

## APPENDIX A

### Terms of Reference of Local Governing Boards

July 2023

#### Constitution of the Local Governing Board

##### 1.1 Members of the Local Governing Board

- 1.1.1 The membership of the Local Governing Board is governed by Article 104.
- 1.1.2 The number of people who shall sit on the Local Governing Board shall be not less than three but, unless otherwise determined by the Directors, shall be subject to a maximum of eleven.
- 1.1.3 The Local Governing Board shall have the following members:
  - 1.1.3.1 up to four community members appointed under clause 1.2 below;
  - 1.1.3.2 up to two staff members (excluding the Principal of the Academy) appointed under clause 1.2.3 below;
  - 1.1.3.3 up to four parent members elected or appointed in accordance with clause 1.2.6 below;
  - 1.1.3.4 the Principal of the Academy; and
  - 1.1.3.5 any additional members, if appointed by the Directors at the request of the Secretary of State for Education pursuant to clause 102(c) of the Master Funding Agreement.
- 1.1.4 The Local Governing Board may also have co-opted members appointed under clause 1.3.
- 1.1.5 The Directors (all or any of them) shall also be entitled to serve on the Local Governing Board and attend any meetings of the Local Governing Board. Any Director attending a meeting of the Local Governing Board shall count towards the quorum for the purposes of the meeting and shall be entitled to vote on any resolution being considered by the Local Governing Board.

All persons appointed or elected to the Local Governing Board shall give a written undertaking to the Directors.

##### 1.2 Appointment of Members of the Local Governing Board

- 1.2.1 The practical arrangements for the election of members of the Local Governing Board shall be the responsibility of the Local Governing Board but (subject to clause 5.2.5) nobody shall become a member of the Local Governing Board until appointed by the Directors.
- 1.2.2 The Directors may appoint persons to serve on the Local Governing Board, having regard to any recommendations and views of the Local Governing Board in relation to ensuring that the people serving on the Local Governing Board between them have an appropriate range of skills and experience and due attention is given to succession planning.
- 1.2.3 The Directors may appoint persons who are employed at the Academy to serve on the Local Governing Board through such process as they may determine, provided that the total number of such persons (including the Principal) does not exceed one third of the total number of persons on the Local Governing Board. The positions held by those employed at the Academy (e.g. teaching and non-teaching staff) may be taken into account when considering appointments.

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- 1.2.4 Unless the Directors agree otherwise, in the election of persons to serve on the Local Governing Board who are employed at the Academy, the Local Governing Board 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 (excluding the Principal) and, where there are any contested posts, shall hold an election by a secret ballot. 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 LGB.
- 1.2.5 The Principal shall be treated for all purposes as being an ex officio member of the Local Governing Board.
- 1.2.6 Subject to clause 1.2.10 below, the parent members of the Local Governing Board shall be elected by parents of registered pupils at the Academy and they must be a parent of a pupil at the Academy at the time when they are elected.
- 1.2.7 The Local Governing Board shall make all necessary arrangements for, and determine all other matters relating to, an election of the parent members of the Local Governing Board, including any question of whether a person is a parent of a registered pupil at the Academy. Any election of persons who are to be the parent members of the Local Governing Board that is contested shall be held by secret ballot.
- 1.2.8 The arrangements made for the election of the parent members of the Local Governing Board shall provide for every person who is entitled to vote in the election to have an opportunity to do so by post or, if they prefer, by having their ballot paper returned to the Academy by a registered pupil at the Academy.
- 1.2.9 Where a vacancy for a parent member of the Local Governing Board is required to be filled by election, the Local Governing Board 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 they are entitled to stand as a candidate, and vote at the election, and given an opportunity to do so.
- 1.2.10 The number of parent members of the Local Governing Board required shall be made up by persons nominated by the Local Governing Board if the number of parents standing for election is less than the number of vacancies.
- 1.2.11 In appointing a person to be a parent member of the Local Governing Board pursuant to clause 1.2.10 above, the Directors shall 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 child of compulsory school age.

### 1.3 Co-opted Members of the Local Governing Board

- 1.3.1 The Directors resolve that the Local Governing Board may itself co-opt up to two persons to serve on the Local Governing Board.
- 1.3.2 The Local Governing Board may not co-opt a person who is employed at the Academy if thereby the number of persons employed at the Academy serving on the Local Governing Board would exceed one third of the total number of persons serving on the Local Governing Board (including the Principal).

### 1.4 Term of Office

- 1.4.1 The term of office for any person serving on the Local Governing Board shall be 4 years save that:
  - 1.4.1.1 this time limit shall not apply to the Principal; and
  - 1.4.1.2 persons who are co-opted to the Local Governing Board shall serve for 1 year.

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- 1.4.2 Subject to remaining eligible to be a particular type of member on the Local Governing Board and to clause 1.4.3 below, any person may be re-appointed or re-elected (including being co-opted again) to the Local Governing Board.
- 1.4.3 *[No person may be reappointed or re-elected at the end of their term after serving on the Local Governing Board for 8 years or more consecutively unless in the circumstances the Directors decide to disapply the restriction set out in this clause 1.4.3.]*

### 1.5 Resignation and Removal from Office

- 1.5.1 A person serving on the Local Governing Board shall cease to hold office if they resign their office by notice to the Local Governing Board (but only if at least three persons will remain in office when the notice of resignation is to take effect).
- 1.5.2 A person serving on the Local Governing Board shall cease to hold office if they are removed by the person or persons who appointed them except in the case of parent members. Whilst at the same time as acknowledging that no reasons need to be given for the removal of a person who serves on the Local Governing Board by a person or persons who appointed them, any failure to uphold the values of the Company and/or the Academy or to act in a way which is appropriate in light of this Scheme will be taken into account. A person may also be removed by the Directors but only after the Directors have given due regard to any representations by the Local Governing Board.
- 1.5.3 If any person who serves on the Local Governing Board in their capacity as an employee at the Academy ceases to work at the Academy, they shall be deemed to have resigned and shall cease to serve on the Local Governing Board automatically on termination of their work at the Academy.
- 1.5.4 Where a person who serves on the Local Governing Board resigns their office or is removed from office, that person or, where they are removed from office, those removing them, shall give written notice thereof to the Local Governing Board, who shall inform the Directors.

### 1.6 Disqualification of Members of the Local Governing Board

- 1.6.1 No person shall be qualified to serve on the Local Governing Board unless they are aged 18 or over at the date of their election or appointment. No current pupil of the Academy shall be entitled to serve on the Local Governing Board.
- 1.6.2 A person serving on the Local Governing Board shall cease to hold office if they become incapable by reason of mental disorder, illness or injury of managing or administering their own affairs.
- 1.6.3 A person serving on the Local Governing Board shall cease to hold office if they are absent without the permission of the Chair of the Local Governing Board from all the meetings of the Local Governing Board held within a period of six months and the Local Governing Board resolves that their office be vacated.
- 1.6.4 A person shall be disqualified from serving on the Local Governing Board if:
  - 1.6.4.1 their estate has been sequestrated and the sequestration has not been discharged, annulled or reduced; or
  - 1.6.4.2 they are the subject of a bankruptcy restrictions order or an interim order.
- 1.6.5 A person shall be disqualified from serving on the Local Governing Board at any time when they are 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).

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- 1.6.6 A person serving on the Local Governing Board shall cease to hold office if they would cease to be a director by virtue of any provision in the Companies Act 2006 or would be disqualified from acting as a charity trustee by virtue of section 178 of the Charities Act 2011.
- 1.6.7 A person serving on the Local Governing Board shall cease to hold office if they are deemed by HM Revenue & Customs not to be a fit and proper person to be a manager of a charity.
- 1.6.8 A person shall be disqualified from serving on the Local Governing Board if they have 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 they were responsible or to which they were privy, or which they by their conduct contributed to or facilitated.
- 1.6.9 A person shall be disqualified from serving on the Local Governing Board at any time when they are:
  - 1.6.9.1 included in the list kept by the Secretary of State under section 1 of the Protection of Children Act 1999; or
  - 1.6.9.2 disqualified from working with children in accordance with Section 35 of the Criminal Justice and Court Services Act 2000; or
  - 1.6.9.3 barred from regulated activity relating to children (within the meaning of section 3(2) of the Safeguarding Vulnerable Groups Act 2006).
- 1.6.10 A person shall be disqualified from serving on the Local Governing Board if they are a person in respect of whom a direction has been made under section 142 of the Education Act 2002 or is subject to any prohibition or restriction which takes effect as if contained in such a direction.
- 1.6.11 A person shall be disqualified from serving on the Local Governing Board where they have, 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 178 of the Charities Act 2011.
- 1.6.12 After the Academy has opened, a person shall be disqualified from serving on the Local Governing Board if they have not provided to the chair of the Local Governing Board a criminal records certificate (Disclosure and Barring Service Check) at an enhanced disclosure level under section 113B of the Police Act 1997. In the event that the certificate discloses any information which would in the opinion of either the chair or the Principal confirm their unsuitability to work with children that person shall be disqualified. If a dispute arises as to whether a person shall be disqualified, a referral shall be made to the Secretary of State to determine the matter. The determination of the Secretary of State shall be final.
- 1.6.13 Where, by virtue of this Scheme, a person becomes disqualified from serving on the Local Governing Board; and they were, or were proposed, to so serve, they shall upon becoming so disqualified give written notice of that fact to the Local Governing Board, who shall inform the Directors.
- 1.6.14 This clause 1.6 and paragraph 2 of the Appendix shall also apply to any member of any committee of the Local Governing Board who is not a member of the Local Governing Board itself.

## 2. Delegated Powers

### 2.1 General Provisions

- 2.1.1 Subject to provisions of the Companies Act 2006, the Articles, any directions given by the Members of the Company by special resolution and any directions given by the Directors, the management of the business of the Academy shall be delegated by the Directors to the Local

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Governing Board who may exercise all the powers of the Company in so far as they relate to the Academy in accordance with the terms of this Scheme.

- 2.1.2 No alteration of the Articles and no direction given by the Members of the Directors shall invalidate any prior act of the Local Governing Board which would have been valid if that alteration had not been made or that direction had not been given.
- 2.1.3 In general terms, the responsibility of the Directors in so far as the business of the Academy is concerned is to determine the policy and procedures of the Academy and to consider and respond to strategic issues. Whilst the Directors are free to decide what constitutes a strategic issue, having regard to all the circumstances, unless a matter is identified as a strategic issue and/or is identified as being the responsibility of the Directors under this Scheme, the responsibility for such matter will be that of the Local Governing Board. The Directors have determined that approval of budget plans for each academy, as well as monitoring of their implementation, in addition to issues which might affect or vary the Trust's policy on the use of its premises, are strategic issues which they and their Finance & General Purposes Committee will determine. They have also determined that the implementation of pay reviews following performance management and any decision about staffing which would vary an academy's staffing structure are strategic issues which they and their Finance and General Purposes Committee will determine.
- 2.1.4 In the exercise of its powers and functions, the Local Governing Board may consider any advice given by the Principal and any other executive officer as well as the Directors. Except as provided for in this Scheme, in addition to all powers hereby expressly conferred upon the Local Governing Board and without detracting from the generality of the powers delegated, the Local Governing Board shall have the following powers, namely:

## 2.2 Ethos and Values

- 2.2.1 Whilst the Local Governing Board shall be responsible for ensuring that the Academy is conducted in accordance with its ethos and values referred to above, the determination of the Academy's ethos and mission statement shall be the responsibility of the Directors.
- 2.2.2 At all times the Directors and the Local Governing Board shall ensure that the Academy is conducted in accordance with the Objects of the Company, and any agreement entered into with the Secretary of State for the funding of the Academy.

## 2.3 Resources

### 2.3.1 Principal

The appointment of the Principal is governed by Article 107. The Directors shall appoint the Chief Executive of the Company, the Principal and the Vice Principals. The Local Governing Board may delegate such of its powers and functions under this Scheme as it considers are required by the Chief Executive of the Company and the Principal for the internal organisation, management and control of the Academy (including the implementation of all policies approved by the Directors and the Local Governing Board and for the direction of the teaching and curriculum at the Academy).

### 2.3.2 Other Staff

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- 2.3.2.1 The Local Governing Board shall be responsible for the appointment and management of all other staff to be employed at the Academy provided that the Local Governing Board shall:
  - 2.3.2.1.1 comply with all policies dealing with staff issued by the Directors from time to time;
  - 2.3.2.1.2 take account of any pay terms set by the Directors;
  - 2.3.2.1.3 adopt any standard contracts or terms and conditions for the employment of staff issued by the Directors;
  - 2.3.2.1.4 manage any claims and disputes with staff members having regard to any advice and recommendations given by the Directors.

### 2.4 Curriculum and Standards

- 2.4.1 The Local Governing Board shall be responsible for the setting and review of the curriculum but shall have regard to any views of the Directors in recognition of the Company's obligation to the Secretary of State to provide a broad and balanced curriculum.
- 2.4.2 The Local Governing Board shall be responsible for the standards achieved by the Academy and the pupils attending the Academy but shall follow such advice, recommendations and directions of the Directors as they might issue from time to time.
- 2.4.3 The Local Governing Board shall be responsible for the setting and review from time to time of the Academy's admissions policy provided that no change will be made to the admissions criteria without the written consent of the Directors.
- 2.4.4 Any decision to expand the Academy shall be that of the Directors but who shall have regard to the views of the Local Governing Board.

### 2.5 Extended Schools and Business Activities

Whilst the undertaking of any activities which would be described as part of the Academy's "extended schools agenda" or any activities designed to generate business income would be the responsibility of the Local Governing Board, this shall only be undertaken in a manner consistent with any policy set by the Directors and, having regard to the viability of such activities, the impact on the Academy's activities and any financial implications such as, for example, the threat of taxation in light of the Company's Objects and any threat to funding provided by the Secretary of State.

### 2.6 Regulatory Matters

The responsibility for the satisfaction and observance of all regulatory and legal matters shall be the Directors but the Local Governing Board shall do all such things as the Directors may specify as being necessary to ensure that the Company is meeting its legal obligations.

## 3. Operational Matters

- 3.1 The Local Governing Board shall comply with the obligations set out in the Appendix which deals with the day to day operation of the Local Governing Board.
- 3.2 The Local Governing Board shall adopt and comply with all policies of the Directors communicated to the Local Governing Board from time to time.
- 3.3 The Directors and all members of the Local Governing Board each have a legal duty to act independently and not as agents of those who may have appointed them and will act with integrity, objectivity and honesty in the best interests of the Company and the Academy and shall be open about decisions and be prepared to justify those decisions except in so far as any matter may be considered confidential.

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- 3.4 The Local Governing Board will review its policies, procedures and practices on a regular basis, having regard to recommendations made by the Directors from time to time, in order to ensure that the governance of the Academy is best able to adapt to the changing political and legal environment.
  - 3.5 The Local Governing Board shall provide such data and information to the Directors regarding the business of the Academy and the pupils attending the Academy as the Directors may require from time to time.
  - 3.6 The Local Governing Board shall submit to any inspections by the Directors and any inspections pursuant to section 48 of the Education Act 2005.
  - 3.7 The Local Governing Board shall work closely with and shall promptly implement any advice or recommendations made by the Directors in the event that intervention is either threatened or is carried out by the Secretary of State and the Directors expressly reserve their unfettered right to review or remove any power or responsibility conferred on the Local Governing Board under this Scheme in such circumstances.
  - 3.8 The Local Governing Board acknowledges that the Directors have legal responsibility for the management of the Company including the running of the Academy. Furthermore, the Local Governing Board acknowledges that its powers are limited to those delegated by the Directors under this Scheme and are revocable by the Directors at any time in accordance with the Articles.
4. **Annual Review**
  - 4.1 This Scheme shall operate from the Effective Date in respect of the Academy. The Directors will have the absolute discretion to review this Scheme at least on an annual basis.
  - 4.2 In considering any material changes to this Scheme or any framework on which it is based, the Directors will have regard to and give due consideration of any views of the Local Governing Board.

**Updated July 2023**

## APPENDIX B

### Functioning of the Local Governing Board

July 2023

#### 1. Chair and Vice Chair of the Local Governing Board

- 1.1 The election of the chair and vice-chair of the Local Governing Board shall be carried out in accordance with this paragraph 1 or otherwise as the Directors shall determine.
- 1.2 Each academic year the members of the Local Governing Board shall at their first meeting in that year (subject to the prior written approval of the Directors) elect a chair and a vice-chair from among their number to serve until a successor is appointed or a vacancy occurs, as envisaged in paragraph 1.4 below. Neither a person who is employed by the Company (whether or not at the Academy) nor a person who is at the time of election already a Director of the Company (except where such person is a Director by virtue of being the incumbent chair) shall be eligible for election as chair or vice-chair, noting for the avoidance of doubt that, once elected, the chair will be eligible to serve as a Director of the Company pursuant to the provisions of Article 51.
- 1.3 Subject to paragraph 1.5 below, the chair or vice-chair shall hold office as such until their successor has been elected in accordance with this paragraph 1.
- 1.4 The chair or vice-chair may at any time resign their office by giving notice in writing to the Local Governing Board. The chair or vice-chair shall cease to hold office if:
  - 1.4.1 they cease to serve on the Local Governing Board;
  - 1.4.2 they are employed by the Company (whether or not at the Academy);
  - 1.4.3 they are removed from office by the Directors or otherwise in accordance with this Scheme;or
  - 1.4.4 in the case of the vice-chair, they are elected in accordance with this Scheme to fill a vacancy in the office of chair.
- 1.5 Where by reason of any of the matters referred to in paragraph 1.4 above, a vacancy arises in the office of chair or vice-chair, the members of the Local Governing Board shall at its next meeting elect one of their number to fill that vacancy subject to the prior written approval of the Directors.
- 1.6 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.
- 1.7 Where in the circumstances referred to in paragraph 1.6 above the vice-chair is also absent from the meeting or there is at the time a vacancy in the office of vice-chair, the members of the Local Governing Board shall elect one of their number to act as a chair for the purposes of that meeting, provided that the person elected shall neither be a person who is employed by the Company (whether or not at the Academy) nor a Director.
- 1.8 A Director shall act as chair during that part of any meeting at which the chair is elected.
- 1.9 Any election of the chair or vice-chair which is contested shall be held by secret ballot.
- 1.10 The Directors may remove the chair or vice-chair from office at any time in accordance with the Articles. The chair or vice-chair may only be removed from office by the Local Governing Board in accordance with this Scheme.
- 1.11 A resolution to remove the chair or vice-chair from office which is passed at a meeting of the Local Governing Board shall not have effect unless:
  - 1.11.1 it is confirmed by a resolution passed at a second meeting of the Local Governing Board held not less than fourteen days after the first meeting; and
  - 1.11.2 the matter of the chair's or vice-chair's removal from office is specified as an item of business on the agenda for each of those meetings.

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- 1.12 Before a resolution is passed by the Local Governing Board at the relevant meeting as to whether to confirm the previous resolution to remove the chair or vice-chair from office, the person or persons proposing their removal shall at that meeting state their reasons for doing so and the chair or vice-chair shall be given an opportunity to make a statement in response.

### 2. Conflicts of Interest

- 2.1 Any member of the Local Governing Board who has or can have any direct or indirect duty or personal interest (including but not limited to any Personal Financial Interest) which conflicts or may conflict with their duties as a member of the Local Governing Board shall disclose that fact to the Local Governing Board as soon as they become aware of it. A person must absent themselves from any discussions of the Local Governing Board in which it is possible that a conflict will arise between their 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) and shall have no vote on the matter in question and shall not be counted in the quorum in relation to such vote.
- 2.2 For the purpose of paragraph 2.1 above, a person has a Personal Financial Interest if they are in the employment of the Company or are in receipt of remuneration or the provision of any other benefit directly from the Company or in some other way are linked to the Company or the Academy.
- 2.3 The obligation under paragraph 2.1 above to disclose any direct or indirect duty or personal interest shall not apply where:
- 2.3.1 the member in question of the Local Governing Board is unaware of such direct or indirect duty or personal interest (but for these purposes they are treated as being aware if they ought reasonably to have been aware); or
- 2.3.2 the Local Governing Board is already aware of such any direct or indirect duty or personal interest.
- 2.4 The obligation under paragraph 2.1 above that a conflicted Director absent themselves and have no vote and not be counted in the quorum shall not apply in relation to any of the following:
- 2.4.1 the purchase of indemnity insurance pursuant to Article 6.3;
- 2.4.2 the reimbursement of expenses pursuant to Article 6.5;
- 2.4.3 any benefit received by the member in question of the Local Governing Board in their capacity as a beneficiary pursuant to Article 6.7(a) and which is generally available to all beneficiaries; and/or
- 2.4.4 the payment of any indemnity pursuant to Article 136;
- unless in the circumstances the other members of the Local Governing Board decide to the contrary.
- 2.5 Any disagreement in relation to conflicts of interest between the members of the Local Governing Board and the Principal or any sub-committee of the Local Governing Board shall be referred to the Directors for their determination.

### 3. The Minutes

- 3.1 The minutes of the proceedings of a meeting of the Local Governing Board shall be drawn up and entered into a book kept for the purpose by the person authorised to keep the minutes of the Local Governing Board; and shall be signed (subject to the approval of the members of the Local Governing Board) at the same or next subsequent meeting by the person acting as chair thereof. The minutes shall include a record of:
- 3.1.1 all appointments of officers made by the Local Governing Board; and
- 3.1.2 all proceedings at meetings of the Local Governing Board and of committees of the Local Governing Board including the names of all persons present at each such meeting.

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3.2 The chair shall ensure that copies of minutes of all meeting of the Local Governing Board (and such of the sub-committees as the Directors shall from time to time notify) shall be provided to the Directors as soon as reasonably practicable after those minutes are approved.

### 4. **Sub-Committees**

4.1 Subject to this Scheme, the Local Governing Board may establish any sub-committee as it deems necessary. The constitution, membership and proceedings of any sub-committee shall be determined by the Local Governing Board having regard to any views of the Directors. The establishment, terms of reference, constitution and membership of any sub-committee shall be reviewed at least once in every twelve months.

4.2 The membership of any sub-committee may include persons who do not also serve on the Local Governing Board, provided that a majority of the members of any such sub-committee shall be members of the Local Governing Board or Directors. The Local Governing Board may determine that some or all of the members of a sub-committee who are not Directors or who do not serve on the Local Governing Board shall be entitled to vote in any proceedings of the sub-committee. No vote on any matter shall be taken at a meeting of a sub-committee unless the majority of members of the sub-committee present either are Directors or are persons who serve on the Local Governing Board.

### 5. **Delegation**

5.1 Provided such power or function has been delegated by the Directors to the Local Governing Board, the Local Governing Board may further delegate to any person serving on the Local Governing Board, any sub-committee, the Principal or any other holder of an executive office, such of their powers or functions as they consider desirable to be exercised by them. Any such delegation may be made subject to any conditions either the Directors or the Local Governing Board may impose and may be revoked or altered by either the Directors or the Local Governing Board.

5.2 Where any power or function of the Directors or the Local Governing Board is exercised by any sub-committee, any Director or member of the Local Governing Board, the Principal or any other holder of an executive office, that person or sub-committee shall report to the Local Governing Board in respect of any action taken or decision made with respect to the exercise of that power or function at the meeting of the Local Governing Board immediately following the taking of the action or the making of the decision.

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

6.1 Subject to the Articles and this Scheme, the Local Governing Board may regulate its proceedings as the members of the Local Governing Board think fit.

6.2 The Local Governing Board shall meet at least three times in every school year. Meetings of the Local Governing Board shall be convened by the Clerk to the Local Governing Board. In exercising their functions under this Scheme, the clerk shall comply with any direction:

6.2.1 given by the Directors or the Local Governing Board; or

6.2.2 given by the chair of the Local Governing Board or, in their absence or where there is a vacancy in the office of chair, the vice-chair of the Local Governing Board, so far as such direction is not inconsistent with any direction given as mentioned in paragraph 6.2.1 above.

6.3 Any three members of the Local Governing Board may, by notice in writing given to the secretary, requisition a meeting of the Local Governing Board; and it shall be the duty of the secretary to convene such a meeting as soon as is reasonably practicable.

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- 6.4 Each member of the Local Governing Board shall be given at least seven clear days before the date of a meeting:
- 6.4.1 notice in writing thereof, signed by the secretary, and sent to each member of the Local Governing Board at the address provided by each member from time to time; and
  - 6.4.2 a copy of the agenda for the meeting;
- provided that where the chair or, in their absence or where there is a vacancy in the office of chair, the vice-chair, so determines on the ground that there are matters demanding urgent consideration, it shall be sufficient if the written notice of a meeting, and the copy of the agenda thereof are given within such shorter period as they direct.
- 6.5 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.
- 6.6 A resolution to rescind or vary a resolution carried at a previous meeting of the Local Governing Board shall not be proposed at a meeting of the Local Governing Board unless the consideration of the rescission or variation of the previous resolution is a specific item of business on the agenda for that meeting.
- 6.7 A meeting of the Local Governing Board shall be terminated forthwith if:
- 6.7.1 the members of the Local Governing Board so resolve; or
  - 6.7.2 the number of members present ceases to constitute a quorum for a meeting of the Local Governing Board in accordance with paragraph 6.10 below, subject to paragraph 6.12 below.
- 6.8 Where, in accordance with paragraph 6.7 above, a meeting is not held or is terminated before all the matters specified as items of business on the agenda for the meeting have been disposed of, a further meeting shall be convened by the secretary as soon as is reasonably practicable, but in any event within seven days of the date on which the meeting was originally to be held or was so terminated.
- 6.9 Where the Local Governing Board resolves in accordance with paragraph 6.7 above to adjourn a meeting before all the items of business on the agenda have been disposed of, the Local Governing Board shall before doing so determine the time and date at which a further meeting is to be held for the purposes of completing the consideration of those items, and they shall direct the secretary to convene a meeting accordingly.
- 6.10 Subject to paragraph 6.12 below, the quorum for a meeting of the Local Governing Board, and any vote on any matter thereat, shall be any [three] of the members of the Local Governing Board, [or, where greater, any one third (rounded up to a whole number) of the total number of persons holding office on the Local Governing Board at the date of the meeting].
- 6.11 The Local Governing Board may act notwithstanding any vacancies on its board, but, if the numbers of persons serving is less than the number fixed as the quorum, the continuing persons may act only for the purpose of filling vacancies.
- 6.12 The quorum for the purposes of:
- 6.12.1 appointing a parent member;
  - 6.12.2 any vote on the removal of a person in accordance with this Scheme;
  - 6.12.3 any vote on the removal of the chair of the Local Governing Board by the Local Governing Board;
- shall be any two-thirds (rounded up to a whole number) of the persons who are at the time persons entitled to vote on those respective matters including a Director.
- 6.13 Subject to this Scheme, every question to be decided at a meeting of the Local Governing Board shall be determined by a majority of the votes of the persons present and entitled to vote on the

## Northern Leaders Trust Terms of Reference of Committees

question. Subject to paragraph 6.14 below, every member of the Local Governing Board shall have one vote.

- 6.14 Where there is an equal division of votes, the chair of the meeting shall have a casting vote in addition to any other vote they may have.
- 6.15 The proceedings of the Local Governing Board shall not be invalidated by:
- 6.15.1 any vacancy on the board; or
- 6.15.2 any defect in the election, appointment or nomination of any person serving on the Local Governing Board.
- 6.16 A resolution in writing, signed by all the persons entitled to vote on the matter in question at a meeting of the Local Governing Board or of a sub-committee of the Local Governing Board, shall be valid and effective as if it had been passed at a meeting of the Local Governing Board or (as the case may be) a sub-committee of the Local Governing Board duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the members of the Local Governing Board and may include an electronic communication by or on behalf of the Local Governing Board indicating their agreement to the form of resolution providing that the member has previously notified the Local Governing Board in writing of the email address or addresses which the member will use.
- 6.17 Subject to paragraph 6.18 below, the Local Governing Board shall ensure that a copy of:
- 6.17.1 the agenda for every meeting of the Local Governing Board;
- 6.17.2 the draft minutes of every such meeting, if they have been approved by the person acting as chair of that meeting;
- 6.17.3 the signed minutes of every such meeting; and
- 6.17.4 any report, document or other paper considered at any such meeting;
- are, as soon as is reasonably practicable, made available at the Academy to persons wishing to inspect them.
- 6.18 There may be excluded from any item required to be made available in pursuance of paragraph 6.17 above, any material relating to:
- 6.18.1 a named Teacher or other person employed, or proposed to be employed, at the Academy;
- 6.18.2 a named pupil at, or candidate for admission to, the Academy; and
- 6.18.3 any matter which, by reason of its nature, the Local Governing Board is satisfied should remain confidential.
- 6.19 Any member of the Local Governing Board shall be able to participate in meetings of the Local Governing Board by telephone or video conference provided that:
- 6.19.1 They have given notice of their intention to do so detailing the telephone number on which they can be reached and/or appropriate details of the video conference suite from which they shall be taking part at the time of the meeting at least 48 hours before the meeting; and
- 6.19.2 the Local Governing Board has access to the appropriate equipment if after all reasonable efforts it does not prove possible for the person to participate by telephone or video conference the meeting may still proceed with its business provided it is otherwise quorate.

## 7. Notices

- 7.1 Any notice to be given to or by any person pursuant to this Scheme (other than a notice calling a meeting of the Local Governing Board) shall be in writing or shall be given using electronic communications to an address for the time being notified for that purpose to the person giving the notice. In this Scheme “**Address**” in relation to electronic communications, includes a number or address used for the purposes of such communications.

## Northern Leaders Trust Terms of Reference of Committees

- 7.2 A notice may be given by the Local Governing Board to its members either personally or by sending it by post in a prepaid envelope addressed to the member at their registered address or by leaving it at that address or by giving it using electronic communications to an address for the time being notified to the Local Governing Board by the member. A member whose registered address is not within the United Kingdom and who gives to the Local Governing Board an address within the United Kingdom at which notices may be given to them, or an address to which notices may be sent using electronic communications, shall be entitled to have notices given to them at that address, but otherwise no such member shall be entitled to receive any notice from the Local Governing Board.
- 7.3 A member of the Local Governing Board present, either in person or by proxy, at any meeting of the Local Governing Board shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.
- 7.4 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted or, in the case of a notice contained in an electronic communication, at the expiration of 48 hours after the time it was sent.

### **8. Indemnity**

Subject to the provisions of the Companies Act 2006, every member of the Local Governing Board or other officer or auditor of the Company acting in relation to the Academy shall be indemnified out of the assets of the Company against any liability incurred by them in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in favour or in which they are acquitted or in connection with any application in which relief is granted to them by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.

## APPENDIX C

### FINANCE AND GENERAL PURPOSES COMMITTEE

#### TERMS OF REFERENCE

July 2023

#### **1 Constitution**

- 1.1 The Northern Leaders Trust Board (“the Board”) has resolved to establish a Finance and General Purposes Committee to advise the Board on matters relating to the Trust’s finance and resources arrangements.
- 1.2 The Finance and General Purposes Committee is responsible to the Trust Board.
- 1.3 The Committee’s Terms of Reference are adopted by the Board and may only be changed with the approval of the Board.
- 1.4 The Committee’s remit will extend to advise the Board on the performance and pay of the Chief Executive of the Trust.
- 1.5 The Clerk to the Board (or appointed deputy) shall be the Clerk to the Committee.

#### **2 Authority**

- 2.1 The Committee will report to the Board on any decisions taken in accordance with the Schemes of Delegation and delegated powers, including the Academies’ assets, depreciation and removal of such items from the asset register.
- 2.2 The Finance and General Purposes Committee is authorised to investigate any activity within its terms of reference or specifically delegated to it by the Board. It is authorised to request any information it requires from any employee of the Trust and all employees are directed to co-operate with any request made by the Committee.
- 2.3 The Committee is authorised to obtain any outside legal or independent professional advice it considers necessary and may require experts to be present and to advise when drafting disclosures to be made in the Trust’s annual Report and Accounts.

#### **3 Main Duties**

- 3.1 The Committee is required to fulfil its responsibilities as set out in these Terms of Reference in line with the Academy Trust Handbook, the Trust’s Financial Regulations and in compliance with the Funding Agreement with the Secretary of State of Education.
- 3.2 To ensure sound management of the Trust’s finances and resources, including proper planning, monitoring, probity and value for money.
- 3.3 To advise the Trust Board on specific remuneration packages of the CEO to ensure that staff are fairly rewarded in relation to their individual contributions to the Trust’s overall performance; and
- 3.4 To demonstrate to the public that the pay of senior staff is set by a committee which has no personal interest in the outcome of its decision and which gives due regard to the interests of the public and of the financial health of the Trust.

#### **4 Terms of Reference**

- 4.1 Subject to the detailed requirements of the Academy Trust Handbook, Funding Agreement and the Financial Regulations of the Trust, the Committee shall consider **and advise** the Board on the following specific matters:

## Northern Leaders Trust Terms of Reference of Committees

- 4.1.1 The annual estimates of income and expenditure and financial forecast for the Trust and its Academies
- 4.1.2 Monitoring of revenue finances of the Trust and its Academies and advising the Board on progress towards achieving its financial objectives
- 4.1.3 Monitoring of policies relating to finance, staffing and buildings, including Health and Safety, capitalisation, depreciation, treasury management, investment and borrowing
- 4.1.4 The acquisition or disposal of land to be used by the Academies
- 4.1.5 The financial elements of the risk management policy including health and safety, buildings and insurance
- 4.1.6 The management accounts of the Trust, advising the Board on the year-end Accounts
- 4.1.7 To consider any relevant legal and contractual documentation, operating within the Articles of Association, Schemes of Delegation, Funding Agreement and Financial Regulations
- 4.1.8 To monitor policies in relation to non-educational services such as Human Resources, publicity and marketing, and to agree changes as necessary
- 4.1.11 To monitor the deployment of non-financial resources, including personnel and property, with a view to advising the Board on the effectiveness of such resources.
- 4.1.12 The oversight of the pay and conditions of service of all employees of the Trust.
- 4.2 The Committee will produce an annual report for the Board and Accounting Officer regarding the Trust's internal controls.

## 5 Pay Matters

- 5.1 The Committee shall advise the Board on the remuneration packages of the CEO and the Principals and in doing so it shall consider the following component elements:
  - a) basic salary
  - b) pension provisions
  - e) the main terms and conditions of each individual's service agreement, with particular reference to the notice provisions.
- 5.2 The Committee shall evaluate annually the specific remuneration package of the CEO in particular against pre-established performance goals and objectives and an appropriate peer group.
- 5.3 The Committee shall receive a report from the Chair of the Board on the performance of the CEO and the Clerk to the Board.
- 5.4 For the purposes of 5.3 the Committee will review and assess performance targets, goals and objectives established before the commencement of the relevant period and determine whether such goals and objectives have been achieved at the end of the relevant period.
- 5.5 The Committee shall advise the Board of any compensation (including the augmentation of pension benefits) which may be payable in the event of the early termination of the employment of the CEO, Principals of the Academies or any senior member of staff, with the broad aim of:
  - a) avoiding rewarding poor performance and
  - b) dealing fairly with cases where early termination is not due to poor performance.
- 5.6 The Committee shall periodically review and approve any changes to the job description of the CEO.

## 6 Administration

- 6.1 The Finance and General Purposes Committee will meet at least three times in each academic year. The Chair or any two members may call a meeting.
- 6.2 The Committee will consist of a minimum of three Board Directors. Members of the Committee are appointed annually. The Chair of the Board shall be an ex-officio member.

## Northern Leaders Trust Terms of Reference of Committees

- 6.3 Up to two external co-opted members may also be appointed who are not members of the Board. The Board may not co-opt an employee of the Academy Trust if the result would be that the number of committee members who are employees of the Trust (including the CEO) would exceed one third of the Committee. Co-opted members of the Committee will have full participation rights.
- 6.4 In respect of pay matters, Directors who are employed by the Trust and any co-opted members of the Committee shall be excluded. Where pay matters are being considered, the Chair of the Board shall attend.
- 6.7 The Chair of the Finance and General Purposes Committee will be appointed by the Board and will not be the CEO. If the Chair is absent from a meeting, the members shall choose another member, who is also a member of the Board, to act as chair for that meeting.
- 6.8 The Finance and General Purposes Committee will be quorate if at least **three** members (or at least one third if greater) of those members eligible to vote are present. In addition, at least 50% of those present are required to be Board members [in the event of there being co-optees on the Committee] and no more than 50% of those present may be employees of the Trust.
- 6.9 Decisions to be made at meetings of the Committee shall be determined by a majority of votes of members present and voting. Where there is an equal division of votes, the Chair shall have a second or casting vote.
- 6.10 The Chief Finance Officer and other members of the Trust's staff may be invited to attend but will have no voting rights. The CFO will be excluded when pay matters relating to the CEO and Principals are to be considered.
- 6.11 The meeting agenda will be agreed in advance by the Chair of the Finance and General Purposes Committee (based on, but not limited to, a pre-agreed annual schedule of activity) and papers will be circulated to members and attendees at least 5 working days in advance of the meeting.
- 6.12 Minutes of meetings will be taken and submitted to the next scheduled meeting of the Board once approved in draft by the Chair of the Committee.
- 6.13 The Finance and General Purposes Committee will self-assess its performance against these Terms of Reference on an annual basis and will also review the Terms of Reference, submitting any proposed changes to the Board for approval.
- 6.14 The members of the Committee shall hold office from the date of their appointment until the resignation or their omission from membership of the Committee on subsequent consideration by the Board (whichever shall happen first).

**July 2023**

## APPENDIX D

### Terms of Reference of Trust Standards Committee

July 2023

#### 1 Constitution

- 1.1 The Northern Leaders Trust Board (“the Board”) has resolved to establish a Standards Committee to advise the Board on matters relating to the Trust’s curriculum, quality and standards.
- 1.2 The Committee is responsible to the Trust Board.

#### 2 Authority

- 2.1 The Committee will undertake an annual review of its performance and of these terms of reference, and recommend any changes needed to the Board for approval.
- 2.2 The Committee is authorised to investigate any activity within its terms of reference or specifically delegated to it by the Board. It is authorised to request any information it requires from any employee of the Trust and all employees are directed to co-operate with any request made by the Committee.

#### 3 Main Duties

- 3.1 To monitor and advise the Trust Board by written report each term on the following:
  - 3.1.1 Data on attainment and achievement for each of the Trust’s academies
  - 3.1.2 School improvement work and leadership
  - 3.1.3 Overall performance of the academies
  - 3.1.4 Leadership standards
  - 3.1.5 Governance effectiveness
- 3.2 To monitor and advise the Board on:
  - 3.2.1 SEN and inclusion;
  - 3.2.2 Partnership working
  - 3.2.3 Admissions
  - 3.2.4 Safeguarding arrangements

#### 4 Terms of Reference

- 4.1 In the context of the Northern Leaders Trust’s mission statement determined by the Members and the Board, the Committee shall consider and advise the Board on the following specific matters:

##### 4.2 Curriculum and Quality

- 4.2.1 The Academies statutory requirements in relation to the Curriculum offer and other curriculum issues such as spiritual, moral social and cultural learning;
- 4.2.2 Extra-curricular activities;
- 4.2.3 The educational needs of the pupils attending the Trust’s Academies
- 4.2.4 The Trust’s policies in relation to its curriculum statement
- 4.2.5 Determine and update relevant strategies relating to the above.

##### 4.3 Performance and Standards

- 4.3.1 To monitor and review the achievement of strategic objectives, in particular the overview of performance against quantitative and qualitative benchmarks for key indicators/outcomes and the Ofsted framework, providing challenge and recommending remedial actions where required in line with the Academy Improvement Plans.

##### 4.4 Self-Assessment and Review

- 4.4.1 To receive the views on curriculum and quality issues of all Academies

## Northern Leaders Trust Terms of Reference of Committees

4.4.2 To receive progress reports on the implementation of post-Ofsted action plans and any other formal evaluation reports related to the quality of provision and achievement across the Trust to further inform and develop the Trust's Quality Improvement plans and strategies.

4.4.3 To review outcomes, identifying significant changes in performance, emerging trends and risks in relation to future performance of each Academy.

### 5 Administration

- 5.1 The Standards Committee will meet at least once per term. The Chair or any two members may call a meeting.
- 5.2 The Standards Committee will consist of a minimum of three members of the Board. Additionally, up to two external co-opted members with particular expertise may also be appointed who are not members of the Board.
- 5.3 The Chair of the Standards Committee will be appointed by the Board. The CEO or Principal of an Academy may not act as Chair to the Committee. If the Chair is absent from a meeting, the members shall choose another member, who is also a member of the Board, to act as Chair for that meeting.
- 5.4 The Standards Committee will be quorate if two members are present and more than 50% of those members present are Board members.
- 5.5 Other members of the Trust's staff may be invited to attend but will have no voting rights.
- 5.6 Administrative support will be provided by the Clerk to the Board.
- 5.7 Agendas will be agreed in advance by the Chair of the Standards Committee (based on, but not limited to, a pre-agreed annual schedule of activity) and papers will be circulated to members and attendees at least 5 working days in advance of the meeting.
- 5.8 Minutes of meetings will be taken and submitted to the next scheduled meeting of the Board once approved in draft by the Chair of the Committee.
- 5.9 The Standards Committee will review these terms of reference and self-assess its performance against these terms of reference on an annual basis.
- 5.10 The members of the Committee shall hold office from the date of their appointment until the resignation or their omission from membership of the Committee.

July 2023