

# TERMS OF REFERENCE

## **Terms of Reference for Local Academy Boards Adopted by**

### **Resolution of the Board**

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# **1 Introduction**

1.1 Redhill Academy Trust (the “Trust”) is governed by a Board of Directors (the “Directors”) 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 are currently operated by the Trust:

**The Bolsover School**

**Brookfield Community School**

**The Carlton Academy**

**Colonel Frank Seely Academy**

**Hall Park Academy**

**The Oakwood Academy**

**Park Vale Academy**

**The Redhill Academy**

**South Nottinghamshire Academy**

**Tupton Hall School**

**The Carlton Infant Academy**

**The Carlton Junior Academy**

**North Wingfield Nursery & Primary Academy**

**Robert Mellors Primary Academy**

**Scarcliffe Primary School**

**Tupton Primary Academy**

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

1.3 In order to assist with the discharge of their responsibilities, the Directors have established a Local Academy Board (“LAB”) for each of the Academies. The Local Academy Board 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 review them at least annually.

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

## **2 Constitution of the Local Academy Boards**

- 2.1 Members of the Local Academy Board shall be known as “governors”.
- 2.2 The Directors have the right to appoint such persons to the Local Academy Board as they shall determine from time to time.
- 2.3 Subject to clause 2.2, the composition of the Local Academy Boards of academies shall be comprised as follows:
  - 2.3.1 the Principal or Head of School (as applicable) of the Academy (or the Executive Principal if no such person is appointed);
  - 2.3.2 two staff governors;
  - 2.3.3 up to four parent governors; and
  - 2.3.4 up to six community governors.
- 2.4 Subject to clause 2.2, Local Academy Boards can request a smaller number of governors on its board, with a minimum of one staff, two parent and three community governors. This will be subject to agreement by the Directors.
- 2.5 The Directors have the right to implement an Interim Advisory Board (IAB) for an academy at any time. The composition, and period of time in place, of this IAB is at the discretion of the Directors.
- 2.6 The procedure for the appointment and the removal of governors shall be as set out in Annex 1.

## **3 Proceedings of the Local Academy Board**

The proceedings for meetings of the Local Academy Board shall be as set out in Annex 2.

## **4 Relationship between the Board and Local Academy Board**

- 4.1 The Local Academy Board 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 Directors for its actions and follow the expectations of governors as laid down by the Directors;
  - 4.1.3 aim to establish that it is competent, accountable, independent, and diverse and that it promotes best practice in governance;
  - 4.1.4 aim to ensure that its governors promote and uphold high standards of conduct, probity and ethics, and work within the Redhill Academy Trust Code of Conduct;
  - 4.1.5 be supportive of the ethos and core principles of the Redhill Academy Trust.
- 4.2 The Directors shall support the work of the Local Academy Board by:
  - 4.2.1 setting a clear strategic vision to allow the Local Academy Board 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 Local Academy Board to analyse Academy performance in order to support and challenge the Principal/Head of School and the Senior Leadership Team of the Academy; and
  - 4.2.3 ensuring that the governors have access to high quality training.
- 4.3 Without prejudice to the Directors' other rights to remove any governor and the Directors rights to amend these terms of reference at any time, where the Directors have concerns about the performance of a Local Academy Board they may amongst other actions:
  - 4.3.1 require the relevant Local Academy Board to adopt and comply with a governance action plan in such form as determined by the Directors;
  - 4.3.2 suspend or remove any or all of the matters delegated to the Local Academy Board;
  - 4.3.3 suspend or remove any or all of the governors of the relevant Local Academy Board;
- 4.4 The Directors may require a governance action where:
  - 4.4.1 the Academy has a deficit budget (both revenue and capital) in excess of £50,000;
  - 4.4.2 student outcomes are near to or below the Government's floor targets;
  - 4.4.3 the Academy is judged by Ofsted to be below good.
- 4.5 The Directors may vary the matters delegated where:
  - 4.5.1 the Local Academy Board act outside its delegated powers and limitations;
  - 4.5.2 the Local Academy Board are in breach of these terms of reference;
  - 4.5.3 either 4.4.2 or 4.4.3 above apply.
- 4.6 The Directors may remove governors where:
  - 4.6.1 the Academy is in material breach of its funding arrangements;
  - 4.6.2 the Local Academy Board 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 Directors to suspend or remove any or all of the matters delegated to the Local Academy Board.

## 5 Delegated Powers

### General principles

- 5.1 In the exercise of its delegated powers and functions, the governors of the Local Academy Board shall:
  - 5.1.1 ensure that the Academy 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, any agreement entered into with the Secretary of State for the funding of the Academy and these terms of reference;
  - 5.1.2 promptly implement and comply with any policies or procedures communicated to the Local Academy Board by the Directors 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 Directors;
  - 5.1.4 work closely with the Directors and act with integrity, objectivity and honesty in the best interests of the Trust and the Academy;
  - 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 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 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 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.
- 5.3 Governors shall be expected to report to the Trust against Key Performance Indicators (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.
- 5.4 The powers retained by the Trust and delegated from the Directors to the Local Academy Boards shall be as follows:
  - 5.4.1 Annex 3 sets out the powers retained by the Trust, the powers delegated to the Trust CEO, Regional Director, the Executive Headteacher, the respective Local Academy Board and the Head of School of the respective Academy.
- 5.5 Annex 3 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 Local Academy Board.
- 5.6 Notwithstanding the application of any provision of these terms of reference, if the Chair of the Local Academy Board 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 Academy, any pupil or their parent or a person who works at the Academy, then they may exercise any function of the Local Academy Board which can be delegated to an individual or any function relating to the exclusion of pupils after consultation with the Principal.

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

### **1 Staff governors – up to 2**

- 1.1 The Local Academy Board on behalf of the Directors shall invite nominations from all staff employed under a contract of employment or a contract for services Academy 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 Directors. The Directors may delegate the running of the election to the Local Academy Board.

### **2 Parent governors – minimum 2 - maximum 4**

- 2.1 Parent governors of the Local Academy Board 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.
- 2.2 The Directors, most often via the Local Academy Board, 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 Local Academy Board.
- 2.3 Where a vacancy for a parent governor is required to be filled by election, the Local Academy Board 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.
- 2.4 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 by a registered pupil at the Academy.
- 2.5 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.

### **3 Community governors up to 6**

- 3.1 Community governors of the Local Academy Board shall be proposed by the Local Academy Board, but the appointment must be confirmed 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, has the necessary skills set and is committed to the government and success of the Academy.
- 3.2 The Directors may appoint no more than two employees of the Trust as a community governor on each Local Academy Board.



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

- 4.1 The term of office for any governor shall be 4 years, save for the Principal and Head of School of the Academy (as applicable) who shall remain a governor until he or she ceases to work at the Academy.
- 4.2 Subject to remaining eligible to be a particular type of governor, any person may be re-appointed or re-elected to the Local Academy Board.

#### **5 Resignation and removal**

- 5.1 A person serving on the Local Academy Board shall cease to hold office if:
- a) he resigns his office by giving notice in writing to the clerk of the Local Academy Board;
  - b) the Principal/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.
- 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 Local Academy Board**

- 6.1 A person shall be disqualified from serving on the Local Academy Board if he/she/they 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 Local Academy Board shall be appointed by the Directors normally on the recommendation of the Local Academy Board and may be removed from office by the Directors 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 Local Academy Board.
- 7.3 The Chair or Vice Chair may at any time resign his or her office by giving notice in writing to the Directors. The Chair or Vice Chair shall cease to hold office if:
- a) he or she ceases to serve on the Local Academy Board;
  - b) he or she is employed by the Trust whether or not at the Academy; 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 Local Academy Board 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 Directors, the Local Academy Board may establish subcommittees who may include individuals who are not members of the Local Academy Board, provided that such individuals are in a minority.
- 8.2 The Local Academy Board may delegate to a subcommittee or any person serving on the Local Academy Board, subcommittee, the Head of School, 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 Local Academy Board may impose and may be revoked or altered. The person or subcommittee shall report to the Local Academy Board in respect of any action taken or decision made with respect to the exercise of that power or function at the meeting of the Local Academy Board immediately following the taking of the action or the making of the decision.

## **Annex 2 – Proceedings of the Local Academy Board**

### **1 Meetings**

- 1.1 The Local Academy Board shall meet at least once in every term and shall hold such other meetings as may be necessary.
- 1.2 Meetings of the Local Academy Board shall be convened by the clerk to the Local Academy Board, 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.
- 1.3 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 Local Academy Board.

### **2 Quorum**

- 2.1 The quorum for a meeting of the Local Academy Board, and any vote on any matter at such a meeting, shall be any three of the governors of the Local Academy Board, or, where greater, any one third (rounded up to a whole number) of the total number of governors of the Local Academy Board 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 Local Academy Board 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 Local Academy Board 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 duties as a governor of the Local Academy Board shall disclose that fact to The Local Academy Board as soon as he becomes aware of it. A person must absent himself from any discussions of the Local Academy Board 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).

- 4.2 A governor of the Local Academy Board 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.

## **5 Minutes of meetings**

- 5.1 At every meeting of the Local Academy Board 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 Local Academy Board 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.