



Agora Learning Partnership

Scheme of Delegation

2022/23

Appendix E

Terms of Reference for Academy Governing Boards

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Responsibility for review: Board of Trustees

1. INTRODUCTION

- 1.1 The Agora Learning Partnership Scheme of Delegation outlines the role of the Academy Governing Boards. These Terms of Reference operate as an Appendix to the Scheme of Delegation.

Academy Governing Boards are local governing bodies with functions and responsibilities and accountabilities delegated by the Board of Trustees. Their role is to steer, challenge and support the leadership, contribute to the success of their Academy and to recommend and contribute to the work of the Trust thereby benefitting all Academies across the Trust.

- 1.2 These Terms of reference will be kept under regular review

2. CONSTITUTION

- 2.1 An Academy Governing Board shall be established for each of the academies or academy groups in accordance with the structure outlined in the Scheme of Delegation and any relevant policy adopted from time to time. The headteacher can also choose to be a member of the Academy Governing Board and the Articles also stipulate the inclusion of two parent governors if there is no representation at the Trust Board level.
- 2.2 The Academy Governing Board is a Committee of the Trust Board.
- 2.3 All persons appointed or elected to the Academy Governing Board shall give a written undertaking to the Trust Board to uphold the object and mission of the Trust.
- 2.4 The Board of Trustees remains ultimately responsible for the multi academy trust and the conduct of the academies within the trust. The operation of the various elements of governance is outlined in the Scheme of Delegation.
- 2.5 The AGB may establish working groups to carry out certain tasks for the AGB (see Scheme of Delegation). The AGB must determine the membership and remit of any working group it decides to establish. Working groups should be task focused and time limited, for example to review the budget, health and safety or scrutiny of a particular area; they allow a focus on a particular aspect with the group reporting back to the full AGB.

3. TERM OF OFFICE

3.1 The term of office for any person serving on the Academy Governing Board shall be 4 years save that this time limit shall not apply to the headteacher or any post which is held ex officio, who will serve for as long as he or she remains in office. Subject to remaining eligible to be a particular type of member, any person may be re-appointed or re-elected to the relevant Board. For governors appointed by the Board of Trustees, names of those wishing to be re-appointed to the AGB following the completion of their 4 year term should be supplied by the Chair of the AGB to the Chief Operating Officer (COO) who will liaise with the Chair of the Board, the CEO and the link Trustee for approval. The approval process will consider, alongside other factors, the length of time served by the governor to date and the experience of the remaining governors on the AGB.

4. APPOINTMENT OF GOVERNORS

4.1 All governors are, technically, appointed by the Board of Trustees. Each AGB shall have a Chair and a Vice-Chair.

4.2.1 Every person appointed as a governor will be required to sign a declaration of acceptance and of willingness to act as a governor, in the form set out in **Appendix 1** or as prescribed by the Board of Trustees from time to time, and shall make disclosures for the purposes of a criminal records check by the Disclosure and Barring Service.

4.2.2 AGBs will secure interest of potential Trust governors for their AGB. The chair will seek approval on these appointments by contacting the COO who will liaise with the Chair of Trustees, the CEO and link Trustee for approval. Where AGBs are struggling to recruit governors, advice and support can be sought from the COO. Members of staff cannot be appointed as a Trust governor.

4.3 Composition of Academy Governing Boards

Each AGB comprises a minimum of nine and a maximum of twelve members (which we refer to as **Governors**). Depending on the size of the AGB, it will need to include:

9 governors	10 governors	11 governors	12 governors
1 headteacher	1 headteacher	1 headteacher	1 headteacher
4 appointed by the Board of Trustees			
2 elected parents	2 elected parents	2 elected parents	2 elected parents
1 elected member of teaching staff			
1 elected member of non-teaching staff			
0 co-opted by the AGB	1 co-opted by the AGB	2 co-opted by the AGB	3 co-opted by the AGB

4.4 Safeguarding

Academy Governing Boards must apply for an enhanced DBS certificate for any governor who does not already hold one and/or any governor who is not registered with the DBS update service at the time of appointment. They must do so within 21 days of appointment or election of a new governor. This statutory requirement applies to all governors elected or appointed after 1 April 2016. Academy Governing Boards must also ensure that all governors register and maintain their subscription with the DBS update service whilst they remain a governor. References must be sought and held for all governors on the AGB

4.5 Personal business interests of academy governors

All Governors shall complete an annual confirmation statement, incorporating their business interests.

Any governor who has any duty or personal interest that conflicts or may conflict with his or her duties as a governor shall:

- disclose that fact to the AGB as soon as he or she becomes aware of it. A governor must absent himself or herself from any discussions of the AGB 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
- withdraw during the vote and have no vote on the matter

4.6 Elected Staff Governors

The teacher member of the AGB shall be elected by the teaching staff at the relevant academy. The non-teaching staff member of the AGB shall be elected by the non-teaching members of staff of the relevant academy.

4.7 Elected Parent Governors

Parent Governors for each AGB shall be elected in accordance with the process set out below:

- When a vacancy arises, the AGB 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 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 AGB, the AGB can choose to appoint all (or any) of those nominated.

- If there are more nominees than places available, the AGB will write to all parents of pupils at the academy asking them to vote for their preferred candidate.

A Parent 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.

5 RESIGNATION AND REMOVAL OF GOVERNORS

- 5.1 A person serving on the Academy Governing Board shall cease to hold office if he or she resigns his or her office or is removed by the Trust Board (which the Trustees reserve the power to do without the need to provide any reasons for removal). Any vacancy on an Academy Governing Board will trigger an appropriate appointment or election.
- 5.2 If any person who serves on the Academy Governing Board in his or her capacity as an employee ceases to be employed and/or work at the academy then he or she shall be deemed to have resigned and shall cease to serve on the Academy Governing Board automatically on termination of his or her work at the academy.
- 5.3 Where a person who serves on the Academy Governing Board resigns his or her office or is removed from office, that person or, where he or she is removed from office, those removing him or her, shall give written notice to the Chair of the Academy Governing Board. Where the AGB faces challenging circumstances at any point, for example regarding the number of vacant roles on the AGB, a member of the AGB (selected by the AGB) should contact the COO in the first instance.
- 5.4 A governor's office will be terminated if:
- any event or circumstance occurs which would disqualify him or her from the office of Trustee under the Trust's Articles were he or she to hold such office
 - he or she has, without the consent of the AGB, failed to attend AGB 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

6 APPOINTMENT OF CHAIR AND VICE-CHAIR

- 6.1 The members of the Academy Governing Board shall each school year, at their first meeting in that year, subject to the approval of the Trust Board, elect a Chair and a Vice-Chair from among their number except any person who is employed by the Trust to work at any of the academies. The term of office for the Chair, therefore, is one academic year, but the Chair is eligible for reappointment at the end of that term. Approval of the Trust Board should be sought by sending the Company Secretary a GovernorHub link to the minutes from the meeting in which the election

took place and a brief summary of skills and experience to fulfil the role of any chair new to the role. Ratification of new AGB chairs will be the decision of the Chair of the Trust, supported by the proposed governor's statement and any considerations of the Board, the CEO or the link Trustee.

6.2 The role of the Chair of the Academy Governing Board is an important one, demanding yet worthwhile. Whilst the Chair is elected by the members of the Academy Governing Board, because of the vital link and the importance of maintaining a strong and effective relationship between the Academy Governing Board and the Trust Board, the appointment following election is subject to the approval of the Trust Board. The Chair must be approachable, readily accessible and ready to take issues and ideas raised by the Academy Governing Board seriously. The National Governance Association's (NGA's) view is that an element of regular reappraisal and renewal is beneficial to all schools, and that all chairs should normally expect to step down after a maximum of six years in post. The Trust Board will take this view into account in their approval process.

6.3 The Chair's specific duties are to:

- provide a clear lead and direction for the Academy Governing Board, understanding the aims of the academy, the roles played by all those involved and the vision of the Trust in relation to its academies;
- build an effective team, attracting individuals to the Academy Governing Board with necessary skills and experience, promoting equality and diversity, ensuring priority is given to those who can make a positive contribution to driving school improvement and supporting their development to maximise the benefit of their contribution;
- work closely with the headteacher and the Chief Executive Officer to ensure there is proper challenge and encouragement;
- ensure that school improvement is the focus of all policy and strategy for the academy, reminding the members of the Academy Governing Board of this as often as necessary;
- hold the members of the Academy Governing Board to account, ensuring the business of the Academy Governing Board is conducted efficiently and effectively, setting agendas, chairing meetings ensuring all members have the opportunity to contribute and are listened to with clear decisions being made when necessary;
- be available when there is a need to act quickly, taking or supporting the headteacher in taking urgent action and making decisions, in conjunction with the CEO if applicable, subject to subsequent ratification by the Academy Governing Board (or the Trust Board as the case may be);
- Act as a direct link between the AGB and CEO or Board of Trustees

- 6.4 The Chair or Vice-Chair may at any time resign his office by giving notice in writing to the Academy Governing Board. The Chair or Vice-Chair shall cease to hold office if:
- he or she ceases to serve on the Academy Governing Board;
 - he or she is employed by the Trust whether or not at the academy;
 - he or she is removed from office in accordance with either the Scheme of Delegation or these Terms of Reference; or
 - in the case of the Vice-Chair, he or she is elected in accordance with these Terms of Reference to fill a vacancy in the office of the Chair.
- 6.5 Where by reason of any of the matters referred to in paragraph 5.4, a vacancy arises in the office of Chair or Vice-Chair, the members of the Academy Governing Board shall at its next meeting elect one of their number to fill that vacancy.
- 6.6 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.
- 6.7 Where in the circumstances referred to in paragraph 5.6 the Vice-Chair is also absent from the meeting or there is at the time a vacancy in the office of Vice-Chair, the members of the Academy Governing Board shall elect one of their number to act as a chair for the purposes of that meeting.
- 6.8 The clerk to the Academy Governing Board shall act as chair during that part of any meeting at which the Chair is elected.
- 6.9 Any election of the Chair or Vice-Chair which is contested shall be held by secret ballot.
- 6.10 The Chair or Vice-Chair may be removed from office by the Trust Board at any time, although this would not necessarily affect the individual's position as a governor.

7. APPOINTMENT OF OTHER ROLES

7.1 *Other responsibilities*

Each AGB shall appoint from among its members individuals with specific responsibilities which shall include a governor with responsibility for:

- special educational needs and inclusion
- safeguarding
- statutory grants (including pupil premium)
- health and safety
- finance
- GDPR
- Cyber security

7.2 *Clerk to the Academy Governing Board*

The AGB, in consultation with the CEO or the Agora Learning Partnership Academy Improvement Lead, shall appoint a Clerk to the AGB who must **not** be a governor in the academy. In the absence of the Clerk, the AGB shall elect a replacement for the meeting (who may be a governor).

The responsibilities / functions of the Clerk to the AGB are as follows:

- convene meetings of the AGB including sending notices and papers of meetings;
- attend meetings of the AGB and ensure minutes are produced;
- maintain a register of members of the AGB including their terms of office and report any vacancies to the AGB;
- maintain a register of business interests of AGB members;
- maintain a register of governors' attendance at meetings and report on non-attendance to the AGB;
- report to the AGB as required on the discharge of the Clerk's functions; and
- perform such other functions as shall be determined by the AGB from time to time

8 MEETINGS

- 8.1 Meetings of the AGB will be held at least twice each term (more often if it deemed required by the governors).
- 8.2 The minutes of the proceedings of a meeting of the Academy Governing Board shall be drawn up and entered into a book (electronic or otherwise) kept for the purpose by the person authorised to keep the minutes of the Academy Governing Board and shall be signed (subject to the approval of the members of the Academy Governing Board) at the same or next subsequent meeting by the person acting as chair thereof. The minutes shall include a record of:
- all appointments of officers made by the Academy Governing Board
 - all proceedings at meetings of the Academy Governing Board and of working groups of the Academy Governing Board including the names of all persons present at each such meeting
- 8.3 The Chair shall ensure that copies of minutes of all meetings of the Academy Governing Board shall be uploaded to GovernorHub as soon as reasonably practicable after those minutes are approved by the Chair for approval at the next meeting.
- 8.4 Subject to these Terms of Reference and provided the Academy Governing Board complies with any requirements of the Trust Board regarding specific business to be conducted, the Academy Governing Board may regulate its proceedings as it sees fit, provided at all times that there is openness and transparency in matters relating to the Academy Governing Board.

- 8.5 Meetings of the Academy Governing Board shall be convened by the clerk to the Academy Governing Board.
- 8.6 Any three members of the Academy Governing Board may, by notice in writing given to the clerk, requisition a meeting of the Academy Governing Board; and it shall be the duty of the clerk to convene such a meeting as soon as is reasonably practicable.
- 8.7 Each member of the Academy Governing Board shall be given at least seven clear days before the date of a meeting:
- notice thereof and sent to each member of the Academy Governing Board at the email address provided by each member from time to time; and
 - a copy of the agenda for the meeting provided that where the chair or, in his absence or where there is a vacancy in the office of Chair, the Vice-Chair, so determines on the ground that there are matters demanding urgent consideration, it shall be sufficient if the notice of a meeting, and the copy of the agenda thereof are given within such shorter period as he directs.
- 8.8 The convening of a meeting and the proceedings conducted thereat shall not be invalidated by reason of any individual not having received notice of the meeting or a copy of the agenda thereof.
- 8.9 A resolution to rescind or vary a resolution carried at a previous meeting of the Academy Governing Board shall not be proposed at a meeting of the Academy Governing Board unless the consideration of the rescission or variation of the previous resolution is a specific item of business on the agenda for that meeting.
- 8.10 A meeting of the Academy Governing Board shall be terminated forthwith if:
- the members of the Academy Governing Board so resolve; or
 - the number of members present ceases to constitute a quorum for a meeting of the Academy Governing Board in accordance with paragraph 9.1
- 8.11 Where in accordance with paragraph 7.9 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.
- 8.12 Where the Academy Governing Board resolves in accordance with paragraph 7.10 to adjourn a meeting before all the items of business on the agenda have been disposed of, the Academy Governing Board shall before doing so determine the time and date at which a further meeting is to be held for the purposes of completing the consideration of those items, and it shall direct the clerk to convene a meeting accordingly.

8.13 The Governors may invite persons who are not governors (such as a 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

8.14 ***Cycle of Work (Annual)***

All AGBs are expected to have an annual cycle of work identifying the key tasks which must be completed each term. Each year the Trust will provide agenda items for 2 meetings per term to be supplemented with local agenda items. The annual cycle of work should be agreed at the first AGB meeting in the autumn term. In setting an annual cycle of work governors should bear in mind:

- AGB agendas will contain items that will need to be addressed each term in addition to those in the annual cycle of work, therefore AGBs should plan their time accordingly.
- Governors may wish to consider delegating specific time limited tasks to working parties or focus groups, to manage them more efficiently
- All the AGB's policies will require review on a regular basis and these should be noted in the annual cycle of work in addition to the adoption of Trust wide policies.

8.15 ***Academy Governing Board development plan***

AGBs should always be mindful of their own development. Each year the AGB should carry out the Trust's self-assessment, which is linked to the Trust's Scheme of Delegation. Following the self-assessment AGBs should agree development areas for the following academic year.

9 QUORUM

9.1 The quorum for meetings of the AGB and for any vote on a matter at such meetings is one half of the total number of governors in office at that time (rounded up to the nearest whole number).

9.2 The Academy Governing Board may act notwithstanding any vacancies on its board, but, if the numbers of persons serving is less than the number fixed as the quorum, the continuing persons may act only for the purpose of filling vacancies or of calling a general meeting.

9.3 Subject to these Terms of Reference, every question to be decided at a meeting of the Academy Governing Board shall be determined by a majority of the votes of the persons present and entitled to vote on the question. Every member of the Academy Governing Board shall have one vote, with the Chair having a casting vote in the event of a tie.

9.4 A resolution in writing, signed by all the persons entitled to receive notice of a meeting of the Academy Governing Board, shall be valid and effective as if it had been passed at a meeting of the Academy Governing Board duly convened and held. Such a resolution may consist of several documents in the same form, each signed by

one or more of the members of the Academy Governing Board and may include an electronic communication by or on behalf of the member indicating his or her agreement to the form of resolution providing that the member has previously notified the Academy Governing Board in writing of the email address or addresses which the member will use.

9.5 Subject to paragraph 9.6, the Academy Governing Board shall ensure that a copy of:

- the agenda for every meeting of the Academy Governing Board;
- the draft minutes of every such meeting, if they have been approved by the person acting as 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 at the academy to persons wishing to inspect them

9.6 There may be excluded from any item required to be made available in pursuance of paragraph 9.5, any material relating to:

- a named teacher or other person employed, or proposed to be employed, at the academy or the Trust;
- a named pupil at, or candidate for admission to, the academy; and
- any matter which, by reason of its nature, the Academy Governing Board is satisfied should remain confidential.

9.7 Each Academy Governing Board will agree as a group the best arrangements for their meetings, including the number to be held remotely or face to face. Any member of the Academy Governing Board shall be able to participate in planned face to face meetings of the Academy Governing Board remotely provided that;

- they have given notice of their intention to do so at least 48 hours before the meeting, explaining the reasons why attending in person are not possible (unless exceptional circumstances apply); and
- the Academy Governing Board has access to the appropriate equipment at the location of the meeting, and if, after all reasonable efforts, it does not prove possible for the person to participate remotely (for example if there are connection issues), the meeting may still proceed with its business provided it is otherwise quorate.

10 NOTICES

10.1 Any notice to be given to or by any person pursuant to the Scheme of Delegation or these Terms of Reference (other than a notice calling a meeting of the Academy

Governing Board) 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 Terms of Reference, “address” in relation to electronic communications, includes a number or address used for the purposes of such communications.

- 10.2 A notice may be given by the Academy Governing Board to its members either personally or by sending it by post in a prepaid envelope addressed to the member at his or her 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 Academy Governing Board by the member. A member whose registered address is not within the United Kingdom and who gives to the Academy Governing Board 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 or her at that address, but otherwise no such member shall be entitled to receive any notice from the Academy Governing Board.
- 10.3 A member of the Academy Governing Board present, either in person or by proxy, at any meeting of the Academy Governing Board shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.
- 10.4 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.