

## TERMS OF REFERENCE

### FRAMINGHAM EARL HIGH SCHOOL LOCAL GOVERNING BODY

Adopted by resolution of the Sapientia Education Trust Board on 16 May 2019

#### 1. INTRODUCTION

1.1 The Sapientia Education 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 are currently operated by the Trust:

Wymondham College

Stradbroke High School

Framingham Earl High School (in these Terms of Reference “the school”)

Old Buckenham High School

Old Buckenham Primary School and Nursery

Seething and Mundham Primary School

Burston Community Primary School

Tivetshall Community Primary School

Rockland Community Primary School

Surlingham Community Primary School

Great Hockham Primary and Nursery School

Ghost Hill Infant and Nursery School

White House Farm Primary School

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 Academies. The LGB shall be a committee established pursuant to Articles 100 to 104 (inclusive) of the Articles of

Association of the Trust (the “Articles”). **The LGB is an advisory body to the Board of Trustees and as such has no executive function other than that delegated to it by the Board.**

1.4 The Trustees may review these terms of reference at any time but shall review them at least annually. Any review will take into account the views of the LGB.

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 Trustees have the right to appoint such persons to the LGB as they shall determine from time to time. In making any such appointment Trustees shall consider the skill set of any appointee and where appropriate consult with the LGB about the proposed appointee.

2.3 Subject to clause 2.2, the composition of the LGB for the school shall be as follows:

2.3.1 the Headteacher of the school (or the CEO if no such person is appointed);

2.3.2 up to 2 staff governors;

2.3.3 up to 2 parent governors; and

2.3.4 up to 4 co-opted governors<sup>1</sup> .

2.4 Provided that the Trustees shall by ordinary resolution and in accordance with Articles 100 to 104 (inclusive) of the Articles of Association of the Trust be empowered to vary or change the composition of any LGB

2.5 The procedure for the appointment and the removal of governors shall be as set out in Annex 1 and may be changed and or varied by the Trustees by ordinary resolution from time to time.

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

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

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<sup>1</sup> Co-opted Governors are Governors appointed to the LGB who, in the opinion of the Trustees, bring a particular skill-set to the LGB that would otherwise not be available.

#### **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 a good 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 in the Code of Conduct for Governors as also laid down in the Trust Board Standing Orders;
- 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
- 4.1.5 Report to and supply such information as may be reasonably required from time to time by the Trustees for the purposes of monitoring and managing its role as set out in these Terms of Reference.

##### **4.2 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 appropriate data to allow the LGB to analyse the school's 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 the LGB they may amongst other actions, and having given**

reasonable notice in writing:

- 4.3.1 require the LGB to adopt and comply with a governance action plan in such form as is 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 Trustees may require a governance action where:
- 4.4.1 the school has a deficit budget;
  - 4.4.2 where the school has failed to meet the targets as laid out in the School Strategic Plan; and
  - 4.4.3 where the composition of the LGB or the way it is functioning in the opinion of Trustees is such that it is unable to discharge its duties and/or responsibilities.
- 4.5 Trustees may vary the matters delegated where:
- 4.5.1 the LGB acts outside its delegated powers and limitations;
  - 4.5.2 the LGB are in breach of these Terms of Reference;
- 4.6 Trustees may remove governors where:
- 4.6.1 the school is in breach of its funding arrangements either through non-compliance with the Supplementary Funding Agreement (SFA) or the Academies Finance Handbook;
  - 4.6.2 the LGB is in material breach of these Terms of Reference or has persistently breached any part of 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 Trustees to suspend or remove any or all of the matters delegated to the LGB or any or all of the governors. In circumstances where Trustees have to take such action it will be communicated in writing.

## **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 business of 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 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/her 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 KPIs which have been set by the LGB in its School Strategic Plan and provide such data and information regarding the business of the school and the pupils 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 LGBs shall be as follows:
- 5.4.1 in respect of the LGB, Annex 3 sets out the powers retained by the Trust, the powers delegated to the CEO, LGB and the Headteacher.
- 5.5 For the avoidance of doubt, where a power is not expressly delegated to the CEO, 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 pupil 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 pupils after consultation with the CEO.

## **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. There shall be up to two staff governors and where possible these should represent both teaching and support staff.
- 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 pupils at the school. He or she must be a parent of, or have parental responsibility for, a pupil 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 pupil 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 pupil 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 pupil at the school or, where it is not reasonably practical to do so, a person who is the parent of a registered pupil 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 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 Term of office**

4.1 The term of office for any governor shall be 4 years, save for the Headteacher who shall remain as a governor until they cease to work at the 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 LGB.

### **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, in writing, 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.

5.2 For the avoidance of doubt, a parent governor shall automatically cease to hold office at the end of the academic term in which their child ceases to be a pupil at the school unless their period of office is extended by the Trustees.

### **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 Trustee 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 LGB and the appointment will be ratified by the Trustees. The Chair and Vice-Chair may be removed from office by the Trustees at any time and the reasons for such a decision will be given in writing.
- 7.2 The term of office of the Chair and Vice Chair shall be 2 years. Subject to remaining eligible to be a governor, any governor, other than a governor who is employed by the school, 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 office by giving notice in writing to the Trustees and the LGB. The Chair or Vice Chair shall cease to hold office if:
- a) he ceases to serve on the LGB;
  - b) he is employed by the Trust whether or not at the school; or
  - c) in the case of the Vice Chair, he 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 which may include individuals who are not members of the LGB; such individuals do not have any voting rights.
- 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 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.

## **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 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 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 LGB and that the governors have access to the appropriate equipment. In such circumstances, the governor shall be recorded as being present in the minutes of the meeting.
- 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, a one third (rounded up to a whole number) of the total number of governors of the LGB at the date of the meeting. The quorum must include both at least one governor appointed by the Trust and 2 non-staff members of the LGB.

### **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.

3.2 Any governor who is also an employee of the Trust shall withdraw from that part of any meeting of the LGB 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 LGB shall disclose that fact to the LGB as soon as he 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 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 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 Clerk of the Trustees.

**SCHEME OF DELEGATION FOR FRAMINGHAM EARL HIGH SCHOOL LGB**

**ANNEX 3**

<b>Requirement</b>	<b>Detail</b>	<b>Timeframe</b>
<b>Strategy and Leadership</b>		
<b>Approve the Strategic objectives of the School</b>	The LGB is required to approve the in-year school improvement plan (SIP). The plan must reflect the strategic aims of the Trust where appropriate and must also meet local needs as identified by the Headteacher	The Plan must be approved at the first meeting of the LGB at the beginning of the academic year
<b>Scrutiny and Quality Assurance</b>	The LGB is required to review the school's performance against the SIP.	The LGB is required to review the SIP on a termly basis and is to ensure that the whole plan is reviewed by the end of the academic year. The programme of review is determined by the LGB.
<b>Self-Evaluation</b>	The LGB is required to approve the school self-evaluation (SEF). The plan must reflect the outcomes of the QA process and the other evaluations that take place at the school across the academic year	The SEF should be approved by the LGB at the start of each year. The SEF will reflect the previous year's activities – their successes or otherwise – and an evaluation of where the Headteacher/LGB believes the school to be performing against the relevant Ofsted framework
<b>Governance</b>		
<b>Declaration of Interests</b>	The Clerk to the LGB is to ensure that each LGB has a Register of Interests (RofI) that is updated as required. The agenda of each meeting should have a standing item to allow governors declare any conflicts of interest	The Clerk is to ensure that the RofI is updated at least annually. This is to be published on the school's website.
<b>Appointment of Governors</b>	The LGB is to ensure that there are sufficient governors to carry out its business in accordance with its TORs and this Scheme of Delegation.	Where it is known that there will be governor shortages, the Chair of the LGB is to contact the Chair of the Trust/CEO to discuss what alternatives may be available to allow the LGB to continue to function. Any LGB appointments must be in accordance with the TORs
<b>Appointment of Clerk</b>	The LGB is responsible for appointing their Clerk	The LGB should ensure that they have appropriate clerking support which can either be through an agency or a directly appointed Clerk.
<b>Governor Training</b>	The LGB must undertake an annual self-review of governance that should identify training needs.	The LGB Clerk is to discuss the outcome of the review with the Clerk to the Trustees annually
<b>Policies</b>		
<b>Policy review</b>	The LGB is to ensure that it has all policies in place to meet statutory and Board requirements. All appropriate policies i.e. those required by the DfE are to be displayed on the school website.	The LGB is not responsible for writing policies. Policies will either be provided by the Trust or by the Headteacher.

Education, Curriculum and Boarding		
<b>Quality of Teaching</b>	The LGB is to satisfy itself that the quality of teaching & level of support and intervention is appropriate to meet the aims of the SIP.	The programme of review should form part of the QA process noted above.
<b>Curriculum</b>	The LGB is to monitor the content and delivery of curriculum provision through its QA process to ensure that it is fit-for-purpose.	The LGB is to ensure that the school's curriculum plan is displayed on the school website
<b>Pupil Premium/EAL/Year 7 catch-up funding</b>	The LGB is to check that there is a plan in place at the beginning of each academic year detailing how these allocated funds will be spent during the year. The LGB must receive an evaluation report at the end of each year on each of these areas.	The LGB is to receive a plan for the coming academic year and an evaluation report on the previous years spend in each of these areas. The LGB is to scrutinise and approve the plans.
<b>School Admissions Policy</b>	The LGB is to review and approve the Admissions Policy each year before being formally approved by the Board of Trustees	The approval process including the consultation period must follow the timelines laid down by the DfE.
<b>Collective Worship arrangements for a school without a religious character</b>	The LGB is to check that the school complies with the statutory requirements for collective worship and the teaching of RE.	This should be included as part of the LGB QA process throughout the year.
<b>Student Issues</b>	The LGB is to receive regular reports on student matters (academic), exclusions (fixed-term and permanent) and attendance	The LGB should monitor all of these issues either through scrutiny of the Headteacher's report or as part of their QA process.
<b>School Hours</b>	The LGB is to approve the school opening and closing times.	The LGB should ensure that any decisions made about changing opening and closing times at the school has been subject to proper consultation
<b>Term dates</b>	The LGB is to approve the term dates on behalf of the Board	The LGB is to ensure that any changes to term dates are subject to proper consultation
<b>School meals</b>	The LGB is to check that the provision of school meals meets the requirements of the school	The LGB should check this throughout the year as part of their QA process. Sources of evidence include regulatory inspection reports, interviews with students, formal student feedback avenues including the Catering Committee
<b>Safeguarding</b>	The LGB is to appoint a Safeguarding Governor who has specific responsibilities to monitor safeguarding at the school. This must include a meeting with the DSL, a check of the single central record and a check that all staff safeguarding training is up-to-date. The LGB is to review and approve the school safeguarding policy.	The Safeguarding Governor must meet with the DSL at least termly. The Safeguarding Governor must report the outcome of their meeting and any other safeguarding activities they engage in to every meeting of the LGB. The safeguarding policy must be reviewed annually. The LGB should receive an annual safeguarding update/training at the beginning of each year or as necessary.

<b>HR and Operations</b>		
<b>Appointing the Headteacher</b>	The LGB shall be involved in the appointment of recruitment of the Headteacher	The process of recruitment of the Headteacher shall be agreed between the Chair of the Board of Trustees, CEO and Chair of the LGB.
<b>Appointment of SLT</b>	The LGB shall be involved in the recruitment of members of the SLT	The process of recruitment shall be decided between the CEO, Chair of the LGB and Headteacher
<b>Headteacher Performance Management</b>	The Chair of the LGB shall be involved in the Headteacher Performance Management process	The Performance Management of the Headteacher shall be the responsibility of the CEO but with input from the Chair of the LGB.
<b>Staff handbook</b>	The LGB shall check that a staff handbook is available to all staff	The LGB should ensure that the Staff handbook is updated annually and reflects the school operation
<b>School Website</b>	The LGB is to periodically review the school website to ensure that it meets all DfE requirements while promoting the school in the most effective way	This should be carried out as part of the LGB QA programme