



## **Rainbow MAT**

### **Local Governing Body Terms of Reference**

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## **1. Introduction**

The Rainbow Multi-Academy Trust (the MAT) is a charity and a company limited by guarantee. The Directors of the Trust (the Trustees) are responsible for the leadership, management and administration of the Trust and the Schools within it and under the powers of delegation set out in the Articles of Association they can appoint a Local Governing Body (LGB) for each School and are required to determine the constitution, membership and proceedings of all such LGBs.

## **2. Function**

The Local Governing Body's role is to exercise leadership on behalf of the MAT in the running of an individual Academy, to provide information to the Trust Board on the operation and performance of the Academy and to exercise its responsibilities and powers in partnership with the Headteacher, staff and the MAT Trust Board.

Each Local Governing Body has a key role to play in the overall development and success of the MAT and in contributing to joint working and sharing best practice between its academies.

## **3. Composition**

Members of the LGB shall be known as "governors".

The categories of governors are:

Community governors – appointed for their particular skills by the LGB

Parent governors – elected by the parents of registered pupils of the Academy

Staff governors – elected by the staff of the Academy

Headteacher – for the term of their employment (ex-officio)

Foundation governors – appointed by the Diocesan Board of Education (Academies within the Diocese only).

Associate members – appointed to provide specialist advice by the LGB. Do not count towards quoracy and have no voting rights.

The total minimum membership of the LGB shall not be less than six.

The membership shall be comprised as follows:

- a. Headteacher/Head of School (ex officio)
- b. 1 elected Staff Governor (max)
- c. 2 elected Parent Governors (max)
- d. 2 appointed Community Governors
- e. 2 Foundation governors (for Academies within the Diocese only).

The total number of Governors on the LGB cannot be less than 6 and no more than 16 (or no more than 20 where the LGB has responsibility for more than one Academy).

The number of Governors employed by the Trust must never exceed one third (rounded up) of the total Governors.

The LGB can appoint up to two additional Associate members.

The Trustees reserve the right to appoint such persons to the LGB as they shall determine from time to time.

The LGB should seek to ensure that the Governors serving on the LGB between them have an appropriate range of skills and experience and that due attention is given to succession planning.

The list of current governors, and previous governors within the last 12 months, will be published on the Academy website.

## **4. Appointment of Governors** **Staff Governors**

The Trustees will delegate the running of a staff election to the LGB.

The process will be:

The LGB shall invite nominations from all staff employed under a contract of employment based at the Academy at which the vacancy arises and, where there are any contested posts, shall hold an election by a secret ballot.

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.

### **Parent Governors**

The Trustees will delegate the running of a parent election to the LGB.

The process will be:

The LGB will take such steps as are reasonably practical to ensure that every person who is known to them to be a parent of a registered student at the Academy is informed of the vacancy and that it is required to be filled by election, informed that s/he is entitled to stand as a candidate, and vote at the election, and given an opportunity to do so.

Any nominated person must be a parent of a student at the Academy at which the vacancy arises at the time when s/he is elected.

"Parent" includes any individual who has parental responsibility for, or cares for, a child under the age of 19.

Where there are the same or less nominations than vacancies, those nominated shall be automatically elected to the vacancy unopposed.

Where there are more nominations than vacancies an election will be required.

The arrangements made for the election of parent governors shall provide for every person who is entitled to vote in the election to have an opportunity to do so by paper or electronic voting.

Where the number of parents nominated is less than the number of vacancies, the LGB may appoint a person who is the parent of a registered student 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.

### **Community Governors**

The LGB has delegated responsibility to appoint Community Governors.

S/he 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 skill set and is committed to the governance and success of the Academy.

An employee of the Trust cannot be a community governor.

### **Foundation Governors**

Academies within the Diocese are required to identify 2 governors to propose to the Diocese for appointment as Foundation governors. These governors do not have to be a practicing Christian but must be sympathetic to the Christian ethos. A separate nomination form will be completed and circulated to the Parochial Parish Council and the Diocesan Board of Education for approval. Support for the role will be provided by the Diocese of Truro.

### **5. Term of Office**

The Term of Office of all governors is 4 years.

The Headteacher holds office ex-officio as long as he/she is in post.

Subject to remaining eligible to be a particular type of governor, any person may be re-appointed or re-elected to the LGB, following the appropriate process.

### **6. Resignation/Removal/Disqualification**

A person serving on the LGB shall cease to hold office if:

- a) they resign their office by giving notice in writing to the clerk of the LGB;
- b) the Headteacher or a staff governor ceases to work at the Academy;
- c) the Trustees terminate the appointment of a governor whose presence or conduct is deemed by the Trustees, at their sole discretion, not to be in the best interests of the Trust or the Academy.

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.

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

## **7. Undertakings of Governors**

The Trustees expect members of each governing body to govern and conduct themselves according to the seven principles of public life and requires governors to accept and adhere to the Code of Conduct (appendix 1).

Support and guidance will be provided to enable Governors to develop the necessary skills and knowledge to fulfil their duties as a member of the LGB. Governors will be expected to attend training events and to avail themselves of relevant development opportunities. The Trustees reserve the right to declare certain essential training mandatory for all Governors.

Any Governor who has or may have any direct or any indirect duty or personal interest (including but not limited to any personal financial interest (as defined below) which conflicts or may conflict with their duties as a governor of the LGB shall disclose that fact to the LGB as soon as they become aware of it.

A person must absent themselves from any discussions of the LGB in which it is possible that a conflict will arise between their 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).

A Governor of the LGB has a personal financial interest if they, 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.

The clerk to the LGB shall maintain a register of the interests of the Governors (including, but not limited to personal financial interests as defined below). This register shall be made available on request to persons wishing to inspect it and must be published on the Academy website.

All governors shall upon their appointment or election, and before exercising any duties as a member of the LGB, give a written undertaking to the Directors and the Diocesan Corporate Member to uphold the Object of the Company.

Governors joining Academies within the Diocese shall also sign an undertaking to uphold the designated religious character of the Academy.

## **8. Chair & Vice-Chair**

The Trustees appoint the Chair of the LGB annually following a recommendation from the LGB. The LGB shall elect a Vice-Chair annually from among their number.

A person employed by the Trust (whether or not at the Academy) shall not be eligible to be appointed as Chair or elected as Vice-Chair.

The term of office of the Chair and Vice Chair shall be 1 year. They may be re-appointed/re-elected subject to remaining eligible to be a governor.

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) S/he ceases to serve on the LGB;
- b) S/he is employed by the Trust whether or not at the Academy;
- c) in the case of the Vice-Chair, s/he is appointed to fill a vacancy in the office of the Chair, or
- d) S/he is removed by the Trustees.

It is the Chair's responsibility to liaise with the Headteacher in order to ensure the LGB conducts its business and is able to report to the Board of Trustees effectively. Being a chair of governors is a key role in the leadership and management of the Academy.

Chair of governors should:

Work with the Principal to promote and maintain high standards of education and achievement  
Ensure the LGB holds the Headteacher to account for the educational performance of the Academy and its pupils.

Ensure the LGB holds the Headteacher to account for the performance management of staff  
Ensure effective use of the Academy's resources

Lead effective governance: giving the LGB a clear lead and direction, ensuring that the Governors work as an effective team and understand their accountability and the part they play in the strategic leadership of the Academy and in driving school improvement

Improve the Academy: ensuring school improvement is the focus of all policy and strategy and that Governor scrutiny, monitoring and challenge reflects school improvement priorities

## **9. Headteacher**

The Headteacher has delegated powers and duties in respect of the overall leadership, management, and achievement of the Academy and responsibility for ensuring the implementation of agreed policy.

## **10. Meetings**

LGBs are required to meet at least termly but it is not appropriate for all responsibilities to be reviewed at every meeting.

In order to ensure that the responsibilities are discharged appropriately the CEO will produce a calendar showing which responsibilities are to be addressed by the LGB and by each Governor over the year.

## **11. Quorum and Voting**

The quorum for a meeting of the LGB shall be more than 50% of the Governors of the LGB eligible to vote.

Every matter to be decided at a meeting of the LGB shall be determined by a majority of the votes of 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 not vote by proxy.

## **12. Meeting Papers**

Each Governor shall be given at least seven clear days' notice before the date of a meeting and a copy of the agenda and relevant papers.

The minutes of the proceedings of a meeting of the LGB shall be drawn up and signed (subject to the approval of the Governors) at the same or next subsequent meeting by the Chair of the meeting.

The minutes shall include a record of all appointments of Governors and all proceedings at meetings of the LGB, including the names of all persons present at each such meeting.

The minutes should also include details of decisions taken and actions agreed.

The agreed actions from a previous meeting should be reviewed at the next meeting.

### **13. Attendance**

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.

The Headteacher and Chief Executive Officer, or their deputies, have the right to attend all meetings of a Local Governing Body.

Any Trustee has the right to attend any meeting of a Local Governing Body. Prior notice will be given to the Chair of the LGB.

### **14. Delegated Matters**

The LGB will use its detailed knowledge and engagement with stakeholders to ensure their Academy is being well served by the leadership and has direct access to the Board if there are concerns.

Local Governing Body (LGB) responsibilities include:

- monitoring whether the school is working within the agreed policies
- monitoring whether standards are being met
- representing stakeholder views
- upholding the Christian Ethos and Values of the school (in Cof E Schools)
- safeguarding
- monitoring whether the schools are:
  - Establishing and working within agreed policies (Scheme of Delegation)
  - Meeting the agreed targets
  - Engaging with stakeholders
  - Reporting to the board
- fulfilling its statutory duties, including maintaining the school website
- ensuring school-level resources are applied appropriately
- Contribute to capital expenditure planning and submit applications to the Trust Board Capital Expenditure Panel

In line with the overall vision, strategy, ethos and broad policy framework of the trust the LGB will:

- Help the Academy set high standards by planning for the Academy's future, set the direction for each Academy and agree targets for improvement, monitor and evaluate its performance.
- Be a critical friend to, and hold leaders to account for, the pace and rate of improvement and the achievement of all pupils.
- Set the Academy's standards of conduct and values.
- Ensure sound management and administration of the Academy and ensure all staff have the appropriate qualifications, skills, experience, and training to carry out their duties.
- Help the Academy respond to, and meet, the needs of parents and the wider local community.
- Ensure all governors are skilled in understanding, interpreting, and comparing Academy performance, attendance, admissions, and exclusions data and are kept fully apprised of the performance of the Academy at all times.

- Determine and approve the Academy's mission, vision, strategy and long-term development plan - in line with the MAT's overall mission and vision. Including in Church Schools protecting the Christian Ethos of the school
- Ensure that the Academy contributes significantly to the overall development and success of the MAT.
- In consultation with the Trust Board determine key performance indicators and targets for the Academy.
- Approve the Academy's development/improvement plan. Monitor overall performance and the achievement of objectives, targets, and key performance indicators, and ensure that plans for improvement are acted upon - report progress to the Trust Board and provide all required data.
- Following consultation, where required, adopt and ensure the implementation of MAT-wide policies and procedures.
- Determine and approve framework and Academy specific policies and procedures, monitor their implementation, and evaluate their impact.
- Determine any other constitutional matter in which the LGB has discretion.

In line with the MAT's governance arrangements, policies and procedures, and scheme of delegation for the Academy:

- Hold at least three Local Governing Body meetings a year.
- Recommend a governor to be appointed as Chair of the LGB by the Board annually.
- Appoint a Vice-Chair of the LGB annually.
- Make arrangements for the election/appointment of parent and staff governors; appoint these governors in line with the Trust's arrangements and procedures.
- Make arrangements for recruiting and appointing "Associate Governors" if required.
- Appoint a clerk and implement clerking arrangements in line with the MAT's requirements.
- Maintain and publish, through the clerk, a register of governors' and senior members of staff's business interests and adhere to procedures for registering and managing conflicts of interest.
- Carry out and report on all duties and responsibilities delegated to the LGB by the Board.
- Ensure the Academy complies with legal and statutory requirements.
- Appoint Governors with specific responsibilities for example, for special educational needs and disability (SEND) and in line with any statutory requirement.
- Publish papers, minutes of meetings of the LGB in line with the Trusts' arrangements. [statutory policy]
- Advise the Trust Board of any concerns about the running of the Academy that cannot be resolved by the LGB and of any suspicions of fraud and irregularity.
- LGBs are free to allocate roles and responsibilities for monitoring arrangements as long as these do not conflict with the Trust's legal and statutory requirements.
- LGBs may organise their roles and responsibility structure as they see fit providing that the responsibilities described in these Terms of Reference are discharged.

These Terms of Reference can be revised by the Trust Board at any time and will be reviewed annually as part of the Governance Scheme of Delegation.

These terms of reference may only be amended by the Trust Board.

## Appendix 1

### Code of Conduct for Governing Boards

**This Code should be read in conjunction with the relevant law, articles of association and agreed scheme of delegation.**

#### **The governing board has the following strategic functions:**

##### **Establishing the strategic direction, by:**

- Setting and ensuring clarity of vision, values, and objectives for the school(s)/trust
- Agreeing the school improvement strategy with priorities and targets
- Meeting statutory duties
- Developing and upholding the Christian distinctiveness of Diocese schools and promoting high standards.

##### **Ensuring accountability, by:**

- Appointing the lead executive/headteacher (where delegated)
- Monitoring the educational performance of the school/s and progress towards agreed targets
- Performance managing the lead executive/headteacher (where delegated)
- Engaging with stakeholders
- Contributing to school self-evaluation

##### **Overseeing financial performance, by:**

Trust Board level:

- Setting the budget
- Monitoring spending against the budget
- Ensuring money is well spent and value for money is obtained
- Ensuring risks to the organisation are managed

LGB level:

- ensuring school-level resources are applied appropriately
- Contribute to capital expenditure planning and submit applications to the Trust Board Capital Expenditure Panel

##### **Ensuring the voices of stakeholders are heard.**

#### **As individuals on the board we agree to the following:**

##### **Role & Responsibilities**

- We understand the purpose of the board and the role of the executive leaders.
- We accept that we have no legal authority to act individually, except when the board has given us delegated authority to do so, and therefore we will only speak on behalf of the governing board when we have been specifically authorised to do so. We accept collective responsibility for all decisions made by the board or its delegated agents. This means that we will not speak against majority decisions outside the governing board meeting.
- We have a duty to act fairly and without prejudice, and in so far as we have responsibility for staff, we will fulfil all that is expected of a good employer.
- We will encourage open governance and will act appropriately.
- We will consider carefully how our decisions may affect the community and other schools.

- We will always be mindful of our responsibility to maintain and develop the ethos and reputation of our group of schools. Our actions within the school and the local community will reflect this.
- In making or responding to criticism or complaints we will follow the procedures established by the governing board.
- We will actively support and challenge the executive leaders
- We will accept and respect the difference in roles between the board and staff, ensuring that we work collectively for the benefit of the organisation;
- We will respect the role of the executive leaders and their responsibility for the day to day management of the organisation and avoid any actions that might undermine such arrangements;
- We agree to adhere to the school's rules and policies and the procedures of the governing board as set out by the relevant governing documents and law
- When formally speaking or writing in our governing role we will ensure our comments reflect current organisational policy even if they might be different to our personal views;
- When communicating in our private capacity (including on social media) we will be mindful of and strive to uphold the reputation of the organisation

### **Commitment**

- We acknowledge that accepting office as a governor/director/member involves the commitment of significant amounts of time and energy.
- We will each involve ourselves actively in the work of the governing board, and accept our fair share of responsibilities, including service on committees or working groups.
- We will make full efforts to attend all meetings and where we cannot attend explain in advance why we are unable to.
- We will get to know the school/s well and respond to opportunities to involve ourselves in school activities.
- We will visit the school/s, with all visits arranged in advance with the senior executive leader/headteacher and undertaken within the framework established by the governing board.
- When visiting the school in a personal capacity (i.e. as a parent or carer), we will maintain our underlying responsibility as a governor/director/member.
- We will consider seriously our individual and collective needs for induction, training and development, and will undertake relevant training.
- We accept that in the interests of open governance, our full names, date of appointment, terms of office, roles on the governing board, attendance records, relevant business and pecuniary interests, category of governor and the body responsible for appointing us will be published on the school's website.
- In the interests of transparency we accept that information relating to governors/directors/members will be collected and logged on the DfE's national database of governors (Get information about schools).

### **Relationships**

- We will strive to work as a team in which constructive working relationships are actively promoted.
- We will express views openly, courteously and respectfully in all our communications with other governors/directors/members, the clerk to the governing board and school staff both in and outside of meetings.
- We will support the chair in their role of ensuring appropriate conduct both at meetings and at all times.

- We are prepared to answer queries from other board members in relation to delegated functions and take into account any concerns expressed, and we will acknowledge the time, effort and skills that have been committed to the delegated function by those involved.
- We will seek to develop effective working relationships with the executive leaders, staff and parents, the trust, the local authority and other relevant agencies and the community.

### **Confidentiality**

- We will observe complete confidentiality when matters are deemed confidential or where they concern specific members of staff or pupils, both inside or outside school.
- We will exercise the greatest prudence at all times when discussions regarding school/trust business arise outside a governing board meeting.
- We will not reveal the details of any governing board vote.
- We will ensure all confidential papers are held and disposed of appropriately.

### **Conflicts of interest**

- We will record any pecuniary or other business interest (including those related to people we are connected with) that we have in connection with the governing board's business in the Register of Business Interests, and if any such conflicted matter arises in a meeting we will offer to leave the meeting for the appropriate length of time.
- We accept that the Register of Business Interests will be published on the trust's website.
- We will also declare any conflict of loyalty at the start of any meeting should the situation arise.
- We will act in the best interests of the school as a whole and not as a representative of any group, even if elected to the governing board.

### **Ceasing to be a governor/trustee/academy committee member**

- We understand that the requirements relating to confidentiality will continue to apply after a governor/director/member leaves office

### **Breach of this code of conduct**

- If we believe this code has been breached, we will raise this issue with the chair and the chair will investigate; the governing board will only use suspension/removal as a last resort after seeking to resolve any difficulties or disputes in more constructive ways.
- Should it be the chair that we believe has breached this code, another governing board member, such as the vice chair will investigate.

### **The seven principles of public life**

(Originally published by the Nolan Committee: The Committee on Standards in Public Life was established by the then Prime Minister in October 1994, under the Chairmanship of Lord Nolan, to consider standards of conduct in various areas of public life, and to make recommendations).

**Selflessness** - We will act solely in terms of the public interest.

**Integrity** - We will avoid placing ourselves under any obligation to people or organisations that might try inappropriately to influence us in our work. We will not act or take decisions in order to gain financial or other material benefits for ourselves, our family, or our friends. We will declare and resolve any interests and relationships.

**Objectivity** – We will act and take decisions impartially, fairly and on merit, using the best evidence and without discrimination or bias.

**Accountability** - We are accountable to the public for our decisions and actions and will submit ourselves to the scrutiny necessary to ensure this.

**Openness** – We will act and take decisions in an open and transparent manner. Information will not be withheld from the public unless there are clear and lawful reasons for so doing.

**Honesty** – We will be truthful.

**Leadership** – We will exhibit these principles in our own behaviour. We will actively promote and robustly support the principles and be willing to challenge poor behaviour wherever it occurs.

Adopted by the governing board of Rainbow MAT on 13<sup>th</sup> October 2021

The board of directors agree that this code of conduct will be reviewed annually, upon significant changes to the law and policy.