

## **EXCEED ACADEMIES TRUST – BOARD OF TRUSTEES**

### **TERMS OF REFERENCE FOR LOCAL ADVISORY BOARDS (LAB)**

#### **1. Introduction**

These terms of reference are drafted and maintained by the Exceed Academies Trust. The Trustees may make amendments to these terms of reference from time to time, as described in the Trust's Articles of Association. These terms of reference will be reviewed at least annually by the Trustees. Any amendments will be communicated to the Local Advisory Boards (LABs) at their next suitable meeting.

The terms of reference should be read in conjunction with the Trust's Articles of Association and Scheme of Delegation.

#### **2. The Trust and Local Advisory Board**

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 schools (together the "Funding Agreements"). Therefore, 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 section 177 of the Charities Act 2011) and are 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 Local Advisory Board shall be a Committee of the Trustees, established pursuant to articles 100 to 106 of the Articles of Association of the Trust, and will operate under the Exceed Academies Trust Scheme of Delegation.

#### **3. Local Advisory Board Membership**

Membership of the Local Advisory Board shall be determined by the Trustees based on the requirements of the school setting. In most cases, Local Advisory Boards will have a total of 9 Governors. The structure of the membership of the LAB will usually comprise of:

- i. A representative of the Trust
- ii. the Headteacher/Executive Headteacher
- iii. 2 Parent Governors (elected as outlined in articles 54-56 of the Articles of Association)
- iv. 2 Staff Governors (selected through a fair and transparent method, usually an election)
- v. 3 Co-opted Governors

Where there are significant concerns about the performance of a school and/or LAB, the Local Advisory Board may be dissolved and the Trustees will implement a smaller 'Interim Education Board' (IEB) to govern the school.

All governor appointments/elections are subject to ratification by the Trustees.

## 4. Governors' Term of Office

Any Governor shall hold and vacate office in accordance with the terms of their appointment, but (except in the case of the Headteacher/Executive Headteacher and Trust Representative) the length of their term of office shall not exceed four years. For the avoidance of doubt, a Governor's term of office shall not include any time served as a governor of a predecessor school prior to academisation.

Subject to remaining eligible to be a Governor, any Governor may be re-appointed or re-elected for consecutive periods. Trustees will take into consideration the performance of the Local Advisory Board when deliberating the ratification of any Governor that is re-appointed or re-elected for consecutive periods.

## 5. Resignation and Removal of Governors

A Governor may at any time resign their office by giving notice to the Headteacher, Chair or Governance Professional. Written confirmation will be requested.

The Trustees may, at any time, terminate the appointment of any Governor whose presence or conduct is deemed not to be in the best interests of the Trust or the school.

A Local Governor may be removed from the Local Advisory Board if there are concerns about their commitment and attendance at meetings. If a Local Governor misses more than 2 meetings during a 12 month period, consideration will be given as to their continued involvement on the Local Advisory Board, taking into account reasons for absence and other available information. Any Local Governor who is removed for attendance or commitment concerns will be ineligible to reapply to be a Local Governor of any category at the school during the twelve-month period starting on the date on which they were removed.

Any Staff Member shall automatically cease to hold office if they cease 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 serving Trustee on the Exceed Academies Trust Board of Trustees shall not be a Governor unless selected to serve on an 'IEB'.

A person is disqualified from holding or continuing to hold office as a Governor if that person:

- Is a registered pupil;
- Is under the age of 18 at the date of appointment or election;
- Has been declared bankrupt and/or their estate has been seized from their possession for the benefit of their creditors and the declaration or seizure has not been discharged, annulled or reduced;
- Is the subject of a bankruptcy restrictions order or an interim order;

- Is subject to a disqualification order or a disqualification undertaking under the Company Directors Disqualification Act 1986 or to an order made under section 429(2)(b) of the Insolvency Act 1986 (failure to pay under county court administration order);
- Is disqualified from acting as a trustee by virtue of section 178 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision);
- Has been removed from the office of charity trustee or trustee for a charity by an order made by the Charity Commission or the High Court on the grounds of any misconduct or mismanagement in the administration of the charity for which he was responsible or to which he was privy, or which he by his conduct contributed to or facilitated;
- Has, at any time, been convicted of a Serious Criminal Offence;
- Is included in the list of people considered by the Secretary of State as unsuitable to work with children or young people;
- Is barred from any regulated activity relating to children;
- Is disqualified from working with children or from registering for childminding or providing day care;
- Is disqualified from being an independent school proprietor, teacher or employee by the Secretary of State;
- Has been convicted and fined for causing a nuisance or disturbance on school or educational premises during the five years prior to or since appointment or election as a governor;
- Refuses to consent to any checks (such as a criminal records certificate) required by the Secretary of State under the provisions of the Funding Agreement, the Education (Independent School Standards) Regulations 2014 or otherwise; or is found to be unsuitable to be a Trustee by the Secretary of State under the provisions of the Funding Agreement or the Education (Independent School Standards) Regulations 2014.

## **7. Appointment of the Governance Professional (clerk to the board)**

The Governance Professional shall be appointed by the Trust. The Governance Professional shall not be a Governor. Where the Governance Professional fails to attend a meeting of theirs, Governors can appoint any one of their number or any other person to act as Clerk for the purposes of that meeting.

## **8. Appointment of Chair and Vice Chair of LAB**

The Chair of the Local Advisory Board shall be appointed from among the Co-opted Governors where possible, by the Trust and formally agreed by Trustees at their first meeting following the appointment. The term of office as Chair will align with their term of office as a Governor.

The Local Advisory Board shall elect a Vice-Chair from among their number (with preference given to Co-opted Governors). The term of office as Vice-Chair will align with their term of office as a Governor.

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 is to act as Chair for all purposes. If both the Chair and the Vice-Chair are absent from any meeting, the Trust Representative or the Governance Professional shall Chair the meeting. The Governance Professional holds no voting rights even in the event of them chairing the meeting.

The Trustees may, at any time, relieve the role of Chair or Vice-Chair from a Governor if they deem it necessary in the best interests of the Trust or the school.

Where a vacancy arises in the office of the Chair or Vice-Chair, the appointment/election procedures as laid out in this section will be executed as soon as is practicable.

Any Governor employed to work at the school cannot be Chair or Vice-Chair.

## 9. Delegation of Functions to the Chair or Vice-Chair in Cases of Urgency

Where a delay in exercising the function would be likely to be seriously detrimental to the interests of the school, any pupil at the school, or their parent; or a person who works at the school, the Chair may exercise any function of the Local Advisory Board. Where the Chair (whether by reason of vacancy in the office or otherwise) would be unable to exercise the function in question before the detriment is suffered, the reference to the Chair is to be read as if it were a reference to the Vice-Chair.

## 10. 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 school leadership and to support the Trustees and CEO in holding them to account.

In particular, and subject to the limitations set out above, the Trustees delegate governance functions in respect of the school to the Local Advisory Board 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.
- Monitoring implementation of actions required to comply with statutory regulations and the Funding Agreements.
- Monitoring implementation of Trust and school policies.
- To review academy specific policies, publications and website content and ensure academy compliance to DfE and Financial regulations.
- Holding school leadership to account for academic performance, quality of care and quality of provision.
- To contribute to and review academy evaluation documents.
- To contribute to and approve the Academy Continuous Improvement Plan.

### ***Finances and Assets***

- To note and review the academy budget for the academic year, monitor expenditure in year and ensure all budgets delegated are managed within the Trust's scheme of delegation.
- Holding school leadership to account for achieving value for money.
- Implementation of Trust's procurement policies.
- To appoint from its members a designated Pupil Premium Governor who will take a lead role in monitoring the effectiveness of the use of Pupil Premium funding (and Sport Funding and/or any other Government funding for specific purposes where relevant) on behalf of the Local Advisory Board. It is expected that the appointed Governor will retain the designation for the remainder of their term of office as a Governor.
- To receive appropriate reports on the academy estate and monitor the impact on education and learning.
- Maintenance of or putting in place appropriate arrangements for the maintenance of the school estate in accordance with the guidelines established by the Trust.
- Notify the Trust of any changes to fixed assets used by the school.

### ***Safeguarding***

- To approve the academy Child Protection and Safeguarding policies and monitor implementation.
- To appoint from its members a designated Child Protection and Safeguarding Governor who will take a lead role in monitoring safeguarding on behalf of the Local Advisory Board. It is expected that the appointed Governor will retain the designation for the remainder of their term of office as a Governor.

### ***Special Educational Needs and Disabilities***

- To ensure the academy effectively implements strategies for inclusion.
- To appoint from its members a designated SEND Governor who will take a lead role in monitoring provision for SEND pupils on behalf of the Local Advisory Board. It is expected that the appointed Governor will retain the designation for the remainder of their term of office as a Governor.

### ***Risk Management***

- The Local Advisory Board shall keep under review the school risk register and seek assurance that risk management is effective.

### ***Appointments***

- Monitoring local HR activity and policy, including the process for local performance reviews for members of staff.

### ***Governance***

- Governors are not, and nothing within this document is intended to make them, charity trustees within the terms of section 177 of the Charities Act 2011.
- Each Governor shall act in the best interests of the Trust and school at all times.

- The Governors must keep confidential all information of a confidential nature obtained by them relating to the school and the Trust.
- The Trustees reserve the right to withdraw delegated powers from the Local Advisory Board and disband it at any time.
- All Governors must be familiar and comply with:
  - the Articles of Association;
  - the Funding Agreements;
  - the Academy Trust Handbook;
  - the Exceed Academies Trust Scheme of Delegation;
  - the Exceed Academies Trust Code of Conduct for Local Governors, Trustees and Members;
  - these Terms of Reference.
- Each Governor shall be expected to undertake training to ensure their skills and knowledge are up to date.
- As part of their functions, where possible, the Chair is expected to attend termly Trust Development and Networking meetings to support communications across the Trust.

## **11. Governor Monitoring and Link Roles**

In carrying out their duties as described in paragraph 10, it is expected that the Governors will undertake some monitoring activities separate from the meetings of the Local Advisory Board. How these monitoring activities are conducted shall be determined by the Local Advisory Board to meet the needs of both the school and the Governors.

The Local Advisory Board shall designate link roles to Governors to support monitoring of specific aspects. The aspects covered must include Child Protection and Safeguarding, SEND, and Pupil Premium as described in paragraph 10. The Local Advisory Board may implement as many link roles as they deem appropriate and may combine link roles.

It is expected that when a Governor is designated a link role they will retain it for the remainder of their term of office as a Governor. With agreement of the Local Advisory Board, link roles may be changed or removed as necessary.

## **12. Meetings of the Local Advisory Board**

The Local Advisory Board shall meet at least 3 times in every academic year and shall hold such other meetings as may be necessary.

All meetings shall be convened by the Governance Professional, who shall send to all of the Governors written notice of the meeting and a copy of the agenda at least seven days in advance of the meeting.

A special meeting of the Local Advisory Board shall be called by the Governance Professional if necessary. Where there are matters demanding urgent consideration, the need for seven days' notice of the meeting will be waived.

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.

### **13. Quorum for LAB Meetings**

Meetings of the Local Advisory Board shall be quorate if three members, including at least one Co-opted Governor, are present.

A Governor dialled in via conference/video call will be classed as in attendance and shall count towards the quorum.

If the appointed Trust Representative Governor is unable to attend a meeting, they may send a suitable substitute person in their place. The substitute shall have voting rights and shall count towards the quorum.

If the number of Governors assembled for a meeting of the Local Advisory Board does not constitute a quorum, a decision will be taken on whether the meeting should proceed.

Subject to Article 6 of the Articles of Association and paragraph 20 of these Terms of Reference, any Governor with a conflict of interest or duties in respect of any matter to be discussed at the meeting shall not count in the quorum for that part of the meeting at which the relevant matter is discussed and shall withdraw from the meeting and not vote.

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

### **14. Attendance of the Local Advisory Board**

Local Governors are required to attend LAB meetings regularly. Irregular attendance will constitute grounds for removal from the LAB.

A Local Governor may be removed from the Local Advisory Board if they miss more than 2 meetings during a 12-month period.

### **15. Proceedings of LAB Meetings**

Every item to be decided at a meeting of the Local Advisory Board shall be determined by a majority of the votes of the Governors present and voting on 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. However, votes will be accepted via conference/video call where the Governor has been dialled in for the full discussion leading to the vote.

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 Governors with conflicts of interests or duties in accordance with Article 6 of the Articles of Association and paragraph 20 of these Terms of Reference must abide by the procedures in Article 6 and paragraph 20 and where required, withdraw from the meeting in respect of discussions in relation to which they have a conflict and not vote.

For the avoidance of doubt, any Governor who is also an employee of the Trust shall withdraw from that part of any meeting of the Local Advisory Board at which their remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement are to be considered.

## **16. Decisions Outside of LAB Meetings**

Decisions may, at times, be required outside of LAB meetings. In such circumstances, Governors can vote via email through the Governance Professional.

Where there is an equal division of votes the Chair of the LAB shall have a second or casting vote.

The Governance Professional will securely maintain all responses/votes as a record of the decision made.

## **17. Minutes and Publication**

At every meeting of the Local Advisory Board, the minutes of the last meeting shall be taken as an agenda item and, if agreed to be accurate, shall be approved as a true record.

The Governance Professional shall ensure that a copy of the agenda for every meeting of the Governors, the approved 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 for publication.

## **18. Headteacher's Report**

The Headteacher will provide a written report providing an update on the academy to each meeting of the Local Advisory Board (excluding special meetings). The Headteacher's report shall be sent to all of the Governors with the written notice of the meeting where possible.

## **19. Delegation of Functions**

The Local Advisory Board may not delegate all or any part of its powers, duties, responsibilities or functions to any person, committee or other organisation without the prior written consent of the Trust Board.

## **20. 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 shall also apply to the Governors.

The procedure detailed at article 6 of the Articles of Association shall apply to the Local Advisory Board always provided that, in the case of a Personal Financial Interest for a Governor, the Local Advisory Board may meet to authorise the benefit.

All Governors shall complete a declaration of interests form on joining the Local Advisory Board. The register of interests shall be reviewed 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 their duties as a Governor shall disclose that fact to the Governors as soon as they become 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 themselves from any discussions of the Governors in which it is possible that a conflict will arise between their duty to act solely in the interests of the school and any duty or personal interest (including but not limited to any Personal Financial Interest).

## **21. Remuneration, Pay Scales and Performance Management**

The CEO may advise the Local Advisory Board about all matters concerning remuneration.

The Local Advisory Board may review and ratify remuneration for all staff (excluding the Headteacher/Executive Headteacher) working with school leadership and in consultation with the CEO within bands agreed by the Trust.

The performance review, performance management and remuneration of the Headteacher/Executive Headteacher will be reviewed by the CEO in accordance with the Trust's Performance Review Policy.

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