



Terms of Reference for Local Governing Bodies

Effective: September 2018

| Document Control | | | |
|------------------|--------------------|-------------|--------------------|
| Review period | 12 Months | Next review | September 2019 |
| Owner | Chair of the Board | Approver | Board of Directors |
| Category | Public | Type | Global |

The Vale Academy Trust (“the Trust”) is governed by its Board of Directors at a strategic level and is responsible for setting overall policy. The Board is accountable to the Secretary of State for the performance of all academies within the Trust and for setting the Trust’s strategic direction.

The leadership of each academy is delegated by the Board to the Local Governing Body (LGB), as set out in these Terms of Reference and the associated Scheme of Delegation. As appropriate the LGB then delegates the operational leadership of the academy to the Headteacher. The LGB deals with the management and organisation of the academy in line with any development plan for the Trust; it will set the ethos and vision for the individual academy together with monitoring and challenging the Headteacher on pupil performance along with strong financial management; it will implement any applicable policies set by the Trust. It will align its reporting structures and timetables, including meetings, to those of the Trust.

These Terms of Reference and the associated Scheme of Delegation will be reviewed on an annual basis, but the Directors reserve the right to review and make amendments at any time.

The composition of the LGB is as follows:

Primary Academy (non CofE)

- 5 governors appointed by the Directors)
- 1 headteacher (ex-officio)
- 1 staff member (elected by staff)
- 2 parents (elected by parents)

Secondary Academy (non CofE)

- 7 governors appointed by the Directors
- 1 headteacher (ex-officio)
- 1 staff member (elected by staff)
- 3 parents (elected by parents)

Church of England Primary Academy

- 3 governors appointed by the Directors
- 2 governors appointed by the Diocese
- 1 headteacher (ex-officio)
- 1 staff member (elected by staff)
- 2 parents (elected by parents)

LGB governors will serve for a period of four years, unless stated differently at the time of appointment. Staff and parents will be elected via a ballot. The Directors reserve the right to remove governors if necessary.

1. General Provisions

1.1 Subject to the limitations set out in these Terms of Reference, the associated Scheme of Delegation, any restrictions in the Trust’s Financial Policies and Staff Handbook/HR Manual and any individual limitations that may be notified to the LGB by the Directors from time to time, the Directors delegate the running of the Academy to the LGB which specifically has the following duties:

- 1.1.1 To advise the Directors on strategic issues relating to the Academy including the admissions policy;
- 1.1.2 To report to the Directors both generally and specifically as the Directors may require;

- 1.1.3 To oversee and control the financial performance of its Academy within the limits specified by the Vale Academy Trust Finance and Operations Committee, including maintaining such records as the Directors may require, and advising the Directors generally on financial issues in line with the Academies Financial Handbook;
- 1.1.4 To determine (and keep under review) such policies as the Trust may delegate to the LGB and to advise the Trust on the impact of Trust agreed policies;
- 1.1.5 To have oversight of the Academy's activities including monitoring and evaluating the standards and performance of the Academy and the application of designated funding such as the Pupil Premium. In doing so it is required:
 - a) To be aware of and take into account views of parents, pupils/students, staff and the wider community that its academy serves and report on these as appropriate to the Directors;
 - b) To review the curriculum on advice from the Headteacher;
 - c) To challenge and support the Headteacher in their functions and to receive from the Headteacher and consider such reports as the LGB may require;
 - d) To take all actions required to comply with statutory regulations and the Master Funding Agreement and Supplementary Funding Agreement including matters relating to student discipline, pupils/student and staff welfare, special educational needs, safeguarding, equality issues generally, religious education and collective worship, health and safety and the implementation of charging policies;
 - e) To implement the policies agreed by the Directors with regard to admissions (including taking of all admission decisions in accordance with the School Admissions Code, and, where the academy is a Church of England school, consulting with the Diocese);
 - f) To implement the educational vision of the Academy including developing reviewing and monitoring the School Development Plan;
 - g) To maintain the Academy estate in accordance with any guidelines set out by the Trust;
 - h) To implement the Trust's procurement policies in so far as they impact on the Academy;
 - i) To manage the Academy's cash flow and monitoring expenditure by the Academy in accordance with policies determined by the Directors;
 - j) To notify the Trust of any changes to fixed assets used by the Academy;
 - k) To manage, in accordance with policies and procedures laid down by the Trust, the appointment, job description, appraisal and dismissal of all members of staff of the Academy excluding the Headteacher;

2. Sub-Committees and Delegation Powers of the LGB

- 2.1 Each member of the LGB shall act in the best interests of the Academy at all times and must keep confidential all information of a confidential nature obtained by them relating to the Academy or the Trust.
- 2.2 The LGB may delegate (subject to any statutory requirements) any of its functions to the Headteacher of the Academy, to an individual member of the LGB or to a sub-committee of the LGB but no individual or sub-committee may delegate further unless expressly authorised to do by the LGB.
- 2.3 The LGB may establish its own sub-committees to facilitate the efficient running of the Academy and to tie in the overarching governance timetable of the Trust together with statutory requirements.

- 2.4 The LGB will review the sub-committee structure, terms of reference, constitution and membership of any sub-committee and all other delegations of power at least once each year, usually in the first meeting of the new academic year.
- 2.5 Minutes of every LGB meeting shall be made available to the Directors upon request. Every decision made by an individual or sub-committee of the LGB shall be reported to the next available meeting of the LGB
- 2.6 Every Director of the Trust, including the Chief Executive, shall be entitled to attend any meeting of the LGB and of any sub-committee established by the LGB by informing the Clerk in the normal way prior to the meeting.
- 2.7 The LGB and any sub-committee may invite attendance by persons who are neither governors nor committee members where such attendance is considered by the members of the LGB or sub-committee to benefit its deliberations.
- 2.8 The membership of any sub-committee may include persons who do not also serve on the LGB, provided that a majority of the members of any such sub-committee shall be members of the LGB or Directors. Such persons will have no voting rights.
- 2.9 Copies of the minutes of sub-committee meetings are to be circulated to all members of the LGB and those who are entitled to attend LGB meetings.
- 2.10 Copies of all minutes and papers (excluding confidential papers and minutes) will be made available for inspection by any person requesting to see them.

3. Financial Management

The LGB shall at all times act in accordance with the Trust's Finance Policies; Trust's Financial Procedures Manual and the DfE's Academies Financial Handbook.

4. Chair & Vice Chair of the LGB

- 4.1 The role description for the Chair of the LGB can be [found here](#). The Chair of the LGB will normally be appointed by the LGB and approved by the Board of Directors. The LGB must consult the Chair of Directors well in advance of an election, or immediately a vacancy becomes known, to agree the way forward and discuss the current needs of the individual academy. The Vice-Chair of the LGB shall be appointed by the LGB (via a secret ballot in every case).
- 4.2 The Chair and Vice-Chair shall be appointed for a period of 1 year at the first meeting of the academic year. They may be re-appointed for further terms as determined.
- 4.3 If both the Chair and Vice-Chair are absent from a meeting of the LGB, those Governors present may elect one of their number to chair that meeting.
- 4.4 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 is to act as Chair for all purposes
- 4.4 Where an urgent decision is required which cannot wait until the next meeting the Chair will have delegated authority to make a decision and must then report this to the next meeting of the LGB.

5. CONDUCT AND QUORUM OF MEETINGS OF THE LGB AND SUB-COMMITTEES

Meetings of the LGB and any sub-committee shall be convened and conducted in the same way as provided in the Articles of Association of the Trust for meetings of the Directors of the Trust.

Note: When calculating quorum use only the number of governors currently holding office (i.e. do not include vacancies).

For an LGB meeting, and any vote thereat, quorum shall be as follows:

Full LGB Meetings

- Where the total number of Governors holding office at the date of the meeting is ten or higher, quorum shall be any one third (rounded up to a whole number).
- Where the total number of Governors holding office at the date of the meeting is nine or lower, quorum shall be three Governors.

Sub-Committees

- Quorum is always three Governors.

Please note:

LGBs need to take extra care to ensure enough Governors are in attendance to provide quorum at meetings where one or more Governors cannot vote or are conflicted, such as in a chair/vice chair election where candidates must leave the room during election discussion/voting, or where a Governor has a conflict of interest and is excluded from discussion/voting on a particular subject.

6. ROLE OF THE HEADTEACHER

- 6.1 The Headteacher shall be appointed by the Directors having sought views of the LGB, and, where the academy is a Church of England school, sought the views of the Diocese.
- 6.2 The Headteacher shall be responsible to the LGB for:-
 - a) implementing the agreed policies and procedures laid down by the LGB including compliance with the Master Funding Agreement, the Supplementary Funding Agreement and all statutory and regulatory requirements;
 - b) advising the LGB on strategic direction, forward planning and quality assurance; the leadership and management of the Academy;
 - c) managing the delegated budget and resources agreed by the LGB;
 - d) the appointment of the Deputy Headteacher and such other senior posts as the LGB may determine with the agreement of the Chief Executive; the appointment panel must always include a minimum of one LGB member on the appointment panel and for the appointment of Assistant Headteachers and Deputy Headteachers the Chief Executive will have the right to join any appointment panel;
 - e) the appointment of all other staff and (except to the extent directed otherwise by the Directors and/or the LGB), the salary grading, allocation of duties, appraisal and discipline of all staff];
 - f) the Headteacher will seek approval from the Chief Executive to explore possibilities of joint appointments across schools in the Trust in order to facilitate the effective delivery of services and the efficient use of resources;

g) the maintenance of good order and discipline by the pupils, including their exclusion in accordance with legal requirements, within any framework laid down by the LGB; and

h) all such additional functions as may be assigned under the job description or contract of employment.

7. CONDUCT OF STAFF

- 7.1 The Trust is the legal employer of all of the staff in Trust Academies.
- 7.2 The Headteacher is responsible for implementing the human resource policies, procedures and terms and conditions of service for all employees including the upholding of appropriate rules for the conduct of staff. Changes to such policies and procedures will be effected only after agreement of the Directors.
- 7.3 The Headteacher shall be responsible for the appointment and management of all staff to be employed at the Academy provided that they shall:
- a) comply with all policies dealing with staff issued by the Directors from time to time;
 - b) take account of any terms set by the Directors;
 - c) adopt any standard contracts or terms and conditions for the employment of staff issued by the Directors including National Pay and Conditions for both teaching staff and support staff.
- 7.4 The LGB will have oversight of the appraisal of all staff and shall put in place procedures for the proper professional and personal development of staff.
- 7.5 A panel comprising the Chair of the LGB (or someone appointed by the Chair); the Chief Executive acting on behalf of the Board and an external consultant appointed by the Trust shall manage the performance of the Headteacher.
- 7.6 A panel of Directors and Governors will hear any appeals relating to pay increases.

8. PREMISES & RISK

- 8.1 The day-to-day maintenance of the buildings and facilities used in respect of the Academy is the responsibility of the LGB to the extent that it has funding to enable it to discharge that responsibility. The LGB shall have regard at all times to the safety of the users of the buildings and the facilities and the legal responsibilities of the Directors (and/or any others) as owners of such buildings and facilities.
- 8.2 The LGB shall advise the Directors as required on matters relating to estate management strategy, the suitability of building and facilities in light of long term curriculum needs and the need for and availability of capital investment. Any capital bids will be coordinated through the Trust.
- 8.3 Insuring the land and buildings used by the Academy will be the responsibility of the Directors.
- 8.4 The LGB/Headteacher will notify the Finance Director as soon as reasonably practicable following the occurrence of an event in respect of which an insurance claim is necessary. The responsibility for notifying the insurers rests with the Finance Director and Operations Manager. The Directors and the LGB will provide each other with all necessary information and assistance as may be helpful in the management of any insurance claims.

- 8.5 Health & Safety reporting must be carried out in line with Trust procedures
- 8.6 The Finance Director will ensure that an annual health & safety audit is carried out and the LGB will ensure that any recommendations are carried out.

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 of Association (available from the Clerk). The LGB members will need to complete an annual declaration of their business interests, conflicts and related party matters.
- 9.2 Any member of the LGB who has any duty or personal interest (including but not limited to any Personal Financial Interest) which conflicts or may conflict with her/his duties as a member of the LGB shall disclose that fact to the other members of the LGB as soon as she/he becomes aware of it. A member of the LGB must absent themselves from any discussions of the LGB or any committee in which it is possible that a conflict will arise between his/her 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. OTHER MATTERS

- 10.1 The LGB will keep apprised of and comply with all policies of the Directors.
- 10.2 The Directors and all members of the LGB have a duty to act independently and not as agents of those who may have appointed them and will act with integrity, objectivity and honesty in the best interests of the Trust and the Academy and shall be open about decisions and be able to justify those decisions except in so far as any matter may be considered confidential.
- 10.3 The LGB will review its procedures and practices on a regular basis, having regard to recommendations made by the Directors from time to time, including Trust policies, in order to ensure the governance of the Academy is best able to adapt to the changing political and legal environment.
- 10.4 The LGB shall provide such data and information regarding the business of the Academy and the pupils attending the Academy as the Directors may require from time to time.
- 10.5 The LGB shall obtain a DBS certificate for each of its governors.
- 10.6 The LGB will ensure that all annual reports are produced on a timely basis.
- 10.7 The LGB will ensure that it publishes all required information on its website.
- 10.8 The LGB will ensure that all complaints are recorded and dealt with in accordance with the agreed Trust Complaints Policy and The Education (Independent Schools Standard) Regulations 2014; this includes keeping complaints available for inspection by Ofsted - the Chief Executive may also request to see the file.

11. EFFECTIVE DATE

These Terms of Reference shall come into effect on the effective date shown on the first page of this document, and whilst subject to annual review, they will continue until revised by the Directors.