



# Local Governing Body Governance Procedures

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## **Local Governing Body Governance Procedures**

### **1. Position and overview of the Local Governor Body**

Local Governing Bodies (LGBs) are effectively committees of the MAT Trust Board who can form standing sub committees to discharge their duties if they wish to do so. Their role is to provide focused governance for an academy at a local level. The Board of Directors retains overall responsibility for the operation of its academies with the MAT's scheme of delegation outlining levels of delegation to the academy.

### **2. Membership**

2.1 The LGB shall comprise a maximum of 20 Governors. Its composition shall include:

1.1.1 Independent Governors who may be nominated via the Search and Governance Committee by the LGB.

1.1.2 At least one and a maximum of two staff members elected by the staff who shall be representative of the staff team but not a staff representative.

1.1.3 A minimum of two (2) parent members, elected by parents of students of the Academy who shall again be representative of parents rather than being a parent representative.

1.1.4 Two (2) student Governors for 16-19 LGBs who shall be elected by the students who shall be representative of the student body but not a student representative.

1.1.5 The Principal/Headteacher of the Academy on an ex officio basis

1.1.6 The CEO of the Trust on an ex-officio basis, or their delegated representative (on an ex-officio basis), who may choose to attend meetings as appropriate.

1.2 The LGB will monitor its composition on an ongoing basis in order to address vacancies and succession planning.

### **3. Terms of Office**

A Governor shall be appointed to serve a term of office of four years. Governors should not normally serve for more than two terms (or a maximum of eight (8) years) except where subsequently undertaking a new and more senior role, for example as chair. In exceptional circumstances, and at the recommendation of the Search and Governance Committee, annual extensions may be granted. The LGB shall be appointed by the Board of Directors who shall ratify appointments retrospectively following recommendations from the LGB. Appointments for elected members shall be noted.

### **4. Frequency of Meetings and Attendance**

4.1 The LGB shall normally meet at least three times a year.

4.2 The Chair may request additional meetings if they consider that they are necessary.

4.3 Members of the Academy's senior leadership team, other than the Principal or Headteacher shall attend meetings at the invitation of the LGB.

4.4 The LGB shall also have the power to invite other persons to attend meetings as may be desirable and necessary.

- 4.5 The Clerk is eligible to attend meetings; the Director of Governance of the Trust may attend meetings from time to time with prior agreement with the Chair of the LGB.
- 4.6 MAT Directors are encouraged to attend an LGB meeting with prior agreement.
- 4.7 There is an aspirational target for Governors to achieve 100% attendance during each academic year.

## 5. Authority

- 5.1 The LGB is accountable to the Board of Directors.
- 5.2 The MAT scheme of delegation outlines levels of delegation to the academy.
- 5.3 The LGB is empowered to consider any other relevant matters referred to it by the Trust. Care shall be taken to ensure that these matters are delegable by the Trust and that they are not within the remit of other committees.

## 6. Appointment of Chair and Vice-Chair

- 6.1 At the first meetings in each academic year, the Governors shall elect a Chair and Vice Chair for the LGB from among their number. To encourage succession planning and support this process, eligible Governors shall be given an opportunity to express interest in chairing positions on an annual basis. To ensure a democratically healthy process for appointments, the Clerk shall contact to Governors inviting expressions of interest or nominations to the posts of Chair and Vice Chair for the following academic year. If more than one nomination is received, the Clerk will contact nominees before organising a secret ballot for Governors to make their selection. Each Committee shall elect a Chair in accordance with the terms of reference and rules established for that Committee.
- 6.2 The term of office for the Chair and Vice-Chair shall be one year. The Chair and Vice-Chair retiring at the end of their respective terms of office shall be eligible for re-appointment.
- 6.3 The CEO, Principal/Headteacher, staff and student governors (if appointed) shall not be eligible to be appointed Chair or Vice-Chair of the LGB.
- 6.4 The Chair or Vice-Chair may resign their office at any time by giving notice in writing to the Clerk. The procedures outlined above will be followed for appointment to the relevant post.
- 6.5 In the event that the Chair or Vice Chair should resign or be removed from office, the Governors shall appoint another member as the Chair or Vice Chair at the first meeting following their resignation or removal from office.
- 6.6 If no expressions of interest are received and no one is willing to put themselves forward; this shall be referred to the Director of Governance who shall ensure that this is addressed by the Search and Governance Committee.

## 7. Quorum

A quorum shall be 40% of members attending a formal meeting of the LGB in person or by video or telephone conferencing shall count towards the quorum and shall be entitled to vote on any resolution being considered by the LGB. The intention of including video or teleconferencing is to make provision for meetings to be quorate when governors are unable to attend, not to give governors the choice as to whether to attend in person or virtually. Attendance is preferred to be in person wherever possible.

## 8. Meeting Organisation

- 8.1 A schedule of meetings for the forthcoming year and calendar of business shall be produced by the Clerk who shall liaise with the Director of Governance. Once the schedule has been approved dates will only be altered in exceptional circumstances following agreement with the Chair.
- 8.2 At least seven (7) days written notice will be given for meetings with the agenda and papers circulated before each meeting.
- 8.3 *Agendas shall* normally include the following standard items:
  - 8.3.1 Apologies for absence
  - 8.3.2 Declaration of interests
  - 8.3.3 Approval of minutes from the last meeting and matters arising
  - 8.3.4 Principal/Headteacher's report
  - 8.3.5 Reports from Committee Chairs and minutes (if there are sub committees)
- 8.4 The Chair will determine other agenda items and the order in which they are taken in consultation with the Clerk and Principal/Headteacher.
- 8.5 Every question to be decided at a meeting shall be determined by a simple majority of the votes of the members present and voting on the question.
- 8.6 Where there is an equal division of votes the Chair shall have the second casting vote.
- 8.7 The normal way of voting will be by a show of hands. A secret ballot may only take place if the majority of the members present, who are entitled to vote on a particular issue, consider it necessary.
- 8.8 Proxy votes are not permitted.
- 8.9 A Governor can use video or telephone conferencing to attend, participate and be counted towards the quorum of a meeting with the agreement of the Clerk and Chair provided all members can see or hear each other where remote communication is used. If a member wishes to do this they should give the Clerk at least 48 hours' notice of their request.
- 8.10 In exceptional circumstances with the agreement of the Chair and Clerk business can be conducted by written resolution. This will be emailed to Governors at least seven (7) days in advance of the date the resolution shall be resolved. Governors will be asked to reply by email either accepting or rejecting the resolution. Electronic signatures will be accepted and a majority of eligible members' approval will be needed to pass the resolution. Where there is a balance of votes the Chair shall have a second casting vote. Any business conducted by written resolution will be reported at the next meeting.
- 8.11 The Clerk will, at the start of each meeting, state which members have submitted apologies for absence and advise whether the meeting is inquorate.
- 8.12 The Clerk will produce draft minutes of meetings. Draft minutes are confidential for those members and officers who were present, until such time as they have been either formally approved, or "approved as draft" by the Chair of the meeting.
- 8.13 The Clerk will aim to circulate draft minutes of each meeting to members and senior officers who were present at the meeting as soon as possible.

## 9. Chair's actions between meetings and delegated powers

- 9.1 Governors agree to allow the Chair to take action when it is not possible to call a Board of Governors or committee meeting before the decision has to be made, not to act would be seriously detrimental to the interests of the LGB, the students, their parents/carers, or its staff.
- 9.2 The information supporting the request should include the rationale for the request and the effect on reserves. The relevant board committee should receive the same information alongside the rationale for the Chair's decision via email as soon as possible after the event.
- 9.3 Chair's actions should only be used in exceptional circumstances.

## 10. Summary role of the Chair, Vice Chair and Committee Chairs

- 10.1 The Chair shall ensure there is effective governance and that the LGB fulfils its functions, supported by the Vice Chair. The Chair shall work with the academy's management team, the Clerk and/or the Director of Governance and relevant members of the Trust. In addition to steering the LGB, the Chair serves as a link with the Board of Directors.
- 10.2 The Chair is an important source of support for the Chair of the Board of Directors. Principal/Headteacher and CEO. They shall be able to provide advice and development for Governors, particularly new members, supported by the Clerk and/or Director of Governance.
- 10.3 The Chair is first among equals but has no defined individual power. The Board of Governors is a corporate entity; the power and authority rests with the Board as a whole; however, the Chair may need to take Chair's action in an emergency reporting such action to the Board of Directors as soon as possible.

## 11. Clerk to the Academy

- 11.1 The LGB shall appoint a Clerk.
- 11.2 If the Clerk is absent from a meeting, the LGB should nominate someone to take minutes.
- 11.3 The Chair shall line manage the Clerk regarding their dedicated role as Clerk to the LGB including an annual appraisal specifically related to this role, conducted by the Chair and/or Vice Chair with the option to invite the Principal/Headteacher to attend.
- 11.4 The Director of Governance shall provide advice and support to the Clerk to undertake the following duties: -
- 11.4.1 Provide effective administrative support to the LGB and its committees including minute taking and convening meetings.
  - 11.4.2 Provide guidance to the LGB on governance, constitutional and procedural matters.
  - 11.4.3 Ensure the governing body is properly constituted.
  - 11.4.4 Manage all LGB information effectively in accordance with legal requirements.
  - 11.4.5 Provide support to the LGB in order to meet all of its statutory duties.

## 12. Expectations from Governors

- 12.1 Governors are required to sign up to and follow the Code of Conduct adopted by MAT Board of Directors. They must sign a declaration of eligibility, declare any interest and any connected party relationships upon appointment and thereafter annually. The Clerk will issue these to Governors with guidance for completion annually. The Director of Governance and/or Clerk will maintain a Register of Interests and Governors must inform them of any relevant change in their circumstances.
- 12.2 The Code outlines expectations for Governors which is, in summary: -
- To abide by the seven Nolan Principles of Public Life:
    - Selflessness
    - Integrity
    - Objectivity
    - Accountability
    - Openness
    - Honesty
    - Leadership
  - To focus on the core purpose:

- Strategic leadership: defining a vision, fostering a culture and championing the strategy
- Accountability and assurance: providing robust and effective oversight of operations and performance
- Engagement: strategic oversight of relationships with stakeholders
- Apply high standards:
  - Act within our powers
  - Promote the success of the Trust
  - Exercise independent judgement
  - Exercise reasonable care, skill and diligence
  - Avoid conflicts of interest
  - Not accept benefits from third parties
  - Declare interest in proposed transactions or arrangements
- Fulfil the role and responsibilities
- Demonstrate commitment to the role
- Build and maintain relationships
- Respect confidentiality
- Declare conflicts and interest and be transparent

12.3 Governors should be able to allocate sufficient time to undertake their duties effectively. As a minimum, sufficient time to attend and prepare for meetings ensuring that they can make an effective contribution.

12.4 Governors should individually take a view on each matter discussed and are encouraged to contribute proactively to meetings as advocates to the Trust, bringing their knowledge and expertise, supporting and challenging the executive and putting student interest first.

12.5 Governors are encouraged to ensure individually and collectively they have or acquire sufficient understanding about the Trust, academy and educational landscape to be fully engaged in affairs of the Board. Requests for training should be made to the Director of Governance/Clerk or Chair.

12.6 The Trust operates by members taking majority decisions at quorate meetings. Therefore, a decision, even when it is not unanimous, is a decision taken by the members collectively and each individual member has a duty to stand by it, whether or not they were present or agreed with it when it was taken.

12.7 If a Governor disagrees with a decision they may request that their disagreement be recorded in the minutes.

12.8 Governors shall not be bound in their speaking or voting by mandates given to them by other bodies or persons, but act in the best interests of the Trust and academy at all times. They should act with honesty, frankness and objectivity, taking decisions impartially, fairly and on merit, using the best evidence and without discrimination or bias.

- 12.9 Governors should actively support equality and diversity in the Trust.
- 12.10 The Director of Governance shall maintain a register of Members and Directors' interests which is open for public inspection. Members and Directors are invited to disclose annually to the Trust all business interests, financial or otherwise, which they or (so far as they are aware) their spouses, partners, children or other close relatives may have, for entry on the register. Governors should inform the Clerk (who shall notify the Director of Governance) whenever their circumstances change and interests are acquired or lost.
- 12.11 Governors shall be requested to complete an entry of their skills periodically. The Clerk shall manage this and prepare a matrix showing all skills of the LGB and the Trust. This information shall be used when making appointments to the Trust.
- 12.12 Unless otherwise agreed by the Trust in individual circumstances statements on behalf of the Trust will only be made by the following:
- CEO or their representative
  - Chair or Vice Chair of the Trust
  - Director of Governance
- 12.13 It is the Director of Governance to the Trust's responsibility to conduct all correspondence in consultation with the Chair and CEO on behalf of the Trust who shall liaise with the Clerk as appropriate.
- 12.14 It is unethical for Governors to publicly to criticise, canvass or reveal the views of other members which have been expressed at an LGB meeting.
- 12.15 Governors are asked to give the Clerk as much notice as possible of the fact they will be unable to attend a meeting. This arrangement has two purposes. Firstly, it enables the apologies for absence to be registered at the meeting. Secondly, it will enable the Clerk to judge if the meeting will be quorate.

## 13. Governors' Services

- 13.1 Governors, excluding the Principal/Headteacher, do not receive remuneration other than the reimbursement of travel and subsistence expenses incurred in the course of their duties. Claims shall be approved by the Chair or Vice Chair and Principal/Headteacher. Claims submitted by the Chair shall be approved by the Vice Chair.
- 13.2 Governors are encouraged to participate in seminars, conferences and training programmes offered by a variety of organisations. The Clerk or Director of Governance will make the necessary booking arrangements on their behalf. Requests to attend any other training event should be made to the Director of Governance to decide if appropriate.
- 13.3 Governors have the right to take advice from independent external sources concerning the exercise of their powers and responsibilities. Such advice shall exclude matters concerning their own personal interest in relation to the Trust. Permission should first be gained from the Chair, CEO, CFO or Director of Governance.
- 13.4 A Governor seeking advice must give written notice to the Director of Governance who will copy it to the Clerk, Chair of the LGB, Chair of Directors, CEO and CFO. The notice must summarise the issues and in the case of a request for independent advice, a short explanation of why consultation with the Trust's independent advisers is considered appropriate. The Chair, in consultation with the CEO, has the authority to determine whether the request for advice and the financial cost of seeking such advice is reasonable.



- 13.5 Liability insurance cover is arranged by the Trust to provide protection in the event that they should make an error or commit an omission in good faith, which causes a financial loss to a third party who then seeks compensation.

## 14. Procedures for Electing Governors

**Independent Governors:** Appointed by Board of Directors following receipt of recommendations from the LGB to the Search and Governance Committee. The Director of Governance will liaise with the Clerk regarding progress of appointments.

**Parent Governors (2):** When there is a vacancy, a Parent Governor is nominated and is eligible to serve for four years. Parent Governors do not have to resign when their son/daughter leaves the College. If there are several candidates, the Clerk to the Governors shall organise interviews and an electronic vote as appropriate. Procedures for electing parent governors are delegated to the LGB.

**Staff Governors (2):** Nominations are received from staff and all staff (teaching and support staff) are eligible to vote. Staff Governors serve for 4 years, or until they leave College or resign, whichever occurs first. Procedures for electing staff governors are delegated to the LGB.

**Student Governors (2):** For 16-19 academies, where there is a vacancy, one (1) Student Governor is nominated each year from first year students. Student Governors serve for up to two (2) years or until they leave College, whichever occurs first.

## 15. Governors' Sub-Committees

LGBs can determine if a sub committees should be established. The Clerk will clerk all Sub-Committees, either in person or by delegation to a named individual.

## 16. Duties of Local Governing Bodies

## 17. Useful supporting documents

The following are some useful resources, but not extensive, for Governors to discuss and obtain information from the Clerk or PA to the Principal/Headteacher:

- Strategic Plan
- Student data on applications, enrolments, retention, absence, destination
- Responses to student questionnaires
- Curriculum Policy - summary of proposed curriculum
- Summary of performance in extra-curricular activities and evaluation of programme
- Analysis of examination results - raw and value added
- Quality Assurance Policy and Procedures
- Self-Assessment Report
- Financial Report
- Financial forecast, budget, unit costs
- Accommodation Strategy and space utilisation data

- Staff/student ratios
- Set sizes
- Prospectus

## **18. Review of LGB's Effectiveness**

The LGB shall annually review if it has met its terms of reference and remains fit for purpose.