

Bronte Academy Trust

TERMS OF REFERENCE FOR ACADEMY GOVERNANCE COMMITTEES [AGCs]

1. Terms of Reference

These terms of reference are drafted and maintained by the Bronte Academy Trust. The Trustees may make amendments to these terms of reference from time to time, as described in the Trust's Articles of Association.

The Terms of Reference will be reviewed at least annually by the Trustees.

In the event that amendments are made, the Trust shall update each AGC at its next suitable meeting.

The terms of reference should be read in conjunction with the Trust's Articles of Association and Scheme of Delegation.

2. The Trust and AGCs

The Trust is a charitable company limited by guarantee. It has entered into a Master Funding Agreement with the Department for Education and a Supplemental Funding Agreement in respect of the schools (together the "Funding Agreements") and so it is the Trust that is ultimately responsible to the Department for Education pursuant to the Funding Agreements.

The Trustees are the charity trustees (within the terms of section 177 of the Charities Act 2011) and responsible for the general control and management of the administration of the Trust in accordance with the provisions set out in the Articles of Association of the Trust.

The AGC shall be a Committee of the Trustees, established pursuant to articles 100 to 106 of the Articles of Association of the Trust, and will operate under the Bronte Academy Trust Scheme of Delegation.

3. AGC Membership

Membership of the Academy Governance shall be determined by the Trustees based on the requirements of the school setting. In most cases, AGCs will have a total of 7 Governors. The structure of the membership of the AGC will comprise of:

- i. The Headteacher/Executive Headteacher
- ii. 2 Parent Governors (elected as outlined in articles 54-56 of the Articles of Association)
- iii. 1 Staff Governors (selected through a fair and transparent method, usually an election)
- iv. 3 Co-opted Governors

Where there are significant concerns about the performance of a school and/or AGC, the AGC may be dissolved and the Trustees will implement a smaller 'Interim Executive Board' to govern the school.

All governor appointments/elections are subject to ratification by the Trustees.

4. Governors' Term of Office

Any Governor shall hold and vacate office in accordance with the terms of his/her appointment but (except in the case of the Headteacher/Executive Headteacher) the length of his/her term of office shall not exceed four years. For the avoidance of doubt, a Governor's term of office shall not include any time served as a governor of a predecessor school prior to academisation.

Subject to remaining eligible to be a Governor, any Governor may be reappointed or re-elected for consecutive periods. Trustees will take into consideration the performance of the AGC when deliberating ratification of any Governor that is reappointed or re-elected for consecutive periods.

5. Resignation and Removal of Governors

A Governor may at any time resign his/her office by giving notice to the Headteacher, Chair or Governance Professional to the AGC. Written confirmation will be requested.

The Trustees may, at any time, terminate the appointment of any Governor whose presence or conduct is deemed not to be in the best interests of the Trust or the school.

A Local Governor may be removed from the AGC if there are concerns about their commitment and attendance at meetings. If a Local Governor misses more than 2 formal meetings during a 12 month period, a discussion will be held with them prior to a decision being taken about their continued involvement on the AGC.

Any Staff Member shall automatically cease to hold office if he/she ceases to be employed at the school. However, a Parent Governor shall not automatically cease to hold office solely by reason of the child (of whom that Parent Governor is a parent or carer) ceasing to be a pupil at the school.

6. Persons Ineligible to be Governors

A serving Trustee on the Bronte Academy Board of Trustees shall not be a Governor unless selected to serve on an 'Interim Executive Board'.

A person is disqualified from holding or continuing to hold office as a Governor if that person:

- is a registered pupil;
- is under the age of 18 at the date of appointment or election;
- has been declared bankrupt and/or their estate has been seized from their possession for the benefit of their creditors and the declaration or seizure has not been discharged, annulled or reduced;
- is the subject of a bankruptcy restrictions order or an interim order;

- is subject to a disqualification order or a disqualification undertaking under the Company Directors 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);
- is disqualified from acting as a trustee by virtue of section 178 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision);
- 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 was responsible or to which he was privy, or which he by his conduct contributed to or facilitated;
- 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;
- is included in the list of teachers or workers considered by the Secretary of State as unsuitable to work with children or young people;
- is barred from any regulated activity relating to children;
- is disqualified from working with children or from registering for childminding or providing day care;
- is disqualified from being an independent school proprietor, teacher or employee by the Secretary of State;
- has been fined for causing a nuisance or disturbance on school premises during the five years prior to or since appointment or election as a governor;
- refuses a request to make an application to the Disclosure & Barring Service for a criminal records certificate.

7. Appointment of the Governance Professional

The Governance Professional shall be appointed by the Trust. The Governance Professional shall not be a Governor.

Where the Governance Professional fails to attend a meeting of theirs, Governors can appoint any one of their number or any other person to act as Governance Professional for the purposes of that meeting.

8. Appointment of Chair and Vice Chair of AGC

Where possible, the Chair of the AGCs should be appointed, from among the Co-opted Governors, by the Trust and formally agreed by Trustees at their first meeting following the appointment. The term of office as Chair will be biennial.

The AGC shall elect a Vice Chair from among their number (with preference given to Co-opted Governors). The term of office as Vice Chair will be biennial.

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 is to act as Chair for all purposes. If both the Chair and the Vice-Chair are

absent from any meeting, the Governance Professional shall Chair the meeting. The Governance Professional holds no voting rights even in the event of them chairing the meeting.

The Trustees may, at any time, relinquish the role of Chair or Vice Chair from a Governor if they deem it necessary in the best interests of the Trust or the school.

Where a vacancy arises in the office of the Chair or Vice Chair, the appointment/election procedures as laid out in this section will be executed as soon as is practicable.

Any Governor, with the exception of the Headteacher, may put themselves forward for the position of chair. Any prospective Chair should be proposed and seconded by a Governor with full voting rights. The Chair will be elected by vote, a secret ballot will be facilitated at the request of two or more Governors.

Any Governor employed to work at the school cannot be Chair or Vice Chair.

9. Delegation of Functions to the Chair or Vice-Chair in Cases of Urgency

Where a delay in exercising the function would be likely to be seriously detrimental to the interests of the school, any pupil at the school, or their parent; or a person who works at the school, the Chair may exercise any function of the AGC. Where the Chair (whether by reason of vacancy in the office or otherwise) would be unable to exercise the function in question before the detriment is suffered, the reference to the Chair is to be read as if it were a reference to the Vice Chair.

10. Responsibilities of Governors

The role of Governors is to carry the Trust vision, policies and priorities forward, based on the specific qualities and community characteristics of each school. The Governors are expected to question and challenge school leadership, to support the Trustees and CEO in holding them to account.

In particular, and subject to the limitations set out above, the Trustees delegate the running of the school to the AGC and specifically the following duties:

Vision and Accountability

- To carry forward the Trust's vision, in a way appropriate to the specific qualities and community characteristics of each school.
- Implementation of actions required to comply with statutory regulations and the Funding Agreements.
- Implementation of the Trust policies.
- To review school specific policies, publications and website content and ensure school compliance to DfE and Financial regulations.
- Holding school leadership to account for academic performance, quality of care and quality of provision.

- To contribute to and review school evaluation documents.
- To contribute to and approve the School Development/Improvement Plan.

Finances and Assets

- To note and review the school budget for the academic year, monitor expenditure in the year and ensure all budgets delegated are managed within the Trust's scheme of delegation.
- Holding school leadership to account for achieving value for money.
- Implementation of Trust's procurement policies.
- To appoint from its members a designated Pupil Premium Governor who will take a lead role in monitoring the effectiveness of the use of Pupil Premium funding (and Sport Funding and/or any other Government funding for specific purposes where relevant) on behalf of the AGC. It is expected that the appointed Governor will retain the designation for the remainder of their term of office as a Governor.
- To receive appropriate reports on the school estate and monitor the impact on education and learning.
- Maintenance of or putting in place appropriate arrangements for the maintenance of the school estate in accordance with the guidelines established by the Trust.

Safeguarding

- To approve the school Child Protection and Safeguarding policies and monitor implementation.
- To appoint from its members a designated Child Protection and Safeguarding Governor who will take a lead role in monitoring safeguarding on behalf of the AGC. It is expected that the appointed Governor will retain the designation for the remainder of their term of office as a Governor.

Special Educational Needs and Disabilities

- To ensure the school effectively implements strategies for inclusion.
- To appoint from its members a designated SEND Governor who will take a lead role in monitoring provision for SEND pupils on behalf of the AGC. It is expected that the appointed Governor will retain the designation for the remainder of their term of office as a Governor.

Risk Management

- The AGC shall keep under review the school risk register and seek assurance that risk management is effective.

Governance

- Governors are not, and nothing within this document is intended to make them charity trustees within the terms of section 177 of the Charities Act 2011.
- Each Governor shall act in the best interests of the Trust and school at all times.

- The Governors must keep confidential all information of a confidential nature obtained by them relating to the school and the Trust.
- The Trustees reserve the right to withdraw delegated powers from the AGC and disband it at any time.
- All Governors must be familiar and comply with:
 - the Articles of Association;
 - the Funding Agreements;
 - the Academies Trust Handbook;
 - the Bronte Academy Trust Code of Conduct for Local Governors, Trustees and Members;
 - these Terms of Reference.
- Each Governor shall be expected to undertake training to ensure their skills and knowledge are up to date.
- As part of their functions, it is expected that the Chair will make every effort to attend termly Trust Chairs' Network meetings to support communications across the Trust.

11. Governor Monitoring and Link Roles

In carrying out their duties as described in paragraph 10, it is expected that the Governors will undertake some monitoring activities separate to the meetings of the AGC. How these monitoring activities are conducted shall be determined by the AGC to meet the needs of both the school and the Governors.

The AGC shall designate link roles to Governors to support monitoring of specific aspects. The aspects covered must include Safeguarding, SEND, and Pupil Premium as described in paragraph 10. The AGC may implement as many link roles as they deem appropriate and may combine link roles.

With agreement of the AGC, link roles may be changed or removed as necessary.

12. Meetings of the AGC

The AGC shall meet formally at least 3 times in every academic year and at least 3 times informally, and shall hold such other meetings as may be necessary.

All formal meetings shall be convened by the Governance Professional who shall send to all of the Governors written notice of the meeting and a copy of the agenda at least seven clear days in advance of the meeting. Headteachers will liaise with the Governance Professional on the convening of informal School Development Sessions.

A special meeting of the AGC shall be called by the Governance Professional if necessary. Where there are matters demanding urgent consideration, the need for seven days' notice of the meeting will be waived.

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.

13. Quorum for AGC Meetings

Meetings of the AGC shall be quorate if three members, including at least one Co Opted Governor, are present.

A Governor dialled in via conference/video call will be classed as in attendance and shall count towards the quorum.

If the number of Governors assembled for a meeting of the AGC does not constitute a quorum, the meeting shall not be held.

Subject to Article 6 of the Articles of Association and paragraph 20 of these Terms of Reference, any Governor with a conflict of interest or duties in respect of any matter to be discussed at the meeting shall not count in the quorum for that part of the meeting at which the relevant matter is discussed and shall withdraw from the meeting and not vote.

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 Governance Professional to convene the meeting accordingly.

14. Attendance of the AGC

Local Governors are required to attend AGC meetings regularly. Irregular attendance will constitute grounds for removal from the AGC.

A Local Governor may be removed from the AGC if he/she misses more than 2 formal meetings during a 12 month period.

15. Proceedings of AGC Meetings

Every item to be decided at a meeting of the AGC 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.

A Governor may not vote by proxy. However, votes will be accepted via conference/video call where the Governor has been dialled in for the full discussion leading to the vote.

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.

Any Governors with conflicts of interests or duties in accordance with Article 6 of the Articles of Association and paragraph 20 of these Terms of Reference must abide by the procedures in Article 6 and paragraph 20 and where required, withdraw from the meeting in respect of discussions in relation to which they have a conflict and not vote.

For the avoidance of doubt, any Governor who is also an employee of the Trust shall withdraw from that part of any meeting of the AGC at which his/her remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement are to be considered.

16. Decisions Outside of AGCs Meetings

Decisions may, at times, be required outside of AGC meetings. In such circumstances Governors can vote via email through the Governance Professional.

Where there is an equal division of votes the Chair of the meeting shall have a second or casting vote.

The Governance Professional to the AGC will securely maintain all responses/votes as a record of the decision made.

17. Minutes and Publication

At every meeting of the AGC 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.

The Governance Professional to the AGC shall ensure that a copy of the agenda for every meeting of the Governors, 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 school.

18. Headteacher's Report

The Headteacher will provide a written report providing an update on the school to each formal meeting of the AGC. The Headteacher's report shall be sent to all of the Governors with the written notice of the meeting where possible.

19. Delegation of Functions

The AGC may not delegate all or any part of its powers, duties, responsibilities or functions to any person, committee or other organisation without the prior written consent of the Trust Board.

20. Conflicts of Interest

The income and property of the school must be applied solely towards the provision of the Objects as detailed in the Articles of Association. The restrictions which apply to the Trustees with regard to having a Personal Financial Interest shall also apply to the Governors.

The procedure detailed in article 6 of the Articles of Association shall apply to the AGC always provided that, in the case of a Personal Financial Interest for a Governor, the AGC may meet to authorise the benefit.

All Governors shall complete a declaration of interests form on joining the AGC. The register of interests shall be reviewed at the start of each academic year.

Any 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 becomes aware of it and notify the Chair at the start of

any meeting where that conflict relates to an agenda item. A Governor must absent himself 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 school and any duty or personal interest (including but not limited to any Personal Financial Interest).

21. Remuneration, Pay Scales and Performance Management

The performance review, performance management and remuneration of the Headteacher/ Executive Headteacher will be reviewed by the Chair of the AGC and CEO in accordance with the Trust's Performance Review Policy.