



Red Kite Schools Trust

Achieving Excellence

Local Governing Bodies: Constitution and Terms of Reference

September 2020

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1 Introduction

This constitution and terms of delegation has been made by the Trustees of Red Kite Schools Trust (**Academy Trust**).

The Trustees shall establish a Local Governing Body (**LGB**) for each Academy and may establish an LGB to operate across two or more Academies.

2 Remit

Broadly, the role of an LGB is to provide focused governance for an Academy (or a number of Academies) at a local level. It monitors the Academy's key performance indicators and acts as a critical friend to the Head teacher, providing challenge where appropriate.

The LGBs carry out their functions in relation to their respective Academy on behalf of the Trustees and in accordance with this Constitution and Terms of Reference, the Scheme of Delegation and policies determined by the Trustees. The act of delegation from the Trustees to the LGBs is a delegation of powers and duties, and not a delegation or shedding of responsibilities.

3 Composition of Local Governing Bodies

Each LGB comprises a maximum of 12 members (**Local Governors**), including:

- the Headteacher of the Academy;
- two elected parents or guardians of a pupil at the Academy (**Parent Local Governors**)¹;
- one employee of the Academy elected by employees of the Academy (**Staff Local Governor**); and
- up to eight members appointed by the Academy Trust (**Trust Local Governors**).

Each LGB shall have a Chair and a Vice-Chair.

The length of service of all Local Governors shall be four years. Subject to remaining eligible to be a Local Governor, any Local Governor may be reappointed or re-elected at the end of his or her term.

Every person wishing to become a Local Governor will be required to sign a declaration of acceptance and of willingness to act as a Local Governor, in the form set out in Appendix 1 or as prescribed by the Trustees from time to time, and shall make disclosures for the purposes of a criminal records check by the Disclosure and Barring Service (**DBS**).

4 Commitment of Local Governors

Each Local Governor will uphold the visions and values of the Academy Trust as set out in the Code of Conduct and will comply with the Code of Conduct.

Local Governors are asked to:

- prepare for and make an active contribution at meetings of the LGB;
- champion the Academy in the local community;
- familiarise themselves with the Academy's policies;

¹ This is a requirement of the Articles.

- visit the Academy both during school hours (with prior arrangement with the Head teacher) and for evening events to get to know the Academy and to be visible to the Academy community; and
- attend training sessions for Local Governors, where possible.

5 **Appointment and particular responsibilities of Local Governors**

5.1 **Chair**

The Chair is appointed by the Trustees. The term of office of the Chair is one year, but the Chair is eligible for reappointment at the end of that term.

The Trustees are entitled to remove the Chair from office at any time, although this would be without prejudice to the individual's position as a Local Governor.

The Chair will ordinarily meet with the Headteacher of the Academy and the Clerk to the LGB before the start of the academic year to plan the work of the LGB for the year.

The responsibilities of the Chair include the following:

- to chair meetings of the LGB;
- to set the agenda for meetings with the Headteacher;
- to report to the Trustees in writing following each LGB meeting, if requested;
- to give an oral summary of the LGB's deliberations if requested at meetings of the Board of Trustees;
- to provide a direct link between the LGB and the Trustees;
- to escalate any matters / queries from the LGB to the Academy Trust board of trustees; and
- to attend the Academy Trust's 'Governance Forum'.

In the event of a need to make genuinely urgent decisions between meetings on matters falling within the remit of the LGB, the Chair of Trustees, in consultation with the Chair of the LGB (or the Vice-Chair of the LGB in his or her absence), shall take appropriate action on behalf of the LGB. The decisions taken and the reasons for urgency shall be explained fully at the next meeting of the Board of Trustees and of the LGB.

5.2 **Vice-Chair**

The Vice-Chair is appointed by the Trustees. The term of office of the Vice-Chair is one year, but the Vice-Chair is eligible for reappointment at the end of that term.

The Trustees are entitled to remove the Vice-Chair from office at any time, although this would be without prejudice to the individual's position as a Local Governor.

The responsibilities of the Vice-Chair include the following:

- to deputise for the Chair in his or her absence;
- to set the agenda for meetings of the LGB with the Chair, if requested;
- to provide a link between the LGB and the Trustees in the absence of the Chair; and

- to attend the Academy Trust's 'Governance Forum'.

In the absence of both the Chair and the Vice-Chair at a meeting, the LGB will elect a temporary Chair from among their number.

5.3 **Staff Local Governors**

The staff member of the LGB shall be elected by the members of staff of the relevant Academy (or Academies).

The responsibilities of the Staff Local Governors are to reflect the interests of staff at the Academy (or Academies) to the LGB.

5.4 **Parent Local Governors**

Parent Local Governors for each LGB shall be elected in accordance with the process set out below:

- when a vacancy arises, the LGB will write to all parents of pupils at the Academy (or Academies if the LGB operates over more than one Academy) seeking nominees for the vacancy. Nominees will be asked to provide a short statement about why they are interested in being a Parent Local Governor and their background and experience that makes them suitable for the role
- in the event that the number of nominees equals or is less than the number of vacancies on the LGB, the LGB can choose to appoint all (or any) of those nominated); and
- if there are more nominees than places available, the LGB will write to all parents of pupils at the Academy (or Academies) asking them to vote for their preferred candidate.

A Parent Local Governor should be a parent of a registered pupil at the relevant Academy (or one or more of the Academies over which the LGB operates) or where this is not reasonably practical, a person who is the parent of a child of compulsory school age (and which includes a parent of a child at another Academy within the Academy Trust).

The responsibilities of the Parent Local Governors are to represent the interests and opinions of the Parent Body of the Academy (or Academies where relevant) to the LGB.

5.5 **Trustee appointed Local Governors**

The Trustees shall appoint Local Governors taking into account the experience required by the LGB and any skills gaps on the LGB.

5.6 **Other responsibilities**

Each LGB shall appoint from among its members individuals with specific responsibilities which shall include:

- a Local Governor with responsibility for special educational needs;
- a Local Governor with responsibility for safeguarding;
- a Local Governor with responsibility for finance;
- a Local Governor with responsibility for the pupil premium; and
- a Local Governor with responsibility for health and safety.

5.7 Clerk to the Local Governing Body

The Trustees shall appoint a Clerk to the LGB who may not be a Local Governor. In the absence of the Clerk, the LGB shall elect a replacement for the meeting.

The responsibilities / functions of the Clerk to the LGB are as follows:

- convene meetings of the LGB including sending notices and papers of meetings;
- attend meetings of the LGB and ensure minutes are produced;
- maintain folders of LGB meeting papers in GovernorHub;
- maintain a register of members of the LGB including their terms of office and report any forthcoming vacancies to the LGB;
- collate the business interests declared by LGB members;
- maintain a register of Local Governors' attendance at meetings and report on non-attendance to the LGB;
- report to the LGB as required on the discharge of the Clerk's functions; and
- perform such other functions as shall be determined by the LGB from time to time.

5.8 Ceasing to be a Local Governor

A Local Governor's term of office will be terminated if:

- any event or circumstance occurs which would disqualify him or her from the office of Trustee under the Articles were he or she to hold such office;
- he or she has, without the consent of the LGB, failed to attend LGB meetings for a continuous period of six months, beginning with the date of the first such meeting he or she failed to attend and the Chair and the Vice Chair agree that the term of office should be terminated;
- he or she resigns from office by notice to the Clerk to the LGB;
- he or she is removed by the person or persons who appointed him. This does not apply in respect of a person who is serving as a Parent Local Governor;
- he or she is a Staff Local Governor who has ceased to be employed by the Academy Trust; or
- he or she is removed by the Trustees in circumstances where they consider (acting reasonably) that it is in the best interests of the Academy Trust to remove the Local Governor.

6 Convening meetings of the Local Governing Body

Meetings of the LGB will be held in each term.

The Clerk to the LGB shall give written notice of each meeting and circulate an agenda and any reports or other papers to be considered at the meeting at least seven clear days in advance of each meeting. However, where the Chair determines there are matters demanding urgent consideration, it shall be sufficient if the written notice of the meeting states that fact and the notice, copy of the agenda and other papers are given within such shorter period as the Chair directs.

Any two Local Governors may call a meeting by giving written notice to the Clerk, which includes a summary of the business they wish to carry out. It shall be the duty of the Clerk to convene a meeting as soon as reasonably practicable.

The Local Governors may invite persons who are not Local Governors (such as a member of a committee, any employee, any pupil, any professional adviser and any experts of any kind) to attend the whole or part of any meeting for purposes connected with the meeting.

The convening of a meeting and the proceedings conducted at meetings shall not be invalidated by reason of any individual not having received written notice of the meeting or a copy of the agenda.

7 Voting at meetings of the Local Governing Body

The quorum for meetings of the LGB and for any vote on a matter at such meetings is one third of the total number of Local Governors in office at that time (rounded up to the nearest whole number).

A meeting shall be terminated if the number of Local Governors present ceases to constitute a quorum. Where a meeting is not held or is terminated before all the matters specified as items of business on the agenda for the meeting have been disposed of, a further meeting shall be convened by the Clerk as soon as is reasonably practicable, but in any event within seven days of the date on which the meeting was originally to be held or was so terminated.

Any Local Governor shall be able to participate in, and be counted as present at for the purposes of the quorum, meetings by telephone or video conference provided that:

- he / she has given notice of his intention to do so detailing the telephone number on which he / she can be reached and / or appropriate details of the video conference suite from which he /she shall be taking part at the time of the meeting at least 48 hours before the meeting; and
- the LGB has access to the appropriate equipment

and provided that, if after all reasonable efforts it does not prove possible for that Local Governor to participate by telephone or video conference, the meeting may still proceed with its business provided it is otherwise quorate.

Every question to be decided upon at a meeting of the LGBs shall be determined by a majority of the votes of Local Governors present and voting on the question. Votes tendered by proxy shall not be counted.

Where there is an equal division of votes, the Chair has a casting vote.

The Local Governors may act notwithstanding any vacancies, but, if the number of Local Governors is less than the number fixed as the quorum, the continuing Local Governors may act only for the purpose of filling vacancies.

A resolution in writing, signed by all Local Governors entitled to receive notice of a meeting shall be valid and effective as if it had been passed at a meeting duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more Local Governors and may include an electronic communication by or on behalf of the LGB indicating his or her agreement to the form of resolution providing that the Local Governor has previously notified the LGB in writing of the email address or addresses which the Local Governor will use.

8 Personal interests of Local Governors

Local Governors shall complete a register of their business interests, which shall be reviewed annually.

Any Local Governor who has any duty or personal interest that conflicts or may conflict with his or her duties as a Local Governor shall:

- disclose that fact to the LGB as soon as he or she becomes aware of it. A Local Governor must absent himself or herself 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 Academy and such duty or personal interest;
- withdraw from any meeting for that item unless expressly invited to remain in order to provide information;
- not be counted in the quorum for that part of any meeting; and
- withdraw during the vote and have no vote on the matter.

9 Committees of the Local Governing Body

With the prior agreement of the Trustees the LGB may establish committees to carry out certain functions of the LGB. The LGB must determine the constitution, membership and terms of reference of any committee it decides to establish and review them annually.

The establishment of any committees other than temporary, ad hoc committees required to deal with specific issues, must be agreed in advance with the Trustees unless such committees are required urgently, in which event the Chair can authorise the establishment of the committee and report subsequently to the Trustees.

10 Minutes

Attendance at each LGB meeting, issues discussed and recommendations for decisions shall be recorded and the minutes signed by the Chair at the next meeting of the LGB. The written record (once approved by the Chair of the relevant LGB meeting) shall be posted in GovernorHub by the Clerk to the LGB as soon as is reasonably practicable.

11 Delegation to the LGB

The LGB shall have the roles set out in the Scheme of Delegation and any other role that the Trustees agree shall be carried out by the LGB and that is communicated in writing to the Chair of the LGB.

For the avoidance of any doubt, Appendix 2 contains a list of reserved matters which are matters for consideration and determination by the Members and Board of Trustees only.

12 Intervention rights

Intervention in times of concern

The Board of Trustees remains ultimately responsible for the Academy Trust and the conduct of the Academies. The operation of the various elements of governance and the Scheme of Delegation are crucial to its success. However, there will be circumstances (more the exception than the norm) where the Board of Trustees might need to intervene and, for example, withdraw delegated authority for a particular element of governance including a LGB.

In such circumstances, the Board of Trustees, along with the EHT and the senior leadership team, would work closely with any Academy or Academies concerned and those involved in their governance who would be expected to promptly implement any advice or recommendations made by the Board of Trustees and the senior leadership team.

The Board of Trustees reserves the right to review or remove any power or responsibility which it has delegated, in particular, in circumstances where serious concerns in the running of an Academy or Academies are identified (either internally within the Academy Trust or by a third party), including where:

- there are concerns about financial matters;
- insufficient progress is being made against educational targets (including where intervention by the Secretary of State is being considered or carried out);
- there has been a breakdown in the way the Academy is managed or governed;
- the safety of pupils or staff is threatened, including a breakdown of discipline; or
- the Board of Trustees considers such removal of power or responsibility appropriate in all of the circumstances.

The delegated budget

In line with their duties and responsibilities as trustees and directors and irrespective of the delegations set out in the Scheme of Delegation, the Board of Trustees shall be entitled to determine that a proportion of the budget in respect of the Academy be held centrally for the following reasons:

- to be allocated to the provision of central services received by the Academy;
- in pursuance of the Academy Trust's reserve policy; and / or
- as otherwise may be determined by the Board acting reasonably and in the best interests of the Academy Trust.

13 Alterations

This constitution and these terms of reference may be altered by a majority resolution of the Trustees of the Academy Trust.

14 Circulation list

This constitution and these terms of reference shall be circulated to Trustees of the Academy Trust, the Clerk to Trustees, all Local Governors, the Clerk to the LGB, and others at the discretion of the Chair of the Trustees of the Academy Trust or the Chair of an LGB.

15 Approval and Review

This constitution and these terms of reference were reviewed and approved by the Trustees of the Academy Trust at a meeting held on 30 September 2020.

Date of next review: September 2021

Appendix 1 Local Governor declaration

The Trustees
Red Kite Schools Trust
Chesham Grammar School,
White Hill,
Chesham,
Buckinghamshire, HP5 1BA

[• 00 month year]

Dear Sirs

Red Kite Schools Trust (**Academy Trust**) - appointment as a Local Governor

I confirm that I wish to be a Local Governor in respect of [• insert name of Academy / Academies] in accordance with the Constitution and Terms of Reference and the Code of Conduct prescribed by the Trustees of the Academy Trust from time to time.

I confirm that I am not disqualified from becoming a Local Governor by reason of any provision in the Constitution and Terms of Reference (and by extension the Memorandum and Articles of Association of the Academy Trust) and that I will abide by the Constitution and Terms of Reference and the Code of Conduct.

I also confirm that I understand that I must disclose any personal interest I may have in any matter to be discussed at a meeting of the Local Governors in accordance with paragraph 8 of the Constitution and Terms of Reference (or as prescribed by the Trustees of the Academy Trust from time to time).

Yours faithfully

Signed

Name

Date

Appendix 2 Reserved matters

The Reserved Matters are:

Members

(subject to such other consents / requirements as might be required by law or the Funding Agreement)

- 1 To change the name of the Academy Trust
- 2 To change the Objects (which would require Charity Commission and Secretary of State consent in any event)
- 3 To change the structure of the Board of Trustees
- 4 To amend the Articles of Association
- 5 To appoint the auditors (save to the extent that the Trustees may make a casual appointment)

Trustees

(subject to such other consents / requirements as might be required by law or the Funding Agreement)

- 1 To change the name of the Academies
- 2 To determine the educational character, mission or ethos of the Academies
- 3 To adopt or alter the constitution and terms of reference of any committee of the Board of Trustees
- 4 To amend this Constitution and Terms of Reference
- 5 To terminate a supplemental funding agreement for an Academy
- 6 To establish a trading company
- 7 To sell, purchase, mortgage or charge any land in which the Academy Trust has an interest
- 8 To approve the annual estimates of income and expenditure (budgets) and major projects
- 9 To appoint investment advisors
- 10 To sign off the annual accounts
- 11 To appoint or dismiss the Executive Head Teacher, the Chief Operating Officer, the Headteachers, the Company Secretary, the Clerk to the Trustees or the Clerk to the LGBs
- 12 To settle the division of executive responsibilities between the Trustees on the one hand and Executive Head Teacher, the Headteachers and the Chief Operating Officer on the other hand, and to settle the division of executive responsibilities between those individuals
- 13 To do any other act which the Funding Agreement expressly reserves to the Board of Trustees or to another body (including for the avoidance of doubt, terminating the Funding Agreement or any part of it)
- 14 To do any other act which the Articles expressly reserve to the Board of Trustees or to another body

15	To do any other act which the Board of Trustees determine to be a Reserved Matter from time to time
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