



# TERMS OF REFERENCE

This document sets out the role of the Education Learning Trust Board of Trustees 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.

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## VERSION HISTORY

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## 1. INTRODUCTION

- 1.1 Education Learning Trust (the “Trust”) is governed by a Board of Trustees (the “Trustees”) 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 Gatley Primary School is currently operated by the Trust.
- 1.3 In order to assist with the discharge of their responsibilities, the Trustees have established an Academy Governing Body (“AGB”) for each of the Academies. The AGB shall be a committee established pursuant to Articles 100 to 104 (inclusive) of the Articles of Association of the Trust (the “Articles”).
- 1.4 The Trustees may review these terms of reference at any time but shall review them at least annually.
- 1.5 These terms of reference may only be amended by the Board of Trustees.

## 2. CONSTITUTION OF THE AGBs

- 2.1 Members of the AGB shall be known as “governors”.
- 2.2 The Trustees have the right to appoint such persons to the AGB as they shall determine from time to time
- 2.3 Subject to clause 2.2, the composition of Academy Governing bodies for the Academies shall be as follows:
  - 2.3.1 the Headteacher/Head of School of the Academy (or the CEO if no such person is appointed);
  - 2.3.2 up to 1 staff governors;
  - 2.3.3 up to 2 parent governors; and
  - 2.3.4 up to 7 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 AGB**

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

**4. RELATIONSHIP BETWEEN THE BOARD AND AGB**

- 4.1 The AGB shall in carrying out its role:

4.1.1 promote high standards and aim to ensure that students and pupils are attending a successful school which provides them with a good education and supports their well-being;

4.1.2 be responsible to the Trustees for its actions and follow the expectations of governors as laid down by the Trustees;

4.1.3 aim to establish that it is competent, accountable, independent and diverse 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, in keeping with the Nolan principles of public life;

- 4.2 The Trustees 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 good data to allow the LGB to analyse Academy performance in order to support and challenge the Principal/Head of School and the senior leadership team of the Academy; and

- 4.2.3 ensuring that the governors have access to high quality training.
- 4.3 Without prejudice to the Trustees' other rights to remove any governor and the Trustee's rights to amend these terms of reference at any time, where the Trustees have concerns about the performance of an AGB they may amongst other actions:
- 4.3.1 require the relevant AGB 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 AGB;
  - 4.3.3 suspend or remove any or all of the governors of the relevant AGB;
- 4.4 The Trustees may require a governance action where:
- 4.4.1 the Academy has a deficit budget (both revenue and capital) in excess of £50,000;
  - 4.4.2 the Academy has been rated by Ofsted as 'Requiring Improvement' or 'Inadequate';
  - 4.4.3 there has been a serious breach of Trust policies.
- 4.5 The Trustees may vary the matters delegated where:
- 4.5.1 the AGB act outside its delegated powers and limitations;
  - 4.5.2 the AGB are in breach of these terms of reference;
  - 4.5.3 there has been a serious breach of Trust policies.
- 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 AGB 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 AGB.

## **5 DELEGATED POWERS**

### **General principles**

- 5.1 In the exercise of its delegated powers and functions, the governors of the AGB 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 the funding of the Academy and these terms of reference;
  - 5.1.2 promptly implement and comply with any policies or procedures communicated to the AGB by the Trustees from time to time;
  - 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 with integrity, objectivity and honesty 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 keep confidential all information of a confidential nature 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 his own training and development needs. It is a governor's responsibility to consider if, and raise any concerns where, he feels that appropriate training and development is not being provided.
- 5.3 Governors shall be expected to report to the Trust against 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 Trustees may require from time to time.
- 5.4 Annex 3 sets out the powers retained by the Trustees in the Scheme of Delegation, the powers delegated to the CEO, the AGB of the Academy and the Head of School of the Academy.
- 5.5 For the avoidance of doubt, where a power is not expressly delegated to the CEO, the LGB or Principal it will be deemed to have been retained by the Trust 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 AGB.

Notwithstanding the application of any provision of these terms of reference, if the Chair of the AGB 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 AGB which can be delegated to an individual or any function relating to the exclusion of pupils after consultation with the CEO and the Chair of the Trustees.

## **Annex 1 – Appointment and Removal of Governors**

### **1 Staff governors**

- 1.1 The 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 Academy 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 Trustees. The Trustees may delegate the running of the election to the AGB.

### **2 Parent governors**

- 2.1 Parent governors of the AGB shall be elected by parents of registered pupils at the Academy. He or she must be a parent of, or have parental responsibility for, a pupil at the Academy at the time when he or she is elected.
- 2.2 The Trustees shall make all necessary arrangements for, and determine all other matters relating to, an election of the parent governors. The Trustees may delegate the running of the election to the AGB.
- 2.3 Where a vacancy for a parent governor is required to be filled by election, the 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 Academy is informed of the vacancy and that it is required to be filled by election, informed that 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 electronic means, post or, if he



prefers, by having his ballot paper returned to the Academy by a registered pupil at the Academy.

- 2.5 Where the number of parents standing for election is less than the number of vacancies, the Trustees may appoint a person who is the parent of a registered pupil at the Academy or, where it is not reasonably practical to do so, a person who is the parent of a registered pupil of another Academy run by the Trust.

### **3 Co-opted governors**

- 3.1 Co-opted governors of the LGB shall be appointed by the Trustees. 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 Trustees, has the necessary skills set and is committed to the government and success of the Academy.

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

#### **General Principles**

- 3.3 Where a Governor has been appointed by the LGB, but not yet approved by the Board of Directors they shall, until the first meeting of the Board of Directors, be considered as full Governors.

### **4. Term of office**

- 4.1 The term of office for any governor shall be 4 years, save for the Head of School of the Academy (as applicable) 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 AGB.

## **5 Resignation and removal**

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

- a) he resigns his office by giving notice in writing to the clerk of the AGB;
- b) the Head of School or a staff governor ceases to work at the Academy;
- c) the Trustees terminate the appointment of a 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 pupil at the Academy.

## **6 Disqualification of governors of the AGB**

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

## **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 one year. Subject to remaining eligible to be a governor, any governor may be re-appointed as Chair or Vice Chair of the AGB.

7.3 The Chair and Vice Chair may at any time resign his office by giving notice in writing to the Trustees. The Chair or Vice Chair shall cease to hold office if:

- a) he ceases to serve on the AGB;
- b) he is employed by the Trust whether or not at the Academy; or
- c) in the case of the Vice Chair, 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 AGB 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 Trustees, the AGB may establish subcommittees who may include individuals who are not members of the AGB, provided that such individuals are in a minority.
- 8.2 The AGB may delegate to a subcommittee or any person serving on the AGB subcommittee, the Head of School 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 Trustees or the AGB 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 to the exercise of that power or function at the meeting of the LGB immediately following the taking of the action or the making of the decision.
- 8.3 Subject to the prior agreement of the Trustees, the AGB may appoint Associate Governors for a specific role/remit

## **Annex 2 – Proceedings of the AGB**

### **1. Meetings**

- 1.1 The AGB shall meet at least once in every term and shall hold such other meetings as may be necessary.
- 1.2 Meetings of the AGB shall be convened by the clerk to the AGB, 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 his absence, the Vice-Chair, may waive the need for seven days' notice of the meeting and substitute such notice as he thinks fit.
- 1.3 Any governor shall be able to participate in meetings of the governors by telephone or video conference provided that he has given reasonable notice to the clerk of the AGB 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 AGB.

### **2. Quorum**

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

### **3. Voting**

- 3.1 Every matter to be decided at a meeting of the AGB 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 any meeting of the AGB at which his 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 Conflicts of Interest**

- 4.1 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 AGB shall disclose that fact to the AGB as soon as he becomes aware of it. A person must absent himself from any discussions of the AGB in which it is possible that a conflict will arise between his 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 AGB has a Personal Financial Interest if he, 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 AGB 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.
- 5.2 The clerk to the AGB 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 Clerk of the Trustees.