



The Diocese of Gloucester Academies Trust

**DGAT Local Governing Board
Terms of Reference**

Clearwater Church of England Primary Academy

*Authentically Christian
Boldly passionate about excellence in learning
Relentlessly driven in our aspiration for everyone*

Effective Date: September 2021

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1. Acronyms used within this document

There are many acronyms used within the education sector, some of the common acronyms you will come across within these terms of reference are listed below. For a wider compendium of acronyms, you may come across in your time as a DGAT local governor please see our DGAT Acronym Buster which is available in the Local Governors' Member area on the DGAT website.

Acronym	Long form
CEO	Chief Executive Officer
DGAT	Diocese of Gloucester Academies Trust
DBS	Disclosure and Barring Service
LGB	Local Governing Board

2. Purpose of the local governing board

The role of the local governing board is to maintain strong oversight and compliance with the responsibilities delegated by the Trust Board as set out in the DGAT Scheme of Delegation.

The LGB is delegated responsibilities within the three core functions of governance. These being:

- Ensuring clarity of vision, ethos and strategic direction
- Holding executive leaders to account for the educational performance of the organisation and its pupils, and the effective and efficient performance management of staff
- Overseeing the financial performance of the organisation and making sure its money is well spent

This document should be read and used in conjunction with the DGAT Scheme of Delegation.

3. Membership and quorum

The local governing board will have a minimum of five local governors but will not be subject to a maximum. All local governors are required to have an enhanced Disclosure and Barring Service (DBS) check.

The local governing board of Clearwater Church of England Primary Academy will have the following members:

Type of governor	Number required	Appointed or elected
Foundation Governor	4	Appointed by the Diocese Board of Education
Foundation Ex-officio Governor	1	Automatic appointment of the local incumbent or their substitute for duration of time in role.
Parent Governor	2	Elected by eligible members of the school parent body
Staff Governor	1	Elected by eligible members of the school staff body

Co-opted Governor	1	Appointed by the LGB
Headteacher ex-officio Governor	1	Automatic appointment for duration of time in role.
Trust Appointed Governor	1	Appointed by DGAT
Total number of local governors	11	

One Director shall be entitled to attend any meetings of the local governing board. The Director shall count towards the quorum for the purposes of the meeting and shall be entitled to vote on any resolution being considered by the local governing board. The presence of a Director will constitute one vote in any such matters. Members of the central team are entitled to attend any meeting of the local governing board but will not have voting rights or count towards quorum.

The quorum for a meeting of the local governing board, and any vote on any matter, shall be five local governors or 60% of the total membership, excluding vacancies.

4. Appointments and elections

Disqualification regulations for all local governors are set out in the DGAT election and recruitment of local governors' guidance.

The Chair of the local governing board will be nominated by the local governing board and appointed by the Trust Board for a term of office of one academic year. A local governor is permitted to stand as Chair of the local governing board again at the end of their term of office.

Local governors must elect on an annual basis a Vice Chair of governors for a term of office for one academic year. A local governor is permitted to stand as a Vice Chair of the local governing board again at the end of their term of office.

Foundation Governors: The Foundation Governor(s) shall be appointed by the Diocesan Board of Education after discussion with the relevant Parochial Church Council, who will nominate individuals for consideration. One of the required number of Foundation Governors will be the officiating minister of the parish (ex-officio). Where the ex-officio is unable or unwilling to take up the position, a substitution may be proposed to the Trust by the officiating minister. The Trust will seek the approval of the appropriate Archdeacon to appoint a proposed substitute ex-officio Foundation Governor. The local governing board must follow the Diocese of Gloucester process for the appointment of Foundation Governors which is available on the Diocese website.

Parent Governors: The parent local governor(s) will be elected by parents of registered pupils at the school. The Returning Officer will make all necessary arrangements for the election of the parent local governor(s) in line with the Trust's protocol. If no parent expresses an interest to join the local governing board a person who has parental responsibility for a child of compulsory school age, with preference to parents in neighbouring Trust Academies. If the number of parents Standing for election is less than the number of vacancies, then no election is required and the parent is elected unopposed. Any remaining parent vacancies will then be appointed to by the Trust Board.

Staff Governors: A staff governor will be elected by a staff election. All staff members currently employed at the school will be eligible to vote. If no staff member expresses an interest to join the local governing board a person who is employed within another Trust School may be appointed by the Trust Board.

Co-opted governors: Co-opted Governors may be appointed by the local governing board. A person who is employed at the school cannot be appointed as a co-opted local governor if this results in the number of staff on the local governing board exceeding one third of the total number of local governors (including the Headteacher/Principal).

Trust Appointed Governors: Where required, Trust Appointed Governors will be appointed by DGAT. LGBs may suggest potential Trust Appointed Governors to the Trust Board via the Governance Lead.

Associates: The membership of the local governing board may include persons who do not serve as local governors. These will be known as 'associates'. Associates must always be in the minority and are appointed in an advisory role and for the skills and expertise they contribute to the local governing board. Associates will not be given voting rights and do not contribute to the quorum of any meeting of governors. The term of office and specific role of associates should be clearly identified in the minutes of the meeting where they are appointed. Appointments, in the first instance, should not exceed two years but this may be extended by a vote of the local governing board after the two years have elapsed. Associates are subject to the same disqualification regulations as all local governors, as set out in the DGAT election and recruitment of local governors guidance.

When appointing or electing local governors, the local governing board skills audit will be considered to ensure governors have the necessary skills, knowledge and expertise to contribute to effective governance and outcomes of the school.

Other attendees

The local governing board may invite to a meeting any person it deems appropriate to assist, advise or report on a particular matter. Any additional attendee/s should only attend for the section of the meeting relevant to them and shall not count towards the meeting quorum or be entitled to vote on any matter.

5. Appointing a Chair and Vice Chair of Governors

The Chair of the local governing board is appointed by the Board of Trustees annually. A recommendation for the appointment of Chair is made to the Trust Board by members of the local governing board prior to the Trust Board's last meeting of the academic year. Final approval and appointment rests with the Trust Board.

The Headteacher, staff governor, pupils or staff members are not permitted to be appointed as Chair of the local governing board.

The local governing board, unless otherwise directed by the Trust Board, will elect a Vice Chair of Governors at the first meeting of the academic year.

The Chair and Vice Chair may resign at any time by giving notice to the governing board, via the Clerk to Governors, in writing. The Chair of Governors must also provide notice in writing to the Board of Trustees via the CEO or Governance Lead.

Removal of the Chair

If the local governing board has a concern about the conduct or performance of the Chair of Governors a written account of concerns should be submitted to the Trust Board via the CEO or Governance Lead.

The Trust Board may remove the Chair of Governors using the process for a breach of conduct set out within the Local Governors' Code of Conduct. Reasons for the removal of the Chair of Governors may include, but are not limited to:

- Failure to lead the local governing board effectively
- Bringing the Trust or school into disrepute
- A breakdown of trust and confidence
- A failure to follow the direction of the Trust Board.

Removal of the Vice Chair

Removal of the Vice Chair of Governors is delegated to the local governing board using the process for a breach of conduct set out within the Local Governors' Code of Conduct.

6. Terms of office

The term of office for any local governor shall be up to 4 years. Subject to remaining eligible to be a particular type of local governor on the local governing board, any person may be re-appointed or re-elected (including being co-opted again) to the local governing board. Usually, local governors will serve no more than three terms of office.

The Headteacher/Principal or incumbent (who shall serve *ex officio*) will hold office for the duration of their employment in the role that entitles them to the role of *ex-officio* governor.

7. Meetings of the local governing board

Subject to the DGAT Scheme of Delegation, the local governing board may regulate its proceedings as the members of the local governing board consider best discharge their responsibilities and maintain oversight of the performance of the school.

The local governing board shall meet between three and six times in every academic year. The governing board must meet regularly enough to discharge the responsibilities set out in the DGAT scheme of delegation.

Each meeting of the local governing board must be chaired by the appointed Chair, or in their absence the Vice-Chair. If the Vice-Chair is not present at the meeting, the local governing board

must elect a local governor present at the meeting to act as Chair. The Headteacher, staff governor or any person employed by the school or Trust is not permitted to Chair a meeting of the local governing board in any circumstance.

The local governing board will appoint a clerk who will minute all meetings of the local governing board. Any local governor or associate is not permitted to be appointed as Clerk but, excluding paid members of staff, a local governor may clerk a meeting in an emergency situation e.g. late notice absence of the substantive Clerk.

Meetings of the local governing board will be convened by the Clerk. In exercising their functions, the Clerk will comply with any directions given by the Trust Board or the Chair of the local governing board. Instruction from the Trust Board will take precedent over instruction from the Chair of the local governing board.

Any three members of the local governing board may, by notice in writing given to the Clerk, request a meeting of the local governing board; and it will be the duty of the Clerk to convene such a meeting as soon as is reasonably practicable. No decisions will be taken at any meeting of the local governing board unless it is quorate.

Each local governor will be given written notice of a meeting at least seven clear days before the date of a meeting, together with a copy of the agenda for the meeting, with all associated papers. **Documents should only be tabled at meetings in exceptional circumstances.** Papers circulated before the meeting should not include the following:

- A named teacher or other person employed, or proposed to be employed, at the school.
- A named pupil at, or candidate for admission to, the school.
- Any matter which, by reason of its nature, the local governing board is satisfied should remain confidential.

All minutes will include a list of attendees, apologies (both those accepted and those that have not) and unauthorised absences (i.e., no apologies given) and details of any appointments and resignations.

Minutes will also include details of all resolutions and a summary of discussions, to include a list of clear action points, as appropriate.

All questions, challenges and responses should be clearly minuted by the Clerk and evidenced in the minutes.

The minutes of all meetings will be maintained by the Clerk to the local governing board and will be signed (subject to the approval of the local governors) at the next subsequent meeting by the person acting as Chair.

The Clerk will ensure that copies of minutes of all meetings will be provided to the Governance Lead as soon as reasonably practicable after the meeting.

The Clerk will ensure that a copy of the agenda for every meeting of the governing Board; 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 at the school to persons wishing to inspect them.

Where the Trust Board, the Chair or, in their absence the Vice-Chair, determines there is a matter

or considerable urgent attention, it will be sufficient if the written notice of a meeting, and the copy of the agenda is given within a shorter timescale.

All conflicts of interest will be declared and managed in line with the 'Local Governing Board Code of Conduct' and 'DGAT Conflict of Interest Policy'.

The local governing board is permitted to hold a meeting remotely in the event it is not safe to meet face-to-face.

All remote meetings of the local governing board must be held in line with the Trust's 'Trustee and Local Governing Board Remote Meeting Policy'.

A local governor will be able to participate in meetings by telephone or video conference provided that they have given notice of their intention to do so detailing contact information at least 48 hours before the meeting; and the board has access to the appropriate equipment. If, after all reasonable efforts, it does not prove possible for the person to participate by telephone or video conference the meeting may still proceed with its business provided it is otherwise quorate.

Local governing board sub-committees

The local governing board is required to establish and must adopt the DGAT Terms of Reference for the Local Governing Board Finance and Resources Sub-Committee. The committee will meet as often as is necessary to fulfil its responsibilities, including in relation to timescales outlined in the Trust's financial policies and procedures, but at least once per term.

DGAT strongly recommend that local governing boards also establish a Standards and Ethos Committee and provide template terms of reference for this committee.

Calendar of business

Each local governing board must ensure its annual business reflects the responsibilities set out in the scheme of delegation and it is strongly recommended that local governors use the DGAT Annual Schedule for Work to support agenda planning. This is available on the DGAT website.

8. Decision making

A decision made by the local governing board will only be valid if made within the requirements set out in these Terms of Reference and scheme of delegation. All local governors have a duty to act as a corporate Board and not as individuals and will act with integrity, objectivity and honesty. All decisions will be made in the best interests of the Trust, its academies and the children they serve.

All decisions made by the local governing board will be decided by a vote of all local governors entitled to vote who are present at the meeting where a decision is required.

In the event of a tied vote, the Chair of the meeting shall have a casting vote, this vote is in addition to any other vote they are entitled to.

It is not permitted for local governors to make decisions outside of a formal meeting of the Local Governing Board, including by email.

9. Chair's Action

The chair of the local governing board is permitted to act and make decisions in urgent situations, where a delay in taking action or making a decision would cause a serious, detrimental effect to the school, a pupil, parent or member of staff – this is known as a 'chair's action'. The vice chair is permitted to take the same action, in the absence of the chair of the local governing board.

Chairs of the local governing board should record any action taken outside of governing board meetings on the 'DGAT Record of Chair's Action' form which is available on the DGAT website and share this with the local governing board and Governance Lead at the earliest opportunity.