



Mercia
Learning Trust

Terms of Reference

For

Local Governing Bodies

Autumn 2020

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1. INTRODUCTION

1.1 Mercia Learning Trust (the “**Trust**”) is governed by a Board of Directors (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:

King Egbert School

Newfield School

Mercia School

Totley Primary School

Valley Park Primary School

Nether Edge Primary School

(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 committee 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 shall be review them at least annually.

1.5 These terms of reference may only be amended by the Board of Directors.

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 of primary academies shall include 8-10 members, as follows:
 - 2.3.1 the Headteacher of the Academy (or the CEO if no such person is appointed);
 - 2.3.2 1 staff governor;
 - 2.3.3 up to 3 parent governors; and
 - 2.3.4 up to 5 co-opted governors.
- 2.4 Subject to clause 2.2, the composition of the LGBs of secondary academies shall include 10-12 members, as follows:
 - 2.4.1 the Headteacher of the Academy (or the CEO if no such person is appointed);
 - 2.4.2 1 staff governor;
 - 2.4.3 up to 4 parent governors; and
 - 2.4.4 up to 6 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

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

4. RELATIONSHIP BETWEEN THE BOARD AND LGB

4.1 The LGB 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 Directors for its actions and follow the expectations of governors as laid down by the Directors;

4.1.3 aim 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 aim to ensure that its governors promote and uphold high standards of conduct, probity and ethics;

4.1.5 ensure school budgets are managed with the utmost financial probity and within the parameters set by the Trust Board.

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 good data to allow the LGB to analyse Academy performance in order to support and challenge the Headteacher 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 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 by virtue of:
- 4.4.1 the Academy has a deficit budget (both revenue and capital);
 - 4.4.2 pupil progress is below that required; and
 - 4.4.3 other circumstances where intervention is deemed necessary.
- 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 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

General principles

- 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 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 LGB by the Directors 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 Directors;
 - 5.1.4 work closely with the Directors 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 Directors may require from time to time.
- 5.4 The powers retained by the Trust and delegated from the Directors to the LGBs are detailed in Annex 3 (pages 15 -24).
- 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 the Trust regardless of whether it is specified in Annex 3.
- 5.6 Annex 3 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 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 Academy, any pupil or their parent or a person who works at the Academy, 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

1 Staff governors

- 1.1 The Directors 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 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 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 Directors shall make all necessary arrangements for, and determine all other matters relating to, an election of 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 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 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 Directors 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 Directors. 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 Directors, has the necessary skills set and is committed to the government and success of the Academy.

3.2 The Directors 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 Headteacher 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 LGB.

5 Resignation and removal

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

- a) he resigns his office by giving notice in writing to the clerk of the LGB;
- b) the Headteacher 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 pupil 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.

7 Appointment and removal of Chair and Vice Chair

7.1 The Chair and Vice Chair of the LGB shall be elected by the LGB.

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 his office by giving notice in writing to the Directors. The Chair or Vice Chair shall cease to hold office if:

- a) he ceases to serve on the LGB;
- 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 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, subcommittee, the Headteacher 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 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.

ANNEX 2 – Proceedings of the LGB

1. Meetings

- 1.1 The LGB shall meet at least once in every term 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. 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 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.

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 Trust.

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 any meeting of the LGB 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 LGB shall disclose that fact to the LGB as soon as he becomes aware of it. A person must absent himself from any discussions of the LGB 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 LGB 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 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.
- 5.2 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 Company Secretary of the Trust.

ANNEX 3 – Delegations

In this Annex the phrases used have the following meanings:

Consult: the individual/group that should be consulted as part of the process of completing a particular task.

Deliver: the individual/group that has responsibility for undertaking the particular task delegated to them and reporting on its delivery at suitable intervals. In the case of the CEO this will be at Trust level. In the case of the Headteacher this will be at Academy level.

Determine: the individual/group that has primary responsibility for ensuring the particular task is completed and determining how the Trust and/or Academies (as appropriate) should undertake the task including determining appropriate milestones and targets to be reported against.

Develop: the individual/group that has responsibility for developing proposals relating to a task for discussion and approval by the appropriate decision-making individual/group.

Recommend: the individual/group that should make recommendations as to how a particular task should be completed. In the case of (i) the CEO they will be making recommendations to the Board and/or LGB (as appropriate), (ii) the LGB they will be making recommendations in relation to their Academy to the Board, CEO and/or Headteacher (as appropriate) and (iii) the Headteacher they will be making recommendations in relation to their Academy to the CEO and/or LGB (as appropriate).

Report: the individual/group that has responsibility for reporting on the delivery of tasks. In the case of (i) the CEO they will be making reports to the Board and/or LGB (as appropriate), (ii) the LGB they will be making reports in relation to their Academy to the Board and/or CEO (as appropriate) and (iii) the Headteacher they will be making reports in relation to their Academy to the CEO and/or LGB (as appropriate).

Review: the individual/group that has responsibility for reviewing whether a particular task is being carried out satisfactorily and where appropriate requiring action to be taken to ensure task is delivered appropriately. In the case of (i) the Board they will be reviewing the CEO and/or LGB (as appropriate), (ii) the MLT Executive Headteacher they will be reviewing the Headteacher and (iii) the LGB they will be reviewing the Headteacher and his leadership team.

Comply: the individual/group will follow agreed policies and procedures.

To assist interpretation of the matters delegated please see the scheme of delegation.