



The Collegiate Trust  
Exceptional Education for All

## LGB Structure & Terms of Reference

1.9.2018



## Structure

The LGB is a designated sub-committee of *The Collegiate Trust*. Its function is to hold to account and support the Headteacher and senior staff in delivering the best possible outcomes for pupils. As such the Headteacher & SLT provide the key professional advice to the LGB and support governors in their decision making.

<b>Designation</b>	<b>Name</b>	<b>Term of Office</b>	<b>Position</b>	<b>Committee/ Responsibility</b>
Headteacher	<b>Kaye Gilzene</b>	<i>ex officio</i>		
Parent Governor	<i>Vacancy</i>			
Parent Governor	<b>Louise Philps</b>	28.02.2022	Vice Chair	
Staff Governor	<b>Nazah Elkhatabi</b>	11.07.2022		
Staff Governor	<b>Hilary Wright</b>	11.07.2022		
LA Governor	<i>Vacancy</i>			
Trust Governor	<b>Dawn Martin</b>	28.02.2022		
Trust Governor	<b>Rob Corbett</b>	28.02.2018		
Trust Governor	<b>Christine Crunden</b>	24.4.2022	Chair	
Trust Governor	<i>Vacancy</i>			
CEO	<b>Gordon Smith</b>	<i>ex officio</i>		

<b>LGB - No sub-committees. Named governors monitor specific link roles</b>	<b>Performance Committees</b>
<ul style="list-style-type: none"> <li>• Curriculum &amp; Standards</li> <li>• Finance &amp; Resources</li> <li>• H&amp;S and HR</li> <li>• SEN &amp; Disadvantage</li> <li>• Behaviour &amp; Welfare</li> <li>• Safeguarding</li> </ul>	<p><b>Pay Review Committee</b> Christine Crunden Gordon Smith</p> <p><i>Advised by:</i> Headteacher</p> <p><b>Headteacher's Performance Management</b> Christine Crunden Gordon Smith</p> <p><i>Advised by:</i> CEO</p>

## **1. Introduction**

1.1 The Collegiate Trust (the “Trust”) is governed by a Board of Directors (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:

- Riddlesdown Collegiate
- Gossops Green Primary School
- Waterfield Primary School
- The Quest Academy
- Courtwood Primary School
- Gilbert Scott Primary School

The Trust also has approval for the following free school to open in the next couple of years:

- Collegiate Free Primary School

1.3 In order to assist with the discharge of their responsibilities, the Directors 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).

1.4 The Directors may review these terms of reference at any time but shall review them at least annually in consultation with the LGBs.

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

## **2. Constitution of the LGB at Waterfield Primary**

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

2.2 The Directors 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 LGB shall be as follows:

- 2.3.1 the Headteacher of Waterfield Primary School;
- 2.3.2 2 Parent Governors;
- 2.3.3 up to 2 Staff Governors;
- 2.3.4 up to 4 Trust Governors; and
- 2.3.5 1 LA appointed Governor
- 2.3.6 the CEO of the Trust or his nominated representative

2.4 No member of Waterfield Primary staff will be appointed as a Trust Governor.

2.5 The procedure for the appointment and the removal of governors shall be as set out in Appendix 1.

## **3. Proceedings of the LGB**

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

## **4. Relationship Between Directors and the LGB**

4.1 The LGB shall in carrying out its role:

- 4.1.1 promote high standards and aim to ensure that students and pupils are attending a successful academy 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.

- 4.2 The Directors shall support the work of the LGB by:
- 4.2.1 setting a clear strategic vision (“exceptional education for all”) 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 performance in order to support and challenge the Headteacher and the SLT of Waterfield Primary; 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 the LGB, they may amongst other actions:
- 4.3.1 require the LGB 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 LGB;
  - 4.3.3 suspend or remove any or all of the governors of the LGB;
- 4.4 The Directors may require a governance action where:
- 4.4.1 the academy has a projected deficit budget (both revenue and capital) in excess of £50,000;
  - 4.4.2 the progress or attainment of pupils is of concern: or
  - 4.4.3 there are concerns relating to the LGB’s implementation of safeguarding practices.
- 4.5 The Directors 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.
- 4.6 The Directors may remove governors where:
- 4.6.1 the academy is in material breach of its funding agreement or the *Academies Financial Handbook*;
  - 4.6.2 the LGB 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 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 Waterfield Primary operates 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 LGB 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 Waterfield Primary 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 Waterfield Primary and are delegated to them.
- 5.2 Each governor shall be required to take part in regular self-review and is accountable for meeting their own training and development needs. It is a governor’s responsibility to consider if, and raise any concerns where, they feels that appropriate training and development is not being provided.

- 5.3 The LGB shall be expected to report to the Trust against KPIs which have been set for Waterfield Primary academy and provide such data and information regarding the business of the academy and its pupils as the Directors may require from time to time.
- 5.4 The powers retained by the Trust and delegated from the Directors to the LGBs shall be as set out in the *Scheme of Delegation*. This sets out the powers retained by the Trust, the powers delegated to the CEO, the LGB and the Headteacher.
- 5.1 For the avoidance of doubt, where a power is not expressly delegated to the CEO, the LGB or Headteacher, it will be deemed to have been retained by the Trust regardless of whether it is specified in the *Scheme of Delegation*.
- 5.2 The *Scheme of Delegation* 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 LGB.
- 5.3 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 Waterfield Primary, any pupil or their parent or a person who works there, 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 CEO. If, after reasonable attempts to contact the CEO, no response is received, the Chair or Vice Chair may proceed and would not reasonably expect the CEO to prevent their actions. Any actions taken by the Chair or Vice Chair in accordance with this paragraph must be reported to, and minuted at, the next meeting of the LGB.

**1. Staff Governors**

- 1.1 The 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 Waterfield Primary 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 will 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 Waterfield Primary. 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 shall make all necessary arrangements for, and determine all other matters relating to, an election of the parent governors. The Directors will 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 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 Waterfield Primary 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 s/he prefers, by having her/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 LGB 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. Trust Governors**

- 3.1 Trust Governors of the LGB shall be appointed by the Directors. Each must be:
- a) a person who lives or works in the community served by Waterfield Primary; or
  - b) a person who, in the opinion of the Directors, has the necessary skills set and is committed to the governance and success of the academy.
- 3.2 The Directors may appoint an employee of the Trust as a Trust Governor.

**4. Term of office**

- 4.1 The term of office for any governor shall be 4 years, save for the Headteacher and the CEO who shall remain a governor until he or she ceases to work at the academy or the Trust.
- 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) s/he resigns their office by giving notice in writing to the clerk of the LGB;
  - b) the Headteacher 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 Waterfield Primary.
- 6. Disqualification of governors of the LGB**
- 6.1 A person shall be disqualified from serving on the LGB if s/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 appointment of Chair and Vice Chair of the LGB shall be ratified by the Directors; postholders may be removed from office by the Directors at any time.
- 7.1.1 Directors are informed in the autumn term of any new appointments for Chair of Governors of the LGBs.
- 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 may be re-appointed as Chair or Vice Chair of the LGB.
- 7.3 The Chair and Vice Chair may at any time resign the office by giving notice in writing to the Directors. The Chair or Vice Chair shall cease to hold office if:
- a) s/he ceases to serve on the LGB;
  - b) s/he is employed by the Trust at Waterfield Primary; or
  - c) in the case of the Vice Chair, s/he is appointed to fill a vacancy in the office of the Chair.
- 7.4 Where the Chair is absent from any meeting of the LGB 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 present at the LGB meeting shall elect one of their number to act as chair for the purposes of that meeting; the Clerk will oversee such a procedure.
- 8. Subcommittees**
- 8.1 *Subject to the prior agreement of the Directors, the LGB may establish subcommittees which may include individuals who are not members of the LGB, provided that such individuals are in a minority. The LGB of Waterfield Primary has decided not to have subcommittees at the present but will have two LGB meetings a term. The work of the LGB will also be supported by a Pay Review panel and the Headteacher's Performance Management panel.*
- 8.2 The LGB may delegate to a subcommittee, any person serving on the LGB, the Headteacher or any other member of the SLT, 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 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.
- 8.2.1 The LGB may form a working party to carry out a piece of planning, preparation or research on behalf of the LGB. Such a group may include members who are not Governors, but cannot hold or exercise delegated powers.

## **APPENDIX 2 Proceedings of the LGB**

### **1. Meetings**

- 1.1 The LGB shall meet at least once in every term.
- 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, a copy of the agenda and all associated papers at least seven clear days in advance of the meeting. Where there are matters demanding urgent consideration, the Chair or, in her/his absence, the Vice-Chair, may waive the need for seven days' notice of the meeting and substitute such notice as s/he thinks fit.
- 1.3 Any governor shall be able to participate in meetings of the governors by telephone or video conference provided that s/he 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 one third (rounded up to a whole number) of the total number of governors on the LGB at the date of the meeting, which must include at least one governor appointed by the Trust and the Headteacher or CEO. The quorum for a subcommittee of the LGB shall be 3 governors.

### **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 participating according to Appendix 2.1.3 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 her/his remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement are to be considered. The withdrawal of a governor under such circumstances shall not impact on the quorum of the meeting.

### **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 her/his duties as a governor of the LGB shall disclose that fact to the LGB as soon as s/he becomes aware of it. A person must absent herself/himself from any discussions of the LGB in which it is possible that a conflict will arise between her/his duty to act solely in the interests of Waterfield Primary 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 s/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 LGB the minutes of the last meeting shall be taken as the first agenda item after any apologies and declaration of interest 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.

## **APPENDIX 3**

### **Areas of Oversight by Governors**

- Curriculum & Standards
- Finance & Resources
- H&S and HR
- SEN & Disadvantage
- Behaviour & Welfare
- Safeguarding
- Community, Marketing & PR

## **APPENDIX 4**

### **Terms of Reference for the Headteacher's Performance Review Committee**

#### **Membership**

Membership of 3 which includes the Chair or Vice Chair, CEO or nominated representative and one other (not including staff or parent governors).

#### **Quorum**

Recommendation is all three members of the committee but no fewer than two (to include the CEO or nominated representative)

#### **Overall Purpose of the Committee**

- To set annual objectives for the academic year.
- To ensure that at every stage the appraisal is firmly linked to the Academy Evaluation Report, the Academy Development Plan, the TCT Strategic Drivers and the agreed criteria identified in the performance objectives;
- To undertake review meetings (usually with the CEO or nominated representative) to consider the progress towards meeting the objectives and whether they need to be amended.
- To consider the Headteacher's professional learning, development & support needs and how these will be addressed;
- To advise the Headteacher of the standards against which the performance will be assessed during the coming year;
- To make recommendations in relation to any pay progression, in line with TCT's Appraisal Policy and Salary Policy;
- To agree a written report of the appraisal process for the Headteacher as soon as is practicable;
- To review the performance of the Headteacher annually and to make a recommendation to the LGB on salary progression.