




The de Ferrers Trust

## Local Governing Body – Terms of Reference

Adopted by the Trust Board:	4 <sup>th</sup> October 2019
Signed by Chair of the Trust Board:	

### 1. Introduction

- 1.1 The de Ferrers Trust (the 'trust') is governed by a trust board (the 'trustees') who are accountable to the members and the Department for Education. They 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 In order to assist with the discharge of their responsibilities, the trustees have established a number of local governing bodies ('LGBs'). Each LGB shall be a committee of the trust board established pursuant to Articles 100 to 104 (inclusive) of the articles of association of the trust (the 'articles'). It's key role is to seek assurances on behalf of the trust board against key performance indicators (KPIs) and in accordance with the Scheme of Delegation determined by the Trust.
- 1.3 The trustees may review these terms of reference at any time but at least annually.
- 1.4 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 'local governors'.
- 2.2 The 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 is determined depending on the type of academy i.e. primary, secondary, faith, federated. Please see Annex 1 for details as to the composition of the LGB for each academy currently operated.

2.4 The procedure for the appointment and the removal of local governors shall be as set out in Annex 2.

### **3. Proceedings of the LGB**

The proceedings for meetings of the LGB shall be as set out in Annex 3.

### **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 trustees for its actions and follow the expectations of local governors as laid down by the trustees in their code of conduct;

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 local 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 trustees shall support the work of the LGB by:

4.2.1 setting a clear strategic vision;

4.2.2 ensuring that systems are put in place to allow local governors to be presented with timely and accurate data to allow them to analyse academy performance in order to support and challenge the principal and the academy leadership team; and

4.2.3 ensuring that local governors have access to high quality training.

4.3 Without prejudice to the trustees' other rights to remove any governor and the trustees rights to amend these terms of reference at any time, where the trustees 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 trustees;
  - 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 local governors of the relevant LGB.
- 4.4 The trustees may require a governance action plan where concerns arise in relation to the effective progress and development of an academy.
- 4.5 The trustees 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 trustees 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 trustees 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 agreement 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 trustees;
  - 5.1.4 work closely with the trustees 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
- 5.2 Each local 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 local governor's responsibility to consider if, and raise any concerns where, they feel that appropriate training and development is not being provided.
- 5.3 Local governors shall be expected to seek assurances on behalf of the trust board against key performance indicators (KPIs) which have been set for the academy and report by exception to the trust board.
- 5.4 The powers retained by the trustees and delegated from the trustees to the LGBs shall be as set out in the scheme of delegation that sets out the powers retained by the trustees and the powers delegated to the Chief Executive, the LGB and the principal.
- 5.5 For the avoidance of doubt, where a power is not expressly delegated it will be deemed to have been retained by the trustees regardless of whether it is specified in the scheme of delegation.
- 5.6 The scheme of delegation may be reviewed by the 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 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 student or their parent or a person who works at the academy, then they may exercise any function of the LGB which has been delegated by the trust board by using their chairs' powers to act.

## Annex 1

### Categories of Local Governors and Composition of the Local Governing Body

#### Categories of Local Governors

- Board appointed governors – appointed by the trust board
- Co-opted governors – appointed for their particular skills, by local governors who have not been co-opted themselves
- Parent governors – elected by the parents
- Staff governors – elected by the staff
- Principal and Executive Principal – for the term of their employment (ex-officio)
- Foundation – appointed by the Diocesan Board of Education (academies within the diocese only).

#### Composition of the Local Governing Body

##### Primary Academies

Current academies:-

- Horninglow Primary

3 x board appointed governors

3 x co-opted governors

2 x parent governors

1 x staff governor

1 x Principal

Total LGB of 10

##### Secondary Academies

Current academies:-

- The de Ferrers Academy
- The Pingle Academy
- Granville Academy

4 x board appointed governors

4 x co-opted governors

2 x parent governors

1 x staff governor

1 x Principal

Total LGB of 12

## Federated academies

Current academies:-

- Eton Park Junior
- Lansdowne

4 x board appointed governors

4 x co-opted governors

2 x staff governors

2 x parent governors

1 x Executive Principal

Total LGB of 13

## Academies with a religious character

Current academies:-

- Richard Wakefield C.E.

2 x board appointed governors

2 x co-opted governors

2 x foundation governors

2 x parent governors

1 x staff governor

1 x principal

Total LGB of 10

## **Annex 2**

### **Appointment and Removal of Governors**

#### **1. Staff Governors**

- 1.1 The trustees will delegate the running of a staff election to the LGB.
- 1.2 The LGB 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.
- 1.3 The LGB shall determine the conduct of the election.
- 1.4 Any resolution of questions as to whether any person is an eligible candidate shall be determined by the Director of Governance and Compliance.

#### **2. Parent Governors**

- 2.1 The trustees will delegate the running of a parent election to the LGB.
- 2.2 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 of a student at the academy at which the vacancy arises at the time when s/he is elected. "Parent" includes any individual who has parental responsibility for, or cares for, a child under the age of 19.
- 2.3 The LGB shall make all necessary arrangements for, and determine all other matters relating to, an election for the parent governors. .
- 2.4 Where a vacancy for a parent governor is required to be filled by election, the LGB 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.
- 2.5 Any election of persons who are to be parent governors which is contested shall be held by secret ballot. The arrangements made for the election of 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.

- 2.6 Where the number of parents standing for election is less than the number of vacancies, the LGB may appoint a person who is the parent of a registered student at the academy.
- 2.7 Where an election has not been successful the trustees may appoint a person who is the parent of a registered student of another academy operated by the trust.

### **3. Co-opted Governors**

- 3.1 Co-opted governors of the LGB shall be appointed by the LGB. S/he 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 skill 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 trustees terminate the appointment of a local governor whose presence or conduct is deemed by the trustees, 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 trustee 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 trustees and may be removed from office by the trustees 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 trustees. 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) 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.

## **Annex 3**

### **Proceedings of the LGB**

#### **1. Meetings**

- 1.1 The LGB shall meet at least five times per year 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 local 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 local governors shall be able to participate in meetings of the LGB by telephone or video conference provided that s/he has given reasonable notice to the clerk of the LGB and that the LGB 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 of the LGB will not be open to the public but minutes shall be made available on request. The LGB may invite others parties to their meeting from time to time if it assists the work of the LGB.
- 1.6 Meetings will not exceed 2 hours unless a vote is taken by the LGB 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 local governors of the LGB, or, where greater, any one third (rounded up to a whole number) of the total number of local governors of the LGB at the date of the meeting.

#### **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 local governors present and entitled to vote on the matter. Every local governor shall have one vote. Where there is

an equal division of votes, the chair of the meeting shall have the casting vote. A local governor may not vote by proxy.

- 3.2 Any local 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 local 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 local 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 local 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 local governor of the LGB has a personal financial interest if they, or any child, stepchild, parent, grandchild, grandparent, brother, sister or spouse of the local governor or any person living with the local 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. Agenda and Minutes of meetings**

- 5.1 Agendas and minutes of LGB meetings shall be produced in a format approved by the Director of Governance and Compliance.
- 5.2 Minutes of the LGB meeting shall be made available to the public on request.
- 5.3 Information relating to a named person or any other matter that the committee considers confidential does not have to be made available for inspection. Such matters should be recorded in a confidential appendix to the minutes.
- 5.4 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 by the chair of that meeting.

- 5.5 The clerk to the LGB shall ensure that a copy of the agenda for every meeting of the LGB, and any report, document or other paper considered at any such meeting are, as soon as is reasonably practicable, made available to the Director of Governance and Compliance via The Trust Governor...
- 5.6 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 Director of Governance and Compliance as soon as possible and no later than 7 days following the meeting.
- 5.7 The clerk to the LGB shall ensure that a copy of the signed minutes and any other documentation are made available to the Director of Governance and Compliance via The Trust Governor as soon as is reasonably practicable.