



ADVANCE TRUST

TERMS OF REFERENCE FOR LOCAL GOVERNING BODIES

Adopted by resolution of the Board on 4th November 2013

1. INTRODUCTION

- 1.1 As a charity and company limited by guarantee, Advance Trust (the “Trust”) is governed by a Board of Directors (the “Directors”) who have overall responsibility and ultimate decision making authority for all the work of the Trust, including the establishing and running of the academies run by the Trust.
- 1.2 The following academies are currently run by the Trust: Vale of Evesham School, The Kingfisher School, Riversides School and Newbridge Short Stay Secondary School (each one the “Academy” or collectively the “Academies”).
- 1.3 In order to assist with the discharge their responsibilities, the Directors have established a Local Governing Body (“LGB”) in each of the Academies. The LGB shall be a committee established pursuant to Articles 100 to 104 (inclusive) of the Articles of Association of the Trust (the “Articles”).
- 1.4 The Directors may review these terms of reference at any time but shall be review them at least annually.
- 1.5 These terms of reference may only be amended by the Board of Directors.

2. CONSTITUTION OF THE LGB

Governors of the LGB

- 2.1 Members of the LGB shall be known as “governors”.
- 2.2 The Governors/Directors have the right to appoint such persons to the LGB as they shall determine from time to time

2.3 Subject to clause 2.2, the governorship of the LGB shall be comprised as follows:

- a) Executive Principal for the Trust to attend meetings as required. To have a voting right when in attendance at a meeting;
- b) Executive Headteacher or Head of School (as applicable) of the Academy;
- c) Up to 2 staff governors elected in accordance with clauses 2.4 - 2.5;
- d) 2 parent governors elected in accordance with clauses 2.6 - 2.10;
- e) up to three community governors appointed by the Directors in accordance with clauses 2.11 - 2.12.

Appointment of governors

Staff governors

2.3 The Directors 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 and, where there are any contested posts, shall hold an election by a secret ballot.

2.4 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 Directors. The Directors may delegate the running of the election to the LGB.

Parent governors

2.5 Parent governors of the LGB shall be elected by parents of registered pupils at the Academy. He or she must be a parent of, or have parental responsibility for, a pupil at the Academy at the time when he or she is elected.

2.6 The Directors shall make all necessary arrangements for, and determine all other matters relating to, an election of the parent governors. The Directors may delegate the running of the election to the LGB.

- 2.7 Where a vacancy for a parent governor is required to be filled by election, the Directors 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 he is entitled to stand as a candidate, and vote at the election, and given an opportunity to do so.
- 2.8 Any election of persons who are to be the parent governors which is contested shall be held by secret ballot. The arrangements made for the election of the parent governors shall provide for every person who is entitled to vote in the election to have an opportunity to do so by post or, if he prefers, by having his ballot paper returned to the Academy by a registered pupil at the Academy.
- 2.9 Where the number of parents standing for election is less than the number of vacancies, the Directors may 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 registered pupil of another Academy run by the Trust.

Community governors

- 2.10 Community governors of the LGB shall be appointed by the Directors. He or she must be:
- a) a person who lives or works in the community served by the Academy;
 - or
 - b) a person who, in the opinion of the Directors, is committed to the government and success of the Academy
- 2.11 The Directors may not appoint an employee of the Trust as a community governor.

Term of office

- 2.12 The term of office for any governor shall be [4] years, save the Executive Principal for the Trust and Headteacher/Head of School of the Academy (as applicable) who shall remain a governor until he or she ceases to work at the Academy.
- 2.13 Subject to remaining eligible to be a particular type of governor, any person may be re-appointed or re-elected to the LGB.

Resignation and removal

- 2.14 A person serving on the LGB shall cease to hold office if:
- a) he resigns his office by giving notice in writing to the clerk of the LGB;
 - b) the Headteacher/Head of School or a staff governor ceases to work at the Academy;
 - c) the Directors terminate the appointment of a governor whose presence or conduct is deemed by the Directors, at their sole discretion, not to be in the best interests of the Trust or the Academy.
- 2.15 For the avoidance of doubt, a parent governor shall not automatically cease to hold office solely by reason of their child ceasing to be a pupil at the Academy.

Disqualification of governors of the LGB

- 2.16 A person shall be disqualified from serving on the LGB if he would not be able to serve as a Director in accordance with Articles 68-80 of the Articles.

Appointment and removal of Chair and Vice Chair

- 2.17 The Chair and Vice Chair of the LGB, ordinarily from parent and community governors shall be appointed by the Governors/Directors and may be removed from office by the Governors/Directors at any time.
- 2.18 The term of office of the Chair and Vice Chair shall be 2 years. Subject to remaining eligible to be a governor, any governor may be re-appointed as Chair or Vice Chair of the LGB.
- 2.19 The Chair and Vice Chair may at any time resign his office by giving notice in writing to the Directors. The Chair or Vice Chair shall cease to hold office if:
- a) he ceases to serve on the LGB;
 - b) he is employed by the Trust whether or not at the Academy; or
 - c) in the case of the Vice Chair, he is appointed to fill a vacancy in the office of the Chair.
- 2.20 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. Where the Vice Chair is also absent from the meeting or there is at the time a vacancy in the office of Vice Chair, the governors of the LGB shall elect one of their number to act as chair for the purposes of that meeting.

Committees

- 2.21 Subject to the prior agreement of the Directors, the LGB may establish subcommittees who may include individuals who are not members of the LGB, provided that such individuals are in a minority.

2.22 The LGB may delegate to a subcommittee or any person serving on the LGB, subcommittee, the Headteacher or Head of School (as applicable) or any other holder of an executive office, such of their powers or functions as they consider desirable. Any such delegation may be made subject to any conditions either the Directors or the LGB may impose and may be revoked or altered. The person or subcommittee shall report to the LGB in respect of any action taken or decision made with respect to the exercise of that power or function at the meeting of the LGB immediately following the taking of the action or the making of the decision.

3. PROCEEDINGS OF THE LGB

Meetings

- 3.1 The LGB shall meet at least once in every term and shall hold such other meetings as may be necessary.
- 3.2 Meetings of the LGB shall be convened by the clerk to the LGB, who shall send the governors written notice of the meeting and a copy of the agenda at least seven clear days in advance of the meeting. Where there are matters demanding urgent consideration, the Chair or, in his absence, the Vice-Chair, may waive the need for seven days' notice of the meeting and substitute such notice as he thinks fit.
- 3.3 Any governor shall be able to participate in meetings of the governors by telephone or video conference provided that he has given reasonable notice to the clerk of the LGB and that the governors have access to the appropriate equipment.
- 3.4 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 or any defect in the election, appointment or nomination of any person serving on the LGB.

Quorum

- 3.5 The quorum for a meeting of the LGB, and any vote on any matter at such a meeting, shall be any three of the governors of the LGB, or, where greater, any one third (rounded up to a whole number) of the total number of governors of the LGB at the date of the meeting, which must include at least one governor appointed by the Trust.

Voting

- 3.5 Every matter to be decided at a meeting of the LGB shall be determined by a majority of the votes of the governors present and entitled to vote on the matter. Every governor shall have one vote. Where there is an equal division of votes, the Chair of the meeting shall have the casting vote. A governor may not vote by proxy.
- 3.6 Any governor who is also an employee of the Trust shall withdraw from that part of any meeting of the LGB at which his remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement are to be considered.
- 3.7 A resolution in writing, signed by all the governors shall be valid and effective as if it had been passed at a meeting of the governors duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the governors.

Conflicts of Interest

- 3.8 Any governor who has or may have any direct or indirect duty or personal interest (including but not limited to any Personal Financial Interest as defined below) which conflicts or may conflict with his duties as a governor of the LGB shall disclose that fact to the LGB as soon as he becomes aware of it. A person must absent himself from any discussions of the LGB in which it is possible that a conflict will arise between his 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).

- 3.9 A governor of the LGB has a Personal Financial Interest if he, or any child, stepchild, parent, grandchild, grandparent, brother, sister or spouse of the governor or any person living with the governor as his or her partner, is in the employment of the Trust or is in receipt of remuneration or the provision of any other benefit directly from the Trust or in some other way is linked to the Trust or the Academy.

Minutes of meetings

- 3.10 At every meeting of the LGB the minutes of the last meeting shall be taken as the first agenda item after any apologies and, if agreed to be accurate, shall be signed as a true record.
- 3.11 The clerk to the LGB shall ensure that a copy of the agenda for every meeting of the governors, the draft minutes of every such meeting (if they have been approved by the Chair of that meeting), the signed minutes of every such meeting and any report, document or other paper considered at any such meeting are, as soon as is reasonably practicable, made available to the Company Secretary of the Trust.

4. DELEGATED POWERS

General principles

- 4.1 In the exercise of its delegated powers and functions, the governors of the LGB shall:
- a) ensure that the Academy is conducted in accordance with the object of the Trust, the terms of any trust governing the use of the land which is used for the purposes of the Academy, any agreement entered into with the Secretary of State for the funding of the Academy and these terms of reference;
 - b) promptly implement and comply with any policies or procedures communicated to the LGB by the Directors from time to time;
 - c) review its own policies and practices on a regular basis, in view of any advice or recommendations made by the Directors;

- d) work closely with the Directors and act with integrity, objectivity and honesty in the best interests of the Trust and the Academy;
- e) be open about decisions and be prepared to justify those decisions;
- f) keep confidential all information of a confidential nature obtained by them relating to the Academy and the Trust; and,
- g) adopt financial prudence in managing the financial affairs of the Trust in so far as these relate to the Academy and are delegated to them.

4.2 Each governor shall be required to take part in regular self-review and is accountable for meeting his own training and development needs. It is a governor's responsibility to consider if, and raise any concerns where, he feels that appropriate training and development is not being provided.

4.3 Governors shall be expected to report to the Trust against KPIs which have been set for the Academy and provide such data and information regarding the business of the Academy and the pupils attending the Academy as the Directors may require from time to time.

Levels of delegation

4.4 Appendix 1 to these terms of reference set out what powers are retained by the Trust. Appendix 2 to these terms of reference set out what powers are delegated from the Directors to the LGB. For the avoidance of doubt, where a power is not expressly delegated to the LGB, it will be deemed to have been retained by the Trust regardless of whether it is specified in Appendix 1.

4.5 The Appendices may be reviewed by the Directors at any time but shall be reviewed at least annually. Directors reserve the right to remove or alter any delegation at any time, whilst having due regard to, but not being bound by, the views of the LGB.

Delegation to Headteacher or Head of School of the Academy

4.6 Subject to the responsibilities of the LGB and the policy statements of the Trust, the Headteacher or Head of School (as applicable) of the Academy shall be responsible to the LGB for:

- a) implementing the agreed policies and procedures laid down by the LGB including the implementation of all statutory regulations;
- b) advising the LGB on strategic direction, forward planning and quality assurance;
- c) the leadership and management of the Academy;
- d) advising the LGB (and/or the admissions committee, where applicable) on the admission of pupils;
- e) managing the delegated budget and resources agreed by the LGB;
- f) advising the LGB on the appointment of any Deputy, Vice or Assistant Headteacher and such other senior posts as the LGB may determine;
- g) the appointment of all other staff and (except to the extent directed otherwise by the Directors and/or the LGB), the salary grading, allocation of duties, appraisal and discipline of all staff;
- h) the maintenance of good order and discipline by the pupils including their suspension and/or exclusion within the framework laid down by the LGB; and,
- i) all such additional functions as may be assigned under the job description or contract of employment.

APPENDIX 1

POWERS RETAINED BY THE TRUST

Vision

- setting out the vision for the Trust and its application at both Trust and Academy levels
- determination of the corporate planning and strategy for the Academy and the Trust (in consultation with the LGB)

Compliance

- ensuring compliance with all statutory regulations and Acts of Parliament governing the operation of the Academy, including, without limitation all charity and company laws and all health and safety regulations
- ensuring compliance with the provisions of the Articles and the Funding Agreements
- ensuring compliance with the Academies Financial Handbook

Governance

- ensuring processes are in place for the appointment of Directors and governors of the LGB
- appointing the Responsible Officer for the Academy
- appointing the clerk to the LGB (in consultation with the LGB)
- monitoring the performance of the Local Governing Body
- power to withdraw delegated powers from the LGB and, if necessary, disband it

Policies

- setting HR policies and procedures (as legal employer of all staff), developing appropriate terms and conditions of service with each Academy, including the performance management policy and pay policy
- setting and reviewing the curriculum and standards to be achieved by the Academies (in consultation with the LGB)
- determining the admissions policy and arrangements for the Academy in accordance with admissions law and DfE codes of practice
- determining Trust-wide CRB policy as set out in the Academies Financial Handbook
- the development of a charging and remissions policy and a revenue generation policy for the Trust
- setting other Trust wide policies such as health & safety, CRB, safeguarding etc

Educational Standards

- annual target setting for the Trust in general
- determination of the educational targets of the Academy including, but without limitation, determination of the Academy's development plan (in consultation with the LGB)
- considering and evaluating school performance against key performance indicators set by the Trust (in consultation with the LGB);

- oversight of performance, standards and outcomes on a Trust and individual Academy basis
- putting in place support and intervention strategies for individual Academies

Appointment

- putting in place processes for: (i) making appointments within the Trust's remit and (ii) the LGB making appointments within its own remit
- appointing the Headteacher and/or Head of School of the Academy and any Deputy, Vice or Assistant Headteacher (in consultation with the LGB)
- approving the appointment of any senior appointments at the Academy (in consultation with the LGB)
- appointment of cross-academy staff

HR and Performance Management

- put in place procedures for the proper professional and personal development of all staff
- responsibility for the performance management of the Executive Principal and the Headteacher and/or Head of School of the Academy
- responsibility for the performance management and oversight of cross-academy staff
- putting in place processes for: (i) undertaking the performance management of staff within the Trust's remit and (ii) the LGB undertaking the performance management of staff within its own remit
- manage any claims and disputes all staff, including matters of suspension

Training

- providing Director and governor training and evaluation

Finances

- establishing a funding model for use across the Trust and the Academies including developing an individual funding model for the Academy (in consultation with the LGB)
- agreement of the Academy's annual budgets and determining the proportion of the overall Academy budget to be delegated to individual Academies (in consultation with the LGB)
- determining any additional financial and reporting targets for the Academy
- putting in place guidelines and establishing processes for the local maintenance of assets and appropriate registers
- oversight of the finances of the Trust and the Academy, including, but without limitation, responsibility for compliance with the financial and accounting requirements detailed within the Funding Agreement
- considering and evaluating performance against key performance indicators set by the Trust in relation to finances (in consultation with the LGB)
- arrange for the auditing of Academy statements of accounts
- managing a corporate risk register for the Trust

Assets and Premises

- developing an estate management strategy for the Academies that will identify the suitability of building and facilities in light of long term curriculum needs and the need for and availability of capital investment to meet their responsibility to ensure the buildings and facilities are maintained to a good standard
- dispose or acquire land or interests in land to be used by the Academies
- insuring the land and buildings used by the Academies

Services

- determination of procurement policies for the Trust, in conjunction with the Trust's Finance Director, from time to time
- determination of the extent of the services provided to the Academy by the Trust and how the costs should be allocated (in consultation with the LGB)
- oversight of the effectiveness of the delivery of centrally provided services

Media and PR

- oversight of public relations activities to project the activities of the Trust and the Academies to the wider community

APPENDIX 2

POWERS DELEGATED TO THE LOCAL GOVERNING BODY

Vision

- work with the trust to determine corporate planning and strategy for the Academy
- to carry forward the Trust's vision, in a way appropriate to the specific qualities and community characteristics of the Academy

Compliance

- implementation of actions required to comply with all statutory regulations
- assist the Trustees in complying with the provisions of the Funding Agreements where requested

Governance

- work with the Trust in the appointment of the clerk to the LGB
- assisting in the appointment of staff and parent governors where requested by the Trust
- oversight of the Academy's activities
- holding the Headteacher or Head of School (as appropriate) and Academy leadership to account for the achievement, quality of teaching, behaviour and safety and leadership and management of the Academy

Policies

- work with the Trust to set the curriculum and standards to be achieved by the Academy
- implementation of all policies prepared and approved by the Trust, for example, policies regarding admissions, CRBs and health and safety
- ensure provision of free school meals to those pupils meeting the criteria
- to comply with and adhere to the terms of any Trust protocol or any guidance issued by the Trust from time to time
- put in place other Academy specific policies and procedures as required

Educational Standards

- work with the Trust to determine the educational targets of the Academy including, but without limitation, determination of the Academy's development plan
- work with the Trust to consider and evaluate school performance against key performance indicators set by the Trust

Appointment

- work with the Trust to appoint the Headteacher and/or Head of School and any Deputy, Vice or Assistant Headteacher of the Academy
- seek the approval of the Trustees for any senior appointments at the Academy
- make other appointments of staff within their remit and in a way consistent with any policy or procedure as may be determined by the Trust from time to time, including compliance with any pay terms and adoption of any standard contracts or terms and conditions for the employment of staff issued by the Trust

HR and Performance Management

- monitoring local HR activity and policy, including the process for local performance reviews for members of staff and in particular ensuring that it is within the parameters for the particular Academy from time to time established by the Trustees
- considering whether any changes are required to staff terms and conditions, although the governors may not make any amendments to terms and conditions without the Trustees' consent

Finances

- work with the Trust to establish a funding model for use across the Trust and the Academies including developing an individual funding model for the Academy
- consideration of the Academy's required funding and support in relation to the annual budgetary process
- regularly monitoring and reviewing the Academy's cashflow and expenditure in accordance with policies determined by the Trustees
- develop appropriate risk management strategies and ensure Academy-level resource is applied appropriately
- inform the Trust of any need for significant unplanned expenditure and work with the Trust to explore options for identifying available funding
- ensuring compliance with the overall financial plan for the Academy
- keeping proper accounts and proper records in relation to the accounts
- preparing a statement of accounts in respect of each financial year of the Academy
- observing proper levels of delegation and protocols, in conjunction with the Responsible Officer
- managing a risk register for the Academy

Assets and Premises

- maintenance of or putting in place appropriate arrangements for the maintenance of the Academy estate in accordance with the guidelines established by the Trust
- ensure the safety of the users of the Academy buildings and facilities
- notify the Trust of any changes to fixed assets used by the Academy

Services

- work with the Trust to determine the extent of the services provided to the Academy by the Trust and how the costs should be allocated
- implementation of Trust's procurement policies insofar as they impact on the Academy
- enter into contracts on behalf of the Trust in so far as they relate to the Academy provided that the LGB shall first obtain the written consent of the Directors to any contracts or expenditure
- seeking value for money and being able to demonstrate that value for money has been achieved

Media and PR

- support the Trust and the Academy in relation to any public relations activities to project the activities of the Trust and the Academies to the wider community