Extend Learning
Academies Network

Trust Board and Committee Terms of Reference

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3.0	Sept 2020	SE	Combined finance committee and audit & risk Updated Board meeting frequency in line with ESFA guidance.
4.0	Sept 2021	SE	Inclusion of fraud reporting to finance, general purposes, audit & risk committee TofR. Amendment to LGC TofR for agreeing minutes.
4.1	March 2022	SE	Update to the membership of the Finance, General Purposes, Audit & Risk Committee
5.0	October 2022	SE	Annual review. No updates.
6.0	October 2023	SE	Annual review. Update to LGC terms of reference. Changed LGC membership minimum from 7 to 5, quorum consistent with Articles, more detail included for remit & responsibilities, term of office, proceedings, conduct and disqualification.
7.0		SE	Updated to reflect scheme of delegation, some elements of new Academy Trust Governance Guide, ATH, and review of committee roles and responsibilities.
7.1	Jan'25	SE	Update LGB TofR to include staff membership on other ELAN LGBs
8.0	Sept'25	SE	Annual review. Refined wording and structured section headings.
8.1	Dec'25	SE	Update appendix 1
9.0	July 2026	SE	Oversight of HR external services added to the PPP committee. Removed 'high level activities' table from LGB TofR and included local governor role description

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Terms of Reference: ELAN Board (Directors)

Purpose of the Board of Directors
The trust Board has three main strategic functions:-

1). Strategic Leadership
2). Accountability and Assurance
3). Strategic Engagement

The Board has collective accountability and strategic responsibility for the trust. It has a focus on ensuring the trust delivers an extraordinary education to pupils while maintaining effective financial management and must ensure compliance with:

- the trust's charitable objects
- regulatory, contractual and statutory requirements
- the trust's funding agreement

The Board also has strategic and statutory responsibility for safeguarding and special educational needs and disabilities (SEND) arrangements within and across the academy trust ensuring the promotion of pupil welfare and for keeping the trust estate safe and well-maintained.

The Board plays a crucial role in overseeing the effective governance of the academy trust.

Decision-Making Body: The Board are responsible for making decisions related to all the academies within the trust. The Board are accountable and responsible for the overall governance of the trust.

Legal Responsibilities: The Board has legal responsibilities outlined in the trust's Articles of Association, the funding agreement, and the Academy Trust Handbook.

Strategic Leadership: The Board sets and implements a clear strategy for the trust, ensuring alignment with the trust's charitable objects, aims and values.

Accountability and Assurance: The Board holds executive leaders to account for the effective implementation of the trust strategy and operating plan. The Board ensures accountability through robust governance practices that improve educational standards and financial performance, and provides assurance that the trust's strategy is being effectively executed.

Financial Oversight: The Board oversees the financial performance of the trust. This includes approving the annual budget, monitoring spending against the budget, ensuring proper financial management and that public money is well spent. Regular management accounts are prepared to assess financial position and performance.

Strategic Engagement: The Board oversees strategic relationships with external stakeholders, including the involvement of parents, schools and communities. Effective communication and relationships with key stakeholders helps to align the trust's actions with its strategic goals and governance standards.

The Board is accountable for all of the schools within ELAN but it has delegated some governance functions to the local governing body of each academy within ELAN.

Membership

- As per the Articles of Association:
    - the number of trustees shall be not less than three but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.
    - The Members may appoint by ordinary resolution up to 7 trustees.
    - The Members may appoint by ordinary resolution the CEO to be appointed as a trustee
- The number of trustees who are employees of the trust shall not exceed one third of the total number of trustees including the CEO.

- The Chair and Vice Chair of the Board will be elected on an annual basis at the first meeting in the autumn term.
- No Director employed by the trust will act as Chair or Vice Chair. In the absence of the Chair and Vice Chair, the Board will elect a temporary replacement from among the Directors who are present at the meeting.
- The Governance Professional to the Board is appointed by the Board of Directors.

Quorum and Voting
The quorum is any three Trustees, or where greater, any one third (rounded up to a whole number) of the total number of Trustees holding office at the date of the meeting.

Decisions taken on a vote will be carried by a simple majority. If the vote is tied, the Chair will have a casting vote.

If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Trustees may determine.

In the event that an urgent decision has to be taken between meetings on matters falling within the remit of the Board, the Chair shall have delegated authority to make any such decision following consultation with the Vice-Chair of the Board. Any decision taken and reasons for the urgency shall be explained and ratified at the next meeting of the Board. In exceptional circumstances an extraordinary meeting of the Board may be called

Meetings
The Board will meet as often as is necessary to fulfil their responsibilities but at least six times a year.

The Governance Professional to the Board will circulate an agenda for each meeting (with supporting documents if available) not later than seven clear days before each Board meeting.

Attendance at each Board meeting, issues discussed and recommendations for decisions will be recorded. The written record will be included on the agenda of the next meeting of the Board of Directors.

In the event of a need to make genuinely urgent decisions between meetings of the Board of Directors in terms of matters falling within the remit of the Board, the Chair will take appropriate action on behalf of the Board.

Board Terms of Reference

Governance and Compliance
- Ensure adherence with the provisions of the Funding Agreements with the Secretary of State.
- Ensure compliance with all relevant statutory regulations, legislation, and Charity Commission requirements governing the Trust's schools.
- Establish and annually review the Scheme of Delegation.
- Set and review annually the terms of reference for Board committees, including Local Governing Bodies.
- Approve the appointment and removal of Directors (excluding Community Directors), the Governance Professional, Company Secretary, Accounting Officer, Chief Executive Officer, Chief Finance Officer, hub leads, executive headteachers, and academy headteachers (in consultation with Local Governing Bodies).
- Approve all HR policies, performance management frameworks, and terms and conditions of employment.
- Approve the Trust's staffing structure.
- Approve annual pay awards for executives, teaching and support staff, based on committee recommendations.

Strategic Leadership and Planning

- Define the Trust's vision, values, and strategic objectives.
- Determine the Trust's corporate strategy and strategic planning (e.g., Trust Strategic Plan), in consultation with Local Governing Bodies.
- Review and challenge progress against key performance indicators (KPIs).
- Determine the scope and cost allocation of services provided by the Trust to each academy.
- Approve changes in the use of Trust assets and decisions regarding acquisition or disposal of land.
- Set term dates and school hours across the Trust.

Financial Oversight

- Maintain robust oversight of the Trust's financial health and ensure effective use of funding.
- Approve the Trust's Annual Report and Financial Statements, ensuring compliance with the Companies Act, Charity Commission, Funding Agreement, and Academy Trust Handbook.
- Approve procurement policies and financial procedures.
- Ensure the Trust sets a balanced budget annually which is reviewed and approved by the Board.
- Appoint internal and external auditors.

Educational Standards and Performance

- Oversee the educational performance of all academies within the Trust.
- Approve the published admission numbers, admissions policies, and arrangements for each academy in accordance with the School Admissions Code.

Risk Management and Assurance

- Maintain oversight of the Trust's risk management strategy and business continuity planning.
- Conduct an annual review of the Trust's risk register.
- Receive regular updates and recommendations from Board committees on finance, audit, risk, educational standards, pay, personnel, and performance.

Monitoring and Reporting

- Receive termly reports from the CEO covering:
    - Key developments
    - Educational performance
    - Staffing and workforce
    - Estates and health & safety
    - Governance
    - Trust growth and external partnerships
    - Key risks and challenges
    - Trust-wide data

Terms of Reference for the ELAN Board Educational Standards and Performance Committee

The Educational Standards and Performance Committee will make recommendations to the Board for consideration and ratification. This will include the overarching standards and delivery of performance targets for academies within the Trust.

Membership
The Committee will be appointed by the Board and will comprise no more than five and no fewer than three members, a majority of whom will be Trustees.
The membership of the Committee will consist of:

- The Chief Executive Officer (CEO)
- At least two other Trustees
- School Effectiveness Lead

Quorum and Voting

- The quorum for each meeting shall be one half of the numbers of the Committee rounded up which must include two trustees, excluding the CEO. Only Trustees on the committee have the right to vote. Decisions taken on a vote will be carried by a simple majority. If the vote is tied, the Chair will have a casting vote.
- Any Trustee has the right to attend a meeting of the Committee and participate in the discussion. However, a Trustee who is not a member of the Committee does not have the right to vote.
- If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Trustees may determine.

Meetings

- The Committees will meet as often as is necessary to fulfil their responsibilities but at least three times a year, on such dates as shall be determined by the Committee and at such other time as the Trust Company Secretary shall specify at the request of any member of the Committee.
- A register of attendance shall be kept for each committee meeting.

Reporting Procedures
Following each meeting the Committee will:

- produce and agree minutes of its meetings;
- provide a summary document for the Board which reports (i) decisions made, (ii) actions to be taken (iii) any items for further discussion by the Board.

Duties of the Committee
The committee's delegated responsibilities include oversight and monitoring across the following key areas:

Standards and Performance

- To ensure the highest standards and performance are set and maintained across the Trust.
- To receive and review reports from the Executive Team on standards and performance against priorities and key performance indicators at each meeting.
- To monitor and review performance targets for each academy, and recommend any required resource allocations to the Finance, General Purposes, Audit & Risk Committee.
- To review academy self-evaluations, development priorities and post-Ofsted action plans, and monitor progress biannually.
- To monitor and evaluate areas of concern, receiving regular updates from the Executive Team on the implementation and impact of remedial action plans.

Curriculum, Teaching and Learning

- To ensure the Trust's curriculum is broad and balanced, and compliant with statutory requirements.
- To scrutinise and review curriculum, teaching and learning policies for recommendation to the Board.

- To ensure effective quality assurance processes are in place for teaching and learning, curriculum delivery, inclusion, and the sharing of best practice.

Pupil Welfare and Inclusion

- To receive a safeguarding report at each meeting from the Executive Team and ensure that appropriate actions are taken in response to any concerns or emerging risks.
- To ensure effective systems are in place across the Trust for pupil welfare, pupil voice, attendance monitoring and behaviour management.
- To receive assurance that each academy complies with statutory safeguarding requirements, including the implementation of relevant policies, procedures, and training.

Governance and Leadership Support

- To monitor the effectiveness of Local Governing Bodies in supporting school leadership to raise standards, and recommend actions to strengthen governance, including challenge on standards and curriculum oversight.

Staffing and Professional Development

- To monitor staffing and staff development across the Trust to ensure alignment with priorities and performance targets.
- To recommend to the Finance, General Purposes, Audit & Risk Committee any changes to resources required for training and development.

Committee Effectiveness

- To review annually the Committee's performance, constitution, and terms of reference to ensure maximum effectiveness.

Terms of Reference for the ELAN Board Finance, General Purposes, Audit & Risk Committee

The powers and functions delegated by the Board to the Finance, General Purposes, Audit & Risk Committee are as set out below.

Membership

- The Finance, General Purposes, Audit & Risk Committee will be appointed by the Trust Board.
- The Committee will comprise no more than seven and no fewer than three Trustees.
- Staff employed by the Trust will not be members of the Committee, but may attend meetings to provide information and participate in discussions. Regular advisory attendees of the committee will be:
    - The Chief Executive Officer (CEO)/Accounting Officer
    - Chief Finance Officer (CFO)
    - Company Secretary
- The Chair of trustees will not be the Chair of the committee.

Quorum and Voting

- The quorum for each meeting shall be one half of the numbers of the Committee rounded up which must include two trustees, excluding the CEO.
- Only Trustees on the committee have the right to vote. Decisions taken on a vote will be carried by a simple majority. If the vote is tied, the Chair will have a casting vote.
- Any Trustee has the right to attend a meeting of the Committee and participate in the discussion. However, a Trustee who is not a member of the Committee does not have the right to vote.
- If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Trustees may determine.

Meetings

- The Committees will meet as often as is necessary to fulfil their responsibilities but at least three times a year, on such dates as shall be determined by the Committee and at such other time as the Trust Company Secretary shall specify at the request of any member of the Committee.
- Meetings can be requested by the external or internal auditors if they consider that one is necessary.
- A register of attendance shall be kept for each committee meeting.

Reporting Procedures

Following each meeting the Committee will:

- produce and agree minutes of its meetings;
- provide a summary document for the Board which reports (i) decisions made, (ii) actions to be taken (iii) any items for further discussion by the Board.

Duties of the Committee

The committee's delegated responsibilities include oversight and monitoring across the following key areas:

Funding Oversight

- Approve the Trust's funding model to ensure both short-term sustainability and long-term financial health.
- Review the indicative funding allocations for each academy as notified annually by the DfE assessing implications in consultation with the Accounting Officer, Chief Finance Officer, and relevant Headteacher. Escalate any significant concerns to the Board.
- Consider and recommend the acceptance or rejection of academy budgets for each financial year.

Budgeting and Financial Planning

- Contribute to the development of the Trust's strategic plan by evaluating financial priorities and proposals, aligned with the agreed aims and objectives of each academy.
- Review and recommend annual budget allocations, including contingency funds and reserves, ensuring alignment with strategic development priorities.
- Delegate day-to-day budget management to Headteachers within agreed authorisation limits.

- Scrutinise in-year budget monitoring reports and financial performance updates.
- Review and approve the Budget Forecast Return submitted to the DfE.
- Evaluate requests for supplementary expenditure and make recommendations to the Board.
- Review financial policies, including long-term financial planning and resource allocation in line with academy development plans.
- Liaise with other committees on financial matters and provide recommendations as needed.
- Review and advise on spending plans from other committees and escalate relevant matters to the Board.
- Address financial matters not covered by other sub-committees.

Pay and Remuneration

- Review and recommend annual pay awards for teaching and support staff, considering financial impact, compliance with national frameworks (e.g. STPCD), legal requirements, Trust policies, and consultation with unions and professional associations.

Investment Strategy

- Contribute to the development of the Trust's investment policy and make recommendations to the Board on investment decisions, in accordance with the Academy Trust Handbook.

Expenditure Monitoring

- Monitor and review expenditure regularly to ensure alignment with the approved financial plan and Trust financial regulations. Escalate any concerns to the Board.

Financial Procedures and Reporting

- Establish and periodically review financial policies and procedures to ensure compliance with statutory and Trust reporting requirements.
- Monitor the implementation and effectiveness of financial procedures, including bank account arrangements, and recommend improvements where necessary.
- Prepare the financial statements for inclusion in the Trust's annual report, ensuring compliance with the Companies Act, Charity Commission, Funding Agreement, and Academy Trust Handbook.
- Review and approve the annual School Resource Management Self-Assessment Checklist submitted to the DfE.

Audit and Risk Management

- Recommend the appointment of external auditors, approve audit fees, and consider any resignation or dismissal.
- Discuss the scope and nature of the external audit prior to commencement.
- Review the annual financial statements, focusing on:
    - Changes in accounting policies
    - Significant judgements and adjustments
    - Going concern assumptions
    - Compliance with accounting standards and legal requirements
    - Clarity and consistency of disclosures
- Discuss audit findings and concerns with external auditors, including in the absence of management where appropriate.
- Receive reports from the head of internal audit and discuss any issues raised, including in the absence of management.
- Review internal audit findings and management responses, ensuring coordination between internal and external auditors.
- Monitor the effectiveness of internal control systems, including review of the external auditor's management letter.
- Develop and oversee the Trust's risk management strategy and ensure effective monitoring processes are in place.
- Review the implementation of the risk management policy across the Trust.
- Assess the Trust's risk profile in relation to strategic objectives and recommend policy changes as needed.
- Review regulatory reports and risk-related information.
- Investigate material breaches of risk limits and ensure appropriate corrective actions are taken.
- Evaluate the impact of audit findings on the Trust's rights and operations.

- Oversee policies on fraud, irregularity, and whistleblowing, ensuring independent investigation, reporting to the Board, and notification to the DfE as required.

Health & Safety and Compliance

- Receive and review Health & Safety and compliance reports from the Estates Lead.
- Monitor compliance with statutory obligations under the Health and Safety at Work Act 1974 and academy-specific Health & Safety policies.

Asset and Property Management

- Receive reports from the CFO on asset management, including premises and security.
- Ensure each academy maintains an up-to-date inventory and fixed asset register.
- Determine the use of Trust premises and grounds in accordance with the lettings policy.
- Ensure annual inspections of Trust premises are conducted and that a costed statement of priorities is prepared and reviewed.
- Ensure compliance with the Environmental Protection Act and advise the Board on environmental sustainability, energy conservation, and community impact.

Terms of Reference for the ELAN Board Pay, Personnel and Performance Committee

The powers and functions delegated by the Board to the Pay, Personnel and Performance Committee are set out below.

Membership

- The Pay, Personnel and Performance Committee will be appointed by the Trust Board
- The committee will comprise no more than five and no fewer than three trustees,
- Staff employed by the Trust will not be members of the Committee, but may attend meetings to provide information and participate in discussions. Regular advisory attendees of the committee will be:
    - The Chief Executive Officer (CEO)/Accounting Officer
    - Human Resources Lead
    - Business & Governance Lead
- The Chair of trustees will not be the Chair of the committee.

Quorum and Voting

- The quorum for each meeting shall be one half of the numbers of the Committee rounded up which must include two trustees, excluding the CEO.
- Only Trustees on the committee have the right to vote. Decisions taken on a vote will be carried by a simple majority. If the vote is tied, the Chair will have a casting vote.
- Any Trustee has the right to attend a meeting of the Committee and participate in the discussion. However, a Trustee who is not a member of the Committee does not have the right to vote.
- If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Trustees may determine.

Meetings

- The Committees will meet as often as is necessary to fulfil their responsibilities, but at least once a year on such dates as shall be determined by the Committee and at such other time as the Trust Company Secretary shall specify at the request of any member of the Committee.
- A register of attendance shall be kept for each committee meeting.

Reporting Procedures

Following each meeting the Committee will:

- produce and agree minutes of its meetings;
- provide a summary document for the Board which reports (i) decisions made, (ii) actions to be taken (iii) any items for further discussion by the Board.

Duties of the Committee

The committee's delegated responsibilities include oversight and monitoring across the following key areas:

Strategic HR Oversight

- To guide and support the Board in fulfilling its legal and regulatory responsibilities for the employment of staff, in developing a staff body with appropriate knowledge, skills and expertise to enable the Trust to fulfil its vision and achieve its strategic objectives.
- Oversee the Trust's HR strategy and advise the Board on strategic workforce planning and development.
- Receive reports from the HR Lead and make recommendations to the Board on all matters relating to staffing across the Trust.
- Review and analyse workforce data across the Trust, including staff turnover, recruitment trends, retention rates, absence patterns, and other relevant metrics to inform strategic decision-making and planning.
- Review and monitor staff workload, absence trends, and wellbeing, including mental health, emotional resilience, and equality, diversity & inclusion (EDI) across the Trust.
- To ensure effective measures are in place to promote equality and diversity in employment.

- Review proposals from the Executive Team regarding staffing structures, restructures, and redundancies, and make recommendations to the Board.
- Monitor staff training and continuing professional development (CPD) to ensure alignment with Trust priorities and staff development needs.
- Ensure compliance with statutory HR-related data returns, including Gender Pay Gap reporting, pension auto-enrolment, and apprenticeship levy submissions.
- Annually review HR and payroll services delivered externally by the trust to assess their financial and operational benefit, and any emerging risks, and present recommendations to the Board regarding future provision.

Policy and Compliance

- To consider, determine and keep under review any strategies and policies for human resources, pay, performance management and organisational development.
- To consider, determine and keep under review effective arrangements for consultation with staff as a whole and for negotiation and consultation with appropriately recognised Trade Unions and/or other representatives.
- Ensure compliance with statutory requirements for Early Career Teacher (ECT) induction.
- To review, on a regular basis, its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness.

Pay and Remuneration

- Develop and review the Trust's pay framework and make recommendations to the Board.
- Receive and moderate reports from the HR Lead on annual pay progression for all staff.
- Consider and advise on matters relating to pay, appraisal, and employment referred by the Board.

Executive Remuneration

- Develop and review the remuneration framework or policy for the Chief Executive Officer and other designated members of the Executive Team.
- Benchmark executive remuneration, benefits, and incentives against comparable roles in the education, commercial, and voluntary sectors.
- Review the outcomes of executive appraisals and make recommendations to the Board regarding remuneration, benefits, and incentives, ensuring fairness, performance alignment, and strategic contribution.
- Advise the Board on remuneration packages for newly appointed senior executives.
- Determine policies relating to pension arrangements, service agreements, termination payments, and compensation commitments for senior executives.

Panels (Convene as Required)

Grievance Panel

- Hear staff grievances referred under the Trust's grievance procedure.
- Consider complaints of harassment referred under the relevant policy.
- Conduct hearings in accordance with adopted procedures and seek resolution.

Staff Discipline and Dismissal Panel

- Consider formal disciplinary or capability actions against Headteachers under adopted procedures.
- Make determinations regarding dismissal of staff under disciplinary, capability, redundancy, or ill-health procedures.
- Ensure affected staff are given the opportunity to make representations and are informed of decisions, reasons, and appeal rights.

Staff Appeals Panel

- Hear appeals against sanctions short of dismissal issued by Headteachers or the Discipline/Dismissal Panel.
- Hear appeals against dismissal decisions under relevant procedures (e.g. relating to capability, redundancy or incapability due to ill health).
- Consider appeals under other procedures as delegated by the Board, including appeals under the Trust's Pay Policy.
- To undertake the role of the dispute resolution panel to consider appeals against the Chief Executive Officer or Trust decisions.

Terms of Reference of the Local Governing Bodies (LGB)

1. Introduction

1.1 As a charity and company limited by guarantee, the Trust is governed by a Board of Trustees who have overall responsibility and ultimate decision-making authority for all the work of the Trust.

1.2 To support the effective operation of the Trust and its schools, the Board of Trustees has established committees to which it has delegated certain of its powers and functions. The Local Governing Body (LGB) is a committee of the Trust Board and these terms of reference set out the constitution, membership, and proceedings of this committee.

1.3 Local Governing Bodies (LGBs) are established by the Board of Trustees to support the effective operation of the schools and represent the needs of their local community.

1.4 The Board of Trustees will review these Terms of References together with the membership of the committees on an annual basis.

1.5 These Terms of Reference may only be amended by the Board of Trustees.

1.6 When reading this document reference should also be made to the Trust Scheme of Delegation.

2. Local Governing Bodies (LGB)

2.1 The Local Governing Body (LGB) is a committee of the Board of Trustees. The Board may appoint Local Governing Bodies for each academy (and the same Local Governing Body may be appointed for more than one academy)

2.2 The current list of LGBs and the academy they operate are:

- Banwell Primary School
- Bournville Primary School
- Locking Primary School
- Mead Vale Primary School
- Mendip Green Primary School
- Milton Park Primary School
- Oldmixon Primary School
- Walliscote Primary School
- Windwhistle Primary School

3. Local Governing Body Membership

3.1 Each LGB operating in respect of one academy shall, unless the Board resolve otherwise, have a minimum of five members and a maximum of thirteen members.

3.2 The membership of each LGB (each a **LGB Member**) shall be as follows (unless the Board resolve otherwise):

at least two parent members (elected);
two staff members (elected);
the Head Teacher of the academy;
up to two persons appointed by the Board;
up to six other persons co-opted by members of the LGB;

3.3 The LGB shall recommend to the Board of Trustees up to two persons, with the skills required to contribute to the effective governance and success of the academy, to be an LGB Board appointed governor.

3.4 Current ELAN school-based employees can be recommended to the Board of Trustees to be an LGB Board appointed governor for an ELAN school other than their normal place of work. The Board will consider the appointment in consultation with the headteacher and LGB Chair and review any potential conflict of interest. Only one Board appointed governor position on the LGB may be filled by an ELAN employee. Current ELAN employees will not be eligible to serve as a governor on the LGB of an ELAN school where they have previously worked.

3.5 The LGB shall ensure suitable arrangements are in place and follow correct procedure for conducting staff and parent governor elections.

3.6 The LGB shall ensure that all members have the necessary skills, background and experience to properly fulfil the LGB functions.

3.7 The LGB shall ensure that all governor eligibility and recruitment checks are undertaken, and disclosure & barring service (DBS) checks completed and satisfactory for its members.

4. Term of Office

4.1 The term of office for any LGB governor shall be four years, save that this time limit shall not apply to the Headteacher. Subject to remaining eligible to be a particular type of governor, any governor may be re-appointed or re-elected.

5. Chair and Vice Chair of the Local Governing Body

5.1 At the first meeting of each academic year the Local Governing Body will elect a member to act as Chair of the LGB. Members will also elect a Vice Chair to provide support and assistance to the Chair and deputise for the Chair in their absence.

5.2 No person may act as Chair or Vice Chair if they are an employee of the Trust.

6. Authority, remit & responsibilities of the Local Governing Body

6.1 The LGB is authorised by the Board of Trustees to carry out any activity authorised by these Terms of Reference and the Trust Scheme of Delegation.

6.2 The LGB shall be responsible for the matters as set out in the Remit and Responsibilities of the LGB.

6.3 In the event that an urgent decision has to be taken between meetings on matters falling within the remit of the LGB, the LGB Chair shall have delegated authority to make any such decision following consultation with the Chair of the Trust Board. Any decision taken and reasons for the urgency shall be explained and ratified at the next meeting of the LGB. In exceptional circumstances an extraordinary of the LGB may be called.

7. Proceedings of Local Governing Body meetings

7.1 The LGB will meet as often as is necessary to fulfil their responsibilities but at least six times a year (once per term).

7.2 Any two committee members can request that the Chair convene a meeting by giving no less than 14 days prior notice.

7.3 The quorum for the transaction of business of the LGB and any vote on any matter, shall be three governors (excluding the headteacher), or where greater, any one third (rounded up to the nearest whole number) of the total number of governors holding office at the date of the meeting, who are in each case present at the meeting and entitled to vote on the matters to be resolved.

7.4 In the event of a tied vote the Chair has the casting vote.

7.5 Each committee member present in person shall be entitled to one vote.

7.6 If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the LGC may determine.

7.7 The LGB may invite attendance at meetings from persons who are not LGB members to observe, assist or advise on a particular matter or range of issues. Such persons may speak with the permission of the Chair but shall not be entitled to vote. Any Trustee may, through prior arrangement with the Chair, attend any meeting of the LGB without voting rights.

7.8 The LGB shall work with the Headteacher to ensure that a Clerk is appointed and is present to take minutes at meetings of the LGB (see section 11 Clerking Arrangements). The Clerk must not be a Local Governor. In the absence of the Clerk at a meeting, the LGB shall elect a replacement for that meeting (who may be a Local Governor).

7.9 The Clerk shall circulate the agenda and any papers at least one week before a meeting of the LGB.

7.10 A register of attendance shall be kept by the Clerk for each meeting.

7.11 The Clerk shall circulate the draft minutes of the LGB meeting to the Headteacher and Chair for approval no later than 10 school days following the date of the meeting. Once the draft minutes are approved for circulation, the Clerk should distribute the minutes to all other members of the LGB.

7.12 The Clerk shall ensure that a copy of the signed minutes and meeting are held as a permanent record.

8. Conduct of Committee members

8.1 All LGB members shall observe at all times, the provisions of the Trust's Code of Governance.

8.2 LGB members are required to declare any business or other interests in any item being discussed at a meeting.

8.3 Each LGB member, if present at a meeting, shall disclose their interest and withdraw from the meeting and not vote on a matter if:

8.3.1 there may be a conflict between their interests and the interests of any of the schools or the Trust;

8.3.2 there is reasonable doubt about their ability to act impartially in relation to a matter where a fair hearing is required; or

8.3.3 they have a personal interest (this is where they and/or a close relative will be directly affected by the decision of the Committee in relation to that matter) in a matter.

9. Disqualification & Removal of LGB Members

9.1 A person shall be ineligible for appointment to the LGB and, if already appointed, shall immediately cease to be a member if the relevant individual:

9.1.1 is or becomes disqualified from holding office as a Governor of a school;

9.1.2 is included in the list of teachers or workers considered by the Secretary of State as unsuitable to work with children or young people;

9.1.3 is barred from any regulated activity relating to children;

9.1.4 is the subject of a bankruptcy restrictions order or an interim order;

9.1.5 is subject to disqualification under the Company Directors Act 1986 or an order made under section 429(2)(b) of the Insolvency Act 1986 or removed from the office of charity trustee or trustee for a charity by the Charity Commissioners or High Court on grounds of any misconduct or mismanagement, or under section 34 of the Charities and trustees Investment (Scotland) Act 2005 from participating in the management or control of any body.

9.1.6 is convicted of any criminal offence (other than minor offences under the Road Traffic Acts or the Road Safety Acts for which a fine or non-custodial penalty is imposed or any conviction which is a spent conviction for the purposes of the Rehabilitation of Offenders Act 1974);

9.1.7 has been fined for causing a nuisance or disturbance on a school premises during the 5 years prior to or since appointment or election as a LGB member;

9.1.8 refuses to an application being made to the Disclosure and Barring Services (DBS) for a criminal records check;

9.1.9 commits a serious breach of the Trust's Code of Governance or any standing order or protocol implemented by the Board of Trustees;

9.1.10 if they have failed to attend the meetings of the LGB for a continuous period of six months, beginning with the date of the first meeting they failed to attend, without the consent of the LGB and the LGB members resolve that their office be vacated;

9.1.11 resigns their office by notice in writing to the Chair;

9.1.12 in the case of a Headteacher, they cease to be the Headteacher;

9.1.13 in the case of a staff governor, they cease to be an employee at the school;

9.1.14 the term of office expires and the person is not reappointed.

9.1.15 the Board of Trustees shall have the right at their sole discretion to remove or suspend any LGB Member by written notice to the Chair.

10. Reporting Procedures

10.1 Following each meeting the Committee will:

10.1.1 produce and agree minutes of its meetings;

10.1.2 provide a summary document identifying (i) decisions made, (ii) recommendations to the Board, (iii) any items for the information of the Board and (iv) items for further discussion by the Board, together the **Report to the Board**.

10.2 Each Committee shall conduct an annual review of its work and the powers and functions delegated to it under these Terms of Reference and shall report the outcome and make recommendations to the Board.

11. Clerking Arrangements

11.1 The LGB shall recruit and appoint a suitably experienced and/or qualified Clerk/Governance Professional (GP) to support its governors.

11.2 The Clerk/GP will provide the LGB with professional advice on governance procedures and compliance of the board. The Clerk/GP will ensure that the LGB meets their administrative and

procedural requirements. The Chartered Governance Institutes competency framework for governance provides a framework to help practitioners review and plan their professional development and can be used as a tool to assess governance within organisations.

11.3 The LGB has responsibility for directing the work/hours/performance management of the Clerk/GP.

11.4 The main responsibilities of the Clerk/GP will be to:

11.4.1 Provide advice and support to the LGB in order to meet all of its statutory duties.

11.4.2 Provide effective administrative support to the governing body including convening meetings, minute taking, maintaining a register of attendance, maintaining a register of governor training and producing/updating a register of the LGB's pecuniary and business interests.

11.4.3 Advise the governing body on governance legislation and procedural matters where necessary before, during and after meetings.

11.4.4 Act as the first point of contact for governors with queries on procedural matters.

11.4.5 Have access to appropriate advice and guidance from third parties on behalf of the governing body.

11.4.6 Inform the governing body of any changes to its responsibilities as a result of a change in school status or changes in the relevant legislation.

11.4.7 Ensure that statutory policies are in place, and are revised when necessary with the assistance of staff.

11.4.8 Advise on the annual calendar of governing body meetings and tasks.

11.4.9 Send new governor induction materials and ensure they have access to appropriate documents, including any agreed code of practice.

11.4.10 Contribute to the induction of governors taking on new roles.

11.4.11 Support the training and development of the governing board, succession planning and ongoing self-evaluation and skills audit.

11.4.12 Manage all governing body information effectively in accordance with legal requirements.

Remit and Responsibilities of the LGBs

Governors work together to carry out their core responsibilities:

1. ensuring there is clarity of vision, ethos and strategic direction
2. understanding and upholding the school's values
3. holding school leaders to account for the educational performance of the school and its pupils
4. ensuring the school maintains effective accountability and reporting measures, inc. appraisal of staff
5. overseeing the financial performance of the school and making sure allocated money is well spent in line with Trust policy and procedures
6. ensuring that the governing body and school complies with all legal and statutory requirements
7. representing the school and the community it serves
8. following the principles and commitments set out in the ELAN Code of Governance for School Governors.

The role of a local governor

The role of a local governor is largely a challenge and scrutiny role; they do not manage a school day- to-day, but are required to oversee its long-term development in conjunction with the Trust.

As part of the governing body, the main duties of a local governor is to:

1. Contribute to the strategic direction of the school by contributing to discussions at LGB meetings which consider:

- securing, maintaining and improving educational standards and performance
- reporting to the Trust Board on the overall performance of the school and specifically on any aspects of concern either to the LGB or to the Trust Board

- monitoring of educational outcomes in the school
- monitoring all aspects of safeguarding, SEND, equality and pupil welfare
- monitoring staff wellbeing and workload
- liaising with the Trust Board, Trust CEO and headteacher on all aspects of procedure and policy setting as they may respectively require
- monitoring complaints relating to the school
- representing the school and the community it serves

2. Hold the senior leaders to account by monitoring the school's performance, this includes:

- agreeing the outcomes from the school's self-evaluation and ensuring they are used to inform the priorities in the school's improvement plan;
- considering all relevant data about a school's performance;
- asking challenging questions of leaders;
- ensuring senior leaders have implemented the required policies and procedures and the school is operating effectively according to those policies;
- acting as a link governor on a specific issue, making relevant enquiries of the relevant staff, and reporting to the LGB;
- listening to and reporting to the school's stakeholders: pupils, parents, staff, and the wider community, including local employers;
- monitoring the financial performance of the school and ensuring that its money is well spent as appropriate to the scheme of delegation.
- ensuring compliance with all legal and statutory requirements.

3. Make a positive and meaningful contribution to the governing body by:

- attending meetings (a minimum of 6 full governing board meetings each year), reading papers and preparing questions for senior leaders in advance
- establishing and maintaining professional relationships with senior leaders and colleagues on the board
- getting to know the school, including visiting the school occasionally during school hours
- undertaking induction and statutory training and developing knowledge and skills on an ongoing basis
- maintain confidentiality about all sensitive information received in the course of the role
- serving on panels where required to appoint staff, hear disciplinary, complaints, admission and appeal cases
- supporting the school during Ofsted inspections.