

Local Governing Bodies: Constitution and Terms of Delegation
NEMAT Academy Trust

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1. Introduction

Thank you for agreeing to play a valuable role as a member of a NEMAT Academy's Local Governing Body. NEMAT is a charitable voluntary organisation which relies on the crucial input of a considerable number of volunteers, supported by an experienced team of staff. The NEMAT Governance Charter provides an overview of our principles of governance.

This constitution and terms of delegation for your Local Governing Body (LGB) has been made by the Trustees of NEMAT Academy Trust (the Trust and Trust Board respectively) and we ask that you please read it alongside the NEMAT Governance Charter and the Roles and Functions Matrix.

2. Remit

The role of an LGB is an important one. It is to provide focused governance for the Academy at a local level and it is the intention of the Trust Board to ensure that the responsibility to govern the Academy is vested in those closest to the impact of decision-making. The LGB monitors the Academy's key performance indicators and acts as a critical friend to the Headteacher and the Academy's senior leadership team, providing challenge where appropriate.

The LGBs carry out their functions in relation to their respective Academy on behalf of the Trust Board and in accordance with policies determined by the Trust Board. The act of delegation from the Trust Board to the LGBs is a delegation of powers and duties, and not a delegation or shedding of responsibilities.

3. Intervention

The LGB will work closely with the Executive Team and shall promptly implement any advice or recommendations made by the Executive Team in respect of standards and performance, particularly where areas of weakness have been identified (either internally within the Trust or by Ofsted).

The Trust Board reserves the right to review or remove any power or responsibility conferred on the LGB under this constitution and terms of reference, in particular, in circumstances where serious concerns in the running of the Academy are identified, including where:

- there are concerns about financial matters;
- there is insufficient progress 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; or
- the safety of pupils or staff is threatened, including a breakdown of discipline.

Where necessary, the Trust Board will put in place for an appropriate period of time an intervention board whose responsibility it will be to address the areas of weakness.

4. Composition of Local Governing Bodies

Each LGB comprises the number of members required to fulfil their functions, with a recommended model of twelve members (**Local Governors**), including:

- the Headteacher of the Academy;
- up to four members appointed by the Trust Board;
- at least two elected parents or guardians of a pupil at the Academy (**Parent Local Governors**);
- two employees of the Academy, usually comprising one teacher and one non-teaching staff member, elected by employees of the Academy (**Staff Local Governors**); and
- minimum of three members co-opted by the Local Governors.

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

The length of service of all Local Governors and the Clerk to the LGB 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 Governors Self-Declaration Form and shall make disclosures for the purposes of a criminal records check by the Disclosure and Barring Service.

5. Commitment of Local Governors

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;
- visit the Academy both during school hours (with prior arrangement with the Headteacher) 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.

6. Stakeholder voices

LGBs are expected to have regard to the voices of their various stakeholders (especially pupils, parents and staff) and to put in place arrangements to receive feedback and to respond appropriately. This includes engaging stakeholders through defined governance arrangements (including elected parent and staff governors on the LGBs) and more broadly. Accessing and responding to pupils' collective concerns is an important part of the operations and governance of NEMAT academies.

7. Appointment and particular responsibilities of Local Governors

a) Chair

The Chair is appointed by the Trust Board. The term of office of the Chair is two years, but the Chair is eligible for reappointment at the end of that term.

The Trust Board are entitled to remove the Chair from office at any time, although this would not necessarily affect the individual's position as a Local Governor.

The Chair and Vice-Chair will ordinarily meet with the Headteacher of the Academy and the Clerk 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 and Vice-Chair;
- to report to the Trust Board in writing following any LGB meeting, if requested;
- to give an oral summary of the LGB's deliberations, if requested, at meetings of the Trust Board;
- to provide a direct link between the LGB and the Trust Board.

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 the LGB (or the Vice-Chair of the LGB in his or her absence) in consultation with the Chair of the Trust Board, 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 Trust Board and of the LGB.

b) Vice-Chair

The Vice-Chair is appointed by the Local Governors. The term of office of the Vice-Chair is two years, but the Vice-Chair is eligible for reappointment at the end of that term.

The Trust Board is entitled to remove the Vice-Chair from office at any time, although this would not necessarily affect 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; and
- to provide a link between the LGB and the Trust Board.

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.

c) Staff Local Governors

The teacher member(s) of the LGB shall be elected by the teaching staff at the relevant Academy. The non-teaching staff member of the LGB shall be elected by the non-teaching members of staff of the relevant Academy. The responsibilities of the Staff Local Governors are to represent the interests and opinions of teaching and non-teaching staff at the Academy to the LGB.

d) Elected 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 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.
- If there are more nominees than places available, the LGB will write to all parents of pupils at the Academy asking them to vote for their preferred candidate.

A Parent Local Governor should be a parent or carer of a registered pupil at the relevant Academy or where this is not reasonably practical, a person who is the parent of a child of compulsory school age. The responsibilities of the Parent Local Governor are to represent the interests and opinions of the Parent Body of the Academy to the LGB.

e) Other responsibilities

Each LGB shall appoint from among its members individuals with specific responsibilities which shall include (note that two or more of these roles can be filled by one person):

- a Local Governor with responsibility for special educational needs and inclusion;
- a Local Governor with responsibility for safeguarding;
- a Local Governor with responsibility for statutory grants (including LAC/pupil premium);
- a Local Governor with responsibility for health and safety; and
- a Local Governor with responsibility for finance.

f) Clerk to the Local Governing Body

The LGB in consultation with the Trust Board shall appoint a Clerk to the LGB who must not be a Local Governor. In the absence of the Clerk, the LGB shall elect a replacement for the meeting (who may be a Local Governor).

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 a register of members of the LGB including their terms of office and report any vacancies to the LGB;
- maintain a register of business interests of 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.

g) 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 Trust;
- he or she is removed from office by the Trust Board.

8. 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.

9. 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 half 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 has given notice of his intention to do so detailing the telephone number on which he can be reached and/or appropriate details of the video conference suite from which he 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.

10. 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.

11. Committees of the Local Governing Body

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 new committees other than temporary, ad hoc committees required to deal with specific issues, must be agreed in advance with the Trust Board.

12. 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 forwarded by the Clerk to the LGB to the Clerk to the Trust Board as soon as is reasonably practicable.

13. Delegation to the LGB

The LGB shall have the roles set out in this section and any other role that the Trust Board agree shall be carried out by the LGB and that is communicated in writing to the Chair of the LGB.

a) General

The governance of the Academy is delegated to the LGB who may exercise the powers of the Trust in so far as they relate to the Academy, subject to:

- any restrictions in the Companies Act which requires a decision of the Members or the Trust Board;
- the Articles;
- Policies and Procedures set by the Trust Board;
- a specific decision of the Trust Board;
- paragraphs b) to d) below; and
- the reserved matters as set out in Appendix 2.

The Trust Board and the LGB acknowledge that they each play a crucial role in the governance of the Academy and commit to working together in the best interests of the Trust and the Academies. They also acknowledge that the duties and responsibilities in relation to the operation of the Trust sit with the Trust Board and as such the Trust Board is entitled:

- to overrule a decision of the LGB; and/ or
- to remove delegated powers from an LGB
- if (in their reasonable opinion) they consider it to be in the best interests of the Academy or the wider Academy Trust.

b) Decision Making

The relationship between the Trust Board and the LGB is underpinned by the principles that there should be no duplication of governance and governance should be as close to the point of impact of decision-making as possible. The Roles and Functions Matrix which provides further clarity as to who the decision makers are for different levels of decisions should be read alongside the NEMAT Governance Charter and this constitution and terms of delegation.

c) Financial matters

The LGB shall assess the annual budget for the subsequent financial year prepared by the Academy's Headteacher and senior leadership team and submit the budget to the Trust Board's Finance Committee for approval in accordance with the timeline specified by the Trust Board.

Subject to the paragraph below, the LGB shall have the power to expend funds of the Trust Board which relate to the Academy as it considers in the best interests of the Academy and in accordance with the Finance Manual and the Procurement Policy. The LGB shall have regard to:

- the Objects of the Trust and the restrictions attached to any grant funding;
- the Academy's developmental priorities as set out in the Academy Development Plan; and
- financial sustainability.

In line with their duties and responsibilities as trustees and directors, the 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 Trustees acting reasonably and in the best interests of the Academy Trust.

d) Contractual authority

The LGB is authorised to enter into a contract on behalf of the Trust in so far as it relates to the Academy provided that:

- the contract does not exceed the value specified in the Finance Manual from time to time;
- the contract has been procured in compliance with the Trust's procurement policy and in accordance with the Academies Financial Handbook;
- consideration is given as to whether the contract constitutes a 'related party transaction'; and
- the contract does not relate to the following services:
 - HR and Occupational Health;
 - payroll;
 - accountancy;
 - audit;
 - education inspection;
 - leadership and CPD;
 - energy supplier and energy management;
 - financial management systems;
 - management information systems;
 - ICT systems and ICT hardware supplier contracts;
 - Telecommunication systems;
 - school admissions;
 - FSM administration;
 - catering contracts;
 - cleaning contracts;
 - facilities management;
 - capital works; and
 - health and safety management systems,

unless:

- a) in the case of leadership and CPD support, it complements rather than duplicates the Trust offer or, in any other service area, the CFO has been consulted; or
- b) the contract is of a low value and short term (in the view of the LGB acting reasonably).

14. Key functions of the LGB

The LGB is asked to carry out the following functions:

a) Governance

- To champion the NEMAT vision and values in the academy and to ensure the spiritual wellbeing of the pupils
- To determine the educational character, mission and ethos of the academy reflecting the wider character, mission and ethos of the Trust

- To ensure that the school has a medium to long-term vision for its future and a robust strategy for achieving it
- To appoint (and remove) from its number, the Vice-Chair and Local Governors with specific responsibilities for special educational needs and inclusion, safeguarding, statutory grants (including pupil premium), health and safety and financial matters.
- To appoint a Clerk
- To review and amend the policies of the Academy (in line with any Trust prescribed policy).
- To implement a means whereby the Academy can receive and react to pupil, parental and staff feedback.
- To establish and maintaining a relationship with the members of the local community.

b) Finance and contracts

- To appoint a Local Governor responsible for Finance
- To approve the annual budget for the Academy for submission to the Trust Board
- To monitor the Academy's delegated budget and ensure that any variances are reported to the Trust Board's Finance Committee for approval
- To monitor income, expenditure and cash flow of the Academy
- To ensure proper financial controls are in place at the Academy
- To maintain a register of LGB members' business interests
- To ensure provision of free school meals to those pupils meeting the criteria
- To enter into contracts up to the limits of delegation and within an agreed budget
- To support the Trust Board in its monitoring and evaluation of the delivery of any central services/functions provided/procured by the Academy Trust.

c) Curriculum and standards

- To approve the curriculum proposed by the Headteacher (to the extent that it is consistent with the Trust-wide policy)
- To ensure effective processes are in place for monitoring the quality assurance of teaching and learning, the curriculum, inclusion and the sharing of good practice across the Academy.
- To monitor the KPI figures reported from the Headteacher relating to standards
- To develop, monitor and approve the Academy Development Plan in tandem with the Self-Evaluation Form.

d) SEN

- To appoint a Local Governor responsible for SEN and inclusion
- To review and maintain the Academy's SEN policy
- To provide oversight of the implementation of the policy within the Academy and compliance with the Disability Discrimination Act requirements.

e) Safeguarding

- To appoint a designated governor for safeguarding
- To review and maintain a safeguarding and child protection policy for the Academy (consistent with the Trust-wide policy)
- To ensure the completion of the single central record.

f) Behaviour

- To review and maintain a behaviour policy for the Academy
- To convene a committee to review the exclusion of a pupil by the Headteacher.

g) Admissions

- To undertake consultation, publish admissions and determine arrangements as required in accordance with the School Admissions and Appeals Codes.
- To make arrangements for determining admissions and hearing admission appeals.
- To ensure effective arrangements are in place for pupil recruitment.

- To contribute to the development of the Academy prospectus.

h) Pupil related matters

- To review attendance and pupil absences (as part of the KPI report)
- To appoint a Local Governor responsible for statutory grants including pupil premium
- To monitor the impact of the pupil premium in the Academy
- To monitor the impact of other ring fenced grants
- To adopt an Academy Complaints policy (consistent with the Trust-wide policy)
- To hear complaints at the relevant stage
- To ensure effective arrangements are in place for pupil support and representation at the Academy
- To support the Trust and the Headteacher in the extended school provision in the Academy.

i) Staffing

- To participate in the process to appoint the Headteacher as requested by the NEMAT Executive Team (acting with the delegated authority of the Trust Board). To take part in the performance management of the Headteacher
- To support the Headteacher in the development and review (from time to time) of an appropriate staffing structure for the Academy and for the appointment of Academy staff to ensure that the Academy is fully staffed in accordance with that structure
- To ensure that there is effective communication between the Headteacher and the EHT
- To ensure that the Trust's policies on all HR matters are implemented in the Academy
- To monitor the implementation of the Trust's policies at the Academy for HR matters including the appointment, induction and performance management of staff, pay review process and procedures for dealing with disciplinary matters, grievances and dismissal.

j) Information management and communication

- To ensure the effective implementation of the data protection policies and procedures in the Academy.
- To ensure systems are in place in line with the Trust's strategy at the Academy for effective communication with pupil, parents or carers, staff and the wider community including the support of a local parent teacher association (if established).

k) Health, safety, risk and estates

- To appoint a Local Governor responsible for health and safety
- To review the risk register of the Academy and prepare the Risk report for the Trust Board
- To adopt a health and safety policy for the Academy (in line with the Trust-wide policy)
- To review the implementation of the above policy and ensure that appropriate risk assessments are being carried out in the Academy
- To conduct site inspections to review any health and safety issues and the security of premises and equipment

15. Alterations

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