

Endeavour MAT - Local Governing Body Terms of Reference

Introduction

Thank you for agreeing to play a valuable role as a member of an Endeavour MAT school's Local Governing Body (LGB).

Endeavour MAT and its constituent schools rely on a considerable number of volunteers, supported by an experienced and professional team of staff. Due to the size of the organisation and the number of schools for which it is responsible, coupled with its drive for accountability, it is also a complex one, with multiple important layers of governance. The Endeavour MAT Scheme of Delegation provides an overview of these layers of governance and the principles behind them and we ask that you read this document alongside the Scheme.

The role of an LGB is an important one. It is to provide focused governance for the School at a local level and it is the intention of the Trust Board to ensure that the responsibility to govern the School is vested in those at the closest level of governance appropriate to the decision being taken. The LGB monitors the School's key performance indicators and acts as a critical friend to the Head of School and the School's senior leadership team, providing challenge where appropriate.

LGBs carry out their functions in relation to their respective School on behalf of the Trust Board and in accordance with policies determined by the Trust Board. The act of delegation from the Trust Board is a delegation of powers and duties, and not a delegation or shedding of responsibilities.

Terms of Reference

These terms of reference are drafted and maintained by the Trust. The Trustees may make amendments to these terms of reference from time to time, as described in the Trust's Scheme of Delegation.

In the event that amendments are made, the Trust shall notify the Chair of each LGB, who shall be expected to make the other Governors aware of such changes.

The Trust and The LGB

The Trust 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 (together the "Funding Agreements") and so it is the Trust that is ultimately responsible to the Department for Education pursuant to the Funding Agreements.

The Trustees are the charity trustees (within the terms of the Charities Act) and responsible for the general control and management of the administration of the Trust in accordance with the provisions set out in the Articles of Association of the Trust.

The LGB shall be established by the Trustees pursuant to the Articles of Association of the Trust.

As described below, the Trust shall appoint the Chair and Vice Chair of the LGB.

LGB – The Governors

Membership of the LGB shall be determined in accordance with the following provisions:

- The total membership shall be not less than 9 and not more than 15
- Subject to the above, the membership of the LGB shall be comprised as follows:
 - o The Head of School
 - o a minimum of 2 elected parent Governors
 - o up to 3 staff governors
 - o up to 8 community Governors whose appointment shall be subject to approval by the Trust.

The LGB may continue to act notwithstanding a temporary vacancy in its composition.

Governors' Term of Office

Any Governor shall hold and vacate office in accordance with the terms of his appointment but (except in the case of the Head of School) the length of his term of office shall not exceed:

- staff or community Governors: three years
- parent Governors: three years

Subject to remaining eligible to be a Governor any Governor may be re-appointed. For the avoidance of doubt, a Governor's term of office shall not include any time served as a governor of a predecessor School.

Appointment of Governors

Staff and parent governors will be appointed by election. Community governors will be appointed by the Trustees, and may be recommended by LGB's.

Resignation & Removal of Governors

A Governor may at any time resign his office by giving notice in writing to the Clerk to the LGB.

A Governor shall cease to hold office if he is removed by the person or persons who appointed him. This provision does not apply in the case of a parent or staff Governor.

The Trustees may terminate the appointment of any Governor whose presence or conduct is deemed by the Trustees not to be in the best interest of the Trust or the School.

Any staff member shall automatically cease to hold office if 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) ceases to be a pupil at the School.

Persons Ineligible to be Governors

No person shall be qualified to be a Governor unless he is aged 18 or over at the date of this election or appointment. No current pupil of the school shall be a Governor.

A Governor shall cease to hold office if he becomes incapable by reason of mental disorder, illness or injury of managing or administering his own affairs.

A Governor shall cease to hold office if he is absent without the permission of the Governors from all their meetings held within a period of six months and the Governors resolve that this office be vacated.

A governor shall cease to hold office if he would be disqualified from acting as a charity trustee by virtue of the Charities Act provisions.

A person shall be disqualified from holding or continuing to hold office as a Governor:

If his estate has been sequestrated and the sequestration has not been discharged, annulled or reduced.

If he is the subject of a bankruptcy restriction order or an interim order

If at any time he is included on the list of teachers or those working with children or vulnerable adults whose employment is prohibited or restricted

If at any time he is disqualified from working with children

If he is a person in respect of whom direction has been made under the Education Act

Where he has, at any time, been convicted of any criminal offence, excluding any that have been spent under the Rehabilitation of Offenders Act, 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 fall under the Charities Act provisions.

If he has not complied with the Trust's DBS policies. Governors are required to be familiar with the DBS policies and must act in compliance with them.

Where a person becomes disqualified from holding, or continuing to hold office as a Governor and he is, or is proposed, to become such a Governor, he shall upon becoming so disqualified give written notice of that fact to the Clerk to the LGB.

Appointment of Chair and Vice Chair of LGB

The Chair and Vice Chair of the LGB shall be appointed at the start of each academic year by The Trust from among the community Governors.

Responsibilities of Trustees

The role of the Trustees mainly involves strategic oversight across the Trust, governance, contractual relationships with third parties and setting the Trust's vision and policies.

The Trustees are responsible for:

- compliance with all statutory regulations and Acts of Parliament governing the operation of the School, including health and safety;
- compliance with the provision of the Funding Agreement;
- Compliance with the Academies Financial Handbook; and

- Setting the risk management strategy, reviewing the strategic risk profile, considering strategic risks in the context of future Trust planning and decision making and reviewing the effectiveness of the risk management arrangements.

The Trustees delegate responsibility to the Executive Headteacher for:

- appointment of the Head of School at a school, in consultation with the relevant LGB;
- the determination, after consultation with the LGB, of the extent of the services provided to the School by the Trust and how the costs should be allocated;
- determining any additional financial and reporting targets for the School;
- determination of any statutory policies and procedures for the School and any other policies and procedures as the Trustees deem necessary to fulfil their responsibilities;
- identifying resources to effectively and efficiently implement the risk management strategy; and
- reporting regularly to the Trust Board on the performance of its schools and conduct the appraisals of the Heads of School in conjunction with representatives of the relevant LGB.

Responsibilities of Governors

The role of Governors is to carry the Trust vision, policies and priorities forward, based on the specific qualities and community characteristics of each school. The Governors are expected to question and challenge the School leadership and to hold them to account.

In particular, and subject to the limitations set out above, the Trustees delegate the running of the School to the LGB and specifically the following duties:

Vision and accountability:

- to carry forward the Trust's vision, in a way appropriate to the specific qualities and community characteristics of each school;
- implementation of actions required to comply with statutory regulations and the Funding Agreement;
- implementation of Trust policies; and
- holding school leadership to account for academic performance, quality of care and quality of provision.

Finance and resources:

- ensuring school level resources are applied appropriately;
- consideration of the school's required funding and support to the Trustees in relation to the annual budgetary process;
- seeking value for money and being able to demonstrate that value for money has been achieved;
- monitoring and reviewing expenditure on a regular basis and ensuring compliance with the overall financial plan for the school;
- maintenance of proper accounting records and the preparation of financial information as required by the Director of Finance;
- assist the Trustees in complying with the provisions of the Funding Agreements where requested from time to time;

- implementation of Trust procurement policies insofar as they impact on the school;
- maintenance of or putting in place appropriate arrangements for the maintenance of the school estate in accordance with the guidelines established by the Trust;
- manage the school's cashflow and monitor expenditure by the school in accordance with the policies of the Trust;
- notify the Trust of any changes to capitalisable assets used by the school; and
- observe the established levels of delegation and protocols.

Budgets:

- following LGB approval, the budget is to be submitted to the Trustees for approval and, for the avoidance of doubt, the school budget shall not be effective until such time as it has been approved by the Trustees;
- the LGB is required to work to cash limits as may be determined by the Trust and based on the approved budget. Under no circumstances has the LGB the authority to borrow money; and
- other than with prior permission of the Trustees, the school budget is to be prepared such as to deliver a breakeven or better outturn.

Accounts and Audit:

- the LGB shall keep proper accounts and proper records in relation to all financial transactions in respect of each financial year and shall provide the Director of Finance with these and any reports, summaries or confirmations as may be requested and to the deadlines given.

Risk Management:

- the LGB shall keep under review the school risk register; seek assurance that risk management within the school is effective and report to the Trust periodically such information as is requested regarding risk management.

Appointment:

- monitoring local HR activity and policy, including the process for local performance reviews for members of school staff and in particular ensuring that it is within the parameters for the particular school from time to time established by the Trust.

Each Governor shall act in the best interests of the Trust and the school at all times and the Governors must keep confidential all information of a confidential nature obtained by them relating to the school and the Trust and will be required to sign a non-disclosure agreement.

The Trustees reserve the right to withdraw delegated powers from the LGB and disband it at any time.

Each Governor will also be required to take part in regular self-review and is responsible for contributing to identifying his own training and development needs. A Governor will be expected to raise any concerns they may have regarding whether they have the appropriate training and development opportunities.

Meetings of the LGB

The LGB shall meet once each term (for the avoidance of doubt this will constitute six times per school year) and is empowered to call such other meetings as it feels necessary.

All meetings shall be convened by the Clerk to the LGB, who shall send to Governors notice of the meeting and a copy of the agenda at least seven clear days in advance of the meeting.

A special meeting of the LGB shall be called by the Clerk whenever requested by the Chair or at the request in writing by any three Governors. 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.

The convening of a meeting and the proceedings conducted shall not be invalidated by reason of any individual not having received written notice of the meeting or a copy of the agenda.

Quorum for LGB meetings

Meetings of the LGB shall be quorate if the number of Governors present is at least half plus one, which must include at least one community Governor.

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 forthwith.

If for lack of quorum a meeting cannot be held or, as the case may be, cannot continue, the Chair shall, if he thinks fit, determine the time and date at which a further meeting shall be held and shall direct the Clerk to convene the meeting accordingly.

Proceedings of Governors' Meetings

Every question to be decided at a meeting of the LGB shall be determined by a majority of the votes of the Governors present and voting in the question. Every Governor shall have one vote. Where there is an equal division of votes the Chair of the meeting shall have a second or casting vote.

A Governor may not vote by proxy.

No resolution of the Governors may be rescinded or varied at a subsequent meeting unless consideration of the rescission or variation is a specific item of business on the agenda for that meeting.

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

A resolution in writing signed by all the Governors (or all of the members of a committee of the Governors), shall be valid and effective as if it had been passed at a meeting of the Governors or (as the case may be) a committee of 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 (or the members of a committee, as the case may be). Any Governor shall be able to return consent for a written resolution by email.

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 and that the Governors have access to the appropriate equipment.

Minutes and Publication

At every meeting of the LGB the minutes of the last meeting shall be taken as the first agenda item after any apologies, except in the cases where the Governors present decide otherwise, and if agreed to be accurate, shall be signed as a true record.

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 Trust Secretary.

Delegation of Functions and Committees

Subject to these terms of reference the LGB may establish such committees as are necessary to carry out its responsibilities, as determined by the LGB and/ or the Trust.

Subject to these terms of reference, the constitution, membership and proceedings of any committee shall be determined by the Governors. The establishment, terms of reference, constitution and membership of any committee of the LGB shall be reviewed at least once in every twelve months. The membership of any committee of the LGB may include persons who are not Governors, provided that a majority of members of any such committee shall be Governors. No vote on any matter shall be taken at a meeting of the LGB unless the majority of members of the committee present are Governors.

Copies of the minutes of Committee meetings shall be made available to all Governors and those who are entitled to attend LGB meetings.

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 as delay being seriously detrimental to the interest of the school or an individual connected with the school).

Conflicts of Interest

The income and property of the school must be applied solely towards the provision of the Objects as detailed in the Trust Articles. The restrictions which apply to the Trustees with regard to having a personal financial interest shall also apply to the Governors.

All Governors shall complete a declaration of interest form on joining the LGB and at the start of each academic year.

Any Governor who has any duty or personal interest (including but not limited to any personal financial interest) which conflicts or may conflict with his duties as a Governor shall disclose that fact to the Governors as soon as he becomes aware of it and notify the Chair at the start of any meeting where that conflict relates to an agenda item. A Governor must absent himself from any discussion

of the Governors in which it is possible that a conflict will arise between his duty to act solely in the interests of the school and any duty or personal interest (including but not limited to personal financial interest).

Amendment of Terms of Reference

This document shall be subject to review by the Trustees at least once every twelve months.

Effective Date

These Terms of Reference shall come into effect, in relation to a LGB, on the establishment of the LGB or where revised on a date specified by the Trustees.