



## **LOCAL GOVERNING BODY TERMS OF REFERENCE**

### **1 COMPOSITION OF LOCAL GOVERNING BODY**

- 1.1 The membership of the Local Governing Body (LGB) shall be determined in accordance with the following provisions.
- 1.2 The total membership shall be not less than 3 and not more than 15.
- 1.3 The membership shall comprise :
- a) the Principal;
  - b) at least one representative of Ormiston;
  - c) at least one elected Staff Member;
  - d) at least one member selected local community; and
  - e) such other members as the LGB decide.
- 3.4 The Local Governing Body may also appoint optional Associate Governors to provide specific skills, knowledge and/or experience to the Local governing Body. The scope and length of service shall be agreed with the Chair of Governors but will not exceed a normal term of office (4 years). Associates may attend (but may not vote at) Local Governing Body meetings and may serve on committees. Associates may serve as chairs of committees where the committee has delegated powers to elect their own chair and where they are able to operate effectively within the legal constraints of their role.
- 3.5 The Local Governing Body may continue to act notwithstanding a temporary vacancy in its composition.

### **4 RESIGNATION AND REMOVAL**

- 4.1 A Governor may at any time resign his/her office by giving notice in writing to the Clerk to the Local Governing Body.
- 4.2 A Governor shall cease to hold office if he/she is removed by the person or persons who appointed him/her. This provision does not apply in the case of the Parent, Staff, or Non-teaching staff Members.
- 4.3 The LGB may terminate the appointment of any Governor whose presence or conduct is deemed by the LGB not to be in the best interests of the Academy.
- 4.4 Any Staff Member, Non-teaching staff Member or Parent Member shall automatically cease to hold office if he/she ceases to be associated with the Academy in the capacity in which they were elected.

## 5 PERSONS INELIGIBLE TO BE GOVERNORS

- 5.1 No person shall be qualified to be a Governor unless he/she is aged 18 or over at the date of his/her election or appointment. No current student of the Academy shall be a Governor however a current student may be invited to attend a meeting of the Governors at the discretion of the Governors.
- 5.2 A Governor shall cease to hold office if he/she becomes incapable by reason of mental disorder, illness or injury of managing or administering his/her own affairs.
- 5.3 A Governor shall cease to hold office if he/she is absent without the permission of the Governors from all their meetings held within a period of six months and the Governors resolve that this office be vacated.
- 5.4 A Governor shall cease to hold office if he/she is disqualified from acting as a Governor by virtue of section 178 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).
- 5.5 A person shall be disqualified from holding or continuing to hold office as a Governor :
- 5.5.1 If :
- a) his/her estate has been sequestrated and the sequestration has not been discharged, annulled or reduced:
  - b) he/she is the subject of a bankruptcy restrictions order or an interim order.
- 5.5.2 at any time when he/she is subject to a disqualification order or a disqualification undertaking under the Company Trustees Disqualification Act 1986 or to an order made under section 429(2)(b) of the Insolvency Act 1986 (failure to pay under county court administration order).
- 5.5.3 if he/she has been removed from the office of charity trustee or trustee for a charity by an order made by the Charity Commission or the High Court on the grounds of any misconduct or mismanagement in the administration of the charity for which he/she was responsible or to which he/she was privy, or which he by his/her conduct, contributed to or facilitated.
- 5.5.4 at any time when he/she is :
- a) included in the list of teachers and workers with children or young persons whose employment is prohibited or restricted under section 1 of the Protection of Children Act 1999; or
  - b) disqualified from working with children under section 28, 29, 29A and 29B of the Criminal Justice and Court Services Act 2000.
- 5.5.5 if he/she is a person in respect of whom a direction has been made under section 142 of the Education Act 2002.
- 5.5.6 where he/she has, at any time, been convicted of any criminal offence, excluding any that have been spent under the Rehabilitation of Offenders Act 1974 as amended, and excluding any offence for which the maximum sentence is a fine or a lesser sentence except where a person has been convicted of any offence which falls under section 178 of the Charities Act 2011.

5.5.7 if he/she has not provided to the Chair of the LGB a criminal record certificate at an enhanced disclosure level under section 113B of the Police Act 1997. In the event that the certificate discloses any information which would in the opinion of the Chair of the LGB confirm their unsuitability to work with children that person shall be disqualified. If a dispute arises as to whether a person shall be disqualified, a referral shall be made to the Secretary of State to determine the matter. The determination of the Secretary of State shall be final.

5.6 Where a person becomes disqualified from holding, or continuing to hold office as a Governor and he/she is, or is proposed, to become a Governor, he/she shall upon becoming so disqualified give written notice of that fact to the Clerk to the Governors.

## **6 TERM OF OFFICE**

6.1 Any Governor shall hold and vacate office in accordance with the terms of his/her appointment but (except in the case of the Principal) the length of his/her term of office shall not exceed four years.

6.2 Unless otherwise requested by the LGB or (in the case of the Ormiston representative member) Ormiston, Governors retiring at the end of their term of office shall not be eligible for re-appointment.

## **7 CONFLICTS OF INTEREST**

7.1 The income and property of the Academy must be applied solely towards the provision of the Objects as detailed in the Ormiston Academy Trust (OAT) Memorandum. The restrictions which apply to the OAT Trustees with regard to having a Personal Financial Interest shall also apply to the Ormiston Maritime Academy Governors.

7.2 The procedure detailed at clause 5.8 of the OAT Memorandum shall apply to the OMA Governing Body always provided that, in the case of a Personal Financial Interest for a Governor who is not also a Trustee, the Governing Body may meet to authorise the benefit.

7.3 Any OMA Governor who has any duty or personal interest (including but not limited to any Personal Financial Interest) which conflicts or may conflict with his/her duties as a Governor shall disclose that fact to the Governors as soon as he/she becomes aware of it. A Governor must absent themselves from any discussions of the Governors in which it is possible that a conflict will arise between his/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).

## **8 APPOINTMENT OF CHAIR AND VICE-CHAIR**

8.1 The Chair of the Local Governing Body shall be appointed by the Ormiston Academy Trust unless the provisions of Articles 48 and 49 apply, in which event the Chair shall be appointed by the OAT Trustees.

8.2 The Vice-Chair of the Local Governing Body shall be appointed by the LGB.

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

## **9 MEETINGS OF LOCAL GOVERNING BODY**

- 9.1 The Local Governing Body shall meet at least once in each term, and shall hold such other meetings as may be necessary.
- 9.2 All meetings shall be convened by the Clerk to the Local Governing Body, who shall send to the Governors written notice of the meeting and a copy of the agenda at least fourteen clear days in advance of the meeting. The agenda shall be prepared by the Clerk to the Local Governing Body with input from the Principal.
- 9.3 A special meeting of the Local Governing Body shall be called by the Clerk whenever requested by the Chair or at the request in writing by any three Governors. Where there are matters demanding urgent consideration, the Chair or, in his/her absence, the Vice-Chair may waive the need for seven days' notice of the meeting and substitute such notice as he/she thinks fit.
- 9.4 The convening of a meeting and the proceedings conducted shall not be invalidated by reason of any individual not having received written notice of the meeting or a copy of the agenda.
- 9.5 Copies of all notices, agendas and minutes of meetings of the Local Governing Body shall be sent to the Trust's Governance Department at the same time as they are sent to Governors.

## **10 QUORUM**

- 10.1 Meetings of the Local Governing Body shall be quorate if three or one-third of Members are present (whichever is greater) of which at least 1 person must be a representative of Ormiston.
- 10.2 If the number of Governors assembled for a meeting of the Local Governing Body does not constitute a quorum, the meeting shall not be held. If in the course of a meeting of the Local Governing Body the number of Governors present ceases to constitute a quorum, the meeting shall be terminated forthwith.
- 10.3 If for lack of a quorum a meeting cannot be held or, as the case may be, cannot continue, the Chair shall, if he/she thinks fit, determine the time and date at which a further meeting shall be held and shall direct the Clerk to convene the meeting accordingly.

## **11 PROCEEDINGS OF MEETINGS**

- 11.1 Every question to be decided at a meeting of the Local Governing Body shall be determined by a majority of the votes of the Governors present and voting on the question. Every Governor shall have one vote. Where there is an equal division of votes the chair of the meeting shall have a second or casting vote.
- 11.2 A Governor may not vote by proxy.

- 11.3 No resolution of the Governors may be rescinded or varied at a subsequent meeting unless consideration of the rescission or variation is a specific item of business on the agenda for that meeting.
- 11.4 Any Governor who is also an employee of the Trust shall withdraw from that part of any meeting of the Local Governing Body at which his/her remuneration, conditions of service, promotion, conduct, suspension or dismissal or retirement are to be considered.
- 11.5 A resolution in writing, signed by all the Governors (or all of the members of a committee of the Governors), shall be valid and effective as if it had been passed at a meeting of the Governors or (as the case may be) a committee of Governors duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the Governors (or the members of a committee, as the case may be).
- 11.6 Any Governor shall be able to participate in meetings of the Governors by telephone or video conference provided that he/she has given reasonable notice to the Clerk and that the Governors have access to the appropriate equipment.

## **12 MINUTES AND PUBLICATION**

- 12.1 At every meeting of the Local Governing Body the minutes of the last meeting shall be taken as the first agenda item after any apologies, except in cases where the Governors present decide otherwise, and, if agreed to be accurate, shall be signed as a true record.
- 12.2 The Clerk to the Local Governing Body 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 chairperson 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 reasonably practicable, posted onto OATnet.

## **13 DELEGATION OF FUNCTIONS AND SUB-GROUPS**

- 13.1 The Local Governing Body is to establish a Finance and Resources sub-group and such other sub-groups as it considers desirable to carry out its responsibilities. The powers of any such sub-groups, their terms of reference and membership shall be determined by the Local Governing Body in accordance with any guidance or policies of the Trust.
- 13.2 Sub-groups consist of Link Governors who have agreed to meet with staff covering specific topics. Their role is to meet with their respective member/s of staff and report back to the LGB.
- 13.3 Sub-groups may include members who are not Governors i.e. Associate Governors and members of the Senior Leadership Team. These members do not have voting rights.
- 13.4 Except where it is otherwise constrained within its terms of reference, a sub-group may invite attendance by persons who are not Governors where such attendance is considered by the members of the sub-group to benefit its deliberations.

- 13.5 Copies of sub-group meeting notes are to be circulated to all Governors and those who are entitled to attend Local Governing Body meetings with the exception of confidential business.

## **14 FINANCIAL MATTERS**

- 14.1 Following Local Governing Body approval, the budget is to be submitted to OAT for approval and, for the avoidance of doubt, the Academy budget shall not be effective until such times it has been approved by OAT.
- 14.2 The Local Governing Body is required to work to cash limits as may be determined by the OAT and based on the approved budget. Under no circumstances has the Local Governing Body the authority to borrow money.
- 14.3 Except where prior permission has been obtained from OAT, the Academy budget is to be prepared to show break even or better.

## **15 ACCOUNTS AND AUDIT**

- 15.1 The Local Governing Body shall :
- 15.1.1 keep proper accounts and proper records in relation to the accounts; and
- 15.1.2 prepare in respect of each financial year of the Academy a statement of accounts.
- 15.2 The statement shall give a true and fair account of the state of the Academy's affairs at the end of the financial year and of the Academy's income and expenditure in the financial year.
- 15.3 The accounts (including any statements prepared under this clause) shall be audited by persons appointed in respect of each financial year by OAT.
- 15.4 The Local Governing Body will provide such access and assistance as may be required by OAT to review the finances of the Academy.

## **16 ORMISTON MARITIME ACADEMY PRIORITIES FOR 2016/17**

- 16.1 The Local Governing Body will carry the responsibility for ensuring the Academy delivers its priorities for 2016/17
- 16.1.1 **Ethos, Behaviour and Attendance**
- Embed Behaviour for Learning systems and procedures
  - Improve attendance levels for all groups of students
  - Raising aspirations agenda at the forefront of all that we do
- 16.1.2 **Achievement, Curriculum, Learning and Assessment**
- Improve outcomes / progress for our students
  - Implement Teaching and Learning priorities – with tighter departmental monitoring and accountability for leading Teaching and Learning
  - Implement the Literacy Strategy across the Academy
  - Implement and embed Numeracy across the curriculum

- Focus on SEND provision and role of mainstream teachers – quality first teaching approach
- Assessment

#### 16.1.3 **Staff Development, Recruitment, Staff Well-being**

- Develop weekly CPD that focuses upon the key priorities and bespoke to staff need with a stronger focus on impact on student outcomes.
- Further develop staff induction programme and ITT content
- Launch the VLE to aid streamlining communication across the Academy and support learning
- Staff well being

#### 16.1.4 **Leadership and Management**

- Full implementation of the new staffing structure in light of recent restructure
- Introduce Middle Leadership CPD strand
- Develop Review system with termly themed reviews to reinforce Department Reviews
- Community cohesion including parental and business engagement
- Year 7 recruitment strategy including outreach work with primary partners
- Develop an Academy ICT strategy which supports Teaching and Learning and results in better outcomes for students.

16.2 The Local Governing Body is responsible for ensuring that the Academy delivers on the Department for Education (DFE) and OAT specific expectations of governing bodies

- To ensure that the vision, ethos and strategic direction of the Academy are clear;
- To hold the Principal to account for the educational performance of the Academy and its students;
- To oversee the financial performance of the Academy and make sure its money is well spent.

## 17 **FINANCE AND RESOURCES SUB-GROUP**

17.1 To consider the academy's indicative funding, notified annually by the DFE and to assess its implications for the academy, in consultation with the Principal, in advance of the financial year, drawing any matters of significance or concern to the attention of the Governing Body.

17.2 To consider and recommend acceptance or non-acceptance of the academy's budget at the start of each financial year.

17.3 To contribute to the formulation of the academy's strategic plans, through the consideration of financial priorities and proposals, in consultation with the Principal, with the stated and agreed aims and objectives of the academy.

17.4 To receive and make recommendations on the broad budget headings and areas of expenditure to be adopted each year, including the level and use of any contingency fund or balances, ensuring the compatibility of all such proposals with the development priorities set out in the academy's strategic plans.

- 17.5 To liaise with and receive reports from appropriate sub-groups and make recommendations to those sub-groups about the financial aspects of matters being considered by them.
- 17.6 To monitor and review expenditure on a regular basis and ensure compliance with the overall financial plan for the academy, and with the financial regulations of the DFE, drawing any matters of concern to the attention of the board.
- 17.7 To monitor and review procedures for ensuring the effective implementation and operation of financial procedures, on a regular basis, including the implementation of bank account arrangements and where appropriate make recommendations for improvement.
- 17.8 To prepare the financial statement to form part of the annual report of the Governing Body to parents and for filing in accordance with Companies Act and Charity Commission requirements.
- 17.9 To receive the external auditors' reports and recommend to the Local Governing Body action as appropriate in response to audit findings.
- 17.10 To consider all relevant reports by the Responsible Officers, Comptroller and Auditor General or the appointed external auditor, including reports by the external auditor on the academy's accounts, achievement of value for money and the response to any management letters.
- 17.11 To receive reports and make recommendations to the board on all aspects of matters relating to staff of the academy.
- 17.12 To advise on the strategic planning of human resources.
- 17.13 To monitor the communication of policies and processes to staff and review feedback.
- 17.14 To advise on the means of achieving active participation by staff in policy development.
- 17.15 To review and recommend revisions to those policies which affect staff, including but not limited to those which relate to recruitment, retention, record-keeping, induction, training, discipline and grievance, professional conduct, professional development, charging and remissions, training, performance management, management of stress, trade unions, whistle-blowing, and pay.
- 17.16 To receive each term the Principal's Health and Safety report and advise as necessary.
- 17.17 To monitor compliance with the academy's Health and Safety policy and its statutory obligations under the Health and Safety at Work Act 1974.
- 17.18 To receive reports from the Principal on the management of assets including premises and their security.
- 17.19 To confirm that an asset recording system is in place, including an inventory and fixed asset register.
- 17.20 To review and advise on the risk register.



- 17.21 To monitor the application of admissions arrangements as set out in the Funding Agreement.
- 17.22 To determine the use of the academy premises and grounds outside academy sessions with regard to the lettings and charging policy.
- 17.23 To inspect the academy premises on an annual basis and prepare a planned, costed statement of premises related priorities.
- 17.24 To ensure the responsibilities of the Governing Body under the Environmental Protection Act are met.
- 17.25 To advise the Governing Body on environmental issues to ensure the academy is acting as a responsible institution in its duty to conserve energy, materials and with regard to the local community.
- 17.26 To consider the spending plans of other Sub-groups and report back and advise the Governing Body.
- 17.27 To delegate to the Principal the day to day management of the approved budget, within agreed authorisation limits.
- 17.28 To consider requests for supplementary expenditure and virements and make appropriate recommendations to the Governing Body.
- 17.29 To consider and act upon matters not covered by other sub-committees.
- 17.30 To review financial policy including consideration of long term planning and resourcing in accordance with the academy development plan.
- 17.31 To review and make recommendations to the full governing body regarding Performance Management Policy on an annual basis.
- 17.32 To ensure the legal requirements for NQT induction are in place and to ensure all NQTs have their entitlement to 10% non-contact time.
- 17.33 To hear and consider and to make any initial decisions about matters relating to the discipline of staff or staff grievances in accordance with procedures adopted.
- 17.34 To draft and keep under review a policy statement on staff consultation for approval by the Governing Body and to undertake any formal consultations on personnel issues.
- 17.35 To assess teachers' salaries as required by the Pay and Conditions document and make arrangements to inform staff of the outcome.
- 17.36 To review the salaries of the all staff on the academy's Leadership Team and the pay and conditions of all non-teaching staff.
- 17.37 To carry out a review of the staffing establishment whenever there is a vacancy and at least once a year in relation to the staffing element of the academy development plan. Note the appointment of the Principal and Vice-Principal(s) will be carried out by the Chair and representatives from the Ormiston Academies Trust. The Chair, with consultation and approval from Ormiston Academies Trust, may invite other governors to attend. Ormiston Academies Trust will deal with all the arrangements, including interviewing candidates (subject to above), and making a recommendation for appointment. Outgoing Principals may not be part of an interview panel for the appointment of a new Principal within their academy.

- 17.38 Governors delegate to the Principal the appointment of supply staff and temporary staff appointed for one term, and non-teaching staff.
- 17.39 Non-teaching staff, appointed to support children with special needs, will be appointed in consultation with the academy SENCO.

## **18 CURRICULUM AND STANDARDS SUB-GROUP**

- 18.1 The Local Governing Body will now carry out the responsibilities with regard to all curriculum issues, in particular the Academy's written statement of curriculum policy.
- 18.2 The Local Governing Body will receive a Principal's report at each meeting which encompasses :
  - 18.2.1 student attendance, exclusion, punctuality and disciplinary matters;
  - 18.2.2 quality of teaching and learning;
  - 18.2.3 the monitoring of curriculum standards and performance and contributes to target setting;
  - 18.2.4 the monitoring of the overall effectiveness and efficiency of leadership and management;
  - 18.2.5 consideration of the aims and priorities for raising standards of achievement in the Academy's strategic plan;
  - 18.2.6 reports on the Academy specialisms;
  - 18.2.7 all personnel issues both to teaching staff and support staff.

## **19 COMMUNITY AND ENRICHMENT SUB-GROUP**

- 19.1 To encourage the community use of the academy premises and grounds.
- 19.2 To monitor and review the development and impact of the extended academy and any associated business plans.
- 19.3 To actively promote partnership working between the academy and the local voluntary and community sector.
- 19.4 To position the academy at the heart of the business community and draw on the expertise and support of businesses to further the academy's aims.
- 19.5 To encourage innovation, creativity and enterprise by students and staff through these business links.
- 19.6 To receive reports on access to new funding streams, business partnerships and new models of employer engagement and support.
- 19.7 To support regeneration through links with the local authority and other agencies.
- 19.8 To promote the development of a community academy and a learning community.

- 19.9 To consult with stakeholders as part of a programme of regular self-evaluation by the academy to assess its performance against its stated aims and objectives.

## **20 RESPONSIBILITIES OF THE PRINCIPAL**

- 20.1 Subject to the responsibilities of the Local Governing Body and the policy statements of OAT, the Principal shall be responsible to the Local Governing Body for :

20.1.1 Implementing the agreed policies and procedures laid down by the Local Governing Body (including the implementation of all statutory regulations);

20.1.2 Advising the Local Governing Body on strategic direction, forward planning and quality assurance;

20.1.3 The leadership and management of the academy;

20.1.4 The admission of students;

20.1.5 Managing the delegated budget and resources agreed by the Local Governing Body;

20.1.6 Advising the Local Governing Body on the appointment of the Vice Principal and such other senior posts as the Local Governing Body may determine;

20.1.7 The appointment of all other staff and (except to the extent directed otherwise by the Trustees and/or the Local Governing Body), the salary grading, allocation of duties, appraisal and discipline of all staff;

20.1.8 The maintenance of good order and discipline by the students including their suspension and/or exclusion within the framework laid down by the Local Governing Body; and

20.1.9 All such additional functions as may be assigned under the job description or contract of employment

## **21 CONDUCT OF STAFF**

- 21.1 OAT is responsible for determining the human resource policies, procedures and terms and conditions of service for all employees including the setting of appropriate rules for the conduct of staff. Changes to such policies and procedures will be effected only after consultation with the Local Governing Body and staff groups where appropriate.

## **22 RULES AND BYE-LAWS**

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

## **23 AMENDMENT OF INSTRUMENT AND RULES OF GOVERNMENT**

- 23.1 This document shall be subject to review at the first meeting of the LGB in each academic year.

- 23.2 Notwithstanding clause 19.1, this document may be modified or replaced by the Governors as they may from time to time consider appropriate.

## **24 COPIES OF THESE TERMS OF REFERENCE**

- 24.1 A copy of this document, and of any rules and bye-laws, shall be given to every Governor and shall be available for inspection upon request by members of staff during normal office hours at the offices of the Academy.

## **25 EFFECTIVE DATE**

- 25.1 These Terms of Reference shall come into effect on 1 October 2016.

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