



One Trust, One Team, Unlocking the Future for All

**The Keys Academy Trust
Local Governing Body - Terms of Reference**

1. The Role of the Local Governing Body (LGB)

- 1.1. The Local Governing Body (LGB) is a committee of the Trust Board. LGBs may exist for a single school or for two or more schools. Each LGB is established by the Board in accordance with the [Articles of Association of The Keys Academy Trust](#) and is subject to the Terms of Reference set out below which detail the responsibilities of the LGB and its relationship with the Board of Trustees.

2. Approval of and Amendments to Terms of Reference

- 2.1. Terms of Reference are drafted and maintained by the Trust. The Trustees may make amendments to these Terms of Reference from time to time, as set out in the Trust's Articles of Association. Terms of Reference should be read in conjunction with the [Trust's Scheme of Delegation](#) and the TKAT LGB Guidance document.
- 2.2. In the event that amendments are made to these Terms of Reference, the Trust shall notify the Chair of each Local Governing Body, who shall be expected to make other LGB members aware of such changes. Trustees encourage LGBs to propose changes to these Terms of Reference.
- 2.3. The document shall be subject to annual review.

3. Relationship between the Trust and the LGB

- 3.1. The Trust is a charitable company limited by guarantee. It has entered into a Master Funding Agreement with the Department for Education and a Supplemental Funding Agreement in respect of each of its academy schools (together the 'Funding Agreements') and so it is the Trust that is ultimately responsible to the DfE for each academy school (school) pursuant to the Funding Agreements.
- 3.2. The Trustees are the charity trustees (within the terms of section 177 of the Charities Act 2011) and are responsible for the general control and management of the administration of the Trust in accordance with the provisions set out in the Articles. Trustees have additional similar and overlapping responsibilities as directors under Company Law.
- 3.3. As a committee of the Board of Trustees, it is expected that the LGB will act in accordance with these Terms of Reference unless otherwise directed by the Trustees. The LGB will be accountable to the Trustees for its decisions, acts and omissions.

4. Local Governors

- 4.1. Membership of the LGB shall be determined in accordance with the following provisions:

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- 4.1.1. The total membership shall usually be no more than 10. Trustees may authorise larger LGBs in exceptional circumstances as outlined in the TKAT LGB Guidance document.
 - 4.1.2. The Trustees have the right to appoint such persons to the LGB as they shall determine from time to time should the need arise.
 - 4.1.3. Subject to 4.1.1 and 4.1.2, for non-denominational Academies the membership of the Local Governing Body shall comprise of up to 10 Governors, whose appointment will be subject to approval by the Trustees. The structure of each LGB should be as outlined in the TKAT LGB Guidance unless the Trust Board has authorised an exception to that guidance. Reference to "Governors" in this document means "local governors".
 - 4.1.4. The LGB shall appoint link governors as required by the Trust, including a Safeguarding Governor and Health & Safety governor. LGBs may also appoint a governor with responsibility for SEND and inclusion.
- 4.2. The length of term of office shall usually be for four years for all Governors. Governors shall be eligible to serve for further consecutive terms of office if re-elected or approved by resolutions of the LGB and of the Trustees. At Trustees' discretion, Governors' terms of office may be less than four years.
- 4.3. A Governor must be aged 18 or over. A Governor shall cease and/or be ineligible to hold office if:
- they resign by serving written notice to the school or Trust Governance Professional.
 - their appointment is terminated or suspended by the Trustees.
 - they become disqualified from acting in that capacity. Disqualification criteria are outlined in the Trust's Articles of Association.
- 4.4. Trustees further reserve the right to suspend or remove a Governor for other reasons of misconduct which might include:
- extended unauthorised absence from LGB meetings (for membership to be reinstated, Trustees must be satisfied that the Governor's reason for continued absence was exceptional, is at an end such that the Governor is able to attend meetings regularly in the future).
 - non-compliance with the Trust's mandatory safeguarding procedures and policies, or the Trust's mandated training in respect of Keeping Children Safe in Education and Prevent.
 - non-compliance with the Trust's mandated training in respect of cybersecurity.
 - acting in contravention of the agreed [Trust Code of Conduct](#) or in contravention of Nolan's Seven Principles of Public Life.
- 4.5. Where a person becomes disqualified from holding or continuing to hold office as a Governor or they are proposed to become a Governor, they shall upon becoming so disqualified give written notice of that fact to the school and/or Trust Governance Professional.

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- 4.6. Where a person becomes disqualified from holding or continuing to hold office as a Governor under the Trust's Articles of Association, upon becoming so disqualified, they shall give written notice of that fact to the school and/or Trust Governance Professional.
- 4.7. The LGB may continue to act notwithstanding a temporary vacancy in composition.
- 4.8. The LGB agrees to abide by the Trust's core principles, its Code of Conduct and Nolan's Seven Principles of Public Life.
- 4.9. Governors are not, and nothing within these terms of reference is intended to make them, charity trustees within the terms of Charities legislation.
- 4.10. Each Governor shall act in the best interests of both the school and the Trust at all times.
- 4.11. The Governors must keep confidential all information of a confidential nature obtained by them relating to the School and the Trust.
- 4.12. Governors shall exercise those delegated functions set out in detail in the Trust's Scheme of Delegation as made available by the Trustees and as outlined in section 10 below.
- 4.13. The Trustees reserve the right to withdraw delegated powers from the Local Governing Body and/or disband it at any time.
- 4.14. Each local governor shall be required to take part in regular self-review and is responsible for meeting their own training needs as well as participating in training as required by the Trust. Governors are required to submit annual skills audits and to complete the GovernorHub review of board effectiveness by the end of the autumn term.

5. Appointment of LGB Chair and Vice Chair

- 5.1. Governors will propose the Chair following an annual election. The LGB will nominate its own Chair although the Chair must be formally appointed by the trustees.
- 5.2. The LGB Vice-Chair shall be appointed by the local governors from amongst all the local governors on an annual basis. A local governor may be re-appointed for further terms of office as Vice-Chair by the Governors.
- 5.3. If both the Chair and Vice-Chair are absent from any LGB meeting, those Governors present shall appoint one of their number to chair the meeting.
- 5.4. The Chair or Vice-Chair may at any time resign from office by giving notice in writing to the School Governance Professional.

6. Conflicts of Interest

- 6.1. The income and property of the School must be applied solely towards the provision of the Objects as detailed in the Trust's Articles of Association. The restrictions which apply to the Trustees with regard to having a Personal Financial Interest shall also apply to local governors.
- 6.2. Members of the LGB will make an annual declaration of any personal and pecuniary interest. Declarations should include the dates on which the interest commenced and/or ended.
- 6.3. Any local governor who has any duty or personal interest (including but not limited to any Personal Financial Interest) which conflicts or may conflict with their duties as a Governor shall disclose that fact to the Governors as soon as they become aware of it.
- 6.4. At every LGB meeting, local governors will be asked to declare any relevant interest.
- 6.5. A local governor must absent themselves from any LGB discussions in which it is possible that a conflict will arise between their duty to act solely in the interests of the School and any duty or personal interest (including but not limited to any Personal Financial Interest).

7. Committees

- 7.1. The LGB may establish such committees as it deems necessary to carry out its responsibilities as determined by the Trust. The powers of any such Committees, their terms of reference, conduct and membership shall be determined by the LGB in accordance with Trust guidance and/or policies.

8. LGB Meetings

- 8.1. The LGB shall meet at least once every half term and shall hold other such meetings as may be necessary or as required by the Trustees.
- 8.2. The LGB shall schedule meetings in accordance with the TKAT Finance Manual and Annual Strategic Planner.
- 8.3. All meetings shall be convened by the School Governance Professional, who shall send to the local governors written notice of the meeting and a copy of the agenda and all relevant papers at least 7 days in advance of the meeting.
- 8.4. A quorum must be present at each LGB meeting, being at least half of the current number of serving local governors.
- 8.5. If the number of local governors assembled for an LGB meeting does not constitute a quorum, the meeting shall not be held. In the event of a lack of a quorum, the Chair shall, if they think fit, determine the time and date of a further meeting and direct the School Governance Professional to convene the meeting accordingly.

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- 8.6. Every question to be decided at an LGB meeting shall be determined by a majority of votes of the local governors present and voting on the question. Every local governor shall usually have one vote but, where an Executive Headteacher and a Head of School are both ex officio local governors, then they must share a vote. Where there is an equal division of votes the Chair of the meeting shall have a second or casting vote.
- 8.7. A local governor may not vote by proxy.
- 8.8. No resolution of the local governors may be rescinded or varied at a subsequent meeting unless reconsideration of the resolution is a specific item of business on the agenda for that meeting.
- 8.9. With the exception of the Headteacher/Executive Headteacher/Head of School, any other person at the LGB meeting, who has a personal relationship with an employee of the Trust, will usually be asked to withdraw from that part of any meeting at which remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement are to be discussed.
- 8.10. A special meeting of the LGB shall be called by the School Governance Professional whenever requested by the Chair or at the request in writing of any three Governors or of the CEO. Where there are matters demanding urgent attention, the Chair, or in their absence, the Vice-Chair may waive the need for formal notice of the meeting and substitute such notice as deemed reasonable or necessary in the circumstances.

9. Minutes

- 9.1. Minutes must be prepared of all LGB meetings.
- 9.2. At every LGB meeting, the minutes of the last meeting shall be taken as an agenda item after any apologies and if agreed to be accurate, shall be electronically signed as a true record on GovernorHub.
- 9.3. Such approved minutes shall be made available to the CEO and the Board of Trustees on GovernorHub in accordance with timescales determined by the Trustees.

10. Responsibilities of Trustees and LGB

- 10.1. Compliance, vision and accountability
- 10.1.1. The Trustees are required to and shall:
- Ensure compliance with all statutory regulations and Acts of Parliament governing the operation of the Academy, including without limitation all charity and company laws and all health and safety regulations.
 - Comply with the provisions of the Articles of Association and the Funding Agreements.

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- Determine the vision, governance, corporate planning, development strategy and policies for the Trust and for each school in consultation with the Local Governing Body.
- Oversee the performance and standards of each school.

10.1.2. The local governors are accountable to the Trustees for the matters in 10.1.1 above at the school and shall:

- Pursue high standards of progress and attainment by the students of the school.
- Take a strategic role in the governance of the school.
- Provide support and challenge to the Headteacher/Executive Headteacher/Head of School, holding the school leaders to account for academic performance, quality of care and provision.
- Monitor and evaluate the work of the school rigorously and regularly with regards to student performance; self-evaluation; improvement; monitoring Partnership Review Meeting reports; monitoring its finances; support and monitor the school's engagement with community links and relationships.
- The LGB shall monitor the effectiveness of provision and outcomes for pupils with SEND, disadvantaged pupils and other vulnerable groups.
- Monitor school website compliance.
- Ensure the implementation of all policies prepared and approved by the Trust, for example, policies regarding admissions, safeguarding and health and safety.
- Align with, and take forward, the Trust's vision in a way that reflects the specific qualities and characteristics of the school.
- Comply with and adhere to the terms of any Trust protocol or any guidance issued by the Trust from time to time.
- Monitor attendance, exclusions, suspensions and admissions appeals.
- Exercise the delegated functions set out in the Trust's Scheme of Delegation as made available by the Trustees and as amended from time to time.

10.1 Finances and Assets

10.1.1 The Trustees shall:

- Have oversight of the finances of the Trust and the school, including, but without limitation, responsibility for compliance with the financial and accounting requirements detailed in the Funding Agreements.
- Agree the school's annual budget in consultation with the LGB
- Establish the funding model for use across the Trust and determine the extent of the services provided to the school by the Trust and how the costs for such services should be allocated or apportioned.
- Comply with the Academies Financial Handbook including, but without limitation, determination of procurement policies for the Trust, in conjunction with the Trust's Central Finance and Operations Teams.
- Put in place guidelines for the local maintenance of assets and appropriate registers

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10.1.2 The local governors shall:

- Comply with the final budget as notified by the Trustees by monitoring and reviewing expenditure on a regular basis. A Governor or Governors should meet with school leaders and the Trust Finance Team during the budget setting and budget reforecast process.
- Ensure school-level resource is applied appropriately.
- Assist the Trustees in complying with the provisions of the Funding Agreement where requested.
- Maintain or put in place appropriate arrangements for the maintenance of the school's estate in accordance with guidelines established by the Trust.
- Seek value for money and be able to demonstrate that value for money has been achieved, including implementation of the Trust's procurement policies.
- Observe proper levels of delegation and protocols, in conjunction with the CEO, Chief Finance Officer (CFO) and Chief Operations Officer (COO) of the Trust.

10.2 Policies and Targets

Working together with school leaders, the LGB, CEO and the Trustees shall:

- Determine all Trust policies such as health and safety, HR and safeguarding and determine the appropriate policies for use by the school.
- Determine the admissions policy and arrangements for the school in accordance with admissions law and DfE codes of practice (which is implemented locally).
- Consider and evaluate performance against key performance indicators set by the Trust in relation to academic, financial and other matters.
- Monitor the performance of the LGB.
- Determine the School Improvement Plan. School Leaders will set and implement the SIP/SEF, and the LGB monitors and evaluates effectiveness.
- Determine any additional educational, financial and reporting targets for the school.

10.3 Appointment and staff

As the legal employer of all staff, the Trust is responsible for all human resource policies and procedures, appropriate terms and conditions of service and the appointment of certain senior staff. It also has oversight of all governance arrangements and appointments. The Trustees shall:

- Determine all human resource policies and procedures and appropriate terms and conditions of service.
- Appoint the Headteacher/Head of School/Executive Headteacher at a school in consultation with the LGB.
- Appoint the CEO.
- Appoint the Trust's Chief Finance Officer.
- Put in place processes for making appointments within the Trustee's remit and within the Local Governing Body's own remit.

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- Appoint the LGB Chair in accordance with the provision outlined in paragraph 5 above.
- Oversee LGB appointments and the processes for making such appointments. LGBs should inform trustees of all changes to LGB composition, including the election of staff and parent governors and any resignations. With the exception of parent and staff appointments, LGBs may not appoint any Governors without Trustees' approval.

11 Chief Executive Officer (CEO)

11.1 The Chief Executive Officer (CEO) is appointed by the Trustees to oversee and coordinate all Trust activities. Trustees delegate to the CEO such functions and powers as required in relation to securing the effective internal organisation, management and control of the Trust and its schools, including the implementation, management and monitoring of all policies approved by the Trustees for the effective operation of the schools.

11.2 The CEO is the Chief Accounting Officer for the Trust and has delegated responsibility for liaison and support for the Headteacher/Executive Headteacher/Head of School and the LGB Chair.

12 Responsibilities of the Headteacher/Executive Headteacher/Head of School

The Headteacher/Executive Headteacher/Head of School shall be responsible to the LGB for the leadership and management of the school including, in particular:

- Implementing agreed policies and procedures.
- Advising the LGB on the admission of pupils.
- Advising the LGB on strategic direction, planning and quality assurance.
- Managing the delegated budget and resources agreed by the LGB and the Trust.
- Consulting the CEO and advising the LGB on the appointment of members to the Senior Leadership team.
- The appointment of all other staff (except to the extent directed otherwise by the Trustees), the salary grading, allocation of duties, performance review and discipline of all staff in accordance with the Trust's HR policies and procedures.
- The maintenance of good order and attendance by the pupils.
- The welfare and safeguarding of children and staff.
- GDPR compliance, provision and performance within the school.
- Pursuing high standards of progress and attainment by the pupils.

13 Role of the LGB Chair

The LGB Chair shall:

- Meet with the Headteacher/Executive Headteacher/Head of School at least every half term.

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- The LGB Chair (and other governors where appropriate for succession or training purposes) will participate in the Executive Headteacher/Headteacher performance management processes led by the CEO in accordance with the Trust policy.
- Preside over efficient LGB meetings and establish effective working procedures.
- Be accountable to the Trustees for the operation of the school and meet with the CEO and the Trustees as required.
- Attend the Chair of Governors and Vice Chair of Governors Network Meetings.
- Submit a termly LGB report on the performance and operation of the school for consideration by the Board of Trustees.

14 Effective Date

These Terms of Reference and the Scheme of Delegation (referred to in Paragraph 4.11) shall come into effect, in relation to each existing LGB, when approved by the Board of Trustees. These Terms of Reference will apply to new LGBs at their creation.