



DANES EDUCATIONAL TRUST

## TERMS OF REFERENCE – SCHOOL BOARD

**Adopted by resolution of the Trust Board on 28<sup>th</sup> June 2016. Revised version adopted by resolution of the Trust Board on 5<sup>th</sup> June 2019.**

**Revised version with Onslow St Audrey School added, to be adopted by resolution of the Trust Board on 30.09.19.**

### 1. INTRODUCTION

1.1 Danes Educational Trust (the “**Trust**”) is governed by a Board of Trustees (the “**Trustees**”) who are accountable to the Department for Education and have overall responsibility and ultimate decision making authority for all the work of the Trust, including the establishing and running of the schools operated by the Trust.

1.2 The following schools are currently operated by the Trust:

**St Clement Danes School**

**Croxley Danes School**

**Chancellor’s School**

**Onslow St Audrey’s School**

(each one the “**School**” or collectively the “**Schools**”).

1.3 In order to assist with the discharge of their responsibilities, the Trustees have established a Local Governing Board for each of the Schools. This is referred to as the School Board (SB). The SB 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 Trustees may review these terms of reference at any time but shall review them at least annually.

1.5 These terms of reference may only be amended by the Board of Trustees.

### 2. CONSTITUTION OF THE SB

2.1 The constitution, membership and proceedings shall be determined by the Trustees (Articles 101).

2.2 Members of the SB shall be known as “**Governors**”.

- 2.3 The Trustees have the right to appoint such persons to the SB as they shall determine from time to time.
- 2.4 Subject to clause 2.3, the composition of the SB for each school is as stated in Annex 1.
- 2.5 The process of the election and appointment of governors at a school level is delegated to the SB.
- 2.6 The procedure for the appointment and the removal of Governors shall be as set out in Annex 2.

### **3. PROCEEDINGS OF THE SB**

- 3.1 The proceedings for meetings of the SB shall be as set out in Annex 3.

### **4 RELATIONSHIP BETWEEN THE TRUST BOARD (TB) AND SB**

- 4.1 The SB shall in carrying out its role:
  - 4.1.1 promote high standards and aim to ensure that students are attending a successful school which provides them with an excellent education and supports their well-being;
  - 4.1.2 be responsible to the Trustees for its actions and follow the expectations of Governors as laid down by the Trustees;
  - 4.1.3 aim to establish that it is competent, accountable, independent and diverse that promotes best practice in governance;
  - 4.1.4 aim to ensure that its Governors promote and uphold high standards of conduct, probity and ethics.
- 4.2 The Trustees shall support the work of the SB by:
  - 4.2.1 setting a clear strategic vision to allow the SB to set and achieve its own aims and objectives within such vision;
  - 4.2.2 ensuring there is a published scheme of delegation (SoD) in place (see 5.4.1)
  - 4.2.3 ensuring that systems are put in place to allow the Governors to be presented with timely and accurate data to allow the SB to analyse school performance in order to support and challenge the Headteacher and the senior leadership team of the School; and
  - 4.2.4 ensuring that the Governors have access to high quality training.
- 4.3 Without prejudice to the Trustees' other rights to remove any Governor and the Trustees rights to amend these terms of reference at any time, where the Trustees have concerns about the

performance of a SB they may amongst other actions:

4.3.1 require the relevant SB to adopt and comply with a governance action plan in such form as determined by the Trustees;

4.3.2 suspend or remove any or all of the matters delegated to the SB;

4.3.3 suspend or remove any or all of the Governors of the relevant SB.

4.4 The Trustees may require a governance action where:

4.4.1 the School has a deficit budget (both revenue and/or capital);

4.4.2 the School fails to achieve KPIs. The decision will be informed by professional dialogue and other qualitative data, as set out in the School Improvement Strategy, with regular and transparent evaluation of the impact of agreed development work across the academic year;

4.4.3 the School does not adhere to the published SoD;

4.4.4 the SB is in breach of these terms of reference.

4.5 The Trustees may vary the matters delegated where:

4.5.1 the SB acts outside its delegated powers and limitations;

4.5.2 the SB is in breach of these terms of reference;

4.5.3 it is considered in the best interests of the Trust.

4.6 The Trustees may remove Governors where:

4.6.1 the School is in breach of its funding arrangements;

4.6.2 the school persistently disregards these ToR and/ or the SoD.

4.7 The circumstances listed in paragraphs 4.4, 4.5 and 4.6 are illustrative only and shall not limit the rights of the Trustees to suspend or remove any or all of the matters delegated to the SB.

## **5. DELEGATED POWERS**

### **General principles**

5.1 In the exercise of its delegated powers and functions, the Governors of the SB shall:

5.1.1 ensure that the School is conducted in accordance with the objects of the Trust, the terms of any Trust governing the use of the land which is used for the purposes of the School, any agreement entered into with the Secretary of State for the funding of the

School and these terms of reference;

- 5.1.2 act in accordance with the SoD;
  - 5.1.3 promptly implement and comply with any policies or procedures communicated to the SB by the Trustees from time to time;
  - 5.1.4 review its own policies and practices on a regular basis, in view of any advice or recommendations made by the Trustees;
  - 5.1.5 work closely with the Trustees and act with integrity, objectivity and honesty in the best interests of the Trust and the School;
  - 5.1.6 be open about decisions and be prepared to justify those decisions;
  - 5.1.7 keep confidential all information of a confidential nature obtained by them relating to the School and the Trust; and
  - 5.1.8 adopt financial prudence in managing the financial affairs of the Trust in so far as these relate to the School and are delegated to them.
  - 5.1.9 shall conduct an annual skills audit and ensure that they have a full complement of skills on the SB whenever possible.
  - 5.1.10 shall conduct an annual review of its effectiveness.
- 5.2 Each Governor shall be required to take part in regular self-review and is accountable for meeting his or her own training and development needs. It is a Governor's responsibility to consider if, and raise any concerns where, he or she feels that appropriate training and development is not being provided.
- 5.3 Governors shall be expected to report to the Trust against KPIs which have been set for the School and provide such data and information regarding the business of the School, and the education of students attending the School, as the Trustees may require from time to time.
- 5.4 The powers retained by the Trust and delegated from the Trustees to the SBs shall be as follows:
- 5.4.1 in respect of the schools, the published SoD sets out the powers retained by the Trust, the powers delegated to the Chief Executive Officer, the SBs and the Headteachers of the schools.

- 5.5 For the avoidance of doubt, where a power is not expressly delegated to the Chief Executive Officer, any SB or Headteacher it will be deemed to have been retained by the Trust regardless of whether it is specified in the published SoD.
- 5.6 The published SoD may be reviewed by the Trustees at any time but shall be reviewed at least annually. Trustees 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 SB.
- 5.7 Notwithstanding the application of any provision of these terms of reference, if the Chair of the SB or the Vice Chair, is of the opinion that a matter of urgency exists and a delay in exercising the function would likely be seriously detrimental to the interests of the School, any student or their parent or a person who works at the School, then they may exercise any function of the SB which can be delegated to an individual or any function relating to the exclusion of students after consultation with the Chief Executive Officer.

## ANNEX 1 – CONSTITUTION OF THE SB

- A) **St Clement Danes School** shall be as follows:
- the Headteacher (or the Chief Executive Officer of the Trust if no such person is appointed);
  - 2 staff Governors;
  - up to 2 parent Governors; and
  - up to 4 co-opted Governors
  - Up to 3 Holborn Estate Charity (HEC) Governors
- B) **Croxley Danes School** shall be as follows:
- the Headteacher (or the Chief Executive Officer of the Trust if no such person is appointed);
  - 2 staff Governors;
  - up to 2 parent Governors; and
  - up to 7 co-opted Governors.
- C) **Chancellor’s School** is as follows (04.7.19). The school will be working towards a revised structure during the first year of joining the Trust.
- the Headteacher (or the Chief Executive Officer of the Trust if no such person is appointed);
  - 1 staff Governor
  - 2 Partnership Governors
  - 1 LEA Governor
  - 1 Parent Governor; and
  - up to 8 co-opted Governors.
- D) **Onslow St Audrey’s School** is as follows (01.09.19).
- The Headteacher (or the Chief Executive Officer of the Trust if no such person is appointed);
  - 2 staff Governors;
  - up to 2 parent Governors; and
  - up to 7 co-opted Governors.

## ANNEX 2 – APPOINTMENT AND REMOVAL OF GOVERNORS

### 1. Staff Governors

- 1.1 The Trustees delegate the responsibility of appointment of Staff Governors to the SB who will invite nominations from all staff employed under a contract of employment or a contract for services or otherwise engaged to provide services to the School and, where there are any contested posts, shall hold an election by a secret ballot.
- 1.2 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 SB (with reference to the eligibility criteria as determined by the Trustees).

### 2. Parent Governors

- 2.1 Parent Governors of the SB shall be elected by parents of registered students at the School. He /she must be a parent of, or have parental responsibility for a student at the School at the time when he/she is elected.
- 2.2 The SB shall make all necessary arrangements for the election of the parent Governors.
- 2.3 Where a vacancy for a parent Governor is required to be filled by election, the SB 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 student at the School is informed of the vacancy and that it is required to be filled by election, informed that he/she is entitled to stand as a candidate, and vote at the election, and given an opportunity to do so.
- 2.4 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/she prefers, by having his/her ballot paper returned to the School by a registered student at the School.
- 2.5 Where the number of parents standing for election is less than the number of vacancies, the SB may appoint a person who is the parent of a registered student at the School or, where it is not reasonably practical to do so a person who is the parent of a registered student of another School run by the Trust.

### **3. Co-opted Governors**

3.1 **The appointment of the** Co-opted Governors of the SB is delegated to the SB. He/she must be:

- a) a person who lives or works in the community served by the School; or
- b) a person who, in the opinion of the Trustees, has the necessary skills set and is committed to the government and success of the School. See page 4 (5.1.9)

3.2 The SB may not appoint an employee of the Trust as a co-opted Governor.

### **4. Term of office**

4.1 The term of office for any Governor shall usually be 4 years, save for the Headteacher who shall remain a Governor until he or she ceases to work at the School. The exception to this will be where a number of appointments are made at the same time where consideration will be given to terms of office of different lengths of time to facilitate succession planning.

4.2 Subject to remaining eligible to be a particular type of Governor, a Governor may stand for re-election once their term of office ceases. However the maximum term of continuous service as a Governor should be no longer than 8 years. Experienced Governors will be encouraged to apply to become a National Leader of Governance where applicable.

4.3 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 student at the School.

### **5 Resignation and removal**

5.1 A person serving on the SB shall cease to hold office if:

- a) He/she resigns his/her office by giving notice in writing to the Clerk of the SB;
- b) the Headteacher or a staff Governor ceases to work at the School;
- c) the Trustees terminate the appointment of a Governor whose presence or conduct is deemed by the Trustees, at their sole discretion, not to be in the best interests of the Trust or the School.

## **6. Disqualification of Governors of the SB**

6.1 A person shall be disqualified from serving on the SB if he/she would not be able to serve as a Trustee in accordance with Articles 68-80 (Annex 4 page 12). For the purposes of clarification read 'Trustee/s' as 'Governor/s.'

## **7 Appointment and removal of Chair and Vice Chair**

7.1 The appointment of the Chair and Vice Chair of the SB is approved by the Trustees. The process of appointment to these offices is conducted by the SB and recommendations made to the Trust Board for their approval.

7.2 The term of office of the Chair and Vice Chair shall be one year. Subject to remaining eligible to be a Governor, any Governor may be re-appointed as Chair or Vice Chair of the SB.

7.3 The Chair and Vice Chair may at any time resign his or her office by giving notice in writing to the Trustees. The Chair or Vice Chair shall cease to hold office if:

- a) He/she ceases to serve on the SB;
- b) He/she is employed by the Trust whether or not at the School; or
- c) in the case of the Vice Chair, he/she is appointed to fill a vacancy in the office of the Chair.

7.4 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 SB shall elect one of their number to act as chair for the purposes of that meeting. Chairs of Governors will be supported in their role through access to appraisal and training. In the event of Trustees being of the opinion that a Chair does not have the necessary skill set to fulfil the role, they may be asked to stand down. Other reasons for termination of the appointment of a Governor also apply (Ref: 5.1c and 6) above.

## **8 Sub-committees**

8.1 Each SB will have two sub-committees: (i) Admissions (this sub-committee will be populated with governors who have no conflicts with current admissions cycle). (ii) Senior Staff Performance and Remuneration. This sub-committee will comprise three governors of which one will be the Chair and none can be staff governors. These committees may include

**Commented [RT1]:** Review and update process and eligibility criteria for staff and parent governors as part of a new Governor/Trustee appointment policy – Doc to be written

individuals who are not members of the SB, recruited for their specific expertise, provided that such individuals are in a minority.

- 8.2 The SB may delegate to a sub-committee or any person serving on the SB, sub-committee, the Headteacher or any other holder of an executive office, such of their powers or functions as they consider desirable in line with the SoD. Any such delegation may be made subject to any conditions either the Trustees or the SB may impose and may be revoked or altered. The person or sub-committee shall report to the SB in respect of any action taken or decision made with respect to the exercise of that power or function at the meeting of the SB immediately following the taking of the action or the making of the decision.

### **ANNEX 3 – PROCEEDINGS OF THE SB**

#### **1. Meetings**

- 1.1 The SB shall meet at least once in every term as set out in the Trust meetings schedule.
- 1.2 Meetings of the SB shall be convened by the Clerk to the SB, who shall send the Governors written notice of the meeting and a copy of the agenda at least seven clear calendar days in advance of the meeting. Where there are matters demanding urgent consideration, the Chair or, in his or her absence, the Vice-Chair, may waive the need for seven days' notice of the meeting and substitute such notice as he or she thinks fit.
- 1.3 Any Governor shall be able to participate in meetings of the Governors by telephone or video conference provided that he/she has given reasonable notice to the Clerk of the SB and that the Governors have access to the appropriate equipment.
- 1.4 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 SB.

#### **2. Quorum**

- 2.1 The quorum for a meeting of the SB, shall be one half of the membership of the Governing Body, excluding any vacancies, rounded up to a whole number.

#### **3. Voting**

- 3.1 Every matter to be decided at a meeting of the SB 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.

- 3.2 Any Governor who is also an employee of the Trust or parent of a student in the School shall (at the discretion of the Chair), withdraw from that part of any meeting of the SB at which remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement are to be considered.
- 3.3 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.

#### **4. Conflicts of Interest**

- 4.1 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/her duties as a Governor of the SB shall disclose that fact to the SB as soon as he/she becomes aware of it. A person must absent himself/herself from any discussions of the SB in which it is possible that a conflict will arise between his/her duty to act solely in the interests of the School and any duty or personal interest.
- 4.2 A Governor of the SB has a Personal Financial Interest if he/she, or any child, stepchild, parent, grandchild, grandparent, brother, sister or spouse of the Governor or any person living with the Governor as his/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 School.

#### **5. Minutes of meetings**

- 5.1. At every meeting of the SB 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 by the Chair.
- 5.2. Within 14 calendar days of each meeting the SB will:
- 5.2.1. Produce and circulate draft minutes of its meetings;
  - 5.2.2. Provide a summary document identifying (i) decisions made (ii) recommendations to the Trust Board (iii) any items for information for the Trust Board and (iv) items for further discussion by the Trust Board (see Annex 5 template).
  - 5.2.3. This summary document will be circulated to the Trust Board as part of the papers for the subsequent Trust Board meeting. If it is felt the Trust Board need to be made aware sooner than this then this will be arranged.
- 5.3. The SB shall arrange for the production and delivery of such reports or updates as requested by the Trust Board from time to time.

- 5.4. The SB shall complete a self-review of their effectiveness as outlined in the School Improvement Strategy.
- 5.5. The Clerk to the SB 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 school and uploaded to the Trust.
- 5.6. These terms of reference for the SB will be reviewed annually by the Trust Board and Governors will be encouraged to give feedback as part of process.

#### **ANNEX 4 - DISQUALIFICATION FROM THE SB**

A person shall be disqualified from serving on the SB if he/she would not be able to serve as a Trustee in accordance with the Articles 68-80. These are reproduced below. For the purposes of clarification read 'Trustee/s' as 'Governor/s' and for he please read he/she.

(Numbering relates to the section of the articles this was derived from).

68. No person shall be qualified to be a Trustee unless he is aged 18 or over at the date of his election or appointment. No current student of any of the Academies shall be a Trustee.
69. A Trustee shall cease to hold office if he becomes incapable by reason of illness or injury of managing or administering his own affairs.
70. A Trustee shall cease to hold office if he is absent without the permission of the Trustees from all their meetings held within a period of six months and the Trustees resolve that his office be vacated.
71. A person shall be disqualified from holding or continuing to hold office as a Trustee if -
  - a. he has been declared bankrupt and/or his estate has been seized from his possession for the benefit of his creditors and the declaration or seizure has not been discharged, annulled or reduced; or
  - b. he is the subject of a bankruptcy restrictions order or an interim order.
72. A person shall be disqualified from holding or continuing to hold office as a Trustee at any time when 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).

73. A Trustee shall cease to hold office if he ceases to be a Trustee by virtue of any provision in the Companies Act 2006, 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.
74. A person shall be disqualified from holding or continuing to hold office as a Trustee if he has been removed from the office of charity trustee or trustee for a charity by an order made by the Charity Commission or the High Court on the grounds of any misconduct or mismanagement in the administration of the charity for which he was responsible or to which he was privy, or which he by his conduct contributed to or facilitated.
75. Not used
76. Not used.
77. A person shall be disqualified from holding or continuing to hold office as a Trustee where 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 a person has been convicted of any offence which falls under section 178 of the Charities Act 2011.
78. After the first Academy has opened, a person shall be disqualified from holding or continuing to hold office as a Trustee if he has not provided to the chairman of the Trustees a criminal records certificate 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 chairman or the Executive Headteacher 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.
79. Where, by virtue of these Articles a person becomes disqualified from holding, or continuing to hold office as a Trustee; and he is, or is proposed, to become such a Trustee, he shall upon becoming so disqualified give written notice of that fact to the Clerk.
80. Articles 68 to 74, Articles 77 to 79 and Articles 97 to 98 also apply to any member of any committee or delegate of the Trustees, including a Local Governing Body, who is not a Trustee.

**ANNEX 5**

..... **COMMITTEE REPORT**      **Date:** .....

**TO BE NOTED AT THE TRUST BOARD:** .....

|           |  |
|-----------|--|
| <b>1.</b> | <b>DECISIONS MADE BY THE COMMITTEE</b><br><br>1.1  |
| <b>2.</b> | <b>RECOMMENDATIONS TO THE TRUST BOARD FOR RATIFICATION</b><br><br>2.1  |
| <b>3.</b> | <b>ITEMS OF INFORMATION FOR THE TRUST BOARD TO NOTE INCLUDING MATTERS OF STATUTORY COMPLIANCE</b><br><br>3.1 |
| <b>4.</b> | <b>ITEMS TO BE TABLED FOR DISCUSSION BY THE TRUST BOARD</b><br><br>4.1                                       |

**APPROVED BY CHAIR OF COMMITTEE (Date of email approval):** .....