



THE CRANMER EDUCATION TRUST

Terms of Reference of Mayfield Primary School LGB

Policy approved by the Board

A handwritten signature in black ink that reads "Janet E. Gregory". The signature is written in a cursive style with a large initial 'J'.

Janet Gregory
Chair of Trust Board
11th December 2019

APPROVED: DECEMBER 2019

CRANMER EDUCATION TRUST

THE BLUE COAT SCHOOL, EGERTON STREET, OLDHAM. OL1 3SQ

THE CRANMER EDUCATION TRUST
TERMS OF REFERENCE OF MAYFIELD PRIMARY SCHOOL LOCAL
GOVERNING BODY

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1 INTERPRETATION

1.1 In this document:-

“Academy”	means Mayfield Primary School which is one of the Trust’s academies;
“Articles”	means the Articles of Association of the Trust;
“Chief Executive Officer”	means the person appointed by the Trustees as an employee to oversee and co-ordinate all Trust activities;
“Clerk”	means the person appointed to act as clerk to the Local Governing Body; the Clerk ensures that meetings are minuted by a trained person;
“Executive Assistant”	means the person employed by the Trust Board to ensure communication with the governors;
“Chief Finance Officer/Finance Director”	means the person appointed by the Trustees as an employee, under the overall direction of the Chief Executive Officer, to oversee the financial aspects of the Trust;
“Funding Agreements”	means the Master Funding Agreement entered into between the Secretary of State and the Trust for the funding of the Trust’s academies, as amended from time to time, and the Supplemental Funding Agreement entered into between the Secretary of State and the Trust for funding relating to the Academy, as amended from time to time;
“Governor”	means a member of the Local Governing Body;
“LA”	means the Council in whose area the Academy is situated;
“Local Governing Body”	means the local governing body of the Academy constituted pursuant to article 100 (a) of the Trust’s Articles and as provided by paragraph 4 of this document;

“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 (as applied to the Trustees);
“Headteacher”	means the employee at the Academy who has been appointed to have overall day to day control of and responsibility for the Academy;
“the Trust”	means The Cranmer Education Trust, a company limited by guarantee having registered company number 07687709 and registered address c/o The Blue Coat School, Egerton Street, Oldham, Lancashire, OL1 3SQ; and
“the Trustees”	means those persons appointed as directors (under company law) who are also trustees of the Trust (under charity law).

2 THESE TERMS OF REFERENCE

- 2.1 These terms of reference are drafted and maintained by the Trust. The Trustees may make amendments to these terms of reference from time to time, pursuant to the Trust’s Articles.
- 2.2 In the event that amendments are made, the Trust shall notify the Chair of the Local Governing Body, who shall make the other Governors aware of such changes.

3 THE TRUST AND LOCAL GOVERNING BODY

- 3.1 The Trust is a charitable company limited by guarantee. It has entered into the Funding Agreements with the Department for Education so it is the Trust that is ultimately responsible to the Department for Education.
- 3.2 The Trustees are the charity trustees (within the terms of S.177 of the Charities Act 2011) and responsible for the general control and management of the administration of the Trust in accordance with the provisions set out in the Articles.
- 3.3 The Local Governing Body shall be a committee of the Trustees established pursuant to Article 100 a) of the Articles.

4 LOCAL GOVERNING BODY - GOVERNORS

- 4.1 The overarching principles governing the composition of the Local Governing Body are as follows:-
- 4.1.1 where the Academy is performing well, the Local Governing Body will have increased autonomy from the Trust and the Trust may have less overall involvement with its governance structure;

- 4.1.2 where the Academy is performing less well, the Trust will have increased involvement with the Local Governing Body, including increased direct appointees on the Local Governing Body; and
- 4.1.3 where the Academy is deemed by the Trustees to require rapid improvement the Local Governing Body will be reconstituted as an Interim Executive Board with a revised terms of reference.
- 4.2 The members of the Local Governing Body shall be known as 'Governors' and individually as 'Governor'.
- 4.3 Membership of the Local Governing Body shall be determined in accordance with the following provisions:-
 - 4.3.1 The total membership shall be not less than 7 nor more than 9.
 - 4.3.2 The membership of the Local Governing Body shall comprise:-
 - (a) The **Headteacher**;
 - (b) 2 Elected Parents;
 - (c) Up to 5 appointees of the Trust; and
 - (d) 1 elected member of staff who has a permanent contract of employment with the Cranmer Education Trust and is based at Mayfield Primary School.
 - 4.3.3 Not used.
 - 4.3.4 The Local Governing Body shall have the power, with the consent of the Trustees, to co-opt Governors but so that the total number of Governors shall never exceed 9 (the intent being that such power of co-option should only be used to fill places not filled by the Trustees pursuant to clause 4.2.2 (c)).
- 4.4 The Local Governing Body may continue to act notwithstanding a temporary vacancy in its composition.

5 APPOINTMENT OF CHAIR AND VICE-CHAIR OF LGB

- 5.1 The Chair of the Academy's first Local Governing Body may be appointed by the Trustees. Each subsequent Chair shall be appointed by the Trustees from amongst all of the Governors at the Academy taking into account any advice sought from the Chief Executive Officer.
- 5.2 The term of office of the Chair of a Local Governing Body shall be 1 year. Further, subject to remaining eligible to be a Chair, any Governor may be re-appointed as Chair in accordance with paragraph 5.1.
- 5.3 The Vice-Chair of the Local Governing Body shall be appointed by the Trustees for a term of 1 year.
- 5.4 For the avoidance of doubt, there is no presumption that the Vice-Chair shall automatically become the Chair following the removal or retirement of the Chair. Subject to remaining eligible to be a Vice Chair, any Governors may be re-appointed for further terms of office as Vice-Chair by the Trustees.

- 5.5 If both the Chair and the Vice-Chair are absent from any meeting of the Local Governing Body, those Governors present shall appoint one of their number to chair the meeting.

6 RESPONSIBILITIES OF TRUSTEES, CHIEF EXECUTIVE OFFICER AND LOCAL GOVERNING BODY

- 6.1 In summary, the **role of the Trustees** involves controlling the management and administration of the Trust. This includes developing and implementing overall strategy, vision and consistency of brand, and ensuring value for money and legal compliance of the Trust. The Trustees are responsible for ensuring the Trust is solvent, well-run and delivering the Trust's charitable objects. The Trustees must also hold the Chief Executive Officer to account.
- 6.2 The **role of the Chief Executive Officer** is to have delegated responsibility for the operation of the Trust including the performance of the Trust's academies. He or she manages the **Headteachers** of the Trust's academies and is also the Accounting Officer with overall responsibility for the finances of the Trust.
- 6.3 The **role of Governors** (constituting the Local Governing Body) is to carry the Trust's vision forward, 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.
- 6.4 The Trust's Scheme of Delegation for the Academy can be found at **Appendix 1**. This document sets out in detail the delegation of functions between the Trustees, Executive and Local Governing Bodies. It also identifies who can take decisions on specified matters.

7 RESIGNATION & REMOVAL OF GOVERNORS

- 7.1 A Governor may at any time resign his or her office by giving notice in writing to the Clerk to the Local Governing Body.
- 7.2 A Governor shall cease to hold office if he or she is removed by the person or persons who appointed him or her. This provision does not apply in the case of the Parent Governor.
- 7.3 The Trustees may terminate the appointment of any Governor, including Parent Governors, whose presence or conduct is deemed by the Trustees not to be in the best interests of the Trust or the Academy.
- 7.4 A Parent Governor shall automatically cease to hold office when his or her child or children cease to be a pupil or pupils at the Academy. This does not prevent the Trustees agreeing to appoint a former Parent Governor a Trustee appointed Governor.

8 PERSONS INELIGIBLE TO BE GOVERNORS

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

- 8.2 A Governor shall cease to hold office if he or she becomes incapable by reason of mental disorder, illness or injury of managing or administering his or her own affairs.
- 8.3 A Governor shall cease to hold office if he or she is absent without the permission of the Governors or Trustees from all Local Governing Body meetings held within a period of six months and the Governors resolve that this office is deemed to be vacated.
- 8.4 A Governor shall cease to hold office if he or she would be disqualified from acting as a charity trustee by virtue of sections 178-180 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).
- 8.5 A person shall be disqualified from holding or continuing to hold office as a Governor:-
- 8.5.1 If:-
- (a) his or her estate has been sequestrated and the sequestration has not been discharged, annulled or reduced;
 - (b) he or she is the subject of a bankruptcy restrictions order or an interim order.
- 8.5.2 At any time when he or she is:-
- (a) included in the children or vulnerable adults barred lists maintained by the Disclosure and Barring Service;
 - (b) does not meet the requirements set out under the statutory guidance Keeping Children Safe in Education (as amended); or
 - (c) disqualified from working with section 75 of the Childcare Act 2006.
- 8.5.3 Where he or she 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 sections 178-180 of the Charities Act 2011.
- 8.5.4 If he or she has not complied with the Trust's DBS policies. Governors are required to be familiar with the DBS policies and must act in compliance with them.
- 8.5.5 Is the subject of a direction made pursuant to section 128 of the Education and Skills Act 2008.
- 8.6 Where a person becomes disqualified from holding, or continuing to hold office as a Governor and he or she is, or is proposed, to become such a Governor, he or she shall upon becoming so disqualified give written notice of that fact to the Trust.

9 GOVERNORS' TERM OF OFFICE

- 9.1 Any Governor shall hold and vacate office in accordance with the terms of his or her appointment but (except in the case of the **Headteacher**) the length of his term of office shall not exceed four years.
- 9.2 Subject to remaining eligible to be a Governor, any Governor may be re-appointed for consecutive periods as the Trustees see fit.

10 CONFLICTS OF INTEREST

- 10.1 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 Trustees with regard to having a Personal Financial Interest shall also apply to the Governors.
- 10.2 The procedure detailed at Article 6 of the Articles shall apply to the Local Governing Body.
- 10.3 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 or her duties as a Governor shall disclose that fact to the Governors as soon as he or she becomes aware of it and it must be recorded in the Trust's Register of Interests. A Governor must absent himself or herself from any discussions of the Governors 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 any duty or personal interest (including but not limited to any Personal Financial Interest).
- 10.4 The register of interests and records of conflict of interest are maintained and updated by the clerk to the Trustees.
- 10.5 No Governor is permitted to use his or her connection to the Trust or Academy for personal gain, including payment under terms that are preferential to those that would be offered to an individual or organisation with no connection to the Trust.
- 10.6 All Governors must ensure that they comply with the relevant parts of the Trust Finance Manual, as amended from time to time.

11 MEETINGS OF LOCAL GOVERNING BODY

- 11.1 The Local Governing Body shall meet at least once in every term, and shall hold such other meetings as may be necessary.
- 11.2 The annual schedule of meetings shall be agreed by the Trustees in July and communicated to Governors by the Clerk.
- 11.3 Governors shall be notified of the agenda for each meeting by the Executive Assistant of the Trust. Papers are posted on GovernorHub ensuring that communication is efficient and GDPR compliance is fully upheld.
- 11.4 A special meeting of the Local Governing Body shall be called by the Clerk, if 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

Vice-Chair must consult with the Clerk and CEO if s/he believes that 7 days' notice of the meeting should be waived. The period of notice will depend on the practicalities involved in convening the other Governors and ensuring clerking.

- 11.5 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.

12 QUORUM FOR GOVERNORS' MEETINGS

- 12.1 Meetings of the Local Governing Body shall be quorate if three Governors are present.
- 12.2 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.
- 12.3 If for lack of a quorum a meeting cannot be held or, as the case may be, cannot continue, the Chair shall, if he or she 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.

13 PROCEEDINGS OF GOVERNORS' MEETINGS

- 13.1 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.
- 13.2 A Governor may not vote by proxy.
- 13.3 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.
- 13.4 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 or her remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement are to be considered.
- 13.5 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).
- 13.6 Any Governor may participate in meetings of the Local Governing Body by telephone or video conference only in extraordinary circumstances and with the prior written permission of the Chair (or in the absence of the Chair, the Vice Chair).

14 MINUTES AND PUBLICATION

- 14.1 At every meeting of the Local Governing Body the minutes of the last meeting shall be taken as the first agenda item after any apologies, except in cases where the Governors present decide otherwise, and, if agreed to be accurate, shall be signed as a true record by the Chair or, if the Chair was absent, a Governor that was present during that meeting.
- 14.2 At least annually in the Winter Term the Local Governing Body shall review and note the Trust's safeguarding policy and a minute to this effect shall appear in the minutes of the meeting. In each termly meeting, the designated Governor for safeguarding shall report in line with Trust's policy in relation to checks of the single central register and the local safeguarding children in education audit.
- 14.3 The Clerk 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 Governors via GovernorHub.

15 DELEGATION OF FUNCTIONS AND COMMITTEES

- 15.1 The Local Governing Body may establish sub-committees and the powers of any such sub-committees, their terms of reference and membership shall be determined by the Local Governing Body in accordance with any guidance or policies of the Trust.
- 15.2 The sub-committees may include members who are not Governors.
- 15.3 Except where it is otherwise constrained within its terms of reference, a Committee may invite attendance by persons who are neither Governors nor committee members where such attendance is considered by the members of the Committee to benefit its deliberations.
- 15.4 It is the responsibility of the Local Governing Body to make arrangements to ensure that all meetings of sub-committees are properly and accurately minuted.
- 15.5 Copies of the minutes of sub-committee meetings are to be circulated to all Governors and those who are entitled to attend Local Governing Body meetings.

16 FINANCIAL MATTERS

- 16.1 The budget of the Academy will be presented to the Local Governing Body to note before it is passed to the Trustees for approval and, for the avoidance of doubt, the Academy budget shall not be effective until such time as it has been approved by the Trustees.
- 16.2 The outturn of the Academy is presented to the Local Governing Body to note annually before it is presented to the Trustees for approval.
- 16.3 The Local Governing Body is required to refer to and comply with the Trust's Finance Manuals, Parts 1 and 2 and other Trust Financial Policies, as amended from time to time.

17 RESPONSIBILITIES OF THE HEADTEACHER

- 17.1 Subject to responsibilities of the Local Governing Body and the policy statements of the Trust, the **Headteacher** shall be responsible to the Local Governing Body for:-
- 17.1.1 implementing the agreed policies and procedures laid down by the Trust and the Local Governing Body, including the implementation of all statutory regulations;
 - 17.1.2 advising the Local Governing Body on strategic direction, forward planning and quality assurance;
 - 17.1.3 the leadership and management of the Academy;
 - 17.1.4 the admission of pupils;
 - 17.1.5 managing the delegated budget and resources agreed by the Trustees;
 - 17.1.6 advising the CEO on the appointment of the Senior Leaders and such other senior posts as the Trustees may determine;
 - 17.1.7 the appointment of all other staff and (except to the extent directed otherwise by the Trustees and/or the Local Governing Body), the salary grading, allocation of duties, appraisal and discipline of all staff;
 - 17.1.8 the maintenance of good order and discipline by the pupils including their fixed term or permanent exclusion within the framework laid down by the Local Governing Body; and
 - 17.1.9 all such additional functions as may be assigned under the job description or contract of employment.

18 CONDUCT OF STAFF

- 18.1 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. The local Joint Consultation and Negotiation Committee will also be consulted, as appropriate.

19 RULES AND BYELAWS

- 19.1 The Local Governing Body shall have power to make rules and bye-laws in respect of the governance and conduct of the Academy as it shall think fit. Such rules and bye-laws shall be subject to the provisions of this document and to approval by the Trustees.

20 AMENDMENT OF INSTRUMENT AND RULES OF GOVERNMENT

- 20.1 As described in paragraph 2.1, this document may be modified or replaced by the Trust.

21 COPIES OF INSTRUMENT AND RULES OF GOVERNMENT

- 21.1 A copy of this document, 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.

22 EFFECTIVE DATE

- 22.1 This terms of reference shall come into effect on the date they are determined and approved by the Trustees.