

## TERMS OF REFERENCE – LOCAL GOVERNING BODY

Adopted by resolution of the Trust Board on 28<sup>th</sup> June 2016.

Revised version adopted by resolution of the Trust Board on 8<sup>th</sup> November 2018

### 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**

(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 Body (“**LGB**”) for each of the Schools. 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 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 LGBs

2.1 Members of the LGB shall be known as “**Governors**”.

2.2 The Trustees 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 composition of the **St Clement Danes School** shall be as follows:

2.3.1 the Headteacher (or the Chief Executive Officer of the Trust if no such person is appointed);

2.3.2 2 staff Governors;

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- 2.3.3 up to 2 parent Governors; and
- 2.3.4 up to 4 co-opted Governors.
- 2.3.5 Up to 3 HEC Governors
- 2.4 Subject to clause 2.2, the composition of **Croxley Danes School** shall be comprised as follows:
  - 2.4.1 the Headteacher (or the Chief Executive Officer of the Trust if no such person is appointed);
  - 2.4.2 2 staff Governors;
  - 2.4.3 up to 2 parent Governors; and
  - 2.4.4 up to 7 co-opted Governors.
- 2.5 The procedure for the appointment and the removal of Governors shall be as set out in Annex 1.

### **3. PROCEEDINGS OF THE LGB**

The proceedings for meetings of the LGB shall be as set out in Annex 2.

### **4. RELATIONSHIP BETWEEN THE BOARD AND LGB**

- 4.1 The LGB 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;

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- 4.2 The Trustees shall support the work of the LGB by:
  - 4.2.1 setting a clear strategic vision to allow the LGB to set and achieve its own aims and objectives within such vision;
  - 4.2.2 ensuring that systems are put in place to allow the Governors to be presented with timely and good data to allow the LGB to analyse School performance in order to support and challenge the Headteacher and the senior leadership team of the School; and
  - 4.2.3 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 an LGB they may amongst other actions:
  - 4.3.1 require the relevant LGB 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 LGB;
  - 4.3.3 suspend or remove any or all of the Governors of the relevant LGB;
- 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 targets/KPI's set from time to time;
  - 4.4.3 the School does not adhere to the Scheme of Delegation as set out in Annex 3.
  - 4.4.4 the LGB is in breach of these terms of reference.
- 4.5 The Trustees may vary the matters delegated where:
  - 4.5.1 the LGB acts outside its delegated powers and limitations;
  - 4.5.2 the LGB 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 LGB is in breach of these terms of reference or has persistently breached

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these terms of reference.

- 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 LGB.

## 5 DELEGATED POWERS

### General principles

- 5.1 In the exercise of its delegated powers and functions, the Governors of the LGB 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 promptly implement and comply with any policies or procedures communicated to the LGB by the Trustees from time to time;
  - 5.1.3 review its own policies and practices on a regular basis, in view of any advice or recommendations made by the Trustees;
  - 5.1.4 work closely with the Trustees and act with integrity, objectivity and honesty in the best interests of the Trust and the School;
  - 5.1.5 be open about decisions and be prepared to justify those decisions;
  - 5.1.6 keep confidential all information of a confidential nature obtained by them relating to the School and the Trust; and
  - 5.1.7 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.
- 5.2 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 students attending the School as the Trustees may require from time to time.

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- 5.4 The powers retained by the Trust and delegated from the Trustees to the LGBs shall be as follows:
- 5.4.1 in respect of the schools, Annex 3 sets out the powers retained by the Trust, the powers delegated to the Chief Executive Officer, **the LGBs** 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 LGB or Headteacher it will be deemed to have been retained by the Trust regardless of whether it is specified in Annex 3.
- 5.6 Annex 3 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 LGB.
- 5.7 Notwithstanding the application of any provision of these terms of reference, if the Chair of the LGB 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 LGB 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 – Appointment and Removal of Governors**

### **1 Staff Governors**

- 1.1 The Trustees 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 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 Trustees. The Trustees may delegate the running of the election to the LGB.

### **2 Parent Governors**

- 2.1 Parent Governors of the LGB shall be elected by parents of registered students at the School. He or she must be a parent of, or have parental responsibility for a student at the School at the time when he or she is elected.
- 2.2 The Trustees shall make all necessary arrangements for, and determine all other matters relating to an election of the parent Governors. The Trustees may delegate the running of the election to the LGB.
- 2.3 Where a vacancy for a parent Governor is required to be filled by election, the Trustees 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 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 prefers, by having his 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 Trustees may appoint a person who is the parent of a registered student at the School or,

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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 Co-opted Governors of the LGB shall be appointed by the Trustees. He or 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.

3.2 The Trustees 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 be 4 years, save for the Headteacher who shall remain a Governor until he or she ceases to work at the School and the first Governors of St Clement Danes School appointed on 28<sup>th</sup> June 2016 who will serve the remainder of their term of office with reference to their service on the previous St Clement Danes School Governing Body.

4.2 Subject to remaining eligible to be a particular type of Governor, any person may be re-appointed or re-elected to the LGB twice (i.e a Governor may be in post for a maximum of three terms of four years.)

### **5 Resignation and removal**

5.1 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 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.

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5.2 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.

### **6 Disqualification of Governors of the LGB**

6.1 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.

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

7.1 The Chair and Vice Chair of the LGB shall be appointed by the Trustees and may be removed from office by the Trustees at any time.

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 LGB.

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 or she ceases to serve on the LGB;
- b) he or she is employed by the Trust whether or not at the School; or
- c) in the case of the Vice Chair, he or 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 LGB shall elect one of their number to act as chair for the purposes of that meeting.

### **8 Committees**

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

8.2 The LGB may delegate to a subcommittee or any person serving on the LGB, subcommittee, the Headteacher 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

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the Trustees 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.

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### Annex 2 – Proceedings of the LGB

#### 1. Meetings

- 1.1 The LGB shall meet at least once in every term and shall hold such other meetings as may be necessary.
- 1.2 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 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 or she has given reasonable notice to the clerk of the LGB 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 LGB.

#### 2. Quorum

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.

#### 3. Voting

- 3.1 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.

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3.2 Any Governor who is also an employee of the Trust or parent of a student in the School shall withdraw from that part of any meeting of the LGB 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 or her duties as a Governor of the LGB shall disclose that fact to the LGB as soon as he or she 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 or her duty to act solely in the interests of the School and any duty or personal interest (including but not limited to any Personal Financial Interest).

4.2 A Governor of the LGB has a Personal Financial Interest if he or she, 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 School.

### **5 Minutes of meetings**

5.1 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.

5.2 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.

5.3 Within 14 days of each meeting the Committee will:

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- 5.3.1 Produce and circulate draft minutes of its meetings;
- 5.3.2 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.
- 5.3.3 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.
- 5.4 The Committee shall arrange for the production and delivery of such reports or updates as requested by the Trust Board from time to time.
- 5.5 The Committees 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.