

# **OWLCOTES MULTI-ACADEMY TRUST**

## **Local Governing Board**

### **Terms of Reference**



2023 - 2024

# Terms of Reference for the Local Governing Boards at Owlcotes Multi-Academy Trust Schools

## 1. Terms of Reference

These terms of reference are drafted and maintained by Owlcotes Multi-Academy Trust (OMAT). The Board of Trustees may make amendments to these terms of reference, as described in the Trust's Articles of Association.

The Terms of Reference will be reviewed at least annually by the OMAT Board of Trustees.

In the event that amendments are made, the OMAT Board shall notify the Chair of each Local Governing Board (LGB), who shall make the other Governors aware of the changes.

## 2. The Trust and Local Governing Board

OMAT is a charitable company limited by guarantee. It has entered into a Master Funding Agreement with the Department for Education and a Supplemental Funding Agreement in respect of the school and so it is OMAT that is ultimately responsible to the Department for Education (DfE). The trustees are responsible for the general control and management of OMAT in accordance with the Articles of Association of the Trust. The Local Governing Board is a committee of OMAT.

## 3. Local Governing Board – Governors

Membership of the Local Governing Board is determined in accordance with the following:

- a) The total membership will not be less than 7 and not more than 15.
- b) The membership of the Local Governing Board, whatever the number above, will be made up as follows:
  - the Headteacher
  - 2 elected parent governors
  - 2 staff governors (this may include the Headteacher)
  - Community governors/co-opted governors - appointed for their skills.

## 4. Governors' Term of Office

- a) Any Governor shall hold and vacate office in accordance with the terms of his/her appointment but (except in the case of the Headteacher) the length of his/her term of office will not exceed four years.
- b) Any Governor may be re-appointed for a consecutive term as long as he/ she remains eligible.

## 5. Resignation and Removal of Governors

- a) A Governor may at any time resign his or her office by giving notice in writing to the LGB.
- b) The trustees may terminate the appointment of any governor whose conduct is deemed by the trustees not to be in the best interests of the OMAT or the school.

- c) Any Staff Member shall automatically cease to hold office if s/he ceases to be employed at the school. However, a Parent Governor shall not automatically cease to hold office solely by reason of the child (of whom that Parent Governor is a parent or carer) ceasing to be a pupil at the school.

## **6. Persons Ineligible to be Governors**

- a) No person shall be qualified to be a Governor unless s/he is aged 18 or over at the date of his or her election or appointment.
- b) A Governor shall cease to hold office if s/he becomes incapable by reason of mental disorder, illness or injury of managing or administering his or her own affairs.
- c) A Governor may cease to hold office if s/he is absent without the permission of the Governors from all their meetings held within a period of six months.
- d) A Governor shall cease to hold office if s/he would be disqualified from acting as a charity trustee by virtue of section 72 of the Charities Act 1993
- e) A person shall be disqualified from holding or continuing to hold office as a Governor:
- I. If his or her estate has been sequestrated and the sequestration has not been discharged, annulled or reduced.
  - II. If s/he is the subject of a bankruptcy restrictions order or an interim order.
  - III. If at any time when s/he is included in the list of teachers and workers with children or young persons whose employment is prohibited or restricted under section 1 of the Protection of Children Act 1999.
  - IV. If at any time s/he is disqualified from working with children under section 28, 29, 29A and 29B of the Criminal Justice and Court Services Act 2000.
  - V. If s/he is a person in respect of whom a direction has been made under section 142 of the Education Act 2002. Where s/he has, at any time, been convicted of any criminal offence, excluding any that have been spent under the Rehabilitation of Offenders Act 1974 as amended, and excluding any offence for which the maximum sentence is a fine or a lesser sentence except where a person has been convicted of any offence which falls under section 72 of the Charities Act 1993.
  - VI. If s/he has not complied with the Trust's DBS policies. Governors are required to have an Enhanced Disclosure and Barring Service Certificate and update this in line with OMAT's policies for renewal.
- f) Where a person becomes disqualified from holding, or continuing to hold office as a Governor and s/he is, or is proposed, to become such a Governor, s/he shall upon becoming so disqualified give written notice of that fact to the Clerk to the Local Governing Board.

## **7. Appointment of the Clerk to Governors**

The Clerk to Governors shall be appointed by the Trustees. The Clerk cannot be a Governor. Where the Clerk fails to attend a meeting of theirs, Governors can appoint any one of the Governors or any other person to act as Clerk for the purposes of that meeting.

## **8. Appointment of Chair and Vice-Chair of LGB**

- a) The Chair and Vice-Chair of the Local Governing Board shall be appointed for the start of each academic year. These appointments will be approved by the OMAT board of trustees.
- b) If both the Chair and the Vice-Chair are absent from any meeting of the LGB, the Clerk can chair the meeting but will have no voting rights.

## **9. Responsibilities of Trustees**

The role of the trustees mainly involves strategic oversight across OMAT, governance, and setting the Trust's vision and policies. The trustees delegate responsibility for the running of the school to the CEO; Headteacher and LGB as below.

## **10. Responsibilities of Trustees**

The role of Governors is to ensure that the OMAT vision and values, policies and priorities are implemented in accordance with the agreed scheme of delegation, taking account of and maintaining the unique characteristics of each school. Governors are expected to question and challenge school leadership and to hold them to account. In particular the following:

### **10.1 Vision and Accountability**

- a) To carry forward the Trust's vision, in a way appropriate to the specific identity and community characteristics of each school.
- b) Implementation of actions required to comply with statutory regulations and the Funding Agreements.
- c) Implementation of the Trust policies.
- d) Holding school leadership to account for academic performance, quality of care and quality of provision.

### **10.2 Budgets and Finances**

- a) Ensuring school level funding and resources are used appropriately.
- b) Ensuring value for money has been achieved.
- c) Implementation of the Trust's procurement policies.
- d) Observing proper levels of delegation and protocols as detailed in the scheme of delegation.
- e) Submitting any material changes to the approved budget to the trustees for approval. (The school budget shall not be effective until it has been approved by the trustees).
- f) The LGB is required to work to budget limits as determined by OMAT and based on the approved budget.

### **10.3 Risk Management**

The LGB will compile and review the school risk register and ensure that risk management is effective.

### **10.4 Effective Governance**

- a) Every school LGB within OMAT has a strategic role to play in ensuring the interests of the school and its local community are met. Each Governor must act in the best interests of OMAT and of the school at all times

- b) Governors need to know their schools, so named governors with specific roles and governor visits into school are expected to continue so that all governors are well-informed and can challenge and support from a position of knowledge and understanding.
- c) On his or her appointment, each Governor shall be required to state that s/he is familiar and agrees to comply with:
  - I. the Articles of Association
  - II. the Funding Agreements;
  - III. these Terms of Reference
  - IV. any terms of reference of sub-committees which may apply to that governor
  - V. the Scheme of Delegation
- d) Governors must keep confidential all information of a confidential nature obtained by them relating to the school and OMAT.
- e) In exceptional circumstances trustees reserve the right to withdraw delegated powers from the LGB and disband it at any time ( See Scheme of Delegation, Page 3 'Schools at risk' section 6 )
- f) Each Governor will be required to carry out training to ensure their skills and knowledge are up to date.
- g) It is a Governor's responsibility to consider if, and raise any concerns where, he or she feels that appropriate training and development is not being provided.

### **11. Meetings of the Local Governing Board**

- a) The LGB shall meet at least 4 times in every academic year, and may hold other meetings as necessary.
- b) The Clerk to the LGB will ensure that Governors receive written notice of the meeting and a copy of the agenda seven days in advance of the meeting.
- c) A special meeting of the Local Governing Board may be called by the Clerk – after discussion with trustees – when requested by the Chair where there are matters requiring urgent consideration, the Chair or, in his absence, the Vice-Chair may waive the need for seven days' notice of the meeting in extenuating circumstances.

### **12. Quorum for LGB Meetings**

- a) Meetings of the Local Governing Board shall be quorate if three or one-third of members are present (whichever is greater), which must include at least one community/ co-opted governor who is not a parent governor or staff governor.
- b) If the number of Governors assembled for a meeting of the LGB does not constitute a quorum, the meeting shall not be held. If in the course of a meeting of the LGB, the number of Governors present ceases to constitute a quorum, the meeting shall be terminated.
- c) If, for lack of a quorum, a meeting cannot be held or, cannot continue, the Chair will determine the time and date at which a further meeting shall be held and request the Clerk to convene the meeting accordingly.

### 13. Proceedings of LGB meetings

- a) Every item to be decided at a meeting of the LGB will be determined by a majority of the votes of the Governors present. Every Governor will have one vote. Where there is an equal division of votes the Chair of the meeting will have a second or casting vote.
- b) A Governor may not vote by proxy.
- c) Any Governor who is also an employee of the Trust shall withdraw from that part of any meeting of the LGB at which his/ her remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement are to be considered.

### 14. Delegation of Functions and Committees

- a) Subject to these terms of reference the Local Governing Board may establish committees as are necessary to carry out its responsibilities, as determined by the LGB but there is no requirement to do so. For those LGBs representing a 'School at risk' Scheme of Delegation, Page 3 section 6. Then any proposed committee structure beyond the full LGB meeting must be approved by trustees.
- b) The constitution, membership and proceedings of any committee in schools not deemed 'at risk' shall be determined by the Governors.
- c) The establishment, terms of reference, constitution and membership of any committee of the LGB shall be reviewed at least once in every twelve months.
- d) The membership of any committee of the Local Governing Board may include persons who are not Governors, provided that a majority of members of any such committee are Governors.
- e) No vote on any matter shall be taken at a meeting of a committee of the LGB unless the majority of members of the committee present are Governors.
- f) Except where it is otherwise constrained within its terms of reference, a Committee may invite attendance by persons who are neither Governors nor committee members where such attendance is considered by the members of the Committee to benefit its discussions
- g) Minutes of the meetings of any committees are not required by the OMAT, although minutes of the LGB meetings are.
- h) Copies of the minutes of Committee meetings are to be circulated to all governors of the LGB.
- i) Subject to these terms of reference the Chair of the LGB shall have delegated powers to act on behalf of the LGB in between meetings where urgent action is needed and there is no time to call a meeting ("Urgent" is defined in the relevant legislation as delay being seriously detrimental to the interests of the school or an individual connected with the school)

### 15. Conflicts of Interest

The income and property of the school must be applied solely towards the provision of the Objects as detailed in the Articles of Association. The restrictions which apply to the trustees with regard to having a Personal Financial Interest also applies to the Governors.