

Adopted by resolution of the Board on 13th March 2018

1. INTRODUCTION

- 1.1 Cheshire Academies 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. The Trust will delegate responsibility to Local Governing Bodies, the Director of Operations and Principals / Head Teachers for aspects of running the academies as it sees fit, however the Trust retains ultimate decision making authority in all areas (see Annex 3 Scheme of Delegation).
- 1.2 The following academies are currently operated by the Trust:
- Boughton Heath Academy**
- Kelsall Primary School**
- Mill View Primary School**
- (each one the “Academy” or collectively the “Academies”).
- 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. The LGB shall be a committee established pursuant to Articles 100 to 104 (inclusive) of the Articles of Association of the Trust (the “Articles”).
- 1.4 The Trustees may review these terms of reference at any time but shall review them at least annually.
- 1.5 These terms of reference may only be amended by the Board of Trustees.

2. CONSTITUTION OF THE LOCAL GOVERNING BODIES (LGBs)

- 2.1 Members of the LGB shall be known as “governors”.
- 2.2 The Trustees have the right to appoint such persons to the LGB as they shall determine from time to time
- 2.3 Subject to clause 2.2, the composition of the LGB shall be as follows:
- 2.3.1 the Principal or Headteacher (as applicable) of the Academy;
 - 2.3.2 up to 3 staff governors;
 - 2.3.3 up to 4 parent governors; and
 - 2.3.4 up to 6 co-opted governors.
- 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

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

4. RELATIONSHIP BETWEEN THE BOARD OF TRUSTEES AND LGB

- 4.1 The LGB shall in carrying out its role:
- 4.1.1 promote high standards and aim to ensure that students and pupils are attending a

successful school which provides them with a good education and supports their well-being;

- 4.1.2 be accountable to the Trustees for its actions and follow the expectations of governors as laid down by the Trustees;
 - 4.1.3 aim to establish that it is competent, accountable, independent and diverse that it promotes best practice in governance;
 - 4.1.4 aim to ensure that its governors promote and uphold high standards of conduct, probity and ethics;
- 4.2 The Trustees shall support the work of the LGB by:
- 4.2.1 setting a clear strategic vision to allow the LGB to set and achieve its own aims and objectives within such vision;
 - 4.2.2 ensuring that the governors have access to high quality training.
- 4.3 Without prejudice to the Trustees' other rights to remove any governor and the Trustees' rights to amend these terms of reference at any time, where the Trustees have concerns about the performance of an LGB they may, amongst other actions:
- 4.3.1 require the relevant LGB to adopt and comply with a governance action plan in such form as determined by the Trustees;
 - 4.3.2 suspend or remove any or all of the matters delegated to the LGB; and
 - 4.3.3 suspend or remove any or all of the governors of the relevant LGB.
- 4.4 The Trustees may require a governance action where:
- 4.4.1 the Academy has a deficit budget (both revenue and capital) in excess of £30,000; and
 - 4.4.2 the Academy is 'at risk' of below national attainment and progress standards.
- 4.5 The Trustees may vary the matters delegated where:
- 4.5.1 the LGB acts outside its delegated powers and limitations; or
 - 4.5.2 the LGB is in breach of these terms of reference.
- 4.6 The Trustees may remove governors where:
- 4.6.1 the Academy is in breach of its funding arrangements; and
 - 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 4.4, 4.5 and 4.6 are illustrative only and shall not limit the rights of the Trustees to suspend or remove any or all of the matters delegated to the LGB.
- 4.8 Governors at CAT Academies are invited to attend Part 1 Trust Board meetings should they wish to do so.

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 from time to time;
 - 5.1.3 review its own policies and practices in line with the policy review schedule, 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.
 - 5.1.8 Comply in full with the 'Nolan Principles which are the basic ethical standards expected of public office holders, as detailed in Annex 4
- 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.
- 5.3 Governors shall be expected to report to the Trust against KPIs which have been set for the Academy and provide such data and information regarding the business of the Academy and the pupils attending the Academy as the Trustees may require from time to time.
- 5.4 The powers retained by the Trust and delegated from the Trustees to the LGBs shall be as follows:
- 5.4.1 Annex 3 sets out the powers retained by the Trust, the powers delegated to the LGB, the Principal/Headteacher at each Academy and the Director of Operations employed by the Trust.
- 5.5 For the avoidance of doubt, where a power is not expressly delegated to 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 or Annex 4.
- 5.6 Annex 3 and 4 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 the Vice Chair, is of the opinion that a matter of urgency exists and a delay in exercising the function would likely be seriously detrimental to the interests of the Academy, any pupil or their parent or a person who works at the Academy, then they may exercise any function of the LGB which can be delegated to an individual or any function relating to the exclusion of pupils after consultation with the Principal/Headteacher. Any actions taken under this provision shall be reported to the LGB at its next meeting.
- 5.8 Should a LGB fail to take any necessary decision or take decisions outside the scope of these terms of reference then the Trustees shall be entitled to take or change said decision should it consider this to be necessary in the interests of the Academy, any pupil or their parent or a person who works at the Academy.

Annex 1 – Appointment and Removal of Governors

1 Staff governors

- 1.1 The LGB 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.
- 1.2 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 LGB.

2 Parent governors

- 2.1 Parent governors of the LGB shall be elected by parents of registered pupils at the Academy. He or she must be a parent of, or have parental responsibility for, a pupil at the Academy at the time when he or she is elected.
- 2.2 The Trustees will normally delegate responsibility for making necessary arrangements for the running of an election of the parent governors to the LGB.
- 2.3 Where there is a vacancy for a parent governor the LGB shall take such steps as are reasonably practical to secure that every person who is known to them to be a parent of a registered pupil at the Academy is informed of the vacancy and that it is required to be filled by election, informed that they are entitled to stand as a candidate, and vote at the election, and given an opportunity to do so. The Chair of the LGB, or nominated representative, should communicate with any prospective parent governor candidates prior to an election to discuss the responsibilities, any specific skills or experience being sought and the commitment requirements of the parent governor role. If the Chair has any concerns about prospective candidates they must consult with Trustees prior to the election.
- 2.4 Any election of persons who are to be the parent governors which is contested shall be held by secret ballot. The arrangements made for the election of the parent 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 pupil at the Academy.
- 2.5 Where the number of parents standing for election is less than the number of vacancies, LGB, with the approval of the Chair of Trustees, may appoint a person who is the parent of a registered pupil at the Academy or, where it is not reasonably practical to do so, a person who is the parent of a registered pupil of another Academy run by the Trust.

3 Co-opted governors

- 3.1 Co-opted governors of the LGB shall be appointed by the LGB with the approval of the Chair of Trustees. He or she must be:
 - a) a person who lives or works in the community served by the Academy; or
 - b) a person who, in the opinion of the LGB, has the necessary skills set and is committed to the government and success of the Academy.
- 3.2 The LGB may not appoint an employee of the Trust as a co-opted governor.

4 Term of office

- 4.1 The term of office for any governor shall be 4 years, save for the Principal/Headteacher of the Academy (as applicable) who shall remain a governor until he or she ceases to work at the Academy.
- 4.2 Subject to remaining eligible to be a particular type of governor, any person may be re-appointed or re-elected to the LGB. Governors should not serve more than two consecutive terms (i.e. 8 years) at any one school, except under exceptional circumstances where the LGB can approve an extended period of service with the approval of the Chair of Trustees.

5 Resignation and removal

- 5.1 A person serving on the LGB shall cease to hold office if:
- a) He / she resigns their office by giving notice in writing to the clerk of the LGB;
 - b) the Principal/Headteacher or a staff governor ceases to work at the Academy;
 - c) the Trustees terminate the appointment of a governor whose presence, non-attendance (six months or more) or conduct is deemed by the Trustees, at their sole discretion, not to be in the best interests of the Trust or the Academy.
- 5.2 For the avoidance of doubt, a parent governor shall not automatically cease to hold office solely by reason of their child ceasing to be a pupil at the Academy.

6 Disqualification of governors of the LGB

- 6.1 A person shall be disqualified from serving on the LGB if he would not be able to serve as a Trustee in accordance with Articles 68-80 of the Articles of Association of the Trust.

7 Appointment and removal of Chair and Vice Chair

- 7.1 The Chair and Vice Chair of the LGB shall be elected annually by the LGB. Trustees reserve the right at their absolute discretion to appoint or remove the Chair and / or Vice Chair of a LGB at any time if considered necessary in the interests of the Trust, Academy or LGB.
- 7.2 The term of office of the Chair and Vice Chair shall be 1 year. Subject to remaining eligible to be a governor, any governor may be re-appointed as Chair or Vice Chair of the LGB.
- 7.3 The Chair and Vice Chair may at any time resign their office by giving notice in writing to the Trustees. The Chair or Vice Chair shall cease to hold office if:
- a) He/she ceases to serve on the LGB;
 - b) He/she is employed by the Trust whether or not at the Academy; or
 - c) in the case of the Vice Chair, is appointed to fill a vacancy in the office of the Chair.
- 7.4 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.

8 Committees

- 8.1 Each LGB will undertake the core LGB delegated responsibilities covering; Teaching and Learning, Resources / Finance, Health and Safety and Staffing and Pay. Minutes will be kept for each meeting and made available as required. Subject to the prior agreement of the Trustees, any LGB committees may include individuals who are not members of the LGB, provided that such individuals are in a minority. The LGB, after consultation with Trustees, may establish an additional committee if there is considered to be a local need. Each committee will define its Terms of Reference to be agreed by the LGB and to be reviewed every three years.
- 8.2 The LGB may delegate to a subcommittee or any person serving on the LGB, subcommittee, 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 subcommittee 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 The LGB shall meet at least once 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 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 Any governor shall be able to participate in meetings of the governors by telephone or video conference provided that he has given reasonable notice to the clerk of the LGB and that the governors have access to the appropriate equipment.
- 1.4 The convening of a meeting and the proceedings conducted thereat 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, which should, where practical, include at least one governor from each of the governor categories (Staff, Co-Opted and Parent).

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 vote by proxy, in writing, to the Chair in advance of the meeting.
- 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, signed 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 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 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 shall disclose that fact to the LGB as soon as he becomes aware of it. A person must absent himself from any discussions of the LGB in which it is possible that a conflict will arise between his 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 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. Minutes will be made available as required.
- 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 Operations Director of Cheshire Academies Trust.

Annex 3 – Summary of the Responsibilities of the Board of Trustees, Local Governing Body, Principals/Headteacher and Director of Operations

The Board of Trustees is accountable for all aspects of the management and operation of Cheshire Academies Trust and individual academies. Trustees will delegate responsibility for certain aspects of managing and operation of the Trust and Academies to; LGBs, Director of Operations and Principals / Headteachers. Trustees also require that in certain aspects LGBs, Director of Operations and Principals / Headteachers actively consult and / or inform each other of decisions / actions take. The below Scheme of Delegation summarises delegated responsibilities and where consultation and informing should take place.

DR- Delegated Responsibility

C - Consult with

I - Inform about

Strategic Direction and Development of the Trust and Academies

Aspect	LGB & Sub Committees	Director of Operations	Principals/ Headteachers
Financial strategy including the management of Trust reserves and assets	C	DR	C
Financial management of each academy	DR	DR	DR
Development of new strategic projects E.g. addition of school to the MAT	C	DR	C
Development of new academy projects E.g. new nursery	DR	DR	DR

Appointment of Governors and Staff

Aspect	LGB & Sub Committees	Director of Operations	Principals/ Headteachers
Appointment of the Director of Finance and Administration.	I	I	I
Appointment of the Principal/Head of the Academies	C	I	I
Appointment of all other Staff/Senior Leaders to the Academy	DR	I	DR
Changes to Staffing Structure	C	I	DR

Record keeping and Financial Matters

Aspect	LGB & Sub Committees	Director of Operations	Principals/ Headteachers
Effective Financial Management Systems	C	DR	C
Preparation of CAT budget	C	DR	C
Preparation of Academy budgets	DR	DR	DR
Producing management and annual accounts	I	DR	I
Ensuring the Academy is insured	I	DR	I
Salaries of principal/head of the Academy and finance director	I	I	I
Authorisation of leases	DR	DR	DR
Risk Management	DR	DR	DR

Curriculum, Teaching and Learning

Aspect	LGB & Sub Committees	Director of Operations	Principals/ Headteachers
Overall management of the Academy and for the direction of learning, teaching and the curriculum	DR	I	DR
Statutory Assessments are completed and annual reporting to parents' of pupil achievement takes place	DR	I	DR

Employment

Aspect	LGB & Sub Committees	Director of Operations	Principals/ Headteachers
Terms and Conditions of employment including but not limited to:: <ul style="list-style-type: none"> • Pay scales • Terms of employment • HR related policies • Whistleblowing policy • Recruitment procedure • Disciplinary procedure • Grievance procedure • Capability procedures • Union discussions • Pension policy • Sickness/OHU • Maternity/Paternity • Special Leave • Attendance 	C	DR	C
Induction process including: <ul style="list-style-type: none"> • Health and Safety • Staff handbook • Local procedures 	C	DR	DR

Pupil Care, Safeguarding and Well Being

Aspect	LGB & Sub Committees	Director of Operations	Principals/ Headteachers
Meeting Health and safety Requirements inc. standards provisions for meals	DR	DR	DR
Maintaining attendance registers and lists as required	DR	I	DR
Meeting the Special Education Needs of pupils	DR	I	DR
Sex and relationship education	DR	I	DR
Child Protection and safeguarding policy and procedures	DR	I	DR
Maintaining a Single Central Register for Safeguarding children and safer recruitment	DR	I	DR
Charging Policy	C	DR	C
Pupil dress code	DR	I	DR

Admissions, Attendance & Exclusions

Aspect	LGB & Sub Committees	Director of Operations	Principals/ Headteachers
Academy admissions policy	C	C	C
Establishing Independent Appeals Panel	I	DR	C
Dates of Academic Years and length of school day	C	I	C

Equality & Diversity

Aspect	LGB & Sub Committees	Director of Operations	Principals/ Headteachers
Equal Opportunities (Equality Act)	DR	DR	DR

Additional Aspects

Aspect	LGB & Sub Committees	Director of Operations	Principals/ Headteachers
Appraisal of Staff	C	I	DR
Appraisal of Principal/Head	DR	I	C
Appraisal of Director Finance	I	C	C
DfE Compliant Complaints procedure	DR	I	C
Website compliance	DR	I	DR
Data Protection procedures and policy	I	DR	I
Premises maintenance and improvements	DR	DR	DR
Grant bids	C	DR	C
Statutory policies required by law including health and safety at work	C	DR	C

Appraisal arrangements for the Principal/Headteacher

Panel will consist of:

- One representative chosen by the LGB
- One representative chosen by the Trust, not associated with the school and not another Principal/Headteacher
- An external person chosen by LGB in consultation with the Principal/Headteacher

Appraisal arrangements for the Director of Operations

Panel will consist of:

- One of the Principal/Headteachers
- Member of the Trustees who ideally has financial skills

Annex 4 – The Seven Principles of Public Life (Nolan Principles)

1. Selflessness

Holders of public office should act solely in terms of the public interest.

2. Integrity

Holders of public office must avoid placing themselves under any obligation to people or organisations that might try inappropriately to influence them in their work. They should not act or take decisions in order to gain financial or other material benefits for themselves, their family, or their friends. They must declare and resolve any interests and relationships.

4. Objectivity

Holders of public office must act and take decisions impartially, fairly and on merit, using the best evidence and without discrimination or bias.

4. Accountability

Holders of public office are accountable to the public for their decisions and actions and must submit themselves to the scrutiny necessary to ensure this.

5. Openness

Holders of public office should act and take decisions in an open and transparent manner. Information should not be withheld from the public unless there are clear and lawful reasons for so doing.

6. Honesty

Holders of public office should be truthful.

7. Leadership

Holders of public office should exhibit these principles in their own behaviour. They should actively promote and robustly support the principles and be willing to challenge poor behaviour wherever it occurs.