



# Challenger Multi Academies Trust Terms of Reference - LGB

## CONTENTS

CMAT Vision	3
Articles of Association	3
<b>Section 1</b>	
Responsibilities of the Local Governing Body/Board	5
Conduct of Local Governors	7
Declaration of Business Interests	7
Payments	8
Governing Body/Board meetings	8
Scheme of Delegation	9
<b>Annexes</b>	
CMAT Election Process	Annex A
Returns Timetable	Annex B
CMAT Management Structure	Annex C
CMAT ARCI Matrix	Annex D

### **Challenger Multi Academies Trust Ltd (CMAT) – Vision**

Our mission is to create a family of outstanding schools where every young person has the opportunity to participate in engaging active learning experiences and achieve excellent education outcomes in an inclusive and high performing school system.

Our academies will be places of educational excellence. We want to do what is best for all of our pupils, teachers, staff and parents. Our aim is to see them achieve their full potential within a framework of challenge and support with strong governance and teaching excellence.

Our vision is to build a collaborative partnership of schools that will provide outstanding educational provision, both inside and outside the classroom, through challenge and the promotion of excellence.

We welcome pupils from all backgrounds and will work to provide them with a comprehensive range of learning opportunities that will be personalised and draw on the principles and practice of 'Learning Outside the Classroom' (LOtC) and models of Engaging Schools'.

Our key foci are on progress and partnership. School improvement is also based on school-to-school support developed through a model of collaborative autonomy.

### **Challenger Multi Academies Trust Ltd (CMAT) - Articles of Association**

The CMAT Articles of Association set out the responsibilities and procedures for the running of CMAT (which is a charitable company limited by guarantee as per Companies Act of 2006). The Articles state that:

- The Object of CMAT is to advance for the public benefit education in the United Kingdom, in particular but without prejudice to the generality of the foregoing by establishing, maintaining, carrying on, managing, developing and raising standards at schools ("the Academies) offering a broad and balanced curriculum.

- CMAT will have overall responsibility for the operation of member Academies and will delegate limited powers to the Local Governing bodies of those Academies.
- CMAT comprises of Academies who agree to work together in regional cluster within the Terms of Reference for CMAT, which is drawn from representatives of each of the individual Academy's Governing Bodies. They have a remit will act as a forum for discussion to enhance the effectiveness of the academies and to co-ordinate matters of common interest referred collectively by the Governing Bodies.

A list of Member Academies and CMAT Directors can be found at Annex B. The term of office for CMAT Directors is 4 years

### **The Board of Directors**

CMAT is governed by Directors constituted under a Memorandum of Association and Articles of Association. This Board of Directors (Board) is responsible for ensuring that high standards of corporate governance are maintained. It will exercise its powers and functions with a view to fulfilling a largely strategic leadership role in the running of the Academies. This will allow greater opportunities for collaboration not only with regards to teaching but also in terms of the management of each Academy, including the procurement of goods and services.

The Board is also governed by the terms of any Funding Agreements that are in place, the Academies Financial Handbook and the Treasury publications "Guidance on Codes of Practice for Board Members of Public Bodies "and "The Orange Book: Management of Risk – Principles and Concepts". It must also take account of the Department for Education's Governance Handbook and Competency Framework

The Board has exercised its discretion for the appointment of a Local Governing Body/Board (LGB) at each of the constituent academies within the Trust. The LGB takes responsibility for functions delegated to it and operates as a committee of the Board of the Trust. Ultimate accountability for the actions of the academies and Trust rests with the Board of Directors.

## 1. Responsibilities of the LGB

### 1.1. LGB Members are responsible for addressing such matters as:

- **Promoting and upholding the Trust Mission and vision** -including assisting the Headteacher cement the vision with all members of the academy staff and maintain momentum on Academy improvement;
- ensuring **Trust Policies are implemented** at the Academies, and checking that teachers and support staff are equipped with relevant knowledge and skills;
- working with the Headteacher in setting the **curriculum, standards of conduct and values** to be adopted at the academy;
- ensuring compliance with all **obligations in the scheme of delegation**;
- establishing and maintaining a system of ~~co-option of~~ **the appointment of independent members and election of parents** to the LGB;
- helping the Academies to be **responsive to the needs of parents and the community** and making it more accountable through consultation and reporting;
- ~~establishing and upholding the agreed admissions criteria arrangements for~~ the academy, ~~(other than agreeing the PAN)~~ ~~and~~ handling appeals that may arise ~~in line with the relevant Code of Practice and taking part in the local fair access protocol to~~ ~~ensure fair entry~~;
- **monitoring pupil progress and attainment** and the achievement of objectives, and ensuring that plans for improvement are acted upon;
- **holding the Headteacher and the Senior Leadership of the Academy to account** in all their actions to deliver the best outcomes for pupils;
- **meeting with Ofsted** on routine inspection visits to demonstrate outstanding leadership and management of the Academy;
- ~~offering professional advice and independent opinion should~~ reviewing exclusions in line with the relevant Statutory Guidance ~~exclusions become necessary at the Academy to maintain effective teaching and learning for pupils~~;
- **setting and monitoring effective internal controls** to manage the finances of the Academy against the agreed annual income and expenditure budget approved by the Board ;
- managing the Academy's compliance with **pupil safeguarding obligations** (in particular control over obtaining DBS and List 99 checks) including risk assessing pupil trips;
- monitoring the Academy's **compliance with the Health and Safety policy** established by the Trust and ensuring sufficient financial resource is dedicated to property and grounds maintenance and repairs and staff training

- setting a **rolling programme of capital works** for the replacement of worn out or redundant equipment that no longer meets the needs of the Academy
- 1.2. The LGB will comprise up to 12 members and will include the Academy Principal and a Governor appointed by the Trust, a staff Governor, and at least two parent Governors ~~and up to 7 co-opted independent~~ the remaining Governors will be appointed by the CEO of the Trust ~~Governors one of whom will be appointed Chair.~~
  - 1.3. The LGB will meet at least three times a year. The draft minutes and actions arising from the LGB will be made available to the Trust ~~Governance Manager~~ Board Clerk within 14 days of the end of each respective meeting.
  - 1.4. The Board is responsible for agreeing these terms of reference for the LGB and will review them annually ~~in the summer term in readiness for the next academic year.~~
  - 1.5. The Board must also confirm the election of the Chair of each LGB annually, following nomination by each LGB. No staff member employed by the Academy will act as Chair of a LGB.
  - 1.6. The Chair of the LGB, in consultation with the Principal of the relevant Academy will take appropriate action when a decision is needed urgently on behalf of the ~~Directors/Governing body~~ LGB and will report such urgent actions at the next available LGB meeting.
  - 1.7. The LGB members have a responsibility to take appropriate action when there are weaknesses in the Academy. Where individual LGB Members have unresolved concerns about the running of the Academy or a proposed action, they should ensure that these concerns are brought to the attention of the Chair and recorded in minutes.
  - 1.8. The Directors will appoint a Principal to each Academy. The Principal is responsible for the internal organisation, management and control of the Academies, the implementation of all policies approved by the Directors and for the direction of teaching and the curriculum. The Directors formally delegates these powers and functions to the Principal.
- ~~—~~ The Principal is responsible for the performance management of Academy staff. The Chair of the LGB jointly with the CEO is responsible for the performance management of the Principal.

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## 2. Conduct of Conduct - Governor

2.1. Governors and staff are public servants and as such must not use public monies or official business for personal benefit with the exception of payment to a LGB Governor to act as such where this has been approved by the Board. The Governors should avoid obtaining goods and services that include elements of private use or accepting excessive hospitality from prospective suppliers. The Treasury rules about the receiving of hospitality and gifts should be followed, as these rules are there to protect staff and Governors. A register will be maintained to record hospitality and gifts received. This should record, as a minimum, the name of the organisation that gave the hospitality/gift, the date it was received, its nature and approximate value. Governors should be aware that the Prevention of Corruption Act places the burden of proof on the recipient of favours.

## 3. Declarations of Business Interests

3.1. It is vital that Governors and staff act, and are seen to act, impartially. All members of the governing bodies are required to complete a declaration of their business interests. It is also required as a matter of good practice, that the Principals and other senior staff complete declarations. Individual declarations should be maintained together in a register.

3.2. Where a Governor or member of staff (or related person) has any interest, either pecuniary or non-pecuniary, in a matter to be discussed at a Board meeting the ~~Director~~, governor or member of staff must declare their interest and withdraw from that part of the meeting.

3.3. Where a Governor or related person has a pecuniary interest in a business, and that interest exceeds limits that may be specified in the Academies' Memorandum or Articles of Association, the Academies must not enter into any contract or arrangement (such as the purchase of goods and service) with that business. i.e., The Academy would not be permitted to trade with a company in which a Governor holds more than 1/100th of the share capital.

3.4. It is the responsibility of Governors and staff to ensure that their declarations of business interests are kept up to date at all times, and to amend or update them as necessary. At the start of each relevant meeting Governors should be asked to declare any interests in a matter included on the agenda.

**Commented [JB1]:** This will cause a problem with paying LGB members if they operate as limited companies as they will be majority shareholders in all possibility. It may be easier to remove for LGB members who are not aught by the Articles unless they are Trustees

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#### 4. Payments

- 4.1. It is illegal for Governors to receive any remuneration for their work as Governors, unless specifically approved by the Board and in accordance with the principle in the Department for Education 's Governance Handbook other than payment of all reasonable out of pocket travel, accommodation or other expenses legitimately incurred by them in connection with their attendance at meetings acting in the capacity of Governor of the Academy.
- 4.2. No Governor may hold any interest in property belonging to the Academy. Nor may a Governor receive remuneration in respect of any contract to which the Academy is a party unless there is the prior approval of the Board.

#### 5. LGB Meetings

- 5.1. The Governing Body/Board will meet a minimum three times a year. No business can be conducted at any meeting unless a quorum is present. A quorum is usually three (~~those with full voting rights~~) or one-third of the total number of Governors in office with full voting rights, whichever is the greater. ~~Fourteen~~ Seven days' notice must be given prior to the meeting to all ~~Directors (in the case of the AGM notice must also be given to all Governors~~ LGB members).
- 5.2. The Governors will appoint a Clerk to the LGB, who will be someone other than ~~the Trust appointed a~~ Governor or the Principal of the Academy.
- 5.3. Any three Governors may call an additional meeting via notice to the Clerk to the LGB. Any such meeting should be convened as soon as is reasonably practicable.
- 5.4. In consultation with the Chair and Principals, the Clerk shall draw up a schedule of proposed meeting dates for the LGB and any sub committees. ~~This should be submitted, for approval, to the full LGB at their meeting which is held in July. and agreed by the LGB~~
- 5.5. The main LGB meeting in September will elect the Chair and Vice Chair, ~~and agree membership of Committees.~~



## 6. Scheme of Delegation

~~6.0. The CMAT Board will annually review the Scheme of Delegation for the Trust. Directors will agree a formal schedule of matters reserved for their decision, i.e. those which should not be delegated within the Academies. Beyond this, the Directors will establish separate committees, at Board level, to deal with specific areas of Academies' business, and should determine the delegated responsibilities to be assigned to those committees. This will ensure that matters can be dealt with in appropriate detail and with sufficient frequency. The CMAT Board will establish a Finance Committee (incorporating areas relating to Site), a Human Resources committee (incorporating Remuneration – as per Articles 100–108), a Curriculum Standards Committee and an Audit Committee. In addition it is a requirement for the Board to follow the same procedures as Maintained schools and as such CMAT will establish sub-committees for Pupil Discipline / Exclusions and Staff Discipline/Appeals.~~

6.1. Performance management of each Principal will be jointly held by the Chief Executive Officer and the Chair of the respective Governing body.

6.2. ~~Where the Directors Trust Board will~~ decide whether to delegate certain matters for consideration by Local Governing Body/~~Boards, to be Chaired by a Co-Opted Governor.~~ The ~~Directors Trust Board~~ will ensure that it receives adequate feedback on the work of those LGB meetings and is able to consider ~~their any~~ proposals or recommendations formally. The establishment of LGB's does not absolve the Board of its overall responsibility to manage the Academies.

6.3. ~~Directors/~~Governors are at risk of personal liability if they cause loss to the Academies by acting unlawfully, imprudently or outside the terms of the Academy's Terms of Reference or Schedule of Delegation

## Annex A - Process for CMAT Election of Chair / Vice-Chair of the LGB

The process for CMAT elections should be as follows:

The clerk will ensure that all ~~Co-Opted~~ Governors have an opportunity to nominate themselves as Chair/ Vice-Chair by calling for nominations on the form provided (see Annex A) in advance of the elections.

All nominations should be received within the published timescale each year, and duly seconded by another Governor.

Nominations can be accepted from a Governor who is unable to attend the election meeting, subject to the Clerk having received written confirmation of their desire to stand.

The agenda for the meeting at which the positions are to be voted on should list those Governors standing for election for each position.

If no nominations are received in advance of the meeting, nominations may be accepted at the meeting, subject to confirmation being received by the Clerk that a candidate is willing to stand.

In the event of only one nomination being received and duly seconded for a particular position, the Clerk will ask for a show of hands to determine the LGB's acceptance of this nomination.

Where there are contested positions, elections should be carried out by secret ballot ~~at the last LGB meeting of the Academic Year (July), so that the positions are allocated before the summer break.~~ Where there is more than one nomination, candidates will be required to provide a short "CV and statement" for consideration by other Governor.

The election process will be managed by the Clerk, who will chair this part of the meeting but who will not have any vote. Ballot papers will usually be issued by the Clerk at the election meeting. However, a Governor not able to attend the vote will be given the opportunity to vote in advance by secret ballot. In this case, any ballot papers received in advance of the elections will be opened by the Clerk at the time of the formal ballot.

Should there be a tie in the number of votes for any position; the ballot should immediately be carried out again. If a second ballot results in a tie, the tied candidates should draw lots to determine the outcome.

Any Governor not wishing to vote for any of the nominees may choose to abstain, but the total number of ~~Directors~~Governors voting must at least equal the designated quorum (ie three Governors, or, where greater, any one third of the total number of Governors holding office at the date of the meeting ). In the event this figure is not reached, the election will be postponed until a future meeting.

Candidates for each position will be asked to remove themselves from the room during voting for that position.

The elected Chair will be subject to approval by the CEO of the Trust in consultation with the CEO

Formal appointment of the new post holders should take place at the start of the first ~~Governors~~LGB meeting of the new academic year (September). This part of the meeting should be chaired by the outgoing Chair and a formal hand-over of responsibilities should take place at this meeting.

The term of office for all Chair / Vice-Chairs should be one year although a Chair/Vice Chair can be reappointed for more than one consecutive term. If a Director is elected as Chair/ Vice-Chair and his or her term of office as a Governor is due to end before that determined for the office of the Chair / Vice- Chair, then the Chair or Vice-Chair's term of office ends when the Director's term of office ends.

If the position for Chair or Vice-Chair becomes vacant during the year, the Board must elect a new Chair/ Vice-Chair at their next meeting.

Any Governor who is paid to work at one of the CMAT academies ~~or who is a Parent Governor at one of the Academies~~ is not eligible to stand for election for the office of Chair / Vice-Chair of the LGB.

**Annex B – Key submissions & Returns timetable -**

**October** Complete autumn term census

**December** Complete workforce census

~~**December** Submission of Condition improvement bids~~

~~**31st December** Submission of annual report and financial statements to DfE for year just ended from~~

~~**31<sup>st</sup> January** Complete annual accounts return to the DfE~~

**31<sup>st</sup> January** Publish annual accounts on Trust website

**February** Complete spring term census

~~**April 15 March** Publish to the LA the admission arrangements for forthcoming academic year~~

**April** Publication of Condition improvement grants to academies

~~**April** Publish to the LA the admission arrangements for forthcoming academic year~~

~~**May** File annual accounts with Companies House~~

**June** Complete summer term census

~~**31st July** Submission of finalised I&E budget for forthcoming year from 1 Sept to 31 August~~

## Annex C - Management Structure

A unified management structure has been put in place and this will help the way the Academies are run. The structure now consists of four levels: the ~~Board of Directors~~Trust Board, Governors~~LGB~~, the Senior Managers and the Management Team. The aim of the management structure is to devolve responsibility and encourage involvement in decision making at all levels.

The ~~Directors~~Trust Board are responsible for setting general policy, adopting an annual plan and budget, monitoring the Academies by the use of budgets and making major decisions about the direction of the Academies capital expenditure and senior staff appointments.

The Senior Managers are the Head Teacher / Principals, Deputy Heads, Assistant Heads and the Financial/Operations Director. These managers control the Academies at an executive level, implementing the policies laid down by the Board and reporting back to them. As a group the Senior Managers are responsible for the authorisation of spending within agreed budgets and the appointment of staff, though appointment Boards for posts in the Management Team must always contain a ~~Director~~Trustee or LGB member. Some spending control is devolved to members of the Management Team, with limits above which a Senior Manager must countersign. (As per the Academies' finance policy)

The ~~Management Team includes the Senior Management, the Heads of Year and the Subject Leaders. These managers are~~Principal is responsible for the day to day operation of the ~~Academies~~their academy, in particular organising the teaching staff, facilities and students.

The ~~Directors~~Trust Board have put in place internal control arrangements which will be overseen by the Chief Operations Officer. have considered the need for a specific internal audit function and have decided at present not to appoint an internal auditor. The Trust will be working on a reciprocal basis with another Trust to undertake controls testing on a routine basis.

These arrangements can provide reasonable, but not absolute, assurance that assets are safeguarded, transactions are authorised and properly recorded, and that material errors or irregularities are either prevented or would be detected within a timely period.



| **Annex D - Accountability, Responsibility, Consultation & Information Matrix and task grid**