

THE ELLIOT FOUNDATION ACADEMIES TRUST
TERMS OF REFERENCE FOR LOCAL GOVERNING BODY
EFFECTIVE DATE: 1st September 2012

1 **INTERPRETATION**

1.1 In these terms of reference (“Terms”), unless the context otherwise requires:

<u>Expression</u>	<u>Meaning</u>
“Academy”	means the academy which is part of The Elliot Foundation Academies Trust group of academies;
“Articles”	means the Articles of Association of the Trust;
“the Chair”	means the person appointed as chair of the Local Governing Body pursuant to paragraph 5 of these Terms or in his/her absence any person appointed as chair pursuant to paragraph 5.3 of these Terms;
“clear days”	means in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

“the Directors”	means those persons appointed as directors (under company law) and trustees of the Trust (under charity law);
“the Financial Handbook”	means the Academies Financial Handbook published by the Department of Education, being guidance for financial management, funding and accounting issues for governing bodies and managers of academies;
“Governor”	means a member of the Local Governing Body;
“Governors’ Handbook”	means the handbook prepared by the Trust explaining the role of governors in force from time to time;
“LA”	means the Local Authority in which the Academy is situated;
“Local Governing Body”	means the local governing body for the Academy constituted as provided by paragraph 4 of these Terms;
“Managing Director”	means as such term is defined in the Articles;
“Parent Governor”	means the parent of a pupil at the Academy appointed pursuant to paragraph 4.1.2(b) of these Terms;

“Personal Financial Interest”	means any interest in the employment or remuneration of, or the provision of any other benefit to, a Governor as further detailed within Article 6 of the Articles;
“Principal”	means the head teacher at the Academy who has been appointed (in accordance with these Terms) to have overall day to day control of and responsibility of the Academy;
“Staff Governor”	means an employee of the Academy elected to the Local Governing Body by members of staff of the Academy;
“the Sponsor”	means The Elliot Foundation, a company limited by guarantee having registered number 07844369;
“the Trust”	means The Elliot Foundation Academies Trust, a company limited by guarantee having registered number 08116706;
“the Trust Financial Handbook”	means the financial guidance issued by the Trust, incorporating the Financial Handbook, setting out guidelines for financial management, funding and accounting issues for the Academy to be adhered to by the Local Governing Body;
“Vice Chair”	means the person appointed as vice chair of the Local Governing Body pursuant to

paragraph 5 of these Terms or in his/her absence any person appointed as vice chair pursuant to paragraph 5.3 of these Terms;

“Vice Principal”

means the deputy head teacher at the Academy who has been appointed (in accordance with these Terms).

1.2 In these Terms unless the context requires otherwise, a reference to:

1.2.1 a numbered paragraph is a reference to the paragraph so numbered in these Terms (or the sub-paragraph, as the case may be), and

1.2.2 words importing one gender shall include any other gender, the singular number shall include the plural and vice versa and the headings are included for convenience only and shall not affect the construction of these Terms.

2 THESE TERMS OF REFERENCE

2.1 These Terms have been prepared and are maintained by the Trust. The Directors may make amendments to these Terms from time to time and shall review these Terms at least once every 12 months, as prescribed by the Articles.

2.2 In the event any amendments are made, the Trust shall notify the Chair of each Local Governing Body, who shall be expected to make the other Governors aware of such changes.

3 THE TRUST AND LOCAL GOVERNING BODY

3.1 The Directors are the charity trustees (within the terms of section 97(1) of the Charities Act 1993) and responsible for the general control, management of the administration of the Trust in accordance with the provisions set out in the Articles.

3.2 The Local Governing Body shall be a Committee established by the Directors pursuant to articles 100 to 104 of the Articles.

LOCAL GOVERNING BODY - GOVERNORS

4.1 Membership of the Local Governing Body shall be determined in accordance with the following provisions:

4.1.1 The membership shall not be less than 3 but, unless otherwise determined by the Directors, shall be subject to a maximum of 11.

4.1.2 Subject to 4.1.1, the membership of the Local Governing Body shall be comprised as follows:

- (a) up to 6 Governors who shall be appointed by the Directors;
- (b) 2 Parent Governors appointed by the Local Governing Body;
- (c) the Principal;
- (d) 1 Staff Member;
- (e) 1 community Governor appointed by the Local Governing Body.

4.2 The Local Governing Body may appoint up to 2 persons to the Local Governing Body to be known as Associate Members. No Associate Member may be appointed without the prior approval of the Directors.

4.3 Associate Members may attend meetings of the Local Governing Body but shall not form part of the quorum for meetings of the Local Governing Body and they may not vote on any matter raised at a Local Governing Body meeting.

4.4 The Local Governing Body may continue to act notwithstanding a temporary vacancy in its composition.

4.5 In circumstances where the Directors are satisfied or have concerns that:

4.5.1 the standards of performance of pupils at the Academy are unacceptably low; or

4.5.2 there has been a serious breakdown in the way the Academy is managed or governed; or

4.5.3 the safety of the pupils or staff at the Academy is threatened (whether by a breakdown of discipline or otherwise); or

4.5.4 there has been financial mismanagement at the Academy or a failure to operate within budgets;

the Directors may immediately remove any Governors appointed in accordance with paragraph 4.1.2 or 4.2.

5 APPOINTMENT OF CHAIR

5.1 The Chair and Vice Chair of the Local Governing Body shall be appointed by the Sponsor pursuant to article 102 of the Articles.

5.2 The term of office of the Chair and Vice Chair of a Local Governing Body shall be one year. Further, subject to remaining eligible to be a Chair or Vice Chair (as the case may be), any Governor may be re-appointed as Chair or Vice Chair (as the case may be) in accordance with paragraph 5.1 for consecutive periods not exceeding 6 years in total but thereafter a Governor shall not usually be eligible for re-appointment as Chair or Vice Chair (as the case may be) until one year after his or her retirement, unless agreed by resolution of the Directors that he or she shall be eligible to serve for a further consecutive term.

5.3 If the Chair is absent from any meeting of the Local Governing Body, the Vice Chair shall chair the meeting. If both the Chair and Vice Chair are absent from any meeting of the Local Governing Body, those Governors present shall appoint one of the Governors who has appointed by the Directors to the Local Governing Body to chair the meeting.

5.4 The Chair or Vice Chair may be removed from office by the Sponsor at any time.

5.5 The Chair or Vice Chair may at any time resign his office by giving notice in writing to the Local Governing Body. The Chair or Vice Chair shall cease to hold office if:

5.5.1 he ceases to serve on the Local Governing Body; or

5.5.2 he is removed from office in accordance with these Terms.

6 RESPONSIBILITIES OF DIRECTORS AND LOCAL GOVERNING BODY

In summary, the role of the Directors involves strategic oversight across the Trust, governance, contractual relationships with third parties and setting the Trust's vision and policies.

The role of Governors is to carry the Trust vision forwards, based on the specific qualities and community characteristics of each Academy. The Governors are expected to question and challenge Academy leadership and to hold them to account.

6.1 DIRECTORS

The Directors retain authority and responsibility for the following, although these duties will be discharged by the Directors in a way which reflects the local characteristics and level of autonomy which might be appropriate for each Academy as agreed from time to time:-

Compliance and Governance

- 6.1.1 compliance with all statutory regulations and Acts of Parliament governing the operation of the Academy, including health and safety;
- 6.1.2 compliance with the provisions of the funding agreements with the Secretary of State for Education in connection with the operation of the Academy (the "Funding Agreements");
- 6.1.3 determination of the corporate planning and strategy for the Academy and the Trust in consultation with the Local Governing Body;

Appointments and Training

- 6.1.4 putting in place processes for: (i) making appointments within the Directors' remit; and (ii) the Local Governing Body making appointments within its own remit;
- 6.1.5 appointment of the Principal and Vice Principal at an Academy, in consultation with the relevant Local Governing Body;

6.1.6 providing Director and Governor training and evaluation;

Finances

6.1.7 establishing a funding model for use across the Trust and the Academies, including developing individual funding models for the Academy, in consultation with the Local Governing Body ;

6.1.8 agreement of the Academy's annual budgets in consultation with the Local Governing Body;

6.1.9 compliance with the Financial Handbook including, but without limitation, determination of procurement policies for the Trust, from time to time;

6.1.10 oversight with regard to the finances of the Trust and the Academy, including, but without limitation, responsibility for compliance with the financial and accounting requirements detailed within the Funding Agreements;

6.1.11 the determination, after consultation with the Local Governing Body, of the extent of the services provided to the Academy by the Trust and how the costs should be allocated;

6.1.12 putting in place guidelines for the local maintenance of assets and appropriate registers;

Policies and Targets

6.1.13 considering and evaluating performance against KPIs set by the Trust (in consultation with the relevant Local Governing Body) in relation to pupil outcomes, finances and other matters;

6.1.14 approval of the educational targets of the Academy in consultation with the Local Governing Body, including, but without limitation, approval of the Academy's development plan;

6.1.15 determining any additional financial and reporting targets for the Academy;

6.1.16 determining a Trust-wide CRB policy;

- 6.1.17 determining a Trust-wide health and safety policy;
- 6.1.18 as the legal employer of all staff, responsibility for human resource policies and procedures and appropriate terms and conditions of service as developed with each Academy; and
- 6.1.19 determination of the admissions policy and arrangements for the Academy in accordance with admissions law and DfE codes of practice (which is implemented locally);
- 6.1.20 to formulate, establish and implement a performance management policy, dealing with appraisals and capability and to keep this under annual review.

Budgets

- 6.1.21 to enter into any unusual or onerous contracts or any contracts which are for a value greater than the financial parameters delegated to the Local Governing Body in the Trust Financial Handbook or the policies or procedures otherwise in place, from time to time;
- 6.1.22 to authorise payments with a value greater than the financial parameters delegated to the Local Governing Body in the Trust Financial Handbook or the policies or procedures otherwise in place from time to time;

Staffing

- 6.1.23 to appoint the Principal and Vice Principal and advise the Local Governing Body on the appointment of the SLT (selection panel);
- 6.1.24 suspension and dismissal of the Principal and Vice Principal in line with HR procedures;
- 6.1.25 to agree a pay policy and additional discretionary payments;
- 6.1.26 to establish disciplinary and capability procedures;

Curriculum

- 6.1.27 holding the Academy leadership and Local Governing Body to account for academic performance, quality of care, standards of

teaching and quality of provision;

Admissions

6.1.28 to set an admissions policy;

School Organisation

6.1.29 to set the dates of school terms and holidays;

Governing Body Procedures

6.1.30 to draw up these terms of reference and review them every 12 months;

6.1.31 to appoint and remove Governors in accordance with paragraph 4.1.2(a)

6.2 GOVERNORS

In particular, and subject to the limitations set out above, the Directors delegate the running of the Academy to the Local Governing Body and specifically the following duties:

Vision and Accountability

6.2.1 to carry forward the Trust's vision, in a way appropriate to the specific qualities and community characteristics of each Academy;

6.2.2 implementation of actions required to comply with statutory regulations, the financial policies, procedures and decisions of the Directors and the Funding Agreements,

6.2.3 implementation of the policies agreed by the Directors, including the policies regarding admissions, CRBs and health and safety and any others agreed by the Directors from time to time;

6.2.4 oversight of the Academy's activities;

6.2.5 holding Academy leadership to account for academic performance, finances and financial management and quality of care and quality of provision;

Budgets

- 6.2.6 to enter into contracts subject to financial limits agreed by the Directors and delegated to the Local Governing Body in the Trust Financial Handbook or the policies and procedures otherwise in place from time to time;
- 6.2.7 to make payments subject to financial limits agreed by the Directors and delegated to the Local Governing Body in the Trust Financial Handbook or the policies and procedures otherwise in place from time to time;
- 6.2.8 to approve the first formal budget plan and three year financial projections each financial year;
- 6.2.9 to monitor monthly expenditure and take any appropriate action in accordance with the Trust Financial Handbook;
- 6.2.10 to establish a charging and remissions policy;
- 6.2.11 to deal with the day to day financial decisions of the Academy and delegated to the Local Governing Body in the Trust Financial Handbook or the policies and procedures otherwise in place from time to time;

Staffing

- 6.2.12 determining staff complement, dismissals payments and early retirement with the prior approval of the Directors;

Curriculum

- 6.2.13 to establish a curriculum policy and to monitor the implementation of the curriculum policy;
- 6.2.14 to establish a charging and remissions policy for activities;

Performance Management

- 6.2.15 to have responsibility for the Principal's performance management;

Target Setting

- 6.2.16 to set and publish targets for pupil achievement;

Pupil Discipline/ Exclusions

- 6.2.17 to establish a discipline policy;
- 6.2.18 to review the use of exclusion and to decide whether or not to confirm all permanent exclusions and fixed term exclusions where the pupil is either excluded for more than 15 days in total in a term or would lose the opportunity to sit a public examination. (In cases where a decision needs to be made urgently, this can be delegated to the Chair);
- 6.2.19 to direct reinstatement of excluded pupils (In cases where a decision needs to be made urgently, this can be delegated to the Chair);

Admissions

- 6.2.20 responsible for application decisions around admissions;

Collective Worship

- 6.2.21 to determine the arrangements for collective worship. This is only applicable for schools without religious character;

Premises and Insurance

- 6.2.22 responsible for procuring buildings insurance and personal liability insurance in accordance with the Trust Financial Handbook or the policies and procedures otherwise in place from time to time;
- 6.2.23 develop a school buildings strategy;
- 6.2.24 procuring and maintaining buildings, including developing properly funded maintenance plan in accordance with the Trust Financial Handbook or the policies and procedures otherwise in place from to time;

Health and Safety

- 6.2.25 to institute a health and safety policy and ensure that health and safety regulations are being followed;

School Organisation

- 6.2.26 to ensure that school lunch nutritional standards are met where provided;
- 6.2.27 to set the times of school sessions;

Information for Parents

- 6.2.28 to prepare and electronically publish a school prospectus;
- 6.2.29 to ensure provision of free school meals to those pupils meeting the criteria;
- 6.2.30 to adopt and review home school arrangements;

Governing Body Procedures

- 6.2.31 to set up a register of Governors' business interests;
- 6.2.32 to approve and set up a Governors expenses scheme;
- 6.2.33 to discharge duties in respect of pupils with special needs by appointing a responsible person;

Finances and Assets

- 6.2.34 ensuring Academy-level resource is applied appropriately in accordance with the Trust Financial Handbook or the policies and procedures otherwise in place from to time;
- 6.2.35 consideration of the Academy's required funding and support to the Directors in relation to the annual budgetary process in accordance with the Trust Financial Handbook or the policies and procedures otherwise in place from to time;
- 6.2.36 seeking value for money and being able to demonstrate that value for money has been achieved;
- 6.2.37 monitoring and reviewing expenditure on a regular basis and ensuring compliance with the overall financial plan for the Academy in accordance with the Trust Financial Handbook or the policies and procedures otherwise in place from to time;

- 6.2.38 maintenance of proper accounting records and the preparation of income and expenditure and balance sheets in accordance with the Trust Financial Handbook or the policies and procedures otherwise in place from time to time;
- 6.2.39 assist the Directors in complying with the provisions of the Funding Agreements where requested from time to time in accordance with the Trust Financial Handbook or the policies and procedures otherwise in place from time to time;
- 6.2.40 maintenance of or putting in place appropriate arrangements for the maintenance of the Academy estate in accordance with the guidelines established by the Trust;
- 6.2.41 implementation of Trust's procurement policies insofar as they impact on the Academy in accordance with the Trust Financial Handbook or the policies and procedures otherwise in place from time to time;
- 6.2.42 manage the Academy's cashflow and monitor expenditure by the Academy in accordance with policies determined by the Directors and in accordance with the Trust Financial Handbook or the policies and procedures otherwise in place from time to time;
- 6.2.43 notify the Trust of any changes to fixed assets used by the Academy;

Appointments

- 6.2.44 monitoring local HR activity and policy, including the process for local performance reviews for members of staff and in particular ensuring that it is within the parameters for the particular Academy from time to time established by the Directors;
 - 6.2.45 considering whether any changes are required to staff terms and conditions, although the Governors may not make any amendments to terms and conditions without the Directors' consent.
- 6.3 The Governors are not, and nothing within these Terms is intended to make them, charity trustees within the terms of section 97(1) of the

Charities Act 1993 (although a Governor may also be a Director).

- 6.4 Each Governor shall act in the best interests of the Academy and the Trust at all times.
- 6.5 The Governors must keep confidential all information of a confidential nature obtained by them relating to the Academy and the Trust.
- 6.6 The Directors reserve the right to withdraw delegated powers from the Local Governing Body and disband it at any time.
- 6.7 On his or her appointment, each Governor shall be required to signify that he is familiar and agrees to comply with:
 - 6.7.1 the Articles of Association;
 - 6.7.2 the Funding Agreements;
 - 6.7.3 these Terms;
 - 6.7.4 the Governors' Handbook; and
 - 6.7.5 any terms of reference of sub-committees which may apply to that Governor.
- 6.8 Each Governor shall also be required to carry out training described in paragraph 8 below.
- 6.9 Each Governor shall also be required to take part in regular self-review and is accountable for meeting his or her own training and development needs. It is a Governors responsibility to consider if, and raise any concerns where, he or she feels that appropriate training and development is not being provided.

7 ASSESSMENT AND REVIEW OF ACADEMIES

Governors shall be expected to report to the Trust against KPIs which have been set for the Academy on a termly and an annual basis. The basis of these KPIs, set out in Annex 1, may be amended by the Trust from time to time (in consultation with the relevant Local Governing Body).

8 **GOVERNOR TRAINING**

Governors' training will be drawn up from time to time as required.

9 **CLERK**

9.1 The Local Governing Body must appoint a clerk (the "Clerk") (who must not be the Principal) and may remove the Clerk from office at any time.

9.2 In the absence of Clerk from a Local Governing Body meeting, the Local Governing Body may appoint any one of the Governors to act as Clerk from the purposes of the meeting.

10 **RESIGNATION & REMOVAL OF GOVERNORS**

10.1 A Governor may at any time resign his office by giving notice in writing to the Clerk to the Local Governing Body.

10.2 A Governor shall cease to hold office if he is removed by the person or persons who appointed him.

10.3 The Directors may terminate the appointment of any Governor whose presence or conduct is deemed by the Directors not to be in the best interests of the Trust or the Academy.

10.4 Any Staff Governor shall automatically cease to hold office if he ceases to be employed at the Academy. However, a Parent Governor shall not automatically cease to hold office solely by reason of the child (of whom that Parent Governor is a parent or carer) ceasing to be a pupil at the Academy.

11 **PERSONS INELIGIBLE TO BE GOVERNORS**

11.1 No person shall be qualified to be a Governor unless he is aged 18 or over at the date of his election or appointment. No current pupil of the Academy shall be a Governor.

11.2 A Governor shall cease to hold office if he becomes incapable by reason of mental disorder, illness or injury of managing or administering his own affairs.

11.3 A Governor may be disqualified from office if he fails to attend

governing body meetings over a six month period, from the date of the first meeting missed, without the permission of the Governors.

11.4 A Governor shall cease to hold office if he would be disqualified from acting as a charity trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision).

11.5 A person shall be disqualified from holding or continuing to hold office as a Governor:-

11.5.1 If:-

- (a) his estate has been sequestrated and the sequestration has not been discharged, annulled or reduced;
- (b) he is the subject of a bankruptcy restrictions order or an interim order.

11.5.2 at any time when he is:-

- (a) included in the list of teachers and workers with children or young persons whose employment is prohibited or restricted under section 1 of the Protection of Children Act 1999; or
- (b) disqualified from working with children under section 28, 29, 29A and 29B of the Criminal Justice and Court Services Act 2000.

11.5.3 if he is a person in respect of whom a direction has been made under section 142 of the Education Act 2002.

11.5.4 where he has, at any time, been convicted of any criminal offence, excluding any that have been spent under the Rehabilitation of Offenders Act 1974 as amended, and excluding any offence for which the maximum sentence is a fine or a lesser sentence except where a person has been convicted of any offence which falls under section 72 of the Charities Act 1993.

11.5.5 if he has not complied with the Trust's CRB policies. Governors

are required to be familiar with the CRB policies and must act in compliance with them.

- 11.6 Where a person becomes disqualified from holding, or continuing to hold office as a Governor and he is, or is proposed, to become such a Governor, he shall upon becoming so disqualified give written notice of that fact to the Clerk.

12 GOVERNORS' TERM OF OFFICE

- 12.1 Any Governor shall hold and vacate office in accordance with the terms of his appointment but (except in the case of the Principal) the length of his term of office shall not exceed four years.
- 12.2 Subject to remaining eligible to be a Governor any Governor (including, for the avoidance of doubt, the Chair, whose appointment is also subject to the limitations set out in paragraph 5) may be re-appointed for consecutive periods not exceeding 8 years in total but thereafter a Governor shall not be eligible for re-appointment until one year after his or her retirement, unless agreed exceptionally by resolution of the Directors that he or she shall be eligible to serve for a further consecutive term. For the avoidance of doubt, a Governor's term of office shall not include any time served as a governor of a predecessor school to an Academy.

13 CONFLICTS OF INTEREST

- 13.1 The income and property of the Academy must be applied solely towards the provision of the Objects as detailed in the Articles. The restrictions which apply to the Directors with regard to having a Personal Financial Interest shall also apply to the Governors.
- 13.2 The procedure detailed at article 6 of the Articles shall apply to the Governing Body always provided that, in the case of a Personal Financial Interest for a Governor who is not also a Director, the Governing Body may meet to authorise the benefit.
- 13.3 Any Governor who has any duty or personal interest (including but not limited to any Personal Financial Interest) which conflicts or may conflict with his duties as a Governor shall disclose that fact to the Governors as soon as he becomes aware of it. A Governor must absent

himself from any discussions of the Governors in which it is possible that a conflict will arise between his 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).

14 **MEETINGS OF LOCAL GOVERNING BODY**

- 14.1 The Local Governing Body shall meet at least once in every term, and shall hold such other meetings as may be necessary.
- 14.2 All meetings shall be convened by the Clerk to the Local Governing Body, who shall send to the Governors written notice of the meeting and a copy of the agenda at least seven clear days in advance of the meeting.
- 14.3 A special meeting of the Local Governing Body shall be called by the Clerk whenever requested by the Chair or at the request in writing by any three Governors. Where there are matters demanding urgent consideration, the Chair or, in his absence, the Governor appointed may waive the need for seven clear days notice of the meeting and substitute such notice as he thinks fit.
- 14.4 The convening of a meeting and the proceedings conducted shall not be invalidated by reason of any individual not having received written notice of the meeting or a copy of the agenda.

15 **QUORUM FOR GOVERNORS' MEETINGS**

- 15.1 Meetings of the Local Governing Body shall be quorate if three or one-third of the current members are present (whichever is greater), which must include at least one Governor appointed by the Directors.
- 15.2 If the number of Governors assembled for a meeting of the Local Governing Body does not constitute a quorum, the meeting shall not be held. If in the course of a meeting of the Local Governing Body the number of Governors present ceases to constitute a quorum, the meeting shall be terminated forthwith.
- 15.3 If for lack of a quorum a meeting cannot be held or, as the case may be, cannot continue, the Chair shall, if he thinks fit, determine the time and date at which a further meeting shall be held and shall direct the

Clerk to convene the meeting accordingly.

16 **PROCEEDINGS OF GOVERNORS' MEETINGS**

- 16.1 Every question to be decided at a meeting of the Local Governing Body shall be determined by a majority of the votes of the Governors present and voting on the question. Every Governor shall have one vote. Where there is an equal division of votes the Chair of the meeting shall have a second or casting vote.
- 16.2 A Governor may not vote by proxy.
- 16.3 No resolution of the Governors may be rescinded or varied at a subsequent meeting unless consideration of the rescission or variation is a specific item of business on the agenda for that meeting.
- 16.4 Any Governor who is also an employee of the Trust shall withdraw from that part of any meeting of the Local Governing Body at which his remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement are to be considered.
- 16.5 A resolution in writing, signed by all the Governors (or all of the members of a committee of the Governors), shall be valid and effective as if it had been passed at a meeting of the Governors or (as the case may be) a committee of 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 (or the members of a committee, as the case may be).
- 16.6 Any Governor shall be able to participate in meetings of the Governors by telephone or video conference provided that he has given reasonable notice to the Clerk and that the Governors have access to the appropriate equipment.

17 **THE MINUTES**

- 17.1 The minutes of the proceedings of a meeting of the Local Governing Body shall be drawn up and entered into a book kept for the purpose by the Clerk; and shall be signed (subject to the approval of the Governors) at the same or next subsequent meeting by the Chair. The minutes shall include a record of:

17.1.1 all appointments of officers made by the Local Governing Body;
and

17.1.2 all proceedings at meetings of the Local Governing Body and of committees of the Local Governing Body including the names of all persons present at each such meeting.

17.2 The Chair shall ensure that copies of minutes of all meeting of the Local Governing Body (and such of the subcommittees as the Directors shall from time to time notify) shall be provided to the Directors as soon as reasonably practicable after those minutes are approved.

18 COMMITTEES

Subject to these Terms, the Local Governing Body may establish any subcommittee. The constitution, membership and proceedings of any subcommittee shall be determined by the Local Governing Body but having regard to any views of the Directors. The establishment, terms of reference, constitution and membership of any subcommittee shall be reviewed at least once in every twelve months. The membership of any subcommittee may include persons who do not also serve on the Local Governing Body, provided that a majority of the members of any such subcommittee shall be Governors or Directors. The Local Governing Body may determine that some or all of the members of a subcommittee who are not Directors or who do not serve on the Local Governing Body shall be entitled to vote in any proceedings of the subcommittee. No vote on any matter shall be taken at a meeting of a subcommittee unless the majority of members of the subcommittee present either are Directors or Governors.

19 DELEGATION

19.1 Provided such power or function has been delegated to the Local Governing Body, the Local Governing Body may further delegate to any person serving on the Local Governing Body, committee, the Principal or any other holder of an executive office, such of their powers or functions as they consider desirable to be exercised by them. Any such delegation may be made subject to any conditions either the Directors or the Local Governing Body may impose and may be revoked or altered.

19.2 Where any power or function of the Directors or the Local Governing Body is exercised by any subcommittee, any Director or Governor, the Principal or any other holder of an executive office, that person or subcommittee shall report to the Local Governing Body in respect of any action taken or decision made with respect to the exercise of that power or function at the meeting of the Local Governing Body immediately following the taking of the action or the making of the decision.

20 FINANCIAL MATTERS

20.1 Following Local Governing Body approval, the budget is to be prepared and submitted to the Directors for approval and, for the avoidance of doubt, the Academy budget shall not be effective until such times it has been approved by the Directors.

20.2 The Local Governing Body is required to work to financial constraints including but not limited to cash limits as may be determined by the Trust and based on the approved budget. Under no circumstances has the Local Governing Body the authority to borrow money.

20.3 Except where prior permission has been obtained from the Directors, the Academy budget financial plans and projections must be prepared in accordance with the Trust Financial Handbook or the policies or procedures otherwise in place from time to time.

21 ACCOUNTS AND AUDIT

21.1 The Local Governing Body shall:

21.1.1 keep proper accounts and proper records in relation to the accounts in accordance with the Trust Financial Handbook or the policies or procedures otherwise in place from time to time; and

21.1.2 prepare in respect of each financial year of the Academy a statement of accounts in the form required by the Directors.

21.2 The statement shall give a true and fair account of the state of the Academy's affairs at the end of the financial year and of the Academy's income and expenditure in the financial year.

21.3 The accounts (including any statements prepared under this paragraph) shall be audited by persons appointed in respect of each financial year by the Trust.

22 RESPONSIBILITIES OF THE PRINCIPAL

22.1 Subject to responsibilities of the Local Governing Body and the policy statements of the Trust, the Principal shall be responsible to the Local Governing Body for:-

22.1.1 implementing the agreed policies and procedures laid down by the Local Governing Body and the Directors- this includes the implementation of all statutory regulations;

22.1.2 advising the Local Governing Body on strategic direction, forward planning and quality assurance;

22.1.3 the leadership and management of the Academy;

22.1.4 the admission of pupils;

22.1.5 managing the delegated budget and resources agreed by the Local Governing Body in accordance with the Trust Financial Handbook or the policies or procedures otherwise in place from time to time;

22.1.6 advising the Local Governing Body on the appointment of the Vice Principal and such other senior posts as the Directors may determine;

22.1.7 the appointment of all other staff and (except to the extent directed otherwise by the Directors and/or the Local Governing Body), the salary grading, allocation of duties, appraisal and discipline of all staff in line with disciplinary and capability procedures;

22.1.8 the maintenance of good order and discipline by the pupils including their suspension and/or exclusion within the framework laid down by the Local Governing Body; and

22.1.9 all such additional functions as may be assigned under the job

description or contract of employment.

22.1.10 implementing curriculum policy and deciding which subject options should be taught having regard to resources, and implement provision for flexibility in the curriculum (including activities outside school day);

22.1.11 to enter into contracts subject to financial limits agreed by the Directors and the Governors in accordance with the Trust Financial Handbook or the policies or procedures otherwise in place from time to time;

22.1.12 to make payments subject to financial limits agreed by the Directors and the Governors in accordance with the Trust Financial Handbook or the policies or procedures otherwise in place from time to time;

23 CONDUCT OF STAFF

The Trust (as employer) is responsible for determining the human resource policies, procedures and terms and conditions of service for all employees including the setting of appropriate rules for the conduct of staff, in each case as developed with each Academy. Changes to such policies and procedures will be effected only after consultation with the Local Governing Body, Principal and staff groups where appropriate.

24 RULES AND BYELAWS

The Local Governing Body shall have power to make rules and bye-laws in respect of the government and conduct of the Academy as it shall think fit. Such rules and bye-laws shall be subject to the provisions of these Terms and to approval by the Directors.

25 AMENDMENT OF TERMS

25.1 These Terms shall be subject to review at the first meeting of the Directors in each academic year.

25.2 Notwithstanding paragraph 25.1, as described in paragraph 2, these Terms may be modified or replaced by the Directors at any time.

26 **COPIES OF TERMS**

A copy of these Terms, and of any rules and bye-laws, shall be given to every Governor and shall be available for inspection upon request by members of staff during normal office hours at the offices of the Academy and the Trust.

27 **EFFECTIVE DATE**

These Terms shall come into effect, in relation to a Local Governing Body, on the establishment of the Local Governing Body.

28 **NOTICES**

28.1 Any notice to be given to or by any person pursuant to these Terms (other than a notice calling a meeting of the Local Governing Body) shall be in writing or shall be given using electronic communications to an address for the time being notified for that purpose to the person giving the notice. In these Articles, "Address" in relation to electronic communications, includes a number or address used for the purposes of such communications.

28.2 A notice may be given by the Local Governing Body to its Governors either personally or by sending it by post in a prepaid envelope addressed to the Governor at his registered address or by leaving it at that address or by giving it using electronic communications to an address for the time being notified to the Local Governing Body by the Governor. A Governor whose registered address is not within the United Kingdom and who gives to the Local Governing Body an address within the United Kingdom at which notices may be given to him, or an address to which notices may be sent using electronic communications, shall be entitled to have notices given to him at that address, but otherwise no such Governor shall be entitled to receive any notice from the Local Governing Body.

28.3 A Governor present, either in person or by proxy, at any meeting of the Local Governing Body shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.

28.4 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that a notice contained in an electronic communication

was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted or, in the case of a notice contained in an electronic communication, at the expiration of 48 hours after the time it was sent.