e. any terms of reference of sub-committees which may apply to that Governor; and
  - f. any other documented requirements relevant to an Academy.
- v. Each Governor shall be required to carry out training as may be appropriate or as required by statute or specified by the DfE, including regular Safeguarding training.
- vi. Each Governor shall also be required to take part in regular reviews and is accountable for assessing their individual training and development needs. It is a Governor's responsibility to consider if, and raise any concerns where, they feel that appropriate training and development are not being provided.
- vii. Each Governor shall be required to complete the DBS application process upon appointment and routinely thereafter, at the behest the Academy.

## 7) EXECUTIVE ADVISOR

- A. The Executive Advisor ("EA") has been appointed by the Trustees to oversee and coordinate all Trust activities. Trustees delegate to the EA such functions and powers as are required in relation to securing the effective internal organisation, management and control of the Trust and its Academies, including the implementation, management and monitoring of all policies approved by the Trustees for the effective operation of the Academies.

- B. The EA is the Accounting Officer for the Trust and has delegated responsibility for liaison with and support for the Headteacher and the LGB Chair.

## **8) PRINCIPAL RESPONSIBILITIES OF THE HEADTEACHER**

The Headteacher shall be responsible to the LGB for the leadership and management of the Academy, including, in particular for: -

- i. implementing the agreed policies and procedures laid down by the LGB;
- ii. advising the LGB on strategic direction, forward planning, and quality assurance;
- iii. advising the LGB and/or any Admissions Committee on the admission of pupils;
- iv. managing the delegated budget and resources agreed by the LGB and the Trust;
- v. advising the LGB on the appointment of members of the Academy Senior Leadership Team;
- vi. the appointment of all other staff and (except to the extent directed otherwise by the Trustees and/or the LGB), 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;
- vii. the maintenance of good order, attendance and discipline by the students including their suspension and/or exclusion within the framework laid down by the LGB; and
- viii. all such additional functions as may be assigned under the job description or contract of employment.

## **9) ROLE OF THE LGB CHAIR**

The LGB Chair shall:

- i. meet regularly with the Headteacher;
- ii. preside over efficient LGB meetings by establishing, if required, a sound sub-committee structure and effective working procedures; and
- iii. be accountable to the Trustees for the operation of the Academy and shall meet with the EA and the Trustees at such times as may be reasonably required.

## **10) CONFLICTS OF INTEREST**

- A. The income and property of the Academy must be applied solely towards the provision of the Objects as detailed in the Articles of Association of the Trust. 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 Governors.
- B. Governors will be required to adhere to the Statement of Governors' Policy on managing conflicts of interest.
- C. Any 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

Governor shall disclose that fact to the Governors as soon as he becomes aware of it by means of written advice to the Clerk to the Trust, who will record such interest in a register kept for the purpose. The register content will form a disclosure item at each meeting of the LGB. In the event that a conflict arises between his duty to act solely in the interests of the Academy and any duty or personal interest, the participation of such Governor in discussion on any such matter shall be at the discretion of the Chair of the relevant meeting but that Governor shall not be entitled to a vote in any decision on such matter.

- D. The Clerk shall ensure that all such conflicts are notified to the Trustees.

## **11) MEETINGS OF THE LGB**

- A. The Academy will ensure that Governors, the Clerk, the Director of Finance, and other invited participants, receive copies of the meeting papers two weeks prior to each meeting of the LGB.
- B. The LGB shall meet at least once in every term and shall hold such other meetings as may be necessary. A quorum must be present, being one half at least of the total number of Governors.
- C. All meetings shall be convened by the Clerk, who shall send to the Governors and to the EA written notice of the meeting at least fourteen calendar days in advance of the meeting.
- D. A special meeting of the LGB shall be called by the Clerk whenever requested by the Chair or at the request in writing of any three Governors or of the EA. Where there are matters demanding urgent consideration, the Chair or, in his absence, the Deputy Chair may waive the need for formal notice of the meeting and substitute such notice as he deems reasonable or necessary in the circumstances.
- E. 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, provided that such notice was properly served in the usual way.
- F. If the number of Governors assembled for a meeting of the LGB does not constitute a quorum, the meeting shall not be held. It shall be adjourned to such date and time as those present shall agree to be appropriate. Due notice of such adjourned meeting shall be given forthwith to all Governors.
- G. If in the course of a meeting of the LGB the number of Governors present ceases to constitute a quorum, the meeting shall be terminated forthwith or adjourned until a quorum is present. The exceptional circumstances when the meeting may proceed are to enable the LGB to receive the remaining reports. General agreements may be reached in terms of matters requiring approval but will need to be ratified by the LGB to be formalised.
- H. Generally, all matters requiring a decision should be agreed by consensus. Otherwise, every question to be decided at a meeting of the LGB shall be determined by a majority of the votes of the Governors present and voting on the question. Every Governor shall have one vote. Where there is an equal division of votes the Chair of the meeting shall have a second or casting vote.
- I. A Governor may not vote by proxy.
- J. 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.

Any person in attendance at meetings of the LGB, who is also an employee of the Trust, shall withdraw from that part of any meeting where it is not appropriate that they remain, i.e., during discussions at which his remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement are to be considered.

- K. A resolution in writing, signed by the required majority of the Governors (or required majority 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).
- L. Any Governor shall be able to participate in meetings of the Governors by telephone or video conference or other electronic means provided that he has given reasonable notice to the Clerk and that the Governors have access to the appropriate equipment.
- M. Under circumstances where all Governors are unable to convene in person for the termly meeting, the Academy will make alternative arrangements for the meeting to be held via conferencing facilities, if this is agreed to be preferable to meeting on an alternative date. There may be exceptional circumstances where the Trust agrees that a LGB can deal with the key business matters for the term via email communication instead of convening in person or by conference facilities.
- N. Minutes must be prepared of all LGB meetings and meetings of all sub-committees. Drafts of those minutes will be sent to the Chair approximately 30 days after the date of the meeting and will be circulated to all attendees once approved by the Chair.
- O. The Clerk or minuting secretary present at the meetings will ensure that copies of all such approved minutes are made available to the Trustees, on request.
- P. Governors are required to send apologies to the Clerk when they are unable to attend meetings.

## **12) DELEGATION OF FUNCTIONS AND COMMITTEES**

- A. The LGB shall establish such committees as are necessary to carry out its responsibilities as determined by the LGB and/or the Trust, (together, "Committees") and the powers of any such Committees, their terms of reference and membership shall be determined by the LGB in accordance with any guidance or policies of the Trust.
- B. With the exception of the Head and the Director of Finance, the Committees may include members who are not Governors.
- C. Except where it is otherwise constrained within its terms of reference, a Committee may invite attendance by persons who are neither Governors nor committee members where such attendance is considered by the members of the Committee to benefit its deliberations. Such attendees will not be entitled to vote.
- D. Copies of the minutes of Committee meetings are to be circulated to all Governors and those who are entitled to attend LGB meetings once approved by the Committee's Chair.
- E. The appointment and removal of a member of any Committee is at the absolute discretion of the LGB or as directed by the Trust Board.

- F. The LGB must monitor the activities of any such committees and approve any formal decisions which are reached at the next meeting of the LGB, with the option for this to be completed “off the table” if deemed to be more appropriate.

### **13) ACCOUNTS AND AUDIT**

- A. The LGB shall ensure:
  - i. the keeping of proper accounts and proper records in relation to the accounts;
  - ii. the preparation in respect of each financial year of the Academy of a statement of accounts; and
  - iii. the Director of Finance is fully consulted in relation to arrangements for i) and ii) above.
- B. 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 in the financial year and of the financial performance in relation to the budget for the year agreed with the Trustees.
- C. The accounts (including any statements prepared under this paragraph) shall be audited by persons appointed in respect of each financial year by the Trust.

### **14) RULES AND BYELAWS**

The LGB shall have power to make rules and bye-laws in respect of the government and conduct of the Academy as it shall think fit subject to the provisions of this document and to approval by the Trustees.

### **15) AMENDMENT OF INSTRUMENT AND RULES OF GOVERNMENT**

- A. 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 and the Clerk of each LGB, who shall be expected to make the other Governors aware of such changes.
- B. This document shall be subject to routine review by the Trustees.

### **16) EFFECTIVE DATE**

These Terms of Reference and the Scheme of Delegation (referred to in Section 6 A) iii) shall come into effect on the date of the meeting where the LGB agree these be adopted.

## Schedule 1

### Capital Expenditure Rules for Local Governing Boards of Secondary Schools/Academies

#### 1. Budgeted capital expenditure

Capital expenditure included in the Academy's authorised budget for each year is automatically sanctioned by the Trustees up to the figure budgeted.

#### 2. Unbudgeted capital expenditure

Unbudgeted capital expenditure in any year for any project or linked projects must receive sanction in accordance with the following table:

Amount of expenditure	Sanction required
£0 - £10,000	Headteacher
£10,001 - £100,000	Local Governing Board
£100,001 - £250,000	Local Governing Board plus TTMAT Director of Finance & the Executive Advisor or the Accounting Officer
Over £250,000	TTMAT Trustees

Each item of unbudgeted capital expenditure sanctioned by the Local Governing Board must be notified to the Director of Finance when the expenditure is authorised, together with a schedule detailing the expected cash flow projections and source of funds.

From September 2022 onwards, a five-year building maintenance/upgrade programme has been prepared by each Academy. Projects not included in the programme and exceeding £10,000 need to be agreed with the Director of Finance and Executive Advisor or Accounting Officer prior to proceeding to next stage of the above approval process.

## Schedule 2

### Capital Expenditure Rules for Local Governing Boards of Primary Schools/Academies

#### 3. Budgeted capital expenditure

Capital expenditure included in the Academy's authorised budget for each year is automatically sanctioned by the Trustees up to the figure budgeted.

#### 4. Unbudgeted capital expenditure

Unbudgeted capital expenditure in any year for any project or linked projects must receive sanction in accordance with the following table:

Amount of expenditure	Sanction required
£0 - £5,000	Headteacher
£5,001 - £50,000	Local Governing Board
£50,001 - £100,000	Local Governing Board plus TTMAT Director of Finance & the Executive Advisor or the Accounting Officer
Over £100,000	TTMAT Trustees

Each item of unbudgeted capital expenditure sanctioned by the Local Governing Board must be notified to the Director of Finance when the expenditure is authorised, together with a schedule detailing the expected cash flow projections and source of funds.

From September 2022 onwards, a five-year building maintenance/upgrade programme has been prepared by each Academy. Projects not included in the programme and exceeding £5,000 need to be agreed with the Director of Finance and Executive Advisor or Accounting Officer prior to proceeding to next stage of the above approval process.