



## **LABS Terms of Reference**

## Document Management Information

<b>Applicable to:</b>	All Governors, Members and Directors.
<b>Dissemination:</b>	The policy will be available to staff via the Trust's Policy Centre and website
<b>Training:</b>	On request
<b>Review Frequency:</b>	The policy will be reviewed every three years. The policy will be reviewed earlier if needed in the light of new evidence, legislation and guidance
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<b>Executive Policy Owner:</b>	Sarah Philipson - Governance Professional
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## Revision History

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V1.0	Draft policy circulated to Chief Executive for Approval	July 2022
V1.1	Policy Approved and Published	July 2022

# LABS Terms of Reference

## INTRODUCTION

The Howard Academy Trust] (the "Trust") is governed by a Board of Directors (the "Directors") 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. The following academies are currently operated by the Trust:

- The Howard School
- Deanwood Primary School
- Temple Mill Primary School
- Thames View Primary School
- Miers Court Primary School
- Waterfront University Technical College  
(Each one the "Academy" or collectively the "Academies").
- The Abbey school.

In order to assist with the discharge of their responsibilities, the Directors have established a Local Academy Board ("LAB") for each of the Academies. The LAB shall be a committee established pursuant to Articles 100 to 104 (inclusive) of the Articles of Association of the Trust (the "Articles").

The Directors may review these terms of reference at any time but shall review them at least annually.

These terms of reference may only be amended by the Board of Directors. The THAT Scheme of Delegation outlines the specific areas of accountability and responsibility. This is in line with the Department of Education Governance Handbook 2019.

## DELEGATION

The Howard Academy Trust's Articles of Association state:

*'The Trustees may delegate any of their powers or functions (including the power to sub-delegate) to any Trustee, committee (including any Local Governing Body), the Chief Executive Officer or any other holder of an executive office. Any such delegation shall be made in writing and subject to any conditions the Trustees may impose, and may be revoked or altered. A Trustee, committee (including any Local Governing Body), the Chief Executive Officer or any other holder of an executive office to whom a power or function of the Trustees is delegated under Article 105 may further sub-delegate those powers or functions (or any of them) to a further person. Where any power or function of the Trustees is sub-delegated by any person to whom it has been delegated, that person must inform the Trustees as soon as reasonably practicable which powers and functions have been further delegated and to whom, and any such sub-delegation shall be made subject to any conditions the Trustees may impose, and may be revoked or altered by the Trustees.'*

*Where any power or function of the Trustees has been exercised by any committee (including any Local Governing Body), any Trustee, the Chief Executive Officer, any other holder of an executive office, or a person to whom a power or function has been sub-delegated under Article 105A, that person or committee shall report to the Trustees in respect of any action taken or decision made with respect to the exercise of that power or function at the meeting of the Trustees immediately following the taking of the action or the making of the decision. "*

Without prejudice to the Directors' other rights to remove any governor and the Directors rights to amend these terms of reference at any time, where the Directors have concerns about the performance of a LAB they may amongst other actions:

- require the relevant LAB to adopt and comply with a governance action plan in such form as determined by the Directors;
- suspend or remove any or all of the matters delegated to the LAB;
- suspend or remove any or all of the governors of the relevant LAB;

The Directors may require a governance action plan where:

- the Academy has a deficit budget (both revenue and capital) in excess of £50,000;
- there is insufficient progress being made against educational targets (including where intervention by the Secretary of State is threatened or is being carried out); or
- there has been a breakdown in the way the school is managed or governed; or
- the safety of pupils or staff is threatened, including by a breakdown of discipline;
- The LAB has received a letter of concern, or a warning notice issued by the Board due to concerns raised via the Academy Review process

The Directors may vary the matters delegated where:

- the LAB acts outside its delegated powers and limitations;
- the LAB is in breach of these terms of reference;

The Directors may remove governors where:

- the Academy is in [material] breach of its funding arrangements;
- the LAB is in material breach of these terms of reference or has persistently breached these terms of reference.

The circumstances listed in illustrative only shall not limit the rights of the Directors to suspend or remove any or all of the matters delegated to the Local Academy boards.

The Directors and the Governors acknowledge that they each play a crucial role in the Governance of the Trust and commit to working together in the best interests of the Trust and the schools. They also acknowledge that the duties and responsibilities in relation to the operation of the Trust sit with the Directors, and as such, the Trust Board is entitled:

- to overrule a decision of the LAB; and/ or;
- to remove delegated powers from an LAB if (in their reasonable opinion) they consider it to be in the best interests of the school or the wider Academy Trust

## **CONSTITUTION OF THE LABs**

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

The Directors have the right to appoint such persons to the LAB as they shall determine from time to time. Governors, Chairs and Vice-Chairs from other Academies within the Trust may be brought into a Local academy board to give support and development for a period of time if deemed necessary by the Directors, at their sole discretion

The composition of each Local Academy Body must consist of:

- the Head of School /Principal (as applicable) of the Academy;
- up to 2 elected staff governors;
- 2 elected parent governors; and
- Up to 5 co-opted governors.
- UTCs to ensure that more than half of its governors are appointed by the University Sponsor(s) and Employer Sponsor(s)

Each Local Academy board shall have a Chair and a Vice-Chair. The length of service of all governors shall be four years. Subject to remaining eligible, any Governors may be reappointed or re-elected at the end of their term.

Every person wishing to become a governor will be required to sign a code of conduct, adhere to all GDPR regulations, and make disclosures for criminal records checked by the Disclosure and Barring Service.

Any additional co-opted governors may be appointed at the discretion of the Board of Directors.

The procedure for the appointment and the removal of governors shall be as set out in **Annex 1**.

The Directors shall support the work of the LABs by:

- Setting a clear strategic vision to allow the LAB to set and achieve its own aims and objectives within such vision;
- Ensuring that systems are put in place to allow the governors to be presented with timely and good data to allow the LAB to analyse Academy performance in order to support and challenge the Head of School/Principal and the senior leadership team of the Academy;
- Ensuring that the governors have access to high-quality training.

## **PROCEEDINGS OF THE LAB**

The proceedings for meetings of the LAB shall be as set out in **Annex 2**.

## **THE ROLE OF THE LOCAL ACADEMY BOARD**

The Howard Academy Trust appreciates that all Local Academy governors are volunteers who give up their spare time to bring their expertise and experience to play an essential role in supporting the Trust and its schools. The Trust aims for each Local Academy Board to be impactful, meet all statutory requirements and support the needs of the school and its local community.

The Local Academy Boards support setting the strategic direction for each Academy, aiding in creating the joint vision for their Academy and the measures needed to monitor its delivery. (Via the School Development Plan)

Governors serving on a Local Academy Board have delegated responsibilities given by the Directors of THAT Board (who are accountable to the Department for Education) and the communities they serve. These are outlined in the Trust Scheme of Delegation document.

The Key purpose of The Local Academy Board is to:

- Support the Trust Executive Team to improve Academy outcomes.
- 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;
- Build strong relationships with the Academy's local community and stakeholders by ensuring that their needs are reflected in the schools and with the Trust's decision-makers.
- Be advocates for the vision and strategy of the Trust and the schools.
- Support appropriate and effective parental engagement and communication.
- Give input to ensure that the Academy's long-term vision reflects the needs of its community beyond current postholders and is in line with THAT's vision and values.
- Support, review and challenge the school priorities and School Development Plan.
- Review progress via a governance monitoring plan linked to the areas within the Ofsted framework.
- Aim to establish that it is competent, accountable, independent, diverse and that it promotes best practices in governance;
- Aim to ensure that its governors promote and uphold high standards of conduct, probity, and ethics;
- Comply with the Schemes of Delegation as outlined in Annex 3 and Annex 4.
- 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;
- Promptly implement and comply with any policies or procedures communicated to the LAB by the Directors from time to time;
- Each governor shall be required to take part in 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, he or she feels that appropriate training and development is not being provided.

The powers retained by the Trust and delegated from the Directors to the LABs are set out in the Scheme of Delegation.

For the avoidance of doubt, where a power is not expressly delegated to the **Chief Executive**, any **LAB**, or **Head of School**, it will be deemed to have been retained by the Trust regardless of whether it is specified in scheme of delegation. The Scheme of delegation may be reviewed by the Directors at any time but shall be reviewed at least annually. Directors 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 LAB.

Notwithstanding the application of any provision of these terms of reference, if the Chair of the LAB 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 LAB which can be delegated to an individual or any function relating to the exclusion of pupils after consultation with CEO/Head of School/Principal.

## **1. Annex 1 - Appointment and Removal of Governors**

### **Staff governors**

The Directors shall invite nominations from all staff employed under a contract of employment or a contract for services or otherwise engaged in providing services to the Academy 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 Directors. The Directors may delegate the running of the election to the LAB.

### **Parent governors**

Parent governors of the LAB shall be elected by parents of registered pupils at the Academy. He or she must be a parent of, or have parental responsibility for, a pupil at the Academy at the time when he or she is elected.

The Directors shall make all necessary arrangements for, and determine all other matters relating to, an election of the parent governors. The Directors may delegate the running of the election to the LAB.

Where a vacancy for a parent governor is required to be filled by election, the Directors 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 he or she is entitled to stand as a candidate, and vote at the election, and given an opportunity to do so.

Any election of persons who are to be the parent governors which is contested shall 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 he or she prefers, by having his ballot paper returned to the Academy by a registered pupil at the Academy.

Where the number of parents standing for election is less than the number of vacancies, the Directors 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.

### **Appointed governors**

Appointed governors of the LAB shall be appointed by the Directors. He or she must be: a person who lives or works in the community served by the Academy; or a person who, in the opinion of the Directors, has the necessary skills set and is committed to the governance and success of the Academy.

The Directors may not appoint an employee of the Trust as a co-opted governor.

### **Term of office**

The term of office for any governor shall be 4 years, save for the Head of School/Principal of the Academy (as applicable) who shall remain a governor until he or she ceases to work at the Academy.

Subject to remaining eligible to be a particular type of governor, any person may be reappointed or re-elected to the LAB and the Chair and Vice Chair who are elected/re-elected annually.

## **Resignation and removal**

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

- he or she resigns his office by giving notice in writing to the Governance Professional of the LAB the Head of School
- or a staff governor ceases to work at the Academy;
- the Directors terminate the appointment of a governor whose presence or conduct is deemed by the Directors, at their sole discretion, not to be in the best interests of the Trust or the Academy;
- attendance of governors as per the Governors Handbook.

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.

## **Disqualification of governors of the LAB**

A person shall be disqualified from serving on the LAB if he or she would not be able to serve as a Director in accordance with Articles 68-80 of the Articles.

## **Appointment and removal of Chair and Vice Chair**

The Chair and Vice Chair of the LAB shall be ratified by the Chief Executive and Chair of the Board of Directors and may be removed from office by the Directors at any time.

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 reappointed as Chair or Vice Chair of the LAB.

The Chair and Vice Chair may at any time resign his office by giving notice in writing to the Directors. The Chair or Vice Chair shall cease to hold office if:

- he or she ceases to serve on the LAB;
- he or she is employed by the Trust whether at the Academy; or
- in the case of the Vice Chair, he or she is appointed to fill a vacancy in the office of the Chair.
- 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 LAB shall elect one of their number to act as Chair for the purposes of that meeting.

## **Committees**

The LAB will not have any sub-committees except groups established to deal with:

- Pupil Exclusion Panel
- Complaints Panel (if required)

## 2. Annex 2 - Proceedings of the LAB

### Meetings

The LAB shall meet in line with the annual meeting planner provided by the Trust.

The Governance professional lead shall convene meetings of the LAB to its members. There will be written notice of the meeting and a copy of the agenda at least Five school working days in advance of the meeting. Where there are matters demanding urgent consideration, the Chair or, if absent, the Vice-Chair, may waive the need for seven days' notice of the meeting and substitute such notice as he or she thinks fit.

LAB Meetings will be held virtually via online conference. 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 LAB.

### Quorum

The quorum for a meeting of the LAB, and any vote on any matter at such a meeting, shall be any three of the governors of the LAB, or, where greater, any one third (rounded up to a whole number) of the total number of governors of the LAB at the date of the meeting, which must include at least one governor appointed by the Trust.

### Voting

Every matter to be decided at a meeting of the LAB shall be determined by a simple majority of the votes, i.e., 50% + 1, 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.

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

A written 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.

### Conflicts of Interest

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)) that conflict or may conflict with their duties as a governor of the LAB shall disclose that fact to the LAB as soon as they become aware of it. A person must absent themselves from any discussions of the LAB in which a conflict may 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 LAB 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.

### **Minutes of meetings**

At every meeting of the LAB 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.

The Governance Professional to the LAB shall ensure that a copy of the agenda for every meeting of the governors, the draft minutes of every such meeting (if the Chair has approved them of that meeting), the signed minutes of every such meeting and any report, document or other paper considered at any such discussion is, as soon as is reasonably practicable, made available to the Governance Professional to the Board of Directors.

### **Format of the meeting**

The agenda for all LAB meetings are outlined in the Annual agenda planners, which are updated and agreed by the Directors.

The LAB should review at least annually its impact and effectiveness and produce a LAB development plan.

LABs are permitted to add any additional matters pertaining to their Academy to the agenda

### 3. Annex 3 - Scheme of Delegation

- Insert LAB scheme of delegation once agrees.

