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SEN Trust Southend



Terms of Reference

SEN TRUST SOUTHEND

KINGSDOWN SCHOOL

LANCASTER SCHOOL

ST. NICHOLAS SCHOOL

THE ST. CHRISTOPHER SCHOOL

CREATED:	JULY 2017
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1. INTRODUCTION

- 1.1. SEN Trust Southend (the “Trust”) is overseen by its Members. The Members act as guardians of the governance of the Trust and are the ultimate accountable body of the Trust.
- 1.2. The Trust is governed by a Board of Trustees (the “Trust Board”) 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.
- 1.3. The following academies are currently operated by the Trust:

Kingsdown School
Lancaster School
St. Nicholas School
The St. Christopher School
- 1.4. 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.
- 1.5. The Trustees may review these terms of reference at any time but will review them at least every two years.
- 1.6. These terms of reference may only be amended by the Board of Trustees.

MEMBERS – TERMS OF REFERENCE

All Members of SEN Trust Southend share equally with the other members, the responsibility of being guardians of the governance of the Trust. The Members' role is discrete and one of oversight to ensure that the Trust is acting within its Objects as set out in the Trust's Articles of Association. Whilst the Trustees will manage the business of the Trust and exercise all the powers of the Trust on a day-to-day basis, the Trustees are ultimately accountable to the Members for this.

1. MEMBERSHIP

- 1.1. The Members of the Academy Trust shall comprise of:
 - 1.1.1. The signatories to the Memorandum of Association; and
 - 1.1.2. Any person appointed under Article 15A of the Trust's Articles.
- 1.2. The minimum number of Members shall not be less than three.
- 1.3. The Members may agree by passing a special resolution (75% majority vote) to appoint such additional Members as they see fit.
- 1.4. An employee of the Academy Trust cannot be a Member.

2. MEMBERS' GUARANTEE

The Trust is a company limited by guarantee. That guarantee is that each of the Members agrees to pay £10 each to any creditors of the Trust in the event that the Trust is wound up and the Trust's assets did not meet all of its liabilities.

3. RESPONSIBILITIES OF MEMBERS

- 3.1. In general terms, the responsibilities of the Trust Members are to:
 - 3.1.1. Be a 'guardian' of the Trust by safeguarding and promoting the values and ethos of the Trust.
 - 3.1.2. Ensure that the Trust's charitable objective is being met and that the Trust is acting within its Objects as set out in the Articles of Association and, further, to enforce the provisions of the Articles of Association, if necessary, against other Members and/or the Trust.
 - 3.1.3. Hold the Trust Board to account for the effective governance of the Trust and ensure that the Trustees are carrying out their core governance functions and performing well.
 - 3.1.4. Safeguard publicly funded community resources and ensure that the Trust is spending public money wisely.
 - 3.1.5. Support the Trust and be an advocate for it.
 - 3.1.6. Carry out their business effectively ensuring that they understand their role.
 - 3.1.7. Direct the Trust Board, where deemed appropriate, to take a specific action.
 - 3.1.8. Hold an Annual General Meeting (AGM) in each academic year.

- 3.2. The Members have the power to wind-up the Trust.
- 3.3. Members have limited practical involvement in the management of the Trust.

4. SPECIFIC POWERS AND FUNCTIONS OF THE MEMBERS' BOARD

- 4.1. Members have the following specific powers:
 - 4.1.1. To review and amend the Articles of Association of the Trust.
 - 4.1.2. To change the Objects of the Trust as set out in the Articles (which would require Charity Commission and Secretary of State consent).
 - 4.1.3. To change the name of the Trust.
 - 4.1.4. To change the structure of the Trust Board.
 - 4.1.5. To appoint, (and where necessary remove), Members and Trustees when required.
 - 4.1.6. To appoint, (and where necessary remove), external auditors to the Trust.
 - 4.1.7. To receive an annual report from the Trust Board on the Trust's performance.
 - 4.1.8. To receive an annual report from the Trust Board on standards within the Trust (at the AGM)
 - 4.1.9. To pass a resolution to wind-up the Trust.

5. EXPECTATIONS OF MEMBERS

- 5.1. All members are required to:
 - 5.1.1. Follow the Seven Principles of Public Life (referred to as "the Nolan Principles" and set out in Annex 1).
 - 5.1.2. Comply with the Articles of Association for the Trust, these Terms of Reference, the Trust's Scheme of Delegation and Financial Scheme of Delegation.
 - 5.1.3. Ensure they understand their duties, rights and responsibilities, and that they are familiar with the function and role of the Trust.
 - 5.1.4. Act in the best interests of the Trust.
 - 5.1.5. Keep themselves informed about how the Trust Board is performing and have an awareness of when they may need to exercise their powers to ensure effective governance within the Trust.
 - 5.1.6. Not misuse information gained in the course of their Membership for personal gain, nor seek to use the opportunity of service to promote their private interests of those connected persons, firms, businesses or other organisations.
 - 5.1.7. Participate actively in the induction process and any relevant training.

6. PROVISION OF INFORMATION TO MEMBERS

- 6.1. The information made available to Members during the year a will include:
- 6.1.1. The minutes of all Trust Board meetings, including minutes from Committees of the Trust Board.
 - 6.1.2. The Annual Accounts and Annual Return, which are submitted to Companies House on behalf of the Trust. (N.B. Members only have the right to receive the accounts and not to approve them).
- 6.2. Other additional information: the Members and Trust Board may agree to enable the Members to carry out their 'guardianship' role. The Trust Board will keep the Members updated on fundamental issues relating to the running of the Trust, including:
- 6.2.1. Any litigation involving members of staff (i.e. court proceedings/tribunal proceedings/criminal prosecutions) and, in particular, any which might reflect adversely on the Trust;
 - 6.2.2. Financial concerns which develop during the course of the financial year and, in particular, any financial concerns that might have an impact on the employment of staff or the delivery of the broad and balanced curriculum which the Trust is under a duty to offer;
 - 6.2.3. Details of any Ofsted Inspections and other related external monitoring of the Trust or the schools within it;
 - 6.2.4. Vacancies arising on the Trust Board for which the Members have responsibility.
- 6.3. In general, when serious issues arise for which, the Members need to be informed or take action, then it is the responsibility of the Chair of the Trust Board to alert them and/or to convene a meeting if appropriate.

7. SEN TRUST SOUTHEND - MEMBERS OF THE TRUST

Chris Moss

Julie Cushion

Fiona Colwell

Sharon O’Ryan



TRUST BOARD TERMS OF REFERENCE

1. PURPOSE

The Board of Trustees is the accountable body for the Academy Trust. It is responsible for the strategic direction, education and performance, financial planning and overall governance of the Trust. It may delegate some of its functions to its committees but retains ultimate accountability for all decisions.

2. LEGAL STATUS

2.1 The Trust Board operations in accordance with;

2.1.1 The Trust's Articles of Association,

2.1.2 The latest edition of the Academy Trust Handbook and the Academy Trust Governance Guide and associated DfE guidance.

2.1.3 Charity and company law

2.1.4 The Trust's Scheme of Delegation

3. MEMBERSHIP

3.1 As defined in the Articles of Association

3.1.1 Trustees are appointed based on skills, experience, and commitment to the Trust's vision and values.

3.1.2 The Chair and Vice-Chair are appointed annually.

3.1.3 The CEO is an ex-officio trustee

3.1.4 All Trustees have a term of office of four years. Any trustee can be re-elected or re-appointed.

4. MEETINGS

4.1 The Trust Board will meet three times per academic year.

4.2 Additional meetings will be convened as required.

4.3 Quorum: Three Trustees or one third of the total number of Trustees if greater. Two thirds of Trustees required to appoint or remove members, remove the chair, or appoint parent trustee.

4.4 Three Trustees may requisition a meeting.

4.5 One vote per Trustee.

4.6 The Chair has a casting vote.

5. RESPONSIBILITIES

The Trust Board has the responsibility to:

Strategy and Leadership

- 5.1 Determine, and review the Trust’s mission, vision, aims and values, strategy and long-term business plan for:
- “advancing 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 and developing a school specially organised to make special education provision for pupils with Special Educational Needs (“the Special Academy”); and
- promoting for the benefit of individuals living in South East Essex and the surrounding area who have need by reason of their age, infirmity or disability, financial hardship or social and economic circumstances or for the public at large the provision of facilities for recreation or other leisure time activities in the interests of social welfare and with the object of improving the condition of life of the said individuals.”. (SEN Trust Southend Articles of Association)
- 5.1.1 Determine constitutional matters, including procedures where the Board has discretion to ensure that effective governance structures are in place across the Trust.
- 5.1.2 Review the constitution, membership, terms of reference, and scheme of delegation of the Board and its committees, including LGBs.
- 5.1.3 Determine which functions of the Board will be delegated to committees, including LGBs, the Chief Executive Officer, Headteachers, groups and other individuals.
- 5.2 Determine the Trust’s approach to, and approve, trust wide policies and procedures for the operation and performance of all academies within the trust to ensure compliance with legal and regulatory requirements, including data protection, health and safety and safeguarding, AI and cyber security.
- 5.3 Determine the Trust Development Plan in line with Trust strategic priorities and monitor progress towards objectives.
- 5.3.1 Receive a termly report from the CEO including progress towards objectives.
- 5.4 Establish arrangements for the recruitment, appointment, and remuneration, and performance management of the Chief Executive Officer and Chief Financial Officer.
- 5.5 Approve the Trust’s approach to executive pay.
- 5.6 Ensure effective succession planning and leadership development, including for board members.

Education and Achievement

- 5.7 Determine and establish, the Trust’s overall approach to and arrangements and policies and procedures for:
- 5.7.1 Monitoring and evaluating academy performance and improvement.
- 5.7.2 Providing support and challenge and holding the CEO and academy Headteachers to account.
- 5.7.3 Taking action to secure improvement/pace of improvement in academies.

- 5.7.4 Approving, monitoring and evaluating the impact of education related policies and procedures and plans including trust-wide leadership and management arrangements.
- 5.7.5 Monitoring pupil outcomes, curriculum quality, inclusion and safeguarding.
- 5.8 Ensure the Trust meets its obligations under the Public Sector Equality Duty and delivers on its Equality Objectives.
- 5.9 Make arrangements for securing independent review panels for exclusion and complaint hearings in consultation with LGBs.
- 5.10 Determine and establish the Trust's overall approach to, and policies and procedures for:
 - 5.10.1 The Trust website
 - 5.10.2 Publication of information about the trust and its academies on the Trust and individual academies websites.
 - 5.10.3 Complaints

Stakeholder Engagement

- 5.11 Ensure effective communication with parents, pupils, staff and the wider community.
- 5.12 Promote the Trust's reputation and values.
- 5.13 Ensure the Trust is responsive to stakeholder feedback and concerns.

Financial Planning, Controls, Monitoring and Management

- 5.14 Ensure the Trust complies with all matters of regularity, propriety, and value for money in its use of public funds and develops and implements effective financial policies and procedures to remain financially sustainable and compliant with the Academy Trust Handbook.
- 5.15 Ensure effective internal control and risk management.
 - 5.15.1 Determine internal annual audit arrangements: determine action to be taken arising from audit reports.
 - 5.15.2 Maintain oversight of the Trust's risk register and ensure appropriate mitigation strategies are in place, including in relation to health and safety, safeguarding, data protection, AI and cyber security.
 - 5.15.3 Receive reports from the Audit and Risk Committee and ensure recommendations are acted upon.
- 5.16 Determine and establish the financial scheme of delegation and financial authorities to the CEO and Trust Chief Financial Officer and individual academies.
- 5.17 Determine and establish, the Trust's policies and procedures for
 - 5.17.1 Accounting practices
 - 5.17.2 Asset management
 - 5.17.3 Audit

- 5.17.4 Income
- 5.17.5 Ordering goods, works and services
- 5.17.6 Authorising payroll and pension decisions
- 5.17.7 Managing conflicts of interest
- 5.17.8 Gifts and hospitality
- 5.17.9 Lettings and fees
- 5.17.10 Reserves
- 5.17.11 Staff severance and compensation payments
- 5.17.12 Charging and remissions
- 5.18 Determine and establish banking arrangements.
- 5.19 Determine, establish, and maintain a 3-year financial plan.
- 5.20 Approve and ensure submission of all annual returns to the DfE, Companies House, and for publication on the MAT's website.
- 5.21 Receive and review the management accounts on a regular basis (including monthly for the Chair).
- 5.22 Determine and establish arrangements for, and approve, a consolidated budget and budgets for each academy and trust-wide services and support for each financial year and end of year financial statements. Monitor budgets and significant virements at least termly.
- 5.23 Ensure the Trust has appropriate insurance and contingency arrangements.
- 5.24 Monitor pupil admission numbers overall and in each academy. Determine and establish arrangements for organisational change (i.e. changes in the number, age range, size and location of academies).
- 5.25 Determine and establish arrangements for bidding for and allocating capital funding and for allocating funding for the maintenance, improvement, and expansion of the Trust's buildings

Procurement

- 5.26 Establish the Trust's overall approach to, and policies and procedures and arrangements for, the procurement of goods, works, and services for the trust as a whole and for individual academies within the trust.
 - 5.26.1 Determine which goods, works, and services will be procured centrally on behalf of all academies in the trust and determine which goods, works, and services may be procured, in line with the Trust's procurement and competitive tendering policy and list of approved suppliers, by individual Local Governing Bodies
 - 5.26.2 Ensure a competitive tendering policy is in place and is applied for all relevant procurement.

- 5.26.3 Ensure compliance with best practice in procurement, and the requirements and guidance in the Academy Trust Handbook for regularity, propriety, and value for money in procurement.
- 5.26.4 Approve a financial scheme of delegation for all procurement activity and a manual of guidance and ensure all staff engaged in procurement have the appropriate skills and training to effectively procure and manage contracts for goods, works, and services.
- 5.26.5 Ensure that any contracts for services provided by a trustee, or persons/bodies related to the trustee, are properly procured and represent value for money. Ensure that any fees and consultancy rates included within any such contracts are provided with no element of profit, are reasonable, represent value for money and are good use of public funds.
- 5.26.6 Seek prior, written permission from the DfE, and if required approval from the Secretary of State, for any situations where a transaction is irregular, improper or does not provide value for money.

Human Resources

- 5.27 Ensure the Trust complies with all legislation and develops and implements sound policies and procedures relating to the recruitment and employment of staff.
- 5.28 Determine and establish arrangements, and a scheme of delegation, for all matters relating to the recruitment and employment of staff to include the development of policies, procedures, and plans:
 - 5.28.1 To recruit (in compliance with safeguarding requirements), remunerate, retain, performance manage, and develop all staff.
 - 5.28.2 To establish a local school record of recruitment and vetting checks
 - 5.28.3 To establish trust wide salary, pensions, severance, records, and terms and conditions policies and procedures.
 - 5.28.4 For conduct, discipline, capability, grievance procedures.
 - 5.28.5 For allegations of abuse against staff procedures (within Child Protection Policy and Safeguarding)
 - 5.28.6 For accessibility, for each school
- 5.29 Establish in partnership with Chairs of LGBs arrangements for the recruitment, appointment, and remuneration, and performance management of academy Headteachers.

Estate Management

- 5.30 Establish a strategic estate management plan to ensure safe and effective working conditions, the plan to include;
 - 5.30.1 An Estate Vision – setting out the plan for the academy estate for the next 5-10 years.
 - 5.30.2 An Estate Strategy – Detailing how the Estate Vision will be implemented.

- 5.30.3 Asset Management Plans for each academy site, including improvement and maintenance plans for the Trust's buildings, sites and IT.
- 5.30.4 Strategic Review – to consider whether the estate is meeting the needs of the academy.
- 5.30.5 Plans for the purchase or disposal of any freehold property, and for granting or taking up of leasehold or tenancy of land or buildings.
- 5.31 Oversee arrangements for ensuring that health and safety issues are appropriately prioritised for action and staff are appropriately trained.

6. SPECIFIC POWERS AND FUNCTIONS OF THE TRUST BOARD

- 6.1 The Trust Board has the following specific powers:
 - 6.1.1 To appoint Trustees to standing committees and ad-hoc committees.
 - 6.1.2 To appoint and remove the Company Secretary and Governance Professional.
 - 6.1.3 To appoint Co-opted Trustees.
 - 6.1.4 To appoint annually the Chair of any committee of the Board.
 - 6.1.5 Removing any Local governor.
- 6.2 The Trust Board must carry out the following functions:
 - 6.2.1 Maintain and publish a register of members, trustees, local governors, senior members of staff and cross-MAT staff responsible for obtaining quotations for significant goods and services (above £5,000) and their business interests and putting in place measures for avoiding conflicts of interest.
 - 6.2.2 Determine and establish arrangements for making available agendas, papers, and minutes of meetings of the Board and its committees, including LGBs.
 - 6.2.3 Receive reports from any committee, including LGBs, or individual, or group to whom a decision has been delegated and to consider whether any further action by the Board is necessary.
 - 6.2.4 Ensure the CEO and all senior staff have the skills, knowledge, and experience to run the trust and its individual academies and to effectively manage its financial, human, and physical resources and assets.
- 6.3 A Trustee who is employed by the Trust may not be the Chair or Vice chair.

Professional Advisers to the Board of Trustees

- 6.4 The Chief Executive Officer of the Trust, the Chief Financial Officer and any other member of staff with trust wide responsibilities, as appropriate - and any additional advisers as appropriate.

Responsibilities Delegated to the CEO

- 6.5 The CEO has delegated powers and duties in respect of the overall leadership, management, and achievement of the trust and responsibility for ensuring the implementation of agreed policy.

SEN Trust Southend



7. **SEN TRUST SOUTHEND – TRUST BOARD**

Jane Oliver

Nick Hyde, Chair of Audit & Risk Committee

Jackie Mullan, CEO

Julia Argles

Tony Grellier

Barry Levitt

Katy Duddridge

Thomas Robinson

TERMS OF REFERENCE – LOCAL GOVERNING BODIES

1. CONSTITUTION OF THE LGBs

- 1.1. Members of the LGB shall be known as “governors”.
- 1.2. The composition of the Local Governing bodies for the academies is recommended to be as follows:
 - 2.2.1 the Headteacher of the academy (or the CEO if no such person is appointed);
 - 2.2.2 a minimum of 2 staff governors;
 - 2.2.3 up to 2 parent governors; and
 - 2.2.4 a minimum of 3 co-opted governors.
- 1.3. The procedure for the appointment and the removal of governors is set out in Annex 2.

3. PROCEEDINGS OF THE LGB

- 3.1. The proceedings for meetings of the LGB are set out in Annex 3.

4. RELATIONSHIP BETWEEN THE BOARD AND LGB

- 4.1. The LGB should, 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 responsible 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 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 systems are put in place to allow the governors to be presented with timely and good data to allow the LGB to analyse Academy performance in order to support and challenge the Headteacher and the senior leadership team of the Academy; and
 - 4.2.3. 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 Trustee's 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;
 - 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 £50,000;
 - 4.4.2. Trust performance targets and/or KPIs have not been met; and
 - 4.4.3. Any other issues of non-compliance with statutory policies or regulations have been found
- 4.5. The Trustees may vary the matters delegated where:
 - 4.5.1. the LGB act outside its delegated powers and limitations;
 - 4.5.2. the LGB are in breach of these terms of reference;
- 4.6. The Trustees may remove governors where:
 - 4.6.1. the Academy is in material breach of its funding arrangements;
 - 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 do not limit the rights of the Trustees to suspend or remove any or all of the matters delegated to the LGB.

5. DELEGATED POWERS

General principles

- 5.1. In the exercise of its delegated powers and functions, the governors of the LGB will endeavour to:
 - 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 Trust-wide policies or procedures communicated to the LGB by the Trustees from time to time;
 - 5.1.3. review its own policies and practices on a regular basis, 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. will monitor the implementation of the Trust's Equality Objectives and ensure the Trust meets its obligations under the Public Sector Equality Duty (PSED), including eliminating discrimination, advancing equality of opportunity and fostering good relations.
- 5.2. Each governor should take part in regular self-review and is accountable for meeting their own training and development needs. It is a governor's responsibility to consider if, and raise any concerns where, they feel that appropriate training and development is not being provided.
- 5.3. Governors are expected to report to the Trust against KPIs (i.e. Whole School Targets) 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 are as follows:
 - 5.4.1. in respect of The St. Christopher School Academy Trust, Kingsdown School, St. Nicholas School and Lancaster School, The Schemes of Delegation sets out the powers retained by the Trust, the powers delegated to the CEO, to the respective LGBs and the Headteachers; and
 - 5.4.2. in respect of schools where the following criteria apply an Annex 3 will be instated and will set out the powers retained by the Trust, the powers delegated to the CEO, LGB and the Headteacher of the school
 - 5.4.2.1. Following an inspection by Ofsted or HMI the school has been placed into Category 4
 - 5.4.2.2. Following an inspection by Ofsted, governance has been cited as a weakness
- 5.5. For the avoidance of doubt, where a power is not expressly delegated to the **CEO**, any **LGB** or **Headteacher** it will be deemed to have been retained by the Trust regardless of whether it is specified in the Schemes of Delegation.
- 5.6. The Schemes of Delegation and Annex 3 (where instated) 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 Headteacher and informing the CEO.

ANNEX 1 – THE SEVEN PRINCIPLES OF PUBLIC LIFE

SELFLESSNESS

Holders of public office should act solely in terms of the public interest. They should not do so in order to gain financial or other material benefits for themselves, their family, or their friends.

INTEGRITY

Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might seek to influence them in the performance of their official duties.

OBJECTIVITY

In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit.

ACCOUNTABILITY

Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.

OPENNESS

Holders of public office should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.

HONESTY

Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.

LEADERSHIP

Holders of public office should promote and support these principles by leadership and example

ANNEX 2 – APPOINTMENT AND REMOVAL OF GOVERNORS

1. STAFF GOVERNORS

- 1.1. The Local Governing Body will invite nominations from all staff employed under a contract of employment or a contract for services or otherwise engaged to provide services to the Academy 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 will be determined by the LGB.

2. PARENT GOVERNORS

- 2.1. Parent governors of the LGB will be elected by parents of registered pupils at the Academy. They must be a parent of, or have parental responsibility for, a pupil at the Academy at the time when they are elected.
- 2.2. The LGB will make the necessary arrangements for, and determine all other matters relating to, an election of the parent governors.
- 2.3. Where a vacancy for a parent governor is required to be filled by election, the LGBs 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.
- 2.4. Any election of persons who are to be the parent governors, which is contested, will 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 they prefer, 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, the LGB 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. They 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 Headteacher of the Academy (as applicable) who shall remain a governor until they cease 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.

5. RESIGNATION AND REMOVAL

- 5.1. A person serving on the LGB will 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.
- 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 they would not be able to serve as a Trustee in accordance with Articles 68-80 of the Articles (available from the Trust Registered Office).

7. APPOINTMENT AND REMOVAL OF CHAIR AND VICE CHAIR

- 7.1. The Chair and Vice Chair of the LGB shall be elected by the members of the 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) they cease to serve on the LGB;
 - b) they are employed by the Trust whether or not at the Academy; or
 - c) in the case of the Vice Chair, they are 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. The LGB may establish subcommittees which may include individuals who are not members of the LGB, provided that such individuals are in a minority.
- 8.2. The LGB may delegate to a subcommittee or any person serving on the LGB, subcommittee, the 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 3 – PROCEEDINGS OF THE LGB

1. MEETINGS

- 1.1. The LGB shall meet at least once in every term and may 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 they think fit.
- 1.3. Any governors can participate in meetings of the governors by telephone or video conference provided that they have 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

- 2.1. 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.

3. VOTING

- 3.1. Every matter to be decided at a meeting of the LGB will 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 not vote by proxy.
- 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 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 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).

- 4.2. 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 their 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.
- 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 Clerk of the Governors.

6. CEO

- 6.1. The CEO of the Trust (or their representative) reserves the right to attend any LGB meeting without the prior invitation of the LGB but will do so in an ex-officio capacity only.