



Local Governing Body Terms of Reference

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DOCUMENT CONTROL

Unless there are legislative or regulatory changes in the interim, this policy will be reviewed every year. Should no substantive changes be required at that point, the policy will move to the next review cycle.

1. Introduction

1.1. Mercia Learning Trust (our 'trust') is governed by a Board of Trustees (our 'trustees') who are accountable to the Department for Education and have overall responsibility and ultimate decision-making authority for all the work of our trust, including the establishing and running of the academies operated by our trust.

1.2. The following schools are currently operated by our trust:

- King Egbert School
- Newfield School
- Mercia School
- Totley Primary School
- Woodlands Primary School
- Nether Edge Primary School
- Anns Grove Primary School

(Individually our 'school' or collectively our 'schools').

1.3. In order to assist with the discharge of their responsibilities, our trustees have established a Local Governing Body (LGB) for each of our academies. The LGB shall be a committee established pursuant to Articles 100 to 104 (inclusive) of the Articles of Association of our trust (the 'Articles').

1.4. Our trustees may review these terms of reference at any time but shall be review them at least annually.

1.5. These terms of reference may only be amended by our board of trustees.

2. CONSTITUTION OF THE LGBs

2.1. Members of the LGB shall be known as 'governors'.

2.2. Trustees have the right to appoint such persons to the LGB as they shall determine from time to time

2.3. Subject to clause 2.2, the composition of the LGBs of primary schools shall include up to eight to ten members, as follows:

2.3.1. the Headteacher of the School (or the CEO if no such person is appointed).

2.3.2. one staff governor.

2.3.3. up to three parent governors.

2.3.4. up to five co-opted governors.

2.4. Subject to clause 2.2, the composition of the LGBs of secondary schools shall include up to 10-12 members, as follows:

2.4.1. the headteacher of the school (or the CEO if no such person is appointed).

2.4.2. one staff governor.

2.4.3. up to four parent governors.

2.4.4. up to six co-opted governors.

2.5. The procedure for the appointment and the removal of governors shall be as set out in Annex 1.

3. Proceedings of the LGB

3.1. The proceedings for meetings of the LGB shall be as set out in Annex 2.

4. Relationships between the Board and LGB

4.1. The LGB shall in carrying out its role by:

4.1.1. promoting high standards and aiming to ensure that pupils are attending a successful school which provides them with a good education and supports their wellbeing.

4.1.2. being responsible to our trustees for its actions and follow the expectations of governors as laid down by our trustees.

4.1.3. aiming to establish that it is competent, accountable, independent and fully representative of the community it serves, and promotes best practice in governance.

- 4.1.4. aiming to ensure that its governors promote and uphold high standards of conduct, probity and ethics as identified in the Seven Principles of Public Life.
- 4.1.5. ensuring school budgets are monitored with the utmost financial probity and within the parameters set by our trust board.
- 4.2. Our trustees shall support the work of the LGB by:
 - 1.1.1. setting a clear strategic vision to allow the LGB to set and achieve its own aims and objectives within the vision,
 - 1.1.2. ensuring that systems are put in place to allow the governors to be presented with timely and good data to allow the LGB to analyse school performance in order to support and challenge the headteacher and the senior leadership team of the school,
 - 1.1.3. ensuring that the governors have access to high-quality training.
- 4.3. Without prejudice to our trustees' other rights to remove any governor and our trustees' rights to amend these terms of reference at any time, where our trustees have concerns about the performance of an LGB they may amongst other actions:
 - 1.1.4. require the relevant LGB to adopt and comply with a governance action plan in such form as determined by our trustees
 - 1.1.5. suspend or remove any or all of the matters delegated to the LGB.
 - 1.1.6. suspend or remove any or all of the governors of the relevant LGB.
- 4.4. Our trustees may require a governance action by virtue of:
 - 1.1.7. the school has a deficit budget (both revenue and capital).
 - 1.1.8. pupil progress and attainment is below that required.
 - 1.1.9. other circumstances where intervention is deemed necessary.
- 4.5. Our trustees may vary the matters delegated where:
 - 1.1.10. the LGB act outside its delegated powers and limitations.
 - 1.1.11. the LGB are in breach of these terms of reference.
- 4.6. Our trustees may remove governors where:
 - 1.1.12. the school is in breach of its funding arrangements.
 - 1.1.13. the LGB is in material breach of these terms of reference or has persistently breached these terms of reference.
- 4.7. The circumstances listed in paragraphs 4.4, 4.5 and 4.6 are illustrative only and shall not limit the rights of our trustees to suspend or remove any or all of the matters delegated to the LGB.

5. DELEGATED POWERS

General principles

- 5.1. In the exercise of its delegated powers and functions, the governors of the LGB shall:
 - 1.1.14. ensure that the school is conducted in accordance with the objects of our trust, the terms of any trust governing the use of the land which is used for the purposes of the school, any agreement entered into with the Secretary of State for the funding of the school and these terms of reference.
 - 1.1.15. promptly implement and comply with any policies or procedures communicated to the LGB by our trustees from time to time.
 - 1.1.16. review its own policies and practices on a regular basis, in view of any advice or recommendations made by our trustees.
 - 1.1.17. work closely with our trustees and act with integrity, objectivity and honesty in the best interests of our trust and school.
 - 1.1.18. be open about decisions and be prepared to justify those decisions.
 - 1.1.19. keep confidential all information of a confidential nature obtained by them relating to the school and our trust.
 - 1.1.20. adopt financial prudence in managing the financial affairs of our trust in so far as these relate to the school and are delegated to them.

- 5.2. Each governor shall be required to take part in regular self-review and is accountable for meeting their own 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 is not being provided.
- 5.3. Governors shall be expected to report to our trust against KPIs, which have been set for the school and provide such data and information regarding the business of the school and the pupils attending the school as our trustees may require from time to time.
- 5.4. The powers retained by our trust and delegated from our trustees to the LGBs are detailed in Annex 3.
- 5.5. For the avoidance of doubt, where a power is not expressly delegated to the CEO, any LGB or headteacher it will be deemed to have been retained by our trust regardless of whether it is specified in Annex 3.
- 5.6. Annex 3 may be reviewed by our trustees at any time but shall be reviewed at least annually. Trustees reserve the right to remove or alter any delegation at any time, whilst having due regard to, but not being bound by, the views of the LGB.
- 5.7. Notwithstanding the application of any provision of these terms of reference, if the Chair or acting Chair of the LGB is of the opinion that a matter of urgency exists, and a delay in exercising the function would likely be seriously detrimental to the interests of the school, any pupil or their parent or a person who works at the school, then they may exercise any delegated function of the LGB, or any function relating to the exclusion of pupils; but they shall do so only after taking account of the views of the CEO and any action taken must be reasonable and proportionate.

Annex 1 – Appointment and Removal of Governors

6. Staff governors

- 6.1. Our trustees shall invite nominations from all staff employed under a contract of employment or a contract for services or otherwise engaged to provide services to the school and, where there are any contested posts, shall hold an election by a secret ballot.
- 6.2. All arrangements for the calling and the conduct of the election and resolution of questions as to whether any person is an eligible candidate shall be determined by our trustees. Our trustees may delegate the running of the election to the LGB.

7. Parent governors

- 7.1. Parent governors of the LGB shall be elected by parents of registered pupils at the school. They must be a parent of, or have parental responsibility for, a pupil at the school at the time when they are elected.
- 7.2. Our trustees shall make all necessary arrangements for, and determine all other matters relating to, an election of the parent governors. Our trustees may delegate the running of the election to the LGB.
- 7.3. Where a vacancy for a parent governor is required to be filled by election, our trustees shall take such steps as are reasonably practical to secure that every person who is known to them to be a parent of a registered pupil at the school is informed of the vacancy and that it is required to be filled by election, informed that they are entitled to stand as a candidate, and vote at the election, and given an opportunity to do so.
- 7.4. Any election of persons who are to be the parent governors which is contested shall be held by secret ballot. The arrangements made for the election of the parent governors shall provide for every person who is entitled to vote in the election to have an opportunity to do so by post or, if they prefer, by having his ballot paper returned to the school by a registered pupil at the school.
- 7.5. Where the number of parents standing for election is less than the number of vacancies, our trustees may appoint a person who is the parent of a registered pupil at the school or, where it is not reasonably practical to do so, a person who is the parent of a registered pupil of another school run by our trust.

8. Co-opted governors

- 8.1. Co-opted governors of the LGB shall be appointed by our trustees. They must be:
 - 1.1.1. a person who lives or works in the community served by the school.
 - 1.1.2. a person who, in the opinion of our trustees, has the necessary skills set and is committed to the government and success of the school.

9. Term of office

- 9.1. The term of office for any governor shall be four years, save for the headteacher of the school (as applicable) who shall remain a governor until they cease to work at the school.
- 9.2. Subject to remaining eligible to be a particular type of governor, any person may be re-appointed or re-elected to the LGB.

10. Resignation and removal

- 10.1. A person serving on the LGB shall cease to hold office if:
 - 1.1.21. they resign their office by giving notice in writing to the clerk of the LGB.
 - 1.1.22. the headteacher or a staff governor ceases to work at the school.
 - 1.1.23. our trustees terminate the appointment of a governor whose presence or conduct is deemed by our trustees, at their sole discretion, not to be in the best interests of our trust or the school.
- 1.2. For the avoidance of doubt, a parent governor shall not automatically cease to hold office solely by reason of their child ceasing to be a pupil at the school.

11. Disqualification of governors of the LGB

- 11.1. A person shall be disqualified from serving on the LGB if they would not be able to serve as a trustee in accordance with Articles 68-80 of the Articles.

12. Appointment and removal of Chair and Vice Chair

- 12.1. The Chair and Vice Chair of the LGB shall be elected by the LGB. Trustees will appoint a suitable Chair as required.
- 12.2. The term of office of the Chair and Vice Chair shall be two years. Subject to remaining eligible to be a governor, any governor may be re-appointed as Chair or Vice Chair of the LGB.
- 12.3. The Chair and Vice Chair may at any time resign their office by giving notice in writing to our trustees. The Chair or Vice Chair shall cease to hold office if:
 - 1.2.1. They cease to serve on the LGB.
 - 1.2.2. they are employed by our trust whether or not at the school.
 - 1.2.3. in the case of the Vice Chair, they are appointed to fill a vacancy in the office of the Chair.
- 12.4. Where the Chair is absent from any meeting or there is at the time a vacancy in the office of the Chair, the Vice Chair shall act as the chair for the purposes of the meeting. Where the Vice Chair is also absent from the meeting or there is at the time a vacancy in the office of Vice Chair, the governors of the LGB shall elect one of their number to act as chair for the purposes of that meeting.

Annex 2 – Proceedings of the LGB

13. Meetings

- 13.1. The LGB shall meet at least once in every term and shall hold such other meetings as may be necessary.
- 13.2. Meetings of the LGB shall be convened by our governance officer, who shall send the governors written notice of the meeting and a copy of the agenda at least seven clear days in advance of the meeting. Where there are matters demanding urgent consideration, the Chair or, in their absence, the Vice-Chair, may waive the need for seven days' notice of the meeting and substitute such notice as they see fit.
- 13.3. Any governor shall be able to participate in meetings of the governors by telephone or video conference provided they have given reasonable notice to our governance officer and that the governors have access to the appropriate equipment.
- 13.4. The convening of a meeting and the proceedings conducted thereat shall not be invalidated by reason of any individual not having received written notice of the meeting or a copy of the agenda thereof or any defect in the election, appointment or nomination of any person serving on the LGB.

14. Quorum

- 14.1. The quorum for a meeting of the LGB, and any vote on any matter at such a meeting, shall be any three of the governors of the LGB, or, where greater, any one third (rounded up to a whole number) of the total number of governors of the LGB at the date of the meeting, which must include at least one governor appointed by our trust.

15. Voting

- 15.1. Every matter to be decided at a meeting of the LGB shall be determined by a majority of the votes of the governors present and entitled to vote on the matter. Every governor shall have one vote. Where there is an equal division of votes, the Chair of the meeting shall have the casting vote. A governor may not vote by proxy.
- 15.2. Any governor who is also an employee of our trust shall withdraw from that part of any meeting of the LGB at which his remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement are to be considered.
- 15.3. A resolution in writing, signed by all the governors shall be valid and effective as if it had been passed at a meeting of the 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.

16. Conflicts of Interest

- 16.1. Any governor who has or may have any direct or indirect duty or personal interest (including but not limited to any personal financial interest, as defined below) which conflicts or may conflict with his duties as a governor of the LGB shall disclose that fact to the LGB as soon as they become aware of it. A person must absent themselves from any discussions of the LGB in which it is possible that a conflict will arise between their duty to act solely in the interests of the school and any duty or personal interest, including but not limited to any personal financial interest.
- 16.2. A governor of the LGB has a personal financial interest if they, or any child, stepchild, parent, grandchild, grandparent, brother, sister or spouse of the governor or any person living with the governor as his or her partner, is in the employment of our trust or is in receipt of remuneration or the provision of any other benefit directly from our trust or in some other way is linked to our trust or the school.

17. Minutes of meetings

- 17.1. At every meeting of the LGB the minutes of the last meeting shall be taken as the first agenda item after any apologies and, if agreed to be accurate, shall be signed as a true record.
- 17.2. The clerk to the LGB shall ensure that a copy of the agenda for every meeting of the governors, the draft minutes of every such meeting (if they have been approved by the Chair of that meeting), the signed minutes of every such meeting and any report, document or other paper considered at any such meeting are, as soon as is reasonably practicable, made available to the Governance Officer of our trust.