



Tarvin Primary School: Terms of Reference

Adopted by resolution of the Trust Board on 23 June 2021

1 Introduction

- 1.1 Sandstone Trust (the “**Trust**”) is governed by a Board of Trustees (the “**Trustees**”) who are accountable to the Department for Education and have overall responsibility and ultimate decision making authority for all the work of the Trust, including the establishing and running of the academies operated by the Trust.
- 1.2 Tarvin Primary School (the “**Academy**”) is a co-educational academy school, attracting students between the ages of , operated by the Trust.
- 1.3 In order to assist with the discharge of their responsibilities, the Trustees have established a Local Governing Body (“**LGB**”) for each of the Academies. Each LGB is a committee established pursuant to Articles 100 to 104 (inclusive) of the Articles of Association of the Trust (the “**Articles**”).
- 1.4 These terms of reference set out and confirm how the LGB of the Academy is to be run and operated, and the term “LGB” used in this document refers specifically to the Academy’s LGB.
- 1.5 The Trustees may review these terms of reference at any time but shall review them at least annually.
- 1.6 Where these terms of reference refer to “Trustees”, this confers an implication that such a decision is a decision of the Trustees collectively as a board.
- 1.7 These terms of reference may only be amended by the Trustees and any amendments shall be notified to the LGB.

2 Constitution of the LGB

2.1 Members of the LGB shall be known as “**Governors**”, who for the purposes of this document are referred to as he/him/she/her.

2.2 The composition of the LGB shall be as follows:

2.2.1 the Headteacher of the Academy (“**Headteacher**” ‘ex officio’ – As a result of the position he/she holds;

2.2.2 up to four governors appointed by the Trustees (“**Trust-appointed Governors**”) – Note that candidates for this appointment cannot be staff of the Academy, or of the wider Trust;

2.2.3 at least two elected parents or guardians of a student at the Academy (“**Parent Local Governors**”);

2.2.4 up to two employees of the Academy (“**Staff Local Governors**”). It is anticipated that the Staff Local Governors would usually be one teacher and one non-teaching staff member and would be elected by employees of the Academy; and

2.2.5 up to three Governors co-opted by those Governors who are appointed by the LGB (“**Co-opted Governors**”).

2.2.6 A Trustee cannot also be a member of the LGB and vice versa.

2.3 Notwithstanding the above, the Trustees have the right to appoint such additional persons to the LGB as they shall determine from time to time.

2.4 The procedure for the appointment and the removal of governors shall be as set out in Annex 1.

3 Proceedings of the LGB

3.1 The proceedings for meetings of the LGB shall be as set out in Annex 2.

4 Relationship between the Trustees and LGB

4.1 The LGB shall in carrying out its role:

- 4.1.1 initiate all measures necessary to promote high standards and aim to ensure that students are attending a successful school which provides them with a good education and supports their wellbeing, helping them to achieve outstanding performance, including excellent personal achievement and attainment;
- 4.1.2 be responsible to the Trustees for its actions and adhere to the expectations and standards set by the Governors in the Trust's principles, as updated from time to time;
- 4.1.3 aim to establish that it is competent, accountable, always working in the best interests of its' students and working in co-operation with other schools within the Trust and one that promotes best practice in governance, within the context set by the Sandstone Trust;
- 4.1.4 aim to ensure that its Governors promote and uphold high standards of conduct, probity and ethics, including adhering to the Nolan Principles of Public Life (<https://www.gov.uk/government/publications/the-7-principles-of-public-life>);
- 4.1.5 ensure the responsibilities outlined in Annex 3 are successfully actioned.

4.2 The Trustees shall support the work of the LGB by:

- 4.2.1 setting a clear strategic vision that allows the LGB to set and achieve its own aims and objectives within such vision;
- 4.2.2 ensuring that systems are put in place to enable the Governors to be presented with timely and good data so that the LGB can analyse Academy performance, in order to support and challenge the Principal/Headteacher/Head of School and the senior leadership team of the Academy; and

- 4.2.3 helping to ensure that the Governors have access to high quality and appropriate training.
- 4.3 Without prejudice to the Trustees' other rights to remove any Governor and also the Trustees' rights to amend these terms of reference at any time, where the Trustees have concerns about the performance of a LGB, they may, amongst other actions:
 - 4.3.1 require the relevant LGB to adopt and comply with governance action plans issued, from time to time, in such form as may be determined by the Trustees (as explained below);
 - 4.3.2 suspend or remove any or all of the matters delegated to the LGB;
 - 4.3.3 suspend or remove any or all of the Governors of the relevant LGB, (and for the avoidance of doubt, including any Co-opted Governors).
- 4.4 The Trustees may require a governance action where:
 - 4.4.1 the Academy has a significant projected or actual variance from the agreed budgets (both revenue and capital);
 - 4.4.2 the Academy has a significant projected or actual variance from recent or the targeted progress scores in Reading, Writing or Mathematics.
- 4.5 The Trustees may vary the matters delegated where:
 - 4.5.1 the LGB acts outside its delegated powers and limitations;
 - 4.5.2 the LGB are in breach of these terms of reference.
- 4.6 The Trustees may remove Governors where:
 - 4.6.1 the Academy is in material breach of its funding arrangements;
 - 4.6.2 the LGB is in material breach of these terms of reference or has persistently breached these terms of reference.
- 4.7 The circumstances listed in paragraphs **Error! Reference source not found.**, 4.4 and 4.6 are illustrative only and shall not limit the rights of the Trustees to require

governance actions, or suspend or remove any or all of the matters delegated to the LGB.

5 Delegated Powers

General principles

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

5.1.1 ensure that the Academy is conducted in accordance with the objects of the Trust, the terms of any trust governing the use of the land which is used for the purposes of the Academy, any agreement entered into with the Secretary of State for the funding of the Academy and these terms of reference;

5.1.2 promptly implement and comply with any policies or procedures communicated to the LGB by the Trustees, as required

5.1.3 review its own policies and practices on a regular basis, in view of any advice or recommendations made by the Trustees;

5.1.4 work closely with the Trustees and act with integrity, objectivity and honesty in the best interests of the Trust and the Academy;

5.1.5 be open about decisions and be prepared to justify those decisions;

5.1.6 keep confidential all information of a confidential nature, obtained by them, relating to the Academy and the Trust; and

5.1.7 adopt financial prudence in managing the financial affairs of the Trust, in so far as these relate to the Academy and are delegated to them.

5.2 Each Governor shall be required to take part in regular self-review and is accountable for meeting his own training and development needs. It is a Governor's responsibility to consider if, and raise any concerns where, he feels that appropriate

training and development is not being provided. Each LGB shall facilitate this review, on an annual basis, using the National Governance Association (NGA) Skills Audit and Skills Matrix. (which can be found at www.nga.org.uk)

- 5.3 Governors shall be expected to report to the Trust against KPIs, which shall be set in respect of and notified to the Academy, from time to time, and provide such data and information regarding the business of the Academy and the students attending the Academy as the Trustees may require, .
- 5.4 The powers delegated from the Trustees to the LGB, and the Principal Headteacher are set out in Annex 3.
- 5.5 For the avoidance of doubt, where a power is not expressly delegated to the CEO/Clerk, any LGB or Principal Headteacher, it will be deemed to have been retained by the Trust, regardless of whether it is specified in Annex 3. In particular, the LGB should note that any contract to be entered into in respect of the Academy must be entered into by the Trust, not in the name of the Academy, and that the LGB only has authority to enter into commercial / trading contracts in the name of the Trust which (i) incur an annual spend of £1,000 or less; and (ii) do not include any termination charges. If the Academy needs to enter into a contract with larger annual spend or the terms of which impose any termination charges, the LGB will need the specific written consent of the Trustees.
- 5.6 Annex 3 may be reviewed by the Trustees at any time but shall be reviewed at least annually. Trustees reserve the right to remove or alter any delegation at any time, whilst having due regard to, but not being bound by, the views of the LGB.
- 5.7 Notwithstanding the application of any provision of these terms of reference, if the Chair of the LGB or, if unavailable, the Vice Chair, is of the opinion that a matter of urgency exists and a delay in exercising the function would likely to be seriously detrimental to the interests of the Academy, any student or their parent or a person who works at the Academy, then they may exercise any specific function of the LGB which can be delegated to an individual, if approved in writing by the Chair of Trustees.

Annex 1

Appointment and Removal of Governors

1 Appointment of governors

- 1.1 The Trustees shall be responsible for, and decide all matters in relation to, the appointment of Trust-appointed Governors.
- 1.2 Subject to paragraph 1.3 below, the LGB shall be responsible for, and shall decide all matters in relation to, the Staff Local Governors, the Parent Local Governors and the Co-opted Governors.
- 1.3 The Trustees may, in their discretion, require the LGB not to appoint any person proposed to be appointed as a Staff Local Governor, Parent Local Governor or Co-opted Governor, if the Trustees do not consider them appropriate for the role.
- 1.4 Any dispute that cannot be resolved by the LGB, arising in relation to the appointment of the Governors, shall be referred to the Trustees.

2 Staff Local Governors

- 2.1 The LGB shall comply with the provisions of this paragraph when appointing Staff Local Governors.
- 2.2 The Trustees shall invite nominations from all staff employed under a contract of employment and, where there are any contested posts, shall hold an election by a secret ballot.
- 2.3 All arrangements for the calling and the conduct of the election and resolution of questions as to whether any person is an eligible candidate shall be determined by the Trustees. The Trustees may delegate the running of the election to the LGB.

3 Parent Local Governors

- 3.1 The LGB shall comply with the provisions of this paragraph when appointing Parent Local Governors.
- 3.2 Parent Local Governors shall be elected by parents or carers (defined by this agreement by the word 'parent') of registered students at the Academy. He or she

must be a parent of, or have parental responsibility for, a student at the Academy at the time when he or she is elected.

- 3.3 The Trustees shall make all necessary arrangements for, and determine all other matters relating to, an election of the Parent Local Governors. The Trustees may delegate the running of the election to the LGB.
- 3.4 Where a vacancy for a Parent Local Governor is required to be filled by election, the Trustees shall take such steps, as are reasonably practical, to ensure that every person, who is known to them to be a parent of a registered student at the Academy, is informed of the vacancy and that it is required to be filled by election, is informed that he is entitled to stand as a candidate and vote at the election, and is given an opportunity to do so.
- 3.5 Any election of persons who are to be the Parent Local Governors which is contested, shall be held by secret ballot. The arrangements made for the election of the Parent Local Governors shall provide for every person who is entitled to vote in the election to have an opportunity to do so by post or, if he prefers, by having his ballot paper returned to the Academy by a registered student at the Academy. The LGB can also use an electronic ballot, should it see so fit.
- 3.6 Where the number of parents standing for election is less than the number of vacancies, the Trustees may appoint a person who is the parent of a registered student at the Academy or, where it is not reasonably practical to do so, a person who is the parent of a registered student of another Academy run by the Trust. The LGB can also use an electronic ballot, should it see so fit.

4 Co-opted Governors

- 4.1 The LGB shall comply with the provisions of this paragraph when appointing Co-opted Governors.
- 4.2 Co-opted Governors shall be appointed by the LGB. Any person proposed to be so appointed shall be:
 - 4.2.1 a person recommended by the LGB;
 - 4.2.2 a person who lives or works in the community served by the Academy; or

4.2.3 a person who, in the opinion of the Trustees, has the necessary skills set and is committed to the government and success of the Academy. Each LGB shall use the NGA Skills Audit and Matrix to identify any skills gaps within the LGB prior to the recruitment/appointment of new Governors.

4.3 The LGB shall not appoint an employee of the Trust as a Co-opted Governor.

4.4 The LGB shall not appoint a parent as a Co-opted Governor.

5 Trust-appointed Governors

5.1 The Trust may appoint up to four Trust-appointed Governors as required from time to time, in accordance with clause 2.2.2.

6 Term of office

6.1 The term of office for any Governor shall be 4 years, save for the Principal Headteacher of the Academy who shall remain a Governor until he or she ceases to work at the Academy in such a capacity.

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

7 Resignation and removal

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

7.1.1 he resigns his office by giving notice in writing to the Clerk of the LGB;

7.1.2 being the Principal Headteacher or a Staff Local Governor, and they cease to work at the Academy;

7.1.3 the Trustees terminate the appointment of a Governor whose presence or conduct is deemed by the Trustees, at their sole discretion, not to be in the best interests of the Trust or the Academy.

7.2 Parent Local Governors, whose child(ren) leave the Academy during the term of their appointment as a Parent Local Governor, shall be entitled to continue as a Parent Local Governor until the expiry of their term, subject to the Trustees' right to remove a Governor. Thereafter such person may not be re-elected as a Parent Local

Governor, but may be appointed as another type of Governor (such as a Co-opted Governor)

8 Disqualification of Governors of the LGB

- 8.1 A person shall be disqualified from serving on the LGB if he would not be able to serve as a Trustee in accordance with the Articles.

9 Appointment and removal of Chair and Vice Chair

- 9.1 The Chair of the LGB will be appointed by the Trustees, taking into account the recommendation of the LGB. They may be removed from office by the Trustees at any time. The Chair of the LGB may be, but does not need to be, a Trustee. However, should they be appointed a Trustee, this would be a separate appointment made in accordance with the Articles.

- 9.2 The Vice Chair of the LGB shall be appointed by the Trustees, taking into account the recommendation of the LGB, and may be removed from office by the Trustees at any time.

- 9.3 The term of office of the Chair and Vice Chair shall be 2 years, which the Trustees anticipate will be staggered between each appointment to retain on-going experience at the head of the LGB. Subject to remaining eligible to be a Governor, any Governor may be re-appointed as Chair or Vice Chair of the LGB.

- 9.4 The Chair and Vice Chair may at any time resign his office by giving notice in writing to the Trustees. The Chair or Vice Chair shall cease to hold office if:

9.4.1 He/she ceases to serve on the LGB;

9.4.2 he/she is employed by the Trust whether or not at the Academy; or]

9.4.3 in the case of the Vice Chair, he/she is appointed to fill a vacancy in the office of the Chair.

- 9.5** Where the Chair is absent from any meeting, or there is at the time a vacancy in the office of the Chair, the Vice Chair shall act as the chair for the purposes of the meeting. Where the Vice Chair is also absent from the meeting or there is at the time a vacancy in the office of Vice Chair, the governors of the LGB shall elect one of their number to act as chair for the purposes of that meeting.

10 Advisory Panels

- 10.1 The LGB may establish Advisory Panels who may include individuals who are not Governors of the LGB, provided that such individuals are in a minority.
- 10.2 Any Advisory Panel shall be accountable to the Trust and shall be required to ensure that it is competent, accountable, works in the best interests of the Academy's students and promotes best practice in governance, each within the context set by Sandstone Trust, including adhering to the Trust's principles and the Nolan Principles.
- 10.3 The LGB may delegate to an Advisory Panel or any person serving on the LGB, Advisory Panel, the Principal/Headteacher or any other holder of an executive office, such of their powers or functions as they consider desirable. Any such delegation may be made subject to any conditions either the Trustees or the LGB may impose and may be revoked or altered. The person or Advisory Panel shall report to the LGB in respect of any action taken or decision made with respect to the exercise of that power or function at the meeting of the LGB immediately following the taking of the action or the making of the decision.

Annex 2

Proceedings of the LGB

1 Meetings

- 1.1 LGB's may choose the structure of their meetings within the following constraints:
- 1.1.1 Where a LGB chooses to appoint committees to carry out specific aspects of its work (such as Finance or Curriculum), the LGB shall meet at least once per term.
 - 1.1.2 Where a LGB chooses not to appoint committees, the LGB shall meet at least twice in every term and shall hold such other meetings as may be necessary.
- 1.2 Meetings of the LGB shall be convened by the Clerk to the LGB, who shall send the Governors written notice of the meeting and a copy of the agenda at least seven clear calendar days in advance of the meeting. Where there are matters demanding urgent consideration, the Chair or, in his absence, the Vice-Chair, may waive the need for seven days' notice of the meeting and substitute such notice as he thinks fit.
- 1.3 Governors may participate in LGB meetings by telephone or video conference provided that they can communicate in real time with the other participants and share any information or opinions they have on any particular item of the business of the meeting.
- 1.4 The convening of a meeting and the proceedings conducted on account of that meeting shall not be invalidated by reason of any individual not having received written notice of the meeting or a copy of the agenda thereof or any defect in the election, appointment or nomination of any person serving on the LGB.

2 Quorum

The quorum for a meeting of the LGB, and any vote on any matter at such a meeting, shall be any three of the governors of the LGB, or, where greater, any one third (rounded up to a whole number) of the total number of governors of the LGB at the date of the meeting. Each such meeting must include at least one Trust-appointed Governor to be quorate

3 Voting

- 3.1 Every matter to be decided at a meeting of the LGB shall be determined by a majority of the votes of the Governors present and entitled to vote on the matter. Every Governor shall have one vote. Where there is an equal division of votes, the Chair of the meeting shall have the casting vote. A Governor may not vote by proxy.
- 3.2 Any Governor who is also an employee of the Trust shall withdraw from that part of any meeting of the LGB at which his remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement are to be considered.
- 3.3 A resolution in writing, agreed by all the Governors shall be valid and effective as if it had been passed at a meeting of the Governors duly convened and held. Such agreement can be electronic in form. Such a resolution may consist of several documents in the same form, each signed by one or more of the Governors.

4 Conflicts of Interest

- 4.1 Any Governor or member of any Advisory Panel who has or may have any direct or indirect duty or personal interest (including but not limited to any Personal Financial Interest (as defined below)) which conflicts or may conflict with his duties as a Governor of the LGB or the interests of the Academy or its students, shall disclose that fact to the LGB as soon as he/she/she becomes aware of it. A person must absent him/herself/herself from any discussions of the LGB in which it is possible that a conflict will arise between his/her/her duty to act solely in the interests of the Academy and any duty or personal interest (including but not limited to any Personal Financial Interest).
- 4.2 A Governor of the LGB has a “**Personal Financial Interest**” if he, or any child, stepchild, parent, grandchild, grandparent, brother, sister or spouse of the governor or any person living with the governor as his or her or her partner, is in the employment of the Trust, or is in receipt of remuneration, or the provision of any other benefit directly from the Trust, or in some other way is linked to the Trust or the Academy.

5 Minutes of meetings

- 5.1 At every meeting of the LGB, the minutes of the last meeting shall be taken as the first agenda item after any apologies and, if agreed to be accurate, shall be signed as a true record.
- 5.2 The Clerk to the LGB 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 Clerk of the Trustees.

Annex 3

LGB Responsibilities and Accountabilities

1 Governance

- 1.1 To make recommendations to the Trust regarding the Chair, Vice Chair and membership of the LGB. For the avoidance of doubt, the appointment of Chair, Vice Chair and membership of the LGB must then be made by the Trust Board.
- 1.2 To identify any gaps in the skills of Governors appointed by Trustees. or elected as Parent Local Governors or Staff Local Governors, and address those through training or additional appointments within the governance structure. Each LGB shall use the NGA Skills Audit and Matrix to identify any such skills gaps.
- 1.3 To establish, as appropriate, Advisory Panels on such as Achievement and Curriculum, Pastoral matters, Finance and Risk.

2 Strategy and Performance Management

- 2.1 To develop the School Development Plan (“SDP”) and any associated operational plans.
- 2.2 To establish, maintain and review a system of performance management for all staff to monitor progress and performance against the SDP and any operational plans.
- 2.3 To make recommendations to the Trust Board relating to performance related pay awards.

3 Achievement and Curriculum

- 3.1 The LGB may establish an Achievement and Curriculum Panel to advise the LGB in relation to the aspects in this clause 3, but ultimate responsibility shall remain with the LGB.
- 3.2 To consider the proposed curriculum taking into account: the professional advice of the School Leadership Team; national requirements and standards; student and local needs; advice from business partners; the SDP and available resources.

- 3.3 To seek continually to develop and improve the curriculum and innovative approaches to teaching and learning (including project based learning), to prepare students more fully for life beyond school, including work and/or university.
- 3.4 To ensure the curriculum makes adequate provision for cultural education, sex and relationship education, physical education and sport and meets statutory requirements.
- 3.5 To receive and consider the public examinations results in terms of attainment, achievement and outcomes and any proposed actions.
- 3.6 To monitor, discuss, evaluate and challenge key performance data, including Value-Added measures such as FFT, Analyse School Performance (ASP).

4 Pastoral

- 4.1 The LGB may establish a Pastoral Panel to advise the LGB in relation to the aspects in this clause 4, but ultimate responsibility shall remain with the LGB.
- 4.2 To maintain the values and ethos of the School and Trust by ensuring that effective systems are in place for the pastoral care and safety of students.
- 4.3 To receive reports from Student Voice and consider any necessary response.
- 4.4 To adopt a proactive approach to promoting Health and Safety and to receive reports on Health and Safety matters, and consider any necessary response.
- 4.5 To receive reports summarising attendance and all exclusions, and consider any necessary response.
- 4.6 To consider reports on Safeguarding and consider any necessary response.
- 4.7 To receive reports on the application of the SEN and Inclusion Policy and consider any necessary response.
- 4.8 To consider any complaints received from parents referred to the LGB and consider any necessary response, in accordance with the Complaints Policy.
- 4.9 To monitor the level and nature of complaints, review the outcomes, and consider any further action.

5 Partnerships

- 5.1 To establish, maintain and review, in co-ordination with the wider Trust, strong links with stakeholders and key partners, including business partners, the wider local and business community, other local schools and the local authority.
- 5.2 To establish, maintain and review strong channels of communication with current and prospective students and their parents/carers (including surveys).

6 Financial

- 6.1 To ensure a robust system of financial planning, management and control in accordance with the requirements set by the Trust, the Finance Manual and the advice of the Director of Finance and Operations of the Trust.
- 6.2 To secure value for money in all activities.
- 6.3 To develop and implement annual income and expenditure budgets within parameters set by the Trust.
- 6.4 To undertake any capital investment within parameters agreed by the Trust.
- 6.5 To monitor income and expenditure to remain within the agreed budget.
- 6.6 To agree re-allocations of income and expenditure within the agreed budget and policies, and the parameters set in the Finance Manual.
- 6.7 To seek from the Trust, in exceptional circumstances, a variation in the approval budget in the light of unanticipated events.
- 6.8 To agree local contracts for devolved activities in consultation with the Director of Finance and Operations of the Trust, subject always to clause 5.5.

7 Policies

- 7.1 To review and agree all policies not determined by the Trust and Committees.

8 People

- 8.1 To recruit, retain, motivate and develop an excellent multidisciplinary staff team, provided that the recruitment of any:

- 8.1.1 Teacher is not to be paid at any point on the Leadership Pay Spine (as defined by the School Teachers' Pay and Condition Document).
- 8.1.2 Support Staff member is not to be paid above spinal column point (SCP) 23.
- 8.2 To make recommendations to the Trust regarding pay policy.
- 8.3 To make recommendations to the Trust regarding individual staff remuneration levels following the annual performance management process (Teachers).
- 8.4 To agree variations to the staffing structure, provided that the total number of employees, or total number of full time equivalent (FTE) for the Academy are not increased. Any variation of the staffing structure which requires an increase in either the total number of employees or FTE must be approved by the Trust Board.
- 8.5 To oversee the staff appointments process and provide representation on appointment panels. Any appointment which has required Trust Board approval (see 8.1 above) should be overseen by, and have representation from the Trust Board on the appointment panels.
- 8.6 To monitor arrangements to review the performance and remuneration of staff in accordance with national standards, best practice and any arrangements established by the Trust, and make recommendations to the Trust Board on an annual basis. . The Pay Policy will be set annually by the Trust Board.
- 8.7 To ensure the promotion of Equal Opportunities throughout the work of the School, and compliance with the Equality Act 2010 and other statutory requirements, as well as the Trust's Equalities Policy. The LGB will report at least annually to the Trust Board, on promotion and compliance with equal opportunities legislation.

9 Risk Management

- 9.1 To develop, operate and review a School Risk Register, with particular regard to high level risks and mitigation activities.
- 9.2 To put in place robust arrangements to ensure the safeguarding of students; the health, safety and wellbeing of students, staff and visitors; and application of the Prevent Duty. Reporting any incidents to the Trust Board on a termly basis.

10 Attending and Accounting to Trust

10.1 Prepare a termly report for the Trust Board on the key performance measures.