



# **The Constellation Trust Terms of Reference for Local Governing Bodies**

## **The Constellation Trust**

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The Terms of Reference and associated Scheme of Delegation have been written for the academies within the Trust who have been judged by Ofsted to be good or outstanding and recent academic data and intelligence suggest they continue to meet with this expectation.

#### **1 Introduction**

1.1 The Constellation Trust (the “**Trust**”) is governed by a Board of Trustees (the “**Trustees**”) who are accountable to the Department for Education (DfE) and have overall responsibility and ultimate decision making authority for all of the work of the Trust, including establishing and running of the academies operated by the Trust.

1.2 The following academies are currently operated by the Trust:

Appleton Primary School;

Bricknell Primary School;

Francis Askew Primary School;

Paisley Primary School;

Rise Academy;

Rokeby Park Primary School;

Sirius Academy North;

Sirius Academy West; and

Stoneferry Primary School.

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

- 1.3 In order to assist with the discharge of their responsibilities, the Trustees will establish a local governing body (“**LGB**”) for each academy. The LGB shall be a committee established pursuant to Articles 100 to 104 of the Articles of Association of the Trust (the “**Articles**”).
- 1.4 The terms of reference shall be reviewed at least annually and otherwise as determined by the Trustees.

## **2 Constitution of the LGBs**

- 2.1 Members of the LGB shall be known as “governors”.
- 2.2 The Trustees have the right to appoint such persons to the LGB as they shall determine from time to time. For schools/academies that ‘require improvement or are subject to the Ofsted category of special measures’ the Trustees may require to appoint or replace members of the LGB.
- 2.3 Subject to clause 2.2, the composition of the LGBs shall be as follows:
  - 2.3.1 the Head of School;
  - 2.3.2 no fewer than 1 staff governor(s);
  - 2.3.3 no fewer than 2 elected parent governors; and
  - 2.3.4 no fewer than 4 community governors.
- 2.4 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 the Board and LGB**

- 4.1 Each LGB shall, in carrying out its role:
- 4.1.1 promote high standards and expectations from all stakeholders and aim to ensure that all pupils attend a successful, high- achieving school/academy which provides them with a good education which supports their health and well-being;
  - 4.1.2 be responsible to the Trustees for its actions;
  - 4.1.3 establish a highly competent, accountable, independent body that promotes best practice in governance; and
  - 4.1.4 ensure that its governors promote and uphold high- standards of conduct, probity and ethics.
- 4.2 The Trustees shall support the work of the LGB by:
- 4.2.1 setting a clear strategic vision for the Trust to allow the LGB to set and achieve its own aims and objectives within such vision;
  - 4.2.2 ensuring that systems and controls are put in place to allow the governors to be presented with robust, timely and appropriate data to allow the LGB to monitor and analyse academy performance in order to support and challenge the Head of School and other members of the Senior Leadership Team of the Academy;
  - 4.2.3 ensuring that governors have access to high quality training, support and advice; and
  - 4.2.4 subject to the provisions of 4.3-4.6, upholding the principle of ‘earned autonomy’ as defined in ‘The Constellation Trust Statement of Principles’ document.
- 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 an LGB they may amongst other actions:
- 4.3.1 require the relevant LGB to adopt and comply with a governance action plan in such form as determined by the Trustees in consultation with the LGB;
  - 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 as per 4.6.

4.4 The Trustees may require a governance action where:

- 4.4.1 an academy has (or is projected to have) a cumulative unauthorised deficit budget (both revenue and capital) of 5% of more of total income;
- 4.4.2 an academy has failed to meet the expected educational outcomes and the progress of pupils is below expectation;
- 4.4.3 an academy has been, or the Trustees have reasonable grounds to believe are likely to be, assessed by Ofsted as less than 'Good'.

4.5 The Trustees may vary the matters delegated where:

- 4.5.1 an LGB acts outside its delegated powers and limitations;
- 4.5.2 an LGB is in breach of these terms of reference;
- 4.5.3 an LGB has not provided a governance action plan, or has failed to make adequate progress against an agreed action plan.

4.6 The Trustees may remove any or all governors where:

- 4.6.1 an Academy is in breach of its funding arrangements;
- 4.6.2 an 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 Trustees to suspend or remove any or all of the matters delegated to the LGB.

## **5 Delegated Powers**

5.1 In the exercise of its delegated powers and functions, the governors of the LGB shall:

- 5.1.1 allow outstanding and good schools/academies to have the autonomy to manage their own staff to meet the needs of the pupils;
- 5.1.2 ensure that the Academy is conducted at all times 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, the principles of the Trust as laid out in the Members' Agreement, and these terms of reference;
- 5.1.3 promptly implement and comply with any reasonable policies or procedures communicated in writing to the LGB by the Trustees from time to time;
- 5.1.4 review its own policies and practices on a regular basis, in view of any advice or recommendations made by the Trustees;

- 5.1.5 work closely with the Trustees and act with integrity, objectivity and honesty in the best interests of the Trust and the Academy;
  - 5.1.6 be open about decisions and be prepared to justify those decisions;
  - 5.1.7 respect the confidentiality of information of a confidential nature obtained by them relating to the Academy and the Trust; and
  - 5.1.8 adopt financial prudence in managing the financial affairs of the Trust in so far as these relate to the Academy and are delegated to them.
- 5.2 Each governor shall be required to take part in an annual 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, s/he 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 the Academy in the annual Development Plan and provide such data (Key Performance Indicators, KPIs) and information regarding the business of the Academy and the pupils attending the Academy as the Trustees may require within a given calendared time frame.
- 5.4 The Constellation Trust Scheme of Delegation for the Trust sets out the powers retained by the Trust, and the powers delegated to the Academies' LGBs.
- 5.5 For the avoidance of doubt, where a power is not expressly delegated to the Trust's Senior Team, any LGB, Executive Head/CEO or Head of School, it will be deemed to have been retained by the Trust regardless of whether it is specified in the Constellation Trust Scheme of Delegation.
- 5.6 The Constellation Trust Scheme of Delegation 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.

## **Appendix 1**

### **Appointment and Removal of Governors**

#### **1 Staff Governors**

- 1.1 Each of the academies LGBs shall invite nominations from all staff employed under a contract of employment or a contract for services or otherwise engaged to provide services to that individual academy and, where there are any contested posts, shall hold an election by a secret ballot.
- 1.2 All arrangements for the calling and the conduct of the election and resolution of questions as to whether any person is an eligible candidate shall be determined by the Trustees. The Trustees may delegate the running of the election to the LGB.

#### **2 Parent Governors**

- 2.1 Parent governors of each LGB shall be elected by parents of registered pupils at the relevant academy. He/she must be a parent of, or have parental responsibility for, a pupil at the Academy at the time when he/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 Academy is informed of the vacancy and that it is required to be filled by election, informed that they are 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 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 Trustees may appoint a person who is the parent of a registered pupil at the Academy or, where it is not reasonably practical to do so, a person who is the parent of a registered pupil of another Academy run by the Trust.

#### **3 Community Governors**

- 3.1 Community governors of the LGB shall be appointed by the Trustees. The Chair of the LGB may recommend a suitably skilled volunteer as a potential governor. 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 Academy.

3.2 Employees of the Trust may not comprise more than one third of the membership of the LGB.

#### **4 Term of Office**

4.1 The term of office for any governor shall be 4 years, except for the Head of School (as applicable) who shall remain a governor until he or she ceases to work at the Academy.

4.2 Subject to remaining eligible to be a particular type of governor, any person may be re-appointed or re-elected to the LGB.

#### **5 Resignation and Removal**

5.1 A person serving on the LGB shall cease to hold office if:

- a) He/she resigns his office by giving notice in writing to the Clerk of the LGB;
- b) the Head of School or a staff governor ceases to work at the Academy;
- c) the Trustees terminate the appointment of a governor whose presence or conduct is deemed by the Trustees, at their sole discretion, acting reasonably, not to be in the best interests of the Trust or the Academy.

5.2 For the avoidance of doubt, a parent governor shall not automatically cease to hold office solely by reason of their child ceasing to be a pupil at the Academy.

#### **6 Disqualification**

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 of Association.

#### **7 Appointment and Removal of Chair and Vice-Chair**

7.1 The Chair and Vice Chair of the LGB shall be appointed by the Trustees on the recommendation of the LGB, and may be removed from office by the Trustees, acting reasonably, at any time. No person employed by the Trust may be appointed as Chair or Vice-Chair.

7.2 The term of office of the Chair and Vice-Chair shall be one year. Subject to remaining eligible, 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 their office by giving notice in writing to the Trustees and the Clerk to the LGB. 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 whether or not at the Academy; 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 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 numbers to act as Chair for the purposes of that meeting.

## **8 Committees**

8.1 The LGB will operate as a single decision making body, but will have sub committees, as follows:-

8.1.1 Appeals

8.1.2 Complaints

8.1.3 Pay

8.1.4 Pupil Discipline

## Appendix 2

### Proceedings of the LGB

#### 1 Meetings

- 1.1 The LGB shall meet at least once in every half 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 7 clear days in advance of the meeting. Where there are matters demanding urgent consideration, the Chair or, in his/her absence, the Vice Chair, may waive the need for 7 days' notice of the meeting and substitute such notice as he/she thinks fit.
- 1.3 Any governor may 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, subject to the agreement of the LGB.
- 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, any one third (rounded up to a whole number) of the total number of governors of the LGB at the date of the meeting.

#### 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/her 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/her duties as a governor of the LGB shall disclose that fact to the LGB as soon as he/she becomes aware of it. A person must absent him/herself from any discussions and votes of the LGB in which it is possible that a conflict will arise between his/her duty to act solely in the interests of the Academy and any duty or personal interest (including but not limited to any Personal Financial Interest).
- 4.2 A governor of the 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.
- 4.3 Each LGB will retain a register of interests, which will be reviewed annually.

## 5 Minutes

- 5.1 Subject to paragraph 5.2, the LGB shall ensure that a copy of:
  - 5.1.1 the agenda for every meeting of the LGB;
  - 5.1.2 the draft minutes of every such meeting, if they have been approved by the Chair of that meeting;
  - 5.1.3 the signed minutes of every such meeting; and
  - 5.1.4 any report, document or other paper considered at any such meetingare, as soon as is reasonably practicable, made available at to persons wishing to inspect them.
- 5.2. There may be excluded from any item required to be made available any material relating to:
  - 5.2.1 a named teacher or other person employed, or proposed to be employed, at the School/Academy;
  - 5.2.2 a named pupil or named student at, or candidate for admission or referral to the School/Academy; and
  - 5.2.3 any matter which, by reason of its nature, the LGB is satisfied should remain confidential.