

Local Governing Bodies

Terms of Reference for Brooke Weston Trust (2022/23)

1. Introduction

- 1.1 The Brooke Weston Trust (the “Trust”) is governed by a Board of Directors (the “Directors” or “Trustees”) which is responsible for, and oversees, the management and administration of the Trust and its Academies.
- 1.2 In order to discharge these responsibilities (in line with Articles 100-104 of the Articles of Association) members of the local community shall serve on a board (the “Governing Body”) which has been established to ensure the good governance of the Academy. These are sub-committees of the Trust Board.
- 1.3 This constitution for the Local Governing Bodies (LGB) of Brooke Weston Trust has been developed and agreed by the Board of Directors. We ask that all Governors are aware of its contents as well as other associated documents listed above.

2. Remit of the LGB

- 2.1 The role of the governing body is to provide focused governance for the Academy at a local level. It is the intention of the Board of Directors to ensure that the responsibility to govern the Academy is vested in those closest to the impact of the decision making.
- 2.2 The LGB is responsible for monitoring the Academy’s key performance indicators and acts as a critical friend to the Principal and senior leadership team, providing support and challenge where appropriate.
- 2.3 The LGB is responsible for reviewing and scrutinising the academy’s risk register and compliance records and escalating any concerns highlighted for the attention of the Board of Directors.
- 2.4 The LGB carry out their functions in relation to their respective Academy on behalf of the Board of Directors and in accordance with the Brooke Weston Trust scheme of delegation, Governance Handbook and Trust policies.

3. Intervention

- 3.1 The LGB will work closely with the link Executive Principal and the Chairs Forum (which each Chair of Governors are required to attend) and shall promptly implement any advice or recommendations made by either of the above in respect of standards and performance, particularly where areas of weakness have been identified.
- 3.2 In extreme circumstances, the Board of Directors reserves the right to remove a local governing body where there are concerns over its effectiveness and replace with an Interim Executive Board. This may be due to:
 - Insufficient progress being made against educational targets;
 - A breakdown in the way the Academy is managed or governed; or
 - The safety of students or staff being threatened.

4. Composition of the LGB

- 4.1 Each LGB comprises a maximum of twelve members (referred to as Governors), including:
 - a) the Principal of the Academy (on an ex officio basis)
 - b) at least two elected parents/carers of students at the Academy (Parent Governors)
 - c) up to two employees of the Academy, elected by employees of the Academy (Staff Governors)

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- d) members co-opted by the LGB
- e) the link Executive Principal

- 4.2 The number of people sitting on the LGB must not be less than five.
- 4.3 The Directors may also serve on the LGB and may attend any meetings of the LGB.
- 4.4 Each LGB is expected to have a Chair and ideally a Vice-Chair.
- 4.5 The length of service for all Governors shall be four years (with the exception of the Principal who remains Governor whilst in post). Subject to remaining eligible to be a Governor and a vacancy exists, any Governor may be reappointed or re-elected at the end of his/her term.
- 4.6 In the event that a member of an LGB has served more than two consecutive terms and they wish to continue for a third term, Board approval will need to be obtained in advance of the appointment.
- 4.7 In exceptional circumstances, in the interests of business continuity, a Chair maintains the delegated authority from the Board of Directors to extend a Governor's term of office for up to one additional year.
- 4.8 Every person wishing to become a Governor will be required to sign a declaration of acceptance and of willingness to act as a Governor, as outlined in the Code of Conduct, and shall make disclosures for the purposes of criminal records check by the Disclosure and Barring Service.

5. Commitment of Governors**5.1** Governors are asked to:

- prepare for and make an active contribution at meetings of the LGB;
- champion the Academy in the local community;
- familiarise themselves with the Academy's and Trust's policies;
- visit the Academy both during school hours (with prior arrangement with the Principal) and for evening events to get to know the Academy and to be visible to the Academy community; and
- attend training sessions for governors, where possible. This includes the compulsory safeguarding and child protection training that must be completed on appointment and each academic year.

Further details are set out in the Governor Job Description which can be found on the Governance Information Hub.

- 5.2 Governors are expected to attend 2/3 of meetings per year, or in the case of LGBs that meet more than 3 times, achieve at least 75% attendance). In the event that an individual governor's attendance falls below this, their ability to effectively discharge their duties as a Governor will be reviewed with them by the Chair of Governors.
- 5.3 Please see the Governors' Code of Conduct for further information about the expected commitment of Governors.

Disqualification of members of the Local Governing Body

- 5.4 No person shall be qualified to be a Governor unless s/he is aged 18 or over at the date of election or appointment.
- 5.5 A person shall cease to hold office if s/he becomes incapable by reason of mental disorder, illness or injury of managing or administering his/her own affairs.

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- 5.6 A person shall cease to hold office if s/he is absent without the permission of the Chair of the LGB or CEO from a majority in number of the meetings of the LGB held within a period of six months and the LGB resolves that his/her office be vacated.
- 5.7 A person shall be disqualified from holding or continuing to hold office as a Governor if:
- s/he has been declared bankrupt and/or his/her estate has been seized from his/her possession for the benefit of his/her creditors and the declaration or seizure has not been discharged, annulled or reduced; or
 - s/he is the subject of a bankruptcy restrictions order or an interim order
- 5.8 A person shall be disqualified from serving as a Governor at a time when s/he 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).
- 5.9 A person serving on the LGB shall cease to hold office if s/he would cease to be a director by virtue of any provision in the Companies Act 2006 or 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) or, is otherwise found to be unsuitable by the Secretary of State under the provisions of the relevant Funding Agreements.
- 5.10 A person shall be disqualified from serving on the LGB if s/he has been removed from the office of a 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 s/he was responsible or to which s/he was privy, or which s/he by his/her conduct contributed or facilitated.
- 5.11 A person shall be disqualified from serving on the LGB at any time if s/he is:
- included in the list kept by Secretary of State under s1 of the Protection of Children Act 1999; or
 - disqualified from working with children in accordance with s35 of the Criminal Justice and Court Services Act 2000; or
 - barred from regulated activity relating to children (with the meaning of s3(2) of the Safeguarding Vulnerable Groups Act 2006).
- 5.12 A person shall be disqualified from serving on the LGB if s/he is a person in respect of whom a direction has been made under s142 of the Education Act 2002 or is subject to any prohibition or restriction which takes effect as if contained in such a direction.
- 5.13 A person shall be disqualified from serving on the LGB where s/he has, at any time, been convicted of any criminal offence, excluding any that have been spent under the Rehabilitation of Offenders Act 1974 as amended, and excluding any offence for which the maximum sentence is a fine or a lesser sentence except where such person has been convicted of any offence which falls under s72 of the Charities Act 1993.
- 5.14 After the Academy has opened, a person shall be disqualified from serving on the LGB if s/he has not provided to the Trust a criminal records certificate at an enhanced disclosure level under s113b of the Police Act 1997 as amended by the Protection of Freedoms Act 2012. In the event that the certificate discloses any information which would in the opinion of either the Chair of the LGB, the Principal or the CEO 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.
- 5.15 Where a person becomes disqualified from serving on the LGB s/he shall give written notice of that fact to the LGB.

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- 6.1 LGBs are expected to have regard to the voices of their various stakeholders (particularly students, parents and staff) and to put in place arrangements to receive feedback and to respond appropriately.

7. Appointment and particular responsibilities of Governors and the Clerk**Chair of Governors**

- 7.1 The Chair is formally appointed by the Board of Directors as the Chair is a representative of the Board. The LGB will be expected to put forward a recommended candidate following an election process (see BWT Governor Election Procedures) for Board approval.
- 7.2 The office of Chair is open to any Governor who does not undertake paid work at school i.e. Staff Governor.
- 7.3 The term of office of the Chair is one year, but the Chair is eligible for reappointment at the end of that term.
- 7.4 The Board of Directors are entitled to remove the Chair from office at any time, although this would not necessarily affect the individual's position as a Governor. In the event of the LGB wishing to remove a Chair from office, the proposal would require support by a minimum of two-thirds of the LGB, after which the proposal, and the reason for it, would be submitted to the Board for consideration.
- 7.5 The Chair and Vice-Chair will meet with the Principal or the Academy and the Clerk before the start of the academic year to plan the work of the LGB for the year.
- 7.6 The responsibilities of the Chair include the following:
- Act as a representative of the Board of Directors;
 - To ensure the business of the governing body is conducted in accordance with the Trust's Scheme of Delegation;
 - To chair meetings of the LGB ensuring meetings run effectively, focusing on priorities and making the best use of time available;
 - To set the agenda for meetings with the Principal and Vice-Chair;
 - To ensure all present at LGB meetings have an equal opportunity to participate and make decisions;
 - To establish and foster an effective relationship with the Principal based on trust and mutual respect for each other's roles;
 - To ensure that the governing body acts as a sounding board to the Principal and provides strategic direction; and
 - To provide a direct link between the LGB and Board of Directors through attendance at the BWT Chairs Forum where the Chair will be expected to give an oral summary of the LGBs deliberations.

Vice-Chair

- 7.7 The Vice-Chair is appointed by the LGB, following an election process (see BWT Governor Election Procedures).
- 7.8 The term of office of the Vice-Chair is one year, but the Vice-Chair is eligible for reappointment at the end of that term. A co-opted Governor, who is a member of staff from another BWT school, can be elected as a Vice-Chair.
- 7.9 The Board of Directors are entitled to remove the Vice-Chair from office at any time, although this would not necessarily affect the individual's position as a Governor.
- 7.10 The responsibilities of the Chair include the following:
- Meet and support the Chair and Principal as required;
 - In the absence of the Chair, chair meetings of the LGB; and

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- To set the agenda for meetings of the LGB with the Chair, if requested.

7.11 In the absence of both the Chair and Vice-Chair at a meeting, the LGB will elect a temporary chair from among their number.

Parent Governor

7.12 A Parent Governor should be a parent/carer of a registered student at the relevant Academy.

7.13 The responsibilities of the Parent Governor are to represent the interests and opinions of the Parent Body of the Academy to the LGB.

7.14 The LGB shall make all necessary arrangements for, and determine all other matters relating to, an election of the parent members of the LGB. Parent Governors will be elected in accordance with the process outlined in the BWT Governor Election Procedures.

7.15 Those elected as Parent Governors will be required to resign their position at the end of the term of office which they are serving at the point that their child leaves the school. However, they are eligible to seek appointment as a co-opted governor subject to a vacancy existing.

Staff Governor

7.16 The Staff Governor of the LGB shall be elected by the staff of the Academy.

7.17 The responsibilities of the Staff Governor are to represent the interests and opinions of the teaching and support staff at the Academy to the LGB.

7.18 Staff Governors will be elected in accordance with the process outlined in the BWT Governor Election Procedures.

Other responsibilities

7.19 Each LGB shall appoint from among its members individuals with specific responsibilities which shall include:

- a) A Governor with responsibility for special educational needs and inclusion;
- b) A Governor with responsibility for safeguarding
- c) A Governor with responsibility for pupil premium and sports premium
- d) A Governor with responsibility for health and safety

Clerk to the LGB

7.20 The LGB shall appoint a Clerk to the LGB who must not be a Governor. In the absence of a Clerk, the LGB shall elect a replacement for the meeting (who may be a Governor).

7.21 The responsibilities of the Clerk to the LGB are as follows:

- To convene meetings of the LGB and sending paperwork for the meeting
- To attend meetings of the LGB and ensure minutes are taken
- To maintain a register of members of the LGB including their terms of office and report vacancies to the LGB
- To maintain a register of business interests of LGB members
- To maintain a register of Governors' attendance at meetings and report on non-attendance to the LGB
- To perform such other functions as shall be determined by the LGB from time to time.

Further information can be found in the Clerk Job Description which can be found on the Governance Information Hub.

Principal

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7.22 The Principal is a Governor by virtue of their office. The Principal shall be treated for all purposes as being an ex officio member.

8. Resignation and removal

8.1 If a Governor wishes to resign from their post, they are required to notify the Chair of Governors, the clerk and the Principal.

8.2 A Governor's term of office will be terminated if:

- a) Any event or circumstance occurs which would disqualify him or her from the office of Governor under the Articles were he or she to hold such office;
- b) He or she has, without consent of the LGB, failed to attend LGB meetings for a continuous period of six months, beginning with the date of the first such meeting he or she failed to attend and the Chair and the Vice-Chair agree that the term of office should be terminated;
- c) He or she has breached the Governors Code of Conduct;
- d) He or she resigns from office by notice to the Trust;
- e) He or she is removed from office by the Board.

8.3 Should a member of staff of the LGB be suspended from the Academy, the staff member shall be deemed to be suspended from the LGB. If a Staff Governor ceases to work at the Academy then s/he will be deemed to have resigned and cease to serve on the LGB automatically on ceasing to work at the Academy.

9. Convening meetings of the LGB

9.1 Meetings of the LGB will be held at least once per term.

9.2 The Clerk to the LGB shall give written notice of each meeting and circulate an agenda and any other reports or papers, provided by the Chair and Principal, to be considered at the meeting. This will be circulated at least seven clear days in advance of each meeting.

9.3 Where there are matters that demand urgent consideration, the Chair may give written notice of the need for an urgent meeting within a shorter period.

9.4 Any two Governors may call a meeting by giving written notice to the Clerk, which includes a summary of the business they wish to carry out. It shall be the responsibility of the Clerk to convene a meeting as soon as reasonably practicable.

9.5 The Governors may invite persons who are not Governors (such as a member of a committee, any employee, any student, any professional adviser) to attend the whole or part of any meeting for purposes connected with the meeting.

9.6 Subject to paragraph 10 the LGB meeting will be quorate if at least three members (or at least one third (rounded up to a whole number) if greater) of those members eligible to vote are present.

10. Voting at meetings of the LGB

10.1 The quorum for meetings of the LGB and for any vote on a matter at such meetings is one half of the total number of Governors in office at that time (rounded up to the nearest whole number).

10.2 The quorum for the purposes of:

- a) Appointing a parent member
- b) Any vote on the removal of a person in accordance with the constitution
- c) Any vote on the removal of the Chair of the LGB

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is any two-thirds (rounded up to a whole number) of the members who are at the time entitled to vote on those respective matters.

- 10.3** A meeting shall be terminated if the meeting of Governors present ceases to constitute a quorum. Where a meeting is not held or is terminated before all the matters specified as items of business have been disposed of, a further meeting shall be convened by the Clerk 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.
- 10.4** Any Governor shall be able to participate in, and be counted as present for the purposes of quorum, meetings by telephone or video conference provided that:
- He or she has given notice of his/her intention to do so detailing the telephone number on which he/she can be reached and/or appropriate details of the video conference suite from which he shall be taking part at the time of the meeting at least 48 hours before the meeting; and
 - The LGB has access to the appropriate equipment; and
 - Provided that, if after all reasonable efforts it does not prove possible for the Governor to participate by telephone or video conference, the meeting may still proceed with its business provided it is otherwise quorate.
- 10.5** Every question to be decided upon at a meeting of the LGB, shall be determined by a majority of the votes of Governors present and voting on the question. Where there is an equal division of votes, the Chair has a casting vote.

11. Personal interests of Governors

- 11.1** Governors shall complete a register of their business interests, which shall be reviewed annually. This must be completed no later than the end of October for each academic year and updated whenever there is a change to a Governor's business interests. This form must be returned to the clerk.
- 11.2** A Staff Governor is not deemed to have a pecuniary interest unless he or she has an interest greater than that of the body of employees generally.
- 11.3** Any Governor who has any duty of personal interest that conflicts or may conflict with his/her duties as a Governor shall:
- Disclose that fact to the LGB as soon as he/she becomes aware of it. A Governor must absent themselves from any discussions of the LGB in which it is possible that a conflict of interest will arise between his or her duty to act solely in the interests of the Academy and such duty or personal interest;
 - Withdraw from any meeting for that item unless expressly invited to remain in order to provide information;
 - Not be counted in the quorum for that part of any meeting; and
 - Withdraw during the vote and have no vote on the matter.
- 11.4** The following are examples of when Governors should withdraw from the meeting or take no part in discussion and decision-making:
- Companies owned or managed by relatives, partners or spouses or relatives bid for contracts in the Academy;
 - Where a relative, partner, spouse or relative or close friend is being interviewed for a post in the Academy;
 - Where a company or business at which the governor has had a previous association e.g. employment, direction or significant shareholder, bids for a contract in the Academy.

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- 12.1** Governors should not be out of pocket and should be able to claim allowances for legitimate expenses incurred in carrying out their duties.
- 12.2** Please refer to the Expenses for Governors and Directors of the Brooke Weston Trust Policy (TPO/FIN/02) for further information.

13. LGB documentation

- 13.1** All pre-read documentation for each LGB meeting, including agenda, Principals report, performance data updates will be uploaded onto the Governance Information Hub for governors to access. This is to ensure documents are shared in a secure manner, using the Brooke Weston Trust email address which all governors are provided with. The expectation is that these should be available at least 7 working days before the meeting.
- 13.2** Attendance at each LGB meeting, issues discussed and recommendations for decisions shall be recorded and the minutes signed by the Chair at the next meeting of the LGB. Minutes should also include all appointments made by the LGB. The written record shall be forwarded to the Clerk of the Board of Directors as soon as is reasonably practicable to publish on the Governors' Area.

14. Delegation to the LGB

- 14.1** The governance of the Academy is delegated to the LGB who may exercise the powers of the Trust in so far as they relate to the Academy, subject to:
- Any restrictions in the Companies Act which requires a decision of the Members or the Board of Directors;
 - The Articles of Association;
 - Scheme of Delegation
 - Policies and procedures set by the Board of Directors; and
 - A specific decision of the Board of Directors.
- 14.2** The LGB may establish a sub-committee for the purposes of dealing with admissions, HR hearings, appeals and exclusions. The terms of reference for any such sub-committee shall be approved by the Board of Directors.
- 14.3** The Board of Directors and LGB acknowledge that they each play a crucial role in the governance of the Academy and commit to working together in the best interests of the Trust and the Academies. They also acknowledge that the duties and responsibilities in relation to the operation of the Trust sit with the Board of Directors and as such the Board of Directors is entitled to:
- Overrule a decision of the LGB; and/or
 - Remove delegated powers from an LGB
- if (in their reasonable opinion) they consider it to be in the best interests of the Academy or wider Academy Trust.
- 14.4** Please see the Brooke Weston Trust Scheme of Delegation for further information about delegated responsibilities for the LGB.

15. Alterations

- 15.1** The constitution may be altered by a majority resolution of the Board of Directors.

16. Circulation

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16.1 This constitution shall be circulated to the Board of Directors, subcommittees and best practice groups of the Board of Directors, all Governors, all Clerks to LGBs, and others at the discretion of the Chair of the Board of Directors or Chair of the LGB. This constitution was approved and adopted by a resolution of the Board of Directors.

17. Authority

17.1 The LGB is authorised by the Trust Board to:

17.1.1 carry on any activity authorised by these terms of reference; and

17.1.2 seek any appropriate information that it requires from any officer of the Trust and all officers shall be directed to co-operate with any request made.

18. Reporting Procedures

18.1 Within 14 days of each meeting the LGB will (together called the LGB Reports):

- produce and agree minutes of its meetings;
- provide a summary to the Chairs Forum identifying (1) decisions made, (2) recommendations to the Trust Board, (3) items for information for the Trust Board and (4) items for further discussion by the Trust Board.
- the Forum Reports will be sent to the Executive Officer for access by all members of the Trust Board.

18.2 The LGB shall arrange for the production and delivery of such other reports or updates as requested by the Trust Board from time to time.

18.3 The LGB shall conduct an annual review of its work and these terms of reference and shall report the outcome and make recommendations to the Trust Board.

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