



Herts for Learning Multi Academy Trust

Terms of Reference for Academy Governing Boards



Contents

1. Introduction
2. Constitution
3. Terms of Office
4. Resignation and Removal
5. Appointment of Chair
6. Meetings
7. Quorum for Meetings
8. Notices

Approved by: HfL MAT Board of Trustees
Approved on: 11 May 2017, revised October 2017
Review date: May 2018
Responsibility for review: Board of Trustees

1. INTRODUCTION

- 1.1 The Herts for Learning Multi Academy Trust Scheme of Delegation and Governor Handbook outlines the role of the Academy Governing Boards. These Terms of Reference sit alongside these documents.

Academy Governing Boards are local governing bodies with new functions and different delegated responsibilities and accountabilities. Their role is to steer, challenge and support the leadership, contribute to the success of their Academy and to recommend and contribute to the work of the Trust thereby benefitting all Academies across the Trust.

- 1.2 These Terms of reference will be kept under regular review as the Trust evolves.

2. CONSTITUTION

- 2.1 An Academy Governing Board shall be established for each of the Academies in accordance with the structure outlined in the Governor Handbook and any relevant policy adopted from time to time. The headteacher can also choose to be a member of the Academy Governing Board and the Articles also stipulate the inclusion of two parent governors if there is no representation at the Trustee Board level.
- 2.2 All persons appointed or elected to the Academy Governing Board shall give a written undertaking to the Trust Board to uphold the object and mission of the Trust.
- 2.3 The Board of Trustees remains ultimately responsible for the multi academy trust and the conduct of the academies within the trust. The operation of the various elements of governance is outlined in the Scheme of Delegation and the Governor Handbook
- 2.4 The AGB may establish committees to carry out certain functions of the AGB. The AGB must determine the constitution, membership and terms of reference of any committee it decides to establish and review them annually.

3. TERMS OF OFFICE

- 3.1 The term of office for any person serving on the Academy Governing Board shall be 4 years save that this time limit shall not apply to the headteacher or any post which is held ex officio, who will serve for as long as he or she remains in office. Subject to remaining eligible to be a particular type of member, any person may be re-appointed or re-elected to the relevant Board.

4. RESIGNATION AND REMOVAL OF GOVERNORS

- 4.1 A person serving on the Academy Governing Board shall cease to hold office if he or she resigns his or her office or is removed by the Trust Board (which the Trustees reserve the power to do without the need to provide any reasons for removal). Any vacancy on an Academy Governing Board will trigger an appropriate appointment or election.
- 4.2 Any person who would not be eligible to be a Trustee in accordance with the Trust's Articles of Association will not be eligible for appointment or election to the Academy Governing Board.
- 4.3 If any person who serves on the Academy Governing Board in his or her capacity as an employee ceases to be employed and/or work at the Academy then he or she shall be deemed to have resigned and shall cease to serve on the Academy Governing Board automatically on termination of his or her work at the Academy.
- 4.4 Where a person who serves on the Academy Governing Board resigns his or her office or is removed from office, that person or, where he or she is removed from office, those removing him or her, shall give written notice thereof to the Chair of the Academy Governing Board.

5. APPOINTMENT OF CHAIR

- 5.1 The members of the Academy Governing Board shall each school year, at their first meeting in that year, subject to the approval of the Trust Board, elect a Chair and a Vice-Chair from among their number except any person who is employed by the Trust to work at any of the Academies.
- 5.2 The role of the Chair of the Academy Governing Board is an important one, demanding yet worthwhile. Whilst the Chair is elected by the members of the Academy Governing Board, because of the vital link and the importance of maintaining a strong and effective relationship between the Academy Governing Board and the Trust Board, the appointment following election is subject to the approval of the Trust Board. The Chair must be approachable, readily accessible and ready to take issues and ideas raised by the Academy Governing Board seriously.
- 5.3 The Chair's specific duties are to:
- 5.3.1 provide a clear lead and direction for the Academy Governing Board, understanding the aims of the Academy, the roles played by all those involved and the vision of the Trust in relation to its Academies;
 - 5.3.2 build an effective team, attracting individuals to the Academy Governing Board with necessary skills and experience, promoting equality and diversity, ensuring priority is given to those who can make a positive contribution to driving school improvement and supporting their development to maximise the benefit of their contribution;
 - 5.3.3 work closely with the headteacher and the Chief Executive Officer to ensure there is proper challenge and encouragement;
 - 5.3.4 ensure that school improvement is the focus of all policy and strategy for the Academy, reminding the members of the Academy Governing Board of this as often as necessary;

- 5.3.5 hold the members of the Academy Governing Board to account, ensuring the business of the Academy Governing Board is conducted efficiently and effectively, chairing meetings ensuring all members have the opportunity to contribute and are listened to with clear decisions being made when necessary;
- 5.3.6 be available when there is a need to act quickly, taking or supporting the headteacher in taking urgent action and making decisions, subject to subsequent ratification by the Academy Governing Board (or the Trust Board as the case may be).
- 5.4 The Chair or Vice-Chair may at any time resign his office by giving notice in writing to the Academy Governing Board. The Chair or Vice-Chair shall cease to hold office if:
- 5.4.1 he or she ceases to serve on the Academy Governing Board;
- 5.4.2 he or she is employed by the Trust whether or not at the Academy;
- 5.4.3 he or she is removed from office in accordance with either the Scheme of Delegation or these Terms of Reference; or
- 5.4.4 in the case of the Vice-Chair, he or she is elected in accordance with these Terms of Reference to fill a vacancy in the office of the Chair.
- 5.5 Where by reason of any of the matters referred to in paragraph 5.4, a vacancy arises in the office of Chair or Vice-Chair, the members of the Academy Governing Board shall at its next meeting elect one of their number to fill that vacancy.
- 5.6 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.
- 5.7 Where in the circumstances referred to in paragraph 5.6 the Vice-Chair is also absent from the meeting or there is at the time a vacancy in the office

of Vice-Chair, the members of the Academy Governing Board shall elect one of their number to act as a chair for the purposes of that meeting.

- 5.8 The clerk to the Academy Governing Board shall act as chair during that part of any meeting at which the Chair is elected.
- 5.9 Any election of the Chair or Vice-Chair which is contested shall be held by secret ballot.
- 5.10 The Chair or Vice-Chair may be removed from office by the Trust Board at any time.

6. MEETINGS

- 6.1 The minutes of the proceedings of a meeting of the Academy Governing Board shall be drawn up and entered into a book (electronic or otherwise) kept for the purpose by the person authorised to keep the minutes of the Academy Governing Board and shall be signed (subject to the approval of the members of the Academy Governing Board) at the same or next subsequent meeting by the person acting as chair thereof. The minutes shall include a record of:
- 6.1.1 all appointments of officers made by the Academy Governing Board; and
 - 6.1.2 all proceedings at meetings of the Academy Governing Board and of committees of the Academy Governing Board including the names of all persons present at each such meeting.
- 6.2 The Chair shall ensure that copies of minutes of all meetings of the Academy Governing Board shall be provided to the Chief Executive Officer as soon as reasonably practicable after those minutes are approved.
- 6.3 Subject to these Terms of Reference and provided the Academy Governing Board complies with any requirements of the Trust Board regarding specific business to be conducted, the Academy Governing Board may regulate its proceedings as it sees fit, provided at all times that there is openness and transparency in matters relating to the Academy Governing Board. The Academy Governing Board is expected to meet once a term.
- 6.4 Meetings of the Academy Governing Board shall be convened by the clerk to the Academy Governing Board.
- 6.5 Any three members of the Academy Governing Board may, by notice in writing given to the clerk, requisition a meeting of the Academy Governing Board; and it shall be the duty of the clerk to convene such a meeting as soon as is reasonably practicable.

- 6.6 Each member of the Academy Governing Board shall be given at least seven clear days before the date of a meeting:
- 6.6.1 notice thereof and sent to each member of the Academy Governing Board at the email address provided by each member from time to time; and
- 6.6.2 a copy of the agenda for the meeting provided that where the chair or, in his absence or where there is a vacancy in the office of Chair, the Vice-Chair, so determines on the ground that there are matters demanding urgent consideration, it shall be sufficient if the notice of a meeting, and the copy of the agenda thereof are given within such shorter period as he directs.
- 6.7 The convening of a meeting and the proceedings conducted thereat shall not be invalidated by reason of any individual not having received notice of the meeting or a copy of the agenda thereof.
- 6.8 A resolution to rescind or vary a resolution carried at a previous meeting of the Academy Governing Board shall not be proposed at a meeting of the Academy Governing Board unless the consideration of the rescission or variation of the previous resolution is a specific item of business on the agenda for that meeting.
- 6.9 A meeting of the Academy Governing Board shall be terminated forthwith if:
- 6.9.1 the members of the Academy Governing Board so resolve; or
- 6.9.2 the number of members present ceases to constitute a quorum for a meeting of the Academy Governing Board in accordance with paragraph 7.1.
- 6.10 Where in accordance with paragraph 6.9 a meeting is not held or is terminated before all the matters specified as items of business on the agenda for the meeting have been disposed of, a further meeting shall be convened by the clerk as soon as is reasonably practicable, but in any event

within seven days of the date on which the meeting was originally to be held or was so terminated.

- 6.11 Where the Academy Governing Board resolves in accordance with paragraph 6.10 to adjourn a meeting before all the items of business on the agenda have been disposed of, the Academy Governing Board shall before doing so determine the time and date at which a further meeting is to be held for the purposes of completing the consideration of those items, and it shall direct the clerk to convene a meeting accordingly.

7. QUORUM

- 7.1 The quorum for meetings of the AGB and for any vote on a matter at such meetings is one half of the total number of governors in office at that time (rounded up to the nearest whole number).
- 7.2 The Academy Governing Board may act notwithstanding any vacancies on its board, but, if the numbers of persons serving is less than the number fixed as the quorum, the continuing persons may act only for the purpose of filling vacancies or of calling a general meeting.
- 7.3 Subject to these Terms of Reference, every question to be decided at a meeting of the Academy Governing Board shall be determined by a majority of the votes of the persons present and entitled to vote on the question. Every member of the Academy Governing Board shall have one vote, with the Chair having a casting vote in the event of a tie.
- 7.4 A resolution in writing, signed by all the persons entitled to receive notice of a meeting of the Academy Governing Board, shall be valid and effective as if it had been passed at a meeting of the Academy Governing Board duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the members of the Academy Governing Board and may include an electronic communication by or on behalf of the member indicating his or her agreement to the form of resolution providing that the member has previously notified the Academy Governing Board in writing of the email address or addresses which the member will use.
- 7.5 Subject to paragraph 7.6, the Academy Governing Board shall ensure that a copy of:
- 7.5.1 the agenda for every meeting of the Academy Governing Board;

- 7.5.2 the draft minutes of every such meeting, if they have been approved by the person acting as chair of that meeting;
- 7.5.3 the signed minutes of every such meeting; and
- 7.5.4 any report, document or other paper considered at any such meeting are, as soon as is reasonably practicable, made available at the Academy to persons wishing to inspect them.
- 7.6 There may be excluded from any item required to be made available in pursuance of paragraph 7.5, any material relating to:
 - 7.6.1 a named teacher or other person employed, or proposed to be employed, at the Academy or the Trust;
 - 7.6.2 a named pupil at, or candidate for admission to, the Academy; and
 - 7.6.3 any matter which, by reason of its nature, the Academy Governing Board is satisfied should remain confidential.
- 7.7 Any member of the Academy Governing Board shall be able to participate in meetings of the Academy Governing Board by telephone or video conference provided that:
 - 7.7.1 he or she has given notice of his intention to do so detailing the telephone number on which he or she can be reached and/or appropriate details of the video conference suite from which he or she shall be taking part at the time of the meeting at least 48 hours before the meeting; and
 - 7.7.2 the Academy Governing Board has access to the appropriate equipment, and 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.

8. NOTICES

- 8.1 Any notice to be given to or by any person pursuant to the Scheme of Delegation or these Terms of Reference (other than a notice calling a meeting of the Academy Governing Board) shall be in writing or shall be given using electronic communications to an address for the time being notified for that purpose to the person giving the notice. In these Terms of Reference, "address" in relation to electronic communications, includes a number or address used for the purposes of such communications.
- 8.2 A notice may be given by the Academy Governing Board to its members either personally or by sending it by post in a prepaid envelope addressed to the member at his or her registered address or by leaving it at that address or by giving it using electronic communications to an address for the time being notified to the Academy Governing Board by the member. A member whose registered address is not within the United Kingdom and who gives to the Academy Governing Board an address within the United Kingdom at which notices may be given to him, or an address to which notices may be sent using electronic communications, shall be entitled to have notices given to him or her at that address, but otherwise no such member shall be entitled to receive any notice from the Academy Governing Board.
- 8.3 A member of the Academy Governing Board present, either in person or by proxy, at any meeting of the Academy Governing Board shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.
- 8.4 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted or, in the case of a notice contained in

an electronic communication, at the expiration of 48 hours after the time it was sent.