

Adopted by resolution of the Board on 27<sup>th</sup> June 2016

## 1. INTRODUCTION

1.1 The Russett Learning 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 academies operated by the Trust.

1.2 The following academies/schools are currently operated by the Trust:

### **The Russett School**

(each one the “Academy/School” or collectively the “Academies/Schools”).

1.3 In order to assist with the discharge of their responsibilities, the Trustees/Directors have established a Local Governing Committee (“LGC”) for each of the Academies/Schools. The LGC 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/Directors 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/Directors.

## **2. CONSTITUTION OF THE LGCs**

- 2.1 Members of the LGC shall be known as “governors”.
- 2.2 The Trustees/Directors have the right to appoint such persons to the LGC as they shall determine
- 2.3 Subject to clause 2.2, the composition of the Academies LGCs shall be as follows:
  - 2.3.1 The Chair;
  - 2.3.2 the Head of the Academy/School (or the Executive Head Teacher if no such person is appointed);
  - 2.3.3 [1] staff governors;
  - 2.3.4 No less than 2 parent governors; and
  - 2.3.5 up to [5] co-opted governors.
- 2.4 The procedure for the appointment and the removal of governors shall be as set out in Annex 1.

## **3. PROCEEDINGS OF THE LGC**

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

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

- 4.1 The LGC shall in carrying out its role:
  - 4.1.1 promote high standards and aim to ensure that students and pupils are attending a successful school which provides them with a good education and supports their well-being;
  - 4.1.2 be responsible to the Trustees/Directors for its actions and follow the expectations of governors as laid down by the Trustees/Directors;

- 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/Directors shall support the work of the LGC by:
  - 4.2.1 setting a clear strategic vision to allow the LGC 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 LGC to analyse Academy/School performance in order to support and challenge the Head Teacher/Head of School and the senior leadership team of the Academy/School; and
  - 4.2.3 ensuring that the governors have access to high quality training. That is relevant to the needs of the Academy/School and/or set out in their personal annual CPD Plan.
- 4.3 Without prejudice to the Trustees'/Directors other rights to remove any governor and the Trustees/Directors rights to amend these terms of reference at any time, where the Trustees/Directors have concerns about the performance of an LGC they may amongst other actions:
  - 4.3.1. require the relevant LGC to adopt and comply with a governance action plan in such form as determined by the Trustees/Directors;
  - 4.3.2. suspend or remove any or all of the matters delegated to the LGC;
  - 4.3.3. suspend or remove any or all of the governors of the relevant LGC;
- 4.4 The Trustees/Directors may exercise their powers in connection with clause 4.3 where:
  - 4.4.1 the Trustees/Directors (acting reasonably) have concerns about governance or operations at the Academy/School
  - 4.4.2 the Academy/School has a deficit budget (both revenue and capital) in excess of target set by the Trustees/Directors
  - 4.4.3 the Trustees/Directors (acting reasonably) have concerns about

- the finances of the Academy/School
- 4.4.4 the Academy/School has materially or consistently failed to meet key performances indicators set by the Trustees/Directors
- 4.5 The Trustees/Directors may vary the matters delegated where:
  - 4.5.1 the LGC act outside its delegated powers and limitations;
  - 4.5.2 the LGC are in breach of these terms of reference;
- 4.6 The Trustees/Directors may remove governors where:
  - 4.6.1 the Academy/School is in [material] breach of its funding arrangements;
  - 4.6.2 the LGC is in material breach of these terms of reference or has persistently breached 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/Directors to suspend or remove any or all of the matters delegated to the LGC.

## **5 DELEGATED POWERS**

### **General principles**

- 5.1 In the exercise of its delegated powers and functions, the governors of the LGC shall:
  - 5.1.1 ensure that the Academy/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 Academy/School, any agreement entered into with the Secretary of State for the funding of the Academy/School and these terms of reference;
  - 5.1.2 promptly implement and comply with any policies or procedures communicated to the LGC by the Trustees/Directors
  - 5.1.3 review its own policies and practices on a regular basis, in view of any advice or recommendations made by the Trustees/Director;
  - 5.1.4 work closely with the Trustees/Director and act with integrity, objectivity and honesty in the best interests of the Trust and the Academy/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 Academy/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 Academy/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/her own training and development needs. It is a governor's responsibility to consider if, and raise any concerns where, he/she feels that appropriate training and development is not being provided.
- 5.3 Governors shall be expected to report to the Trust against Key Performance Indicators (KPI's) which have been set for the Academy/School and provide such data and information regarding the business of the Academy/School and the pupils attending the Academy/School as the Trustees/Director may require from time to time.
- 5.4 Annex 3 sets out the powers retained by the Trust, the powers delegated to the CEO, the Academies/School LGCs and the Head Teacher/Head of School.
- 5.5 For the avoidance of doubt, where a power is not expressly delegated to the CEO, any LGC or Head Teacher/Head of School 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/Director 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 LGC.

## **Annex 1 - Appointment and Removal of Governors**

### **1 Staff governors**

- 1.1 The Trustees/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/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/Directors. The Trustees/Directors may delegate the running of the election to the LGC.

### **2 Parent governors**

- 2.1 Parent governors of the LGC shall be elected by parents of registered pupils at the Academy/School. He or she must be a parent of, or have parental responsibility for, a pupil at the Academy/School at the time when he or she is elected.
- 2.2 The Trustees/Directors shall make all necessary arrangements for, and determine all other matters relating to, an election of the parent governors. The Trustees/Directors may delegate the running of the election to the LGC.
- 2.3 Where a vacancy for a parent governor is required to be filled by election, the Trustees/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/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 prefers, by having his ballot paper returned to the Academy/School by a registered pupil at the Academy/School.

- 2.5 Where the number of parents standing for election is less than the number of vacancies, the Trustees/School may appoint a person who is the parent of a registered pupil at the Academy/School or, where it is not reasonably practical to do so, a person who is the parent of a registered pupil of another Academy/School run by the Trust.

### **3 Co-opted governors**

- 3.1 Co-opted governors of the LGC shall be appointed by the Trustees/Directors. He or she must be:

- a) a person who lives or works in the community served by the Academy/School; or
- b) a person who, in the opinion of the Trustees/Directors, has the necessary skills set and is committed to the government and success of the Academy/School.

- 3.2 The Trustees/Directors 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 Head of the Academy/School (as applicable) who shall remain a governor until he or she ceases to work at the Academy/School.

- 4.2 Subject to remaining eligible to be a particular type of governor, any person may be re-appointed or re-elected to the LGC. A governor may be re-appointed for consecutive periods not exceeding 8 years in total save for exceptional circumstances for an additional term of not more than 12 months, but thereafter a governor shall not be eligible for re-appointment until two years after his or her retirement.

### **5 Resignation and removal**

- 5.1 A person serving on the LGC shall cease to hold office if:
- a) he/she resigns his office by giving notice in writing to the clerk of the LGC;
  - b) the Principal or a staff governor ceases to work at the Academy;
  - c) the Trustees/Directors terminate the appointment of a governor whose presence or conduct is deemed by the Trustees/Directors, at their sole discretion, not to be in the best interests of the Trust or the Academy.

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 pupil at the Academy.

## **6 Disqualification of governors of the LGC**

6.1 A person shall be disqualified from serving on the LGC if he/she 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 LGC shall be appointed by the Trustees/Directors and may be removed from office by the Trustees/Directors at any time.

7.2 The term of office of the Chair and Vice Chair shall be 2 year. Subject to remaining eligible to be a governor, any governor may be re-appointed as Chair or Vice Chair of the LGC.

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

- a) He/she ceases to serve on the LGC;
- b) He/she is employed by the Trust whether or not at the Academy/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 LGC 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/Directors, the LGC may establish subcommittees who may include individuals who are not members of the LGC, provided that such individuals are in a minority.
- 8.2 The LGC may delegate to a subcommittee or any person serving on the LGC, subcommittee, Head 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 Trustees/Directors or the LGC may impose and may be revoked or altered. The person or subcommittee shall report to the LGC in respect of any action taken or decision made with respect to the exercise of that power or function at the meeting of the LGC immediately following the taking of the action or the making of the decision.

## **Annex 2 - Proceedings of the LGC**

### **1. Meetings**

- 1.1 The LGC shall meet at least once in every term and shall hold such other

meetings as may be necessary.

- 1.2 Meetings of the LGC shall be convened by the clerk to the LGC, 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/her absence, the Vice-Chair, may waive the need for seven days' notice of the meeting and substitute such notice as he/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 has given reasonable notice to the clerk of the LGC 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 LGC.

## **2. Quorum**

The quorum for a meeting of the LGC, and any vote on any matter at such a meeting, shall be any three of the governors of the LGC, or, where greater, any one third (rounded up to a whole number) of the total number of governors of the LGC 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 LGC 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 shall withdraw from that part of any meeting of the LGC at which his 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 LGC shall disclose that fact to the LGC as soon as he/she becomes aware of it. A person must absent himself/herself from any discussions of the LGC in which it is possible that a conflict will arise between his/her duty to act solely in the interests of the Academy/School and any duty or personal interest (including but not limited to any Personal Financial Interest).
- 4.2 A governor of the LGC 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 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/School.

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

- 5.1 At every meeting of the LGC 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 LGC 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.