



Minerva
Learning Trust

Terms of Reference

Local Governing Bodies

Version Number	1
Issue Date	September 2021
Last Approved	September 2023
Cycle	Annual

Contents

1.	Introduction.....	1
2.	Governance	2
3.	Constitution	3
3.1	Composition of the Local Governing Body	3
3.2	Committees/Working Groups and Lead Governors.....	3
3.3	Terms of Office	4
Governors	4	
Local Governing Body Chair and Vice Chair	4	
3.4	Resignation and Removal	4
4.	Quorum and Meetings	6
4.1	Quorum	6
4.2	Meetings.....	6
4.3	Minutes and Publication	8
4.4	Clerk	8
5.	Scheme of Delegation	9
6.	Review	9

1. Introduction

In accordance with Minerva Learning Trust's Articles of Association, the Trust has a Board of Directors (Trustees) which is responsible for the operation of the Trust.

In accordance with the Articles of Association, the Trust Board may appoint Local Governing Bodies for each school (and the same Local Governing Body may be appointed for more than one school). The Trust Board may also establish any other committee.

These Terms of Reference set out the responsibilities of, and the terms under which Local Governing Bodies operate, alongside the Trust's Scheme of Delegation.

The Terms of Reference should be read in conjunction with the Governance Handbook for Local Governing Bodies.

Local Governing Body is hereafter referred to as LGB.

2. Governance

The three core functions as stated in the Department for Education's Governance Handbook are:

- Ensuring clarity of vision, ethos and strategic direction;
- Holding senior leaders to account for the educational performance of the school and its students, and the effective and efficient performance management of staff; and
- Overseeing the effective spend of additional funding and making sure its money is well spent.

Further detail on LGB roles and responsibilities can be found in the Local Governing Body Role descriptor and the LGB Code of Conduct.

3. Constitution

3.1 Composition of the Local Governing Body

Each LGB within Minerva Learning Trust will be made up of a minimum of seven and a maximum of 12 (15 if a school has a post 16 provision) Governors. If an existing LGB has more than 12 members, the maximum of twelve will be achieved as and when members leave, i.e., reach their four-year term of office, resign, etc. The LGB of each school is appointed by the Trust Board. The LGB will be constituted in-line with the following model:

- A Chair;
- A Vice Chair;
- The Headteacher or Head of School as appropriate;
- No fewer than two elected Parent Governors;
- No fewer than one elected member of staff
- The remaining being co-opted Governors appointed by the LGB*.

*Co-opted Governors can be parents/carers or members of staff but the number of staff Governors must not exceed one-third of the total number of Governors. Community Governors are recommended for appointment by the Trust Board or LGB. They are people who, in the opinion of the LGB, have the skills required to contribute to the effective governance and success of the school.

All Governor appointments must be approved by the Trust Board. There is an expectation that Governors will preserve and develop the principles and values of the Trust and the school to which they are appointed.

3.2 Committees/Working Groups and Lead Governors

The Trust Board has removed the need for separate committees to ensure effective lines of communication between the Trust Board, LGBs and Headteachers and to reduce the of duplication of work. Working Groups may be established by the Headteacher and LGB as and when required for the following reasons only:

- Pay Matters
- Staff disciplinary/grievance hearings
- Student permanent exclusion, suspension and attendance panels

If the Headteacher and LGB identify a need for an additional working group, discussion with the Company Secretary should take place in advance.

Each year the Local Governing Body must appoint to the following roles. Further information on this can be found in the Trust Governance and Lead Governor Handbooks:

- Lead Governor for Safeguarding
- Lead Governor for SEND and a
- Lead Governor for Vulnerable Groups
- Lead Governor for Careers

3.3 Terms of Office

Governors

The term of office for all Governors is four years.

When a school joins the Trust, a Governor may join the newly formed LGB with the agreement of the Trust Board. In this instance, their term of office will be from when they started as a Governor at their previous school. Initial appointments of new governors will be for one year, with the option to extend their term of office for a further three years (four years in total).

A Governor may serve for a shorter period if circumstances change and mean it is no longer possible to meet the commitments needed and so it becomes necessary to step down.

Each governor will sign the Trust's Governor's Code of Conduct annually. The Trust Board, or the Chair of the LGB, may remove any Governor who does not abide by this Code of Conduct.

Local Governing Body Chair and Vice Chair

The Chair and Vice Chair of the LGB, will normally be elected from within the members of the LGB. The Headteacher and Staff Governor are not eligible to stand for these roles. The term of office for Chair and Vice-Chair will be one year. For further detail on elections, please see the Governance Handbook.

3.4 Resignation and Removal

All changes to LGB membership must be notified by the Chair to the TEGA (Governance Professional) or Company Secretary so appropriate changes to the constitution can be recorded.

A Governor may at any time resign their office by giving notice in writing to the Company Secretary.

A Governor shall cease to hold office if they are removed by the person or persons who appointed them. This provision does not apply in the case of a Parent or Staff Governor.

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

Any Staff Governor shall automatically cease to hold office if they cease 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 student at the school.

The Trust Board has the right to remove the Chair and Vice Chair whose presence or conduct is deemed by the Trustees not to be in the best interests of the Trust or school.

4. Quorum and Meetings

4.1 Quorum

For any LGB meeting and vote the quorum must be any **three** Governors, or where greater, any **one third** (rounded up to a whole number) of the total number of Governors holding office at the date of the meeting, who are in each case present at the meeting and entitled to vote on the matters to be resolved. The quorum for the purposes of:

- a) any vote on the removal of a Governor; and
- b) any vote on the removal of the Chair of the Local Governing Body*

shall be any two-thirds (rounded up to a whole number) of the persons who are at the time Governors present at the meeting and entitled to vote on those respective matters.

*It should be noted that the Trust Board has the power to remove a Chair in accordance with the Trust's Articles of Association and Scheme of Delegation. If LGBs have concerns about the Chair, these should be raised with the Company Secretary in the first instance.

4.2 Meetings

The Trust Board has determined that LGBs will meet six times each academic year. Meetings may be face to face or virtual (with at least three meetings held face to face), unless restrictions are imposed by the Trust Board in light of a health pandemic, in which case, meetings will be held virtually.

Meetings for LGBs will be carried out in-line with the Trust's Business Planner and the Governance Communication Flow document.

The Business Planner is reviewed on an annual basis to maintain a robust means of communication between Members, Trustees, Executive Team, Chairs of the Local Governing Bodies and Headteachers.

All meetings shall be convened by the Headteacher's PA who will liaise with the Clerk to the LGB. The Headteacher's PA will send the Governors written notice of the meeting and a copy of the agenda at least seven clear days in advance of the meeting. The Governance Business Planner sets out the mandatory agenda items for each meeting and should be used to inform agenda planning.

A special meeting of the LGB shall be called by the Headteacher's PA and 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 their absence, the Vice Chair may waive the need for seven days' notice of the meeting and substitute such notice as they believe is reasonable.

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.

Every question to be decided at a meeting of the LGB 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.

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 Governor who is also an employee of the Trust shall withdraw from that part of any meeting of the LGB at which their remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement are to be considered.

A resolution in writing, signed by all the Governors (or all of the members of a committee/working group 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/working group 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).

Any Governor shall be able to participate in meetings of the Governors by telephone or video conference provided that reasonable notice has been given to the Headteacher's PA and Clerk and that the Governors have access to the appropriate equipment.

Governors are asked to forward their apologies for non-attendance to the Chair or Headteacher's PA. Accepted apologies will be noted as accepted within the minutes and recorded on Governor Hub by the Clerk.

4.3 Minutes and Publication

At every meeting of the LGB 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 electronically signed as a true record by the Chair, or Vice Chair in the Chair's absence on Governor Hub.

The Headteacher's PA 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 and shared on Governor Hub.

4.4 Clerk

The LGB must have a Clerk to the Governors.

The decision to appoint or remove the Clerk is a decision to be made by the Trust Board. The Trust Board will appoint a skilled Clerk who, alongside the Headteacher's PA is able to provide the following services:

- Convene meetings;
- Take and distribute termly governing body meeting minutes;
- Maintain attendance records; this will be maintained and any apologies submitted recorded on the attendance record on Governor Hub.
- Offer procedural advice and guidance during and between meetings;
- Take follow up action as required.

The TEGA and Company Secretary will oversee and quality assure clerking services.

5. Scheme of Delegation

As stated in the Scheme of Delegation, the strategic direction and delegation of Trust matters are ultimately the responsibility of the Trust Board, but it is recognised that the Trust is founded on an ethos of collaboration and mutual cooperation between the academies within it. In accordance with this ethos, the processes described within the Scheme of Delegation for review and amendments to it shall apply equally to the review and amendment of these Terms of Reference.

The Scheme of Delegation is available on the Trust's website.

6. Review

The Trust Board will review the Local Governing Body Terms of Reference on an annual basis, upon significant changes to the law and policy, or as needed.