

LOCAL GOVERNING BOARD (LGB) TERMS OF REFERENCE (ToR)

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RESPONSIBILITIES

LGB RESPONSIBILITIES

1. The LGB shall be responsible for the following with regards to their Academy:
 - 1.1. Reviewing and holding to account Leadership for Safeguarding.
 - 1.2. Reviewing and holding to account Leadership for inclusion.
 - 1.3. Reviewing and holding to account Leadership for curriculum and teaching.
 - 1.4. Reviewing and holding to account Leadership for pupil achievement.
 - 1.5. Reviewing and holding to account Leadership for pupil attendance and behaviour
 - 1.6. Reviewing and holding to account Leadership for pupil personal development and well-being.
 - 1.7. Reviewing and holding to account Leadership for risk management.
 - 1.8. Reviewing and holding to account Leadership for Health & Safety and staff wellbeing.
 - 1.9. Reviewing and holding to account Leadership for management of finances within the agreed budget.
 - 1.10. Reviewing and holding to account Leadership for engagement with the community.
 - 1.11. Reviewing and holding to account Leadership for the Academy's Vision, Mission and Values.
 - 1.12. Adopting Academy policies and holding to account Leadership for their effective implementation.
 - 1.13. Carrying out any other roles or functions as delegated to them within policies (i.e. Pupil Exclusion, Appeals, etc)

AMENDING THE TERMS OF REFERENCE

2. The Board of Trustees shall annually review the LGB Terms of Reference.
3. Any amendment that would alter the responsibilities or membership sections of these to the Terms of Reference must be approved by the Board of Trustees following consultation with the LGBs.
4. Any amendments to the meeting procedures section or to terminology may be made by Head of Governance with the approval of the Chair of Trustees. LGBs will be informed of such changes.

MEMBERSHIP

LGB MEMBERSHIP

5. The LGB shall be made up of the following persons:
 - 5.1. two parent members, elected or appointed in accordance with ToRs 6-13;
 - 5.2. one staff member, elected or appointed in accordance with ToRs 6-13;
 - 5.3. the headteacher for as long as they are in post;
 - 5.4. five co-opted members, appointed by the LGB in accordance with ToRs 11-13;
 - 5.5. one Trust appointed member, appointed by the Board of Trustees in accordance with ToRs 11-13;
 - 5.6. two associate members, appointed by the LGB with the permission of the Chair of Trustees in accordance with ToRs 14-16.

GOVERNOR ELECTIONS

6. For the purposes of the elections the headteacher will be the returning officer.
7. The returning officer will be responsible for:
 - 7.1. Ensuring that elections are conducted in accordance with ToRs 8-10
 - 7.2. Publishing specific details and dates for an election.
 - 7.3. Publishing rules that people must abide by to participate in the election.
 - 7.4. Resolving any complaints or issues related to an election.
8. Elections will be conducted in accordance with the following:
 - 8.1. Notice will be given to all eligible to vote (in accordance with ToRs 9-10) that an election has been called which will provide the following:
 - 8.1.1. number of vacancies to be filled
 - 8.1.2. nomination form
 - 8.1.3. where to get additional copies of the nomination form.
 - 8.1.4. information on the role and any skills, experience or attributes desired.
 - 8.1.5. closing date for the return of nomination forms (14 days)
 - 8.1.6. opportunity to produce a personal statement (max 250 words) to go out with the ballot paper.
 - 8.1.7. disqualification criteria for holding office (see ToR 22).
 - 8.2. Up to the closing of nominations anyone eligible to vote may stand for election.
 - 8.3. If the number of nominations received is equal to, or fewer than, the vacancies, those nominated should be declared elected.
 - 8.4. If the number of nominations received is greater than the vacancies, then an election should be duly held in accordance with the following:
 - 8.4.1. a ballot paper should be circulated to eligible voters along with any personal statements and the location of the ballot box.
 - 8.4.2. All ballot papers, regardless of how they are returned, must be put in a secure ballot box until the time of the count.
 - 8.4.3. Those eligible to vote will be given fourteen days to vote by secret ballot.
 - 8.4.4. The returning officer will conduct the count in the presence of a witness (any staff member/governor with no personal interest in the outcome).
 - 8.4.5. Candidates should be advised of the time and venue of the count so that they may attend, or be represented, if they wish.
 - 8.4.6. Depending on the number of vacancies, the candidate or candidates gaining the most votes should be declared elected.
 - 8.4.7. In the event of a tie the candidates with equal votes should be invited to draw lots to establish the successful candidate.

- 8.5. Following an election the following should be informed:
- 8.5.1. all entitled to vote.
 - 8.5.2. the LGB members.
- 8.6. The ballot papers should be retained securely for six months after the date of the election in case the result is challenged.
9. For parent governors the following are eligible to stand for and participate in elections:
- 9.1. Anyone who is defined as a parent under Section 576 of the Education Act 1996 which defines a parent as:
 - 9.1.1. all natural (or adoptive) parents, whether they are married or not;
 - 9.1.2. any person who, although not a natural parent, has parental responsibility (as defined in Children Act 1989) for a child or young person
 - 9.1.3. any person who, although not a natural parent, has care of a child or young person.
 - 9.2. Anyone who is the parent of a registered pupil at the school and does not meet the criteria for being disqualified as set out under ToR 22.
10. For staff governors the following are eligible to stand for and participate in elections:
- 10.1. anyone who works at the school and has a contract of employment with LCT at the time of the election, provided they are not disqualified under ToR 22.

GOVERNOR APPOINTMENTS

11. The LGB (or the Board of Trustees) may appoint the following:
- 11.1. up to five co-opted governors provided they:
 - 11.1.1. are not disqualified under ToR 22
 - 11.1.2. have duly considered the skills they will bring to the LGB.
 - 11.2. up to two parent governors following a failed election and provided they:
 - 11.2.1. are not disqualified under ToR 22
 - 11.2.2. have duly considered the skills they will bring to the LGB.
 - 11.2.3. meet the eligibility criteria set out under ToR 9.
 - 11.3. one staff governor following a failed election and provided they:
 - 11.3.1. are not disqualified under ToR 22
 - 11.3.2. have duly considered the skills they will bring to the LGB.
 - 11.3.3. meet the eligibility criteria set out under ToR 10.
12. The Board of Trustees may appoint a Trust Appointed Governor provided they:
- 12.1. are not disqualified under ToR 22
 - 12.2. have duly considered the skills they will bring to the LGB.
13. All Governor appointments will be for a term of up to four years.

ASSOCIATE MEMBERS

14. The LGB (with the permission of the Chair of Trustees) may appoint up to two associate members to bring a specific area of expertise to the Board provided they:
- 14.1. are not disqualified under ToR 22
 - 14.2. have duly considered the skills they will bring to the LGB.
15. Associate members are not governors and do not have voting rights or count towards the quorum.
16. Associate Members are appointed for a term of one year.

GOVERNOR INDUCTION, TRAINING AND RECORDS

17. For all new Governors, the Headteacher must inform the Head of Governance within 7 days who will then be responsible for issuing a pack containing the following:
- 17.1. Letter of appointment
 - 17.2. Governor details form
 - 17.3. Self-Declaration form
 - 17.4. Register of Interests form

- 17.5. Code of Conduct
- 17.6. LCT Articles of Association
- 17.7. LGB ToRs
- 17.8. List of training to be completed
- 17.9. Dates of the next LCT New Governor Training.
- 17.10. List of meeting dates.
- 18. The Headteacher and Chair of the relevant LGB will be responsible for providing the following:
 - 18.1. Latest School Prospectus
 - 18.2. Recent school newsletters
 - 18.3. Access to or a copy of the School Improvement Plan
 - 18.4. Access to or a copy of the last Ofsted report (and action plan if appropriate)
 - 18.5. Details of how to access all school and LCT policies
 - 18.6. Access to or a copy of the school self-evaluation
 - 18.7. School staff list including subject areas
 - 18.8. Schools' visitor policy (where applicable)
 - 18.9. Link to school website
 - 18.10. Ensuring an Enhanced Criminal Record Certificate is completed.
- 19. All new Governors will be required to complete the training and return the forms within their first three months or be disqualified from continuing as a governor in accordance with ToR 22.19.
- 20. All exiting Governors will be required to renew training and update forms before the start of each academic year or be disqualified from continuing as a governor in accordance with ToR 22.19.
- 21. The Head of Governance will be responsible for using this information to keep the DfE's 'Get Information about Schools' (GIAS), relevant school website and LCT central records up to date.

GOVERNOR DISQUALIFICATION

- 22. A person will be disqualified from holding or continuing to hold office as a governor if they:
 - 22.1. are under the age of 18.
 - 22.2. are a registered pupil of the school.
 - 22.3. are paid to work at the Learning Community Trust (barring headteacher and elected staff governors).
 - 22.4. failed to attend the meetings of the governing body for a continuous period of six months without the consent of the governing body.
 - 22.5. are the subject of a bankruptcy restrictions order; an interim bankruptcy restrictions order; debt relief restrictions order; an interim debt relief restrictions order; or their estate has been sequestrated and the sequestration has not been discharged, annulled or reduced
 - 22.6. are subject to a disqualification order or disqualification undertaking under the Company Directors Disqualification Act 1986; a disqualification order under the Companies (Northern Ireland) Order 2002; a disqualification undertaking accepted under the Company Directors Disqualification (Northern Ireland) Order 2002; or an order made under section 429(2)(b) of the Insolvency Act 1986 (failure to pay under county court administration order)
 - 22.7. have been removed from the office of trustee for a charity by an order made by the Charity Commission or Commissioners or High Court on grounds of any misconduct or mismanagement in the administration of the charity, or under section 34 of the Charities and Trustee Investment (Scotland) Act 2005 from being concerned in the management or control of any body
 - 22.8. have been removed from office as an elected governor within the last five years.
 - 22.9. are included in the list of people considered by the Secretary of State as unsuitable to work with children or young people
 - 22.10. are barred from any regulated activity relating to children
 - 22.11. are subject to a direction of the Secretary of State under section 142 of the Education Act 2002 or section 128 of the Education and Skills Act 2008
 - 22.12. are disqualified from working with children or from registering for child-minding or providing day care

- 22.13. are disqualified from being an independent school proprietor, teacher or employee by the Secretary of State
 - 22.14. are subject to certain exceptions for overseas offences that do not correlate with a UK offence, has been sentenced to three months or more in prison (without the option of a fine) in the five years ending with the date preceding the date of appointment/election as a governor or since becoming a governor
 - 22.15. are subject to certain exceptions for overseas offences that do not correlate with a UK offence, has received a prison sentence of two and a half years or more in the 20 years ending with the date preceding the date of appointment/election as a governor
 - 22.16. are subject to certain exceptions for overseas offences that do not correlate with a UK offence, has at any time received a prison sentence of five years or more
 - 22.17. have been convicted and fined for causing a nuisance or disturbance on school or educational premises during the five years ending with the date immediately preceding appointment/election or since appointment or election as a governor
 - 22.18. have refused a request to make an application to the Disclosure and Barring Service for a criminal records certificate.
 - 22.19. have failed to complete the required training and information set out in ToRs 19-20 within the requested timeframe.
23. Where a Governor has become disqualified from holding office the Head of Governance should be informed within 7 days to enable them to update legal records.

GOVERNOR RESIGNATION AND REMOVAL

- 24. A Governor may at any time resign by giving written notice to the Chair and Headteacher.
- 25. A Governor may be removed from office by either the LGB or the Board of Trustees if they believe there is evidence that they are in breach of the LCT Code of Conduct (ToRs 62-70);
- 26. Where it is proposed that a Governor should be removed from office they will be suspended from their role till a decision has been reached.
- 27. A decision to remove a Governor will only be passed if:
 - 27.1. the matter has been specified as an item on the agenda for a meeting;
 - 27.2. the Governor concerned has been given 14 days' notice in writing specifying the circumstances alleged to justify removal from office;
 - 27.3. the Governor concerned has been given the opportunity to make a statement;
 - 27.4. the decision achieves a majority vote at a meeting at which the Governor concerned does not vote or count towards the quorum.
- 28. A person who is removed as a Governor by the LGB may appeal to the Head of Governance within 7 days of the outcome if they believe procedural irregularities have occurred.
- 29. If the Head of Governance believes procedural irregularities have occurred, they will arrange for the Board of Trustees to reconsider the matter in accordance with ToR 27.
- 30. Where a Governor resigns or is removed from Office the Head of Governance should be informed within 7 days to enable them to update legal records.

CHAIR AND VICE CHAIR OF LGB

- 31. The Board of Trustees shall appoint a Chair and Vice Chair for a length of time to be determined at the time of appointment and eligible for re-appointment.
- 32. The Board of Trustees may at any time remove either the Chair or Vice Chair and appoint another in their place.
- 33. The Chair (or Vice Chair in their absence) shall be responsible for:
 - 33.1. leading the committee in pursuing the LCT vision, mission and strategic direction.
 - 33.2. ensuring all committee members adhere to the LCT code of Conduct (ToRs 62-70) and taking action (ToRs 68-70) where necessary to address behaviour that falls short.
 - 33.3. making sure the committee's business is conducted in an orderly fashion.
 - 33.4. making sure all members obtain a fair hearing at meetings;
 - 33.5. making sure the committee's work is consistent with these terms of reference and does not take decisions outside its authorised powers;

- 33.6. making sure decisions taken by the committee are clear and unambiguous, and that responsibility for taking forward action points is properly allocated
 - 33.7. making sure that decisions represent the collective views of the committee or (when consensus cannot be reached) a majority view;
 - 33.8. working with the Head and committee secretary on the content of the agendas, the order in which items are taken and the amount of time to be devoted to each;
 - 33.9. monitoring the implementation of agreed actions from previous meetings.
34. The Chair or, if the Chair is unreachable, Vice Chair shall have the power in the event of an emergency to carry out any function or power of the LGB if all the following conditions are met:
- 34.1. not acting immediately would be detrimental to School and Trust;
 - 34.2. it is not possible to call an LGB meeting in the time available;
 - 34.3. it is not possible for a decision to be taken by the LGB in accordance with ToRs 57-58 in the time available.
35. Any use of emergency powers under ToR 34 must be reported to the LGB as soon as possible and formally noted in the minutes of the next meeting.

CLERK OF LGB

- 36. The clerk to the LGB shall be appointed by the Head of Governance.
- 37. The Head of Governance may remove the clerk from office at any time.
- 38. The clerk shall be responsible for:
 - 38.1. convening meetings in accordance with ToRs 33-44;
 - 38.2. ensuring that proceedings are conducted in accordance with ToRs 45-51;
 - 38.3. preparing and making available minutes and papers in accordance with ToRs 53-56.

MEETING PROCEDURES

CONVENING MEETINGS

- 39. The LGB must hold a minimum of three meetings in any Academic Year.
- 40. Any three members may request a meeting by giving written notice to the clerk, and the clerk must convene a meeting as soon as is reasonably practicable.
- 41. Meetings are to be convened by the Clerk and in exercising this function the Clerk must comply with any direction given by:
 - 41.1. the LGB;
 - 41.2. the chair of the LGB, so far as such direction is not inconsistent with any direction given under ToR 41.1.
- 42. Subject to ToR 43, the Clerk must give written notice of the meeting and a copy of the agenda for the meeting at least seven days in advance to all who are eligible to attend.
- 43. Where the chair so determines, on the ground that there are matters demanding urgent consideration, it will be sufficient if the written notice of the meeting states that fact and the notice and the copy of the agenda are given within such shorter period as the chair directs.
- 44. Guests or observers can attend meetings at the discretion of the chair.

PROCEEDINGS AT MEETINGS

- 45. The quorum for a meeting and for any vote on any matter at such a meeting, is one half (rounded up to a whole number) of the membership.
- 46. For the purposes of ToR 45 the membership does not include vacant positions.
- 47. Every question to be decided at a meeting is to be determined by a majority of the votes of those present and voting on the question.
- 48. Where there is an equal division of votes the chair, or, the person acting as chair for the purposes of the meeting, will have a second or casting vote.
- 49. Guests or observers attending meetings do not count towards the quorum and are not entitled to vote on any matter being discussed at the meeting.
- 50. If a Clerk or chair fails to attend a meeting, those present and voting may appoint any one of their number to act as a Clerk or chair for the purposes of that meeting.

51. At the discretion of the chair, any item of business may be discussed at a meeting irrespective of whether the matter is specified as an item of business on the agenda for the meeting subject to the exception of ToR 27.
52. Where a person does not receive written notice of a meeting, but it can be proven that the notice was sent, the decisions made at that meeting in their absence will still be valid.

MINUTES AND PAPERS

53. The Clerk must ensure that minutes of the proceedings of a meeting are drawn up and signed by the chair at the next meeting.
54. Subject to ToR 55, the Clerk must, as soon as reasonably practicable, publish online for inspection by any interested Member, a copy of:
 - 54.1. the agenda for every meeting;
 - 54.2. the signed minutes of every such meeting;
 - 54.3. and any report or other paper considered at such a meeting.
55. The LGB may exclude from any item required to be made available under ToR 54 any matter that by reason of its nature they have determined should remain confidential.
56. The Board of Trustees should receive the minutes of LGB meetings.

DECISIONS WITHOUT A MEETING

57. The LGB may take a decision without a meeting by indicating to each other by email (or other electronic means) that they share a majority view on a matter.
58. A decision which is made in accordance with ToR 57 shall be as valid and effectual as if it had been passed at a meeting duly convened and held, provided the following conditions are complied with:
 - 58.1. the decision achieves LGB quoracy;
 - 58.2. approval from the majority of LGB member is received by the Clerk;
 - 58.3. following the outcome, the Clerk communicates to all by any means whether the decision has been formally approved in accordance with these Articles;
 - 58.4. the date of the decision shall be the date of the communication from the Clerk confirming formal approval;
 - 58.5. any such matter decided upon without a meeting must be brought to the next meeting for formal note and inclusion in the minutes.

CONFLICT OF INTEREST

59. Whenever a matter is to be discussed at a meeting or decided in accordance with ToR 57 and a LGB member present has a conflict of interest (as defined in ToR 61) in respect of that matter then they must:
 - 59.1. declare their interest;
 - 59.2. remain only for such part of the meeting as in the view of the others present is necessary to inform the debate;
 - 59.3. not be counted in the quorum for that part of the meeting or decision-making process; and
 - 59.4. withdraw during the vote and have no vote on the matter.
60. If any question arises as to whether a person has a conflict of interest, the question shall be decided by a majority decision of the others present and voting at the meeting.
61. A conflict of interest is defined as any situation in which a person's personal interests or loyalties could, or could be seen to, prevent the person from making a decision only in the best interests of the Academy and LCT.

CODE OF CONDUCT

ACCEPTANCE OF THE CODE

62. All Members, Trustees, Local Governors and committee members on accepting an appointment within the Learning Community Trust's (LCT) governance agree to this code of conduct.

ROLE & RESPONSIBILITIES

63. They agree to:

- 63.1. accept their role is strategic and leave operational running to management.
- 63.2. develop, share and live the ethos and values of LCT.
- 63.3. adhere to the LCT's governing documents, policies and procedures.
- 63.4. work collectively for the benefit of the LCT.
- 63.5. be constructive and respectful when holding senior leaders to account.
- 63.6. only consider what is in the best interests of the LCT when making decisions.
- 63.7. stand by decisions once they have been agreed.
- 63.8. only speak or act on behalf of the LCT where they have the authority to do so.
- 63.9. fulfil the responsibilities of a good employer, acting fairly and without prejudice.
- 63.10. uphold the LCT's reputation in private communications (including on social media).

DEMONSTRATE COMMITMENT TO THE ROLE

64. They agree to:

- 64.1. involve themselves actively and accept a fair share of responsibilities, serving on committees or working groups where required.
- 64.2. make every effort to attend all meetings and, where they cannot attend, explain in advance why they are unable to.
- 64.3. arrive at meetings prepared, having read all papers in advance, ready to make a positive contribution and observe protocol.
- 64.4. get to know the LCT and their academy well and respond to opportunities to be involved in events/activities.
- 64.5. when visiting an academy, to make arrangements with relevant staff in advance and observe academy and board protocol.
- 64.6. when visiting an academy in a personal capacity (i.e. as a parent or carer), to continue to honour the commitments made in this code.
- 64.7. participate in induction training, prioritise training in Safeguarding, and take responsibility for developing their individual and collective skills and knowledge on an ongoing basis.

BUILD AND MAINTAIN RELATIONSHIPS

65. They agree to:

- 65.1. develop effective working relationships with academy leaders, staff, parents and other relevant stakeholders from the local communities.
- 65.2. establish effective working relationships with Trustees and Governors.
- 65.3. express views openly, courteously and respectfully in all communications with Board members and staff both inside and outside of meetings.
- 65.4. support the Chair in their role of leading the Board and ensuring appropriate conduct.

RESPECT CONFIDENTIALITY

66. They agree to:

- 66.1. observe complete confidentiality both inside and outside of the Academy when matters are deemed confidential or where they concern individual staff, pupils or families.

- 66.2. not reveal the details of any vote taken.
- 66.3. ensure all confidential papers are held and disposed of appropriately.
- 66.4. maintain confidentiality even after they leave office.

DECLARE CONFLICTS OF INTEREST AND BE TRANSPARENT

- 67. They agree to:
 - 67.1. declare any business, personal or other interest that they have in a matter being considered and abide with the procedures recorded within the ToRs 59-61.
 - 67.2. declare as soon as reasonably possible if they become aware that they are disqualified from being a Trustee, Local Governor or committee member (ToRs 22-23).
 - 67.3. act in the best interests of the LCT as a whole and not as a representative of any group.
 - 67.4. accept that for transparency the following information will be published on website:
 - 67.4.1. their full names,
 - 67.4.2. date of appointment,
 - 67.4.3. terms of office,
 - 67.4.4. roles,
 - 67.4.5. attendance records,
 - 67.4.6. relevant business and pecuniary interests,
 - 67.4.7. category of trustee/ governor and the body responsible for their appointment.
 - 67.5. accept this information must be shared with the DfE's for their national database of governors (Get Information about Schools).

BREACH OF CODE

- 68. Where a breach of the code is suspected to have occurred this should be reported to the Head of Governance who will discuss with the relevant Chair regarding whether action needs to be taken.
- 69. Where the breach relates to the conduct of a Chair this will be raised with the Chair of Trustees.
- 70. In determining how to respond the following actions may be considered by the relevant Chair depending upon the severity of the breach:
 - 70.1. meet to explain how they may have breached the code and remind them of the code.
 - 70.2. meet to warn them they have breached the code and agree actions to improve standards.
 - 70.3. propose their removal to the relevant Board in accordance with the ToRs 25-30.