



The de Ferrers Trust

Local Governing Body – Terms of Reference

Adopted by the Trust Board:	12 September 2017
Signed by Chair of the Trust Board:	<i>E. Haughton.</i>

1. Introduction

1.1 The de Ferrers Trust (the 'Trust') is governed by a Trust Board (the 'Directors') who are accountable to the Department for Education and have overall responsibility and ultimate decision making authority for all the work of the Trust, including the establishing and running of the academies operated by the Trust.

1.2 The following academies are currently operated by the Trust:

- The de Ferrers Academy
- Eton Park Junior: A de Ferrers Trust Academy
- Horniglow Primary: A de Ferrers Trust Academy
- Lansdowne: A de Ferrers Trust Academy
- The Pingle Academy
- Granville Academy

(each one the 'Academy' or collectively the 'Academies').

1.3 In order to assist with the discharge of their responsibilities, the Directors have established a Local Governing Body ('LGB') for each of the Academies. The LGB shall be a subcommittee of the Trust Board established pursuant to Articles 100 to 104 (inclusive) of the Articles of Association of the Trust (the 'Articles').

1.4 The Directors may review these Terms of Reference at any time but at least annually.

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

2. Constitution of the LGBs

- 2.1 Members of the LGB shall be known as 'governors'.
- 2.2 The Directors 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 shall be as follows:
 - 2.3.1 The Principal of the Academy (or the Executive Principal if no such person is appointed);
 - 2.3.2 1 staff governor;
 - 2.3.3 up to 2 parent governors;
 - 2.3.4 up to 4 board appointed governors for secondary academies or up to 3 board appointed governors for primary academies; and
 - 2.3.5 up to 4 co-opted governors for secondary academies or up to 3 co-opted governors for primary academies.
- 2.4 The procedure for the appointment and the removal of governors shall be as set out in Annex 1.

3. Proceedings of the LGB

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

4. Relationship between the Trust Board and the LGB

- 4.1 The LGB shall in carrying out its role:
 - 4.1.1 promote the highest standards and ensure that all students fulfil their potential;
 - 4.1.2 be responsible to the Directors for its actions and follow the expectations of governors as laid down by the Directors;
 - 4.1.3 aim to establish an effective, accountable, independent and diverse body that promotes best practice in governance;
 - 4.1.4 aim to ensure that its governors promote and uphold high standards of conduct, probity and ethics;
 - 4.1.5 be positive ambassadors for their Academy and the Trust as a whole;
 - 4.1.6 Ensure the development of a dynamic learning community both within and beyond the Academy and the community it serves.

- 4.2 The Directors shall support the work of the LGB by:
 - 4.2.1 setting a clear strategic vision to allow the LGB to set and achieve its own aims and objectives within such vision;
 - 4.2.2 ensuring that systems are put in place to allow the governors to be presented with timely and accurate data to allow the LGB to analyse Academy performance in order to support and challenge the Principal and the Academy Leadership Team; and
 - 4.2.3 ensuring that the governors have access to high quality training.
- 4.3 Without prejudice to the Directors' other rights to remove any governor and the Directors rights to amend these Terms of Reference at any time, where the Directors have concerns about the performance of an LGB they may amongst other actions:
 - 4.3.1 require the relevant LGB to adopt and comply with a governance action plan in such form as determined by the Directors;
 - 4.3.2 suspend or remove any or all of the matters delegated to the LGB;
 - 4.3.3 suspend or remove any or all of the governors of the relevant LGB.
- 4.4 The Directors may require a governance action plan where:
 - 4.4.1 The Academy has a deficit budget (both revenue and capital) in excess of £50,000;
 - 4.4.2 Concerns arise in relation to the effective progress and development of an Academy.
- 4.5 The Directors may vary the matters delegated where:
 - 4.5.1 The LGB act outside its delegated powers and limitations;
 - 4.5.2 The LGB are in breach of these terms of reference.
- 4.6 The Directors may remove governors where:
 - 4.6.1 The Academy is in material breach of its funding arrangements;
 - 4.6.2 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 the Directors to suspend or remove any or all of the matters delegated to the LGB.

5. Delegated Powers

- 5.1 In the exercise of its delegated powers and functions, the governors of the LGB shall:
- 5.1.1 ensure that the Academy is conducted in accordance with the objects of the Trust, the terms of any Trust governing the use of the land which is used for the purposes of the Academy, any agreement entered into with the Secretary of State for funding of the Academy and these Terms of Reference;
 - 5.1.2 promptly implement and comply with any policies or procedures communicated to the LGB;
 - 5.1.3 review its own policies and practices on a regular basis, in view of any advice or recommendations made by the Directors;
 - 5.1.4 work closely with the Directors and act, at all times, with integrity and objectivity in the best interests of the Trust and the Academy;
 - 5.1.5 be open about decisions and be prepared to justify those decisions;
 - 5.1.6 maintain confidentiality in relation to all information obtained by them relating to the Academy and the Trust; and
 - 5.1.7 adopt financial prudence in managing the financial affairs of the Trust in so far as these relate to the Academy 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 the Directors against Key Performance Indicators (KPIs) which have been set for the Academy and 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.
- 5.4 The powers retained by the Directors and delegated from the Directors to the LGBs shall be as set out in the Scheme of Delegation that sets out the powers retained by the Directors and the powers delegated to the Chief Executive, Trust Team, the LGB and the Principal.

- 5.5 For the avoidance of doubt, where a power is not expressly delegated to the Chief Executive, Trust Team, any LGB or Principal it will be deemed to have been retained by the Directors regardless of whether it is specified in the Scheme of Delegation.
- 5.6 The Scheme of Delegation may be reviewed by the Directors at any time but shall be reviewed at least annually. Directors 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 of the LGB or the Vice Chair, 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 Academy, any pupil or their parent or a person who works at the academy, then they may exercise any function of the LGB which can be delegated to an individual or any function relating the exclusion of pupils by using their Chairs' Powers to Act.

Annex 1 – Appointment and Removal of Governors

1. Staff Governors

- 1.1 The Directors shall invite nominations from all staff employed under a contract of employment based at the academy at which the vacancy arises and, where there are any contested posts, shall hold an election by a secret ballot.
- 1.2 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 the Directors. The Directors may delegate the running of the election to the LGB.

2. Parent Governors

- 2.1 Parent governors of the LGB shall be elected by parents of registered students at the academy where the vacancy arises. He or she must be a parent or person exercising parental responsibility for a student at the Academy at which the vacancy arises at the time when he or she is elected.
- 2.2 The Directors shall make all necessary arrangements for, and determine all other matters relating to, an election for the parent governors. The Directors may delegate the running of the election to the LGB.
- 2.3 Where a vacancy for a parent governor is required to be filled by election, the Directors shall take such steps as are reasonably practical to ensure that every person who is known to them to be a parent of a registered student at the Academy is informed of the vacancy and that it is required to be filled by election, informed that s/he is entitled to stand as a candidate, and vote at the election, and given an opportunity to do so.
- 2.4 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 their ballot paper returned to the Academy by a registered student at the Academy.
- 2.5 Where the number of parents standing for election is less than the number of vacancies, the Directors may appoint a person who is the parent of a registered student at the Academy or, where it is not reasonably practical to do so, a person who is the parent of a registered student of another Academy run by the Trust.

2.6 For clarity, the term 'parent' refers to any parent or person exercising parental responsibility.

3. Co-opted Governors

3.1 Co-opted governors of the LGB shall be appointed by the LGB. He or she must be:

- a) a person who lives or works in the community served by the Academy;
or
- b) a person who, in the opinion of the LGB, has the necessary skills set and is committed to the government and success of the Academy.

3.2 The LGB may not appoint an employee of the Trust as a co-opted governor.

4. Term of Office

4.1 The term of office for any governor shall be 4 years, save for the Principal of the Academy who shall remain a governor until he or she ceases to work at the Academy.

4.2 Subject to remaining eligible to be a particular type of governor, any person may be re-appointed or re-elected to the LGB.

5. Resignation and Removal

5.1 A person serving on the LGB shall cease to hold office if:

- a) they resign their office by giving notice in writing to the Clerk of the LGB;
- b) the Principal or a staff governor ceases to work at the Academy;
- c) the Directors terminate the appointment of a governor whose presence or conduct is deemed by the Directors, at their sole discretion, not to be in the best interests of the Trust or the Academy.

5.2 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 student at the Academy.

6. Disqualification of governors of the LGB

- 6.1 A person shall be disqualified from serving on the LGB if he would not be able to serve as a Director in accordance with Articles 68-80 of the Articles of Association.

7. Appointment and removal of Chair and Vice Chair

- 7.1 The Chair and Vice Chair of the LGB shall be appointed by the Directors and may be removed from office by the Directors at any time.
- 7.2 The term of office of the Chair and Vice Chair shall be 2 years. Subject to remaining eligible to be a governor, any governor may be re-appointed as Chair or Vice Chair of the LGB.
- 7.3 The Chair and Vice Chair may at any time resign their office by giving notice in writing to the Directors. There should be a minimum of four academy weeks between the date of the written resignation and the date of the next Local Governing Body meeting. The Chair or Vice Chair shall cease to hold office if:
- a) they cease to serve on the LGB;
 - b) they are employed by the Trust; or
 - c) in the case of Vice Chair, s/he is appointed to fill a vacancy in the office of the Chair.
- 7.4 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.

8. Committees

- 8.1 Subject to the prior agreement of the Directors, the LGB may establish subcommittees who may include individuals who are not members of the LGB, provided that such individuals are in a minority.
- 8.2 The LGB may delegate to a subcommittee or any person serving on the LGB, the Principal or any other holder of an executive office, such of their powers or functions as they consider desirable. Any such delegation may be made subject to any conditions either the Directors or the LGB may impose and may be revoked or altered. The person or subcommittee shall report to the LGB in respect of any action taken or decision made with respect of the exercise of that power of function at the meeting of the LGB immediately following the taking of the action or the making of the decision.

Annex 2 – Proceedings of the LGB

1. Meetings

- 1.1 The LGB shall meet at least once in every half-term, in line with the data cycle, and shall hold such other meetings as may be necessary.
- 1.2 Meetings of the LGB shall be convened by the Clerk to the LGB 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.
- 1.3 Any governors shall be able to participate in meetings of the governors by telephone or video conference provided that s/he has given reasonable notice to the Clerk of the LGB and that the governors have access to the appropriate equipment.
- 1.4 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.
- 1.5 Meetings will not exceed 2 hours unless a vote is taken by governors for a 30 minute extension. In making their decision due regard should be given to colleagues present and their work life balance.

2. Quorum

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 the Directors.

3. Voting

- 3.1 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.
- 3.2 Any governor who is also an employee of the Trust shall withdraw from that part of the meeting of the LGB at which their remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement are to be considered.

- 3.3 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.

4. Conflict of Interest

- 4.1 Any governor who has or may have any direct or any indirect duty or personal interest (including but not limited to any personal financial interest (as defined below)) which conflicts or may conflict with their 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 Academy and any duty or personal interest (including but not limited to any personal financial interest).
- 4.2 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 the Trust or is in receipt of remuneration or the provision of any other benefit directly from the Trust or in some other way is linked to the Trust or the Academy.

5. Minutes of meetings

- 5.1 At every meeting of the LGB the minutes of the last meeting shall be taken as the first agenda item after recording any apologies or declarations of interest and, if agreed to be accurate, shall be signed as a true record.
- 5.2 The Clerk to the LGB shall ensure that a copy of the agenda for every meeting of the governors, and any report, document or other paper considered at any such meeting are, as soon as is reasonably practicable, made available to the Company Secretary.
- 5.3 The Clerk to the LGB shall ensure that the draft minutes of every such meeting, once approved by the Chair of that meeting, are made available to the Company Secretary as soon as possible and no later than 7 days following the meeting.
- 5.4 The Clerk to the LGB shall ensure that a copy of the signed minutes and any other documentation are made available to the Company Secretary as soon as is reasonably practicable.