

TERMS OF REFERENCE

LOCAL GOVERNANCE BODIES

1. INTRODUCTION

- 1.1 The NAS Academies Trust (NASAT) is established as a company limited by guarantee and is an exempt charity. As a body corporate, it has a board of directors (“the Board”), also referred to as trustees. The Board is legally accountable for each and every school owned and managed by the NASAT. However, the Board delegates certain responsibilities to Local Governance Bodies (referred to hereafter as “Governance Bodies” or “LGBs”), which are in law sub-committees of the Board.
- 1.2 All LGB members must be members of the National Autistic Society
- 1.3 Each school within the NAS Academies Trust has a Local Governance Body. The core governance functions of the Board are defined by the DFE (Governance Handbook November 2015) as:
 - a) Ensure clarity of vision, ethos and strategic direction.
 - b) Holding the Headteacher to account for the educational performance of the school and its pupils, and the performance management of staff.
 - c) Overseeing the financial performance of the school and making sure its money is well spent.
- 1.4 Although committed to delegating numerous functions to LGBs, the NASAT Board has a duty to intervene as and when necessary in the governance of any individual school and if there are serious concerns about performance, in relation either to the school or the LGB, may remove any or all of the delegated functions from a Governance Body if this is in the best interests of the pupils and staff.
- 1.5 The Board can remove a Governance Body if it has substantial grounds to believe that the Governance Body is not carrying out its duties effectively.
- 1.6 The Board can remove a Governor, whether elected or selected, if they are in breach of the Code of Conduct or are disqualified from remaining as a Governor or in the opinion of the Board, are not carrying out their duties effectively.
- 1.7 Each LGB may be chaired by a director of the NASAT.
- 1.8 These Terms of Reference are intended to provide a coherent standard framework for the working of all of the Board’s Local Governance Bodies.
- 1.9 Throughout this document “he” shall be taken to include “she” and *vice versa*.

2. STATUS OF GOVERNANCE BODIES

- 2.1 Legislation such as the School Governance (Constitution) (England) Regulations 2012 and the Education (School Government) (Terms of

Reference) (England) Regulations 2000 does not apply to the Local Governance Bodies of schools.

- 2.2 As sub-committees of the NASAT Board, LGBs are subject to company and charity law. That said, Governors are not directors or trustees and provided they act honestly and in good faith, are protected from personal liability arising from the Governance Body's decisions and actions.
- 2.3 Individual Governors have no power or right to act on behalf of the Governance Body, except where the whole Governance Body has delegated a specific function to that individual and that delegation is recorded in the LGB minutes or in a written instruction from the LGB Chair. The Board is legally liable for all actions taken in its name by the LGB, individuals or committees to which it has delegated functions. The LGB should therefore ensure that decisions to delegate specific responsibilities are within its delegated authority and are properly minuted and recorded.
- 2.4 All Governors carry equal responsibility for decisions made and although nominated or elected through different routes, the overriding concern of all Governors has to be the welfare of the school as a whole. Individual Governors do not represent the constituencies from which they originate.

3. **FUNCTIONS**

- 3.1 The core responsibilities of the Local Governance Body include curriculum, staffing, premises, admissions and implementation of policies. A scheme of delegated authorities is set out in the appendix. Specific functions include:
 - a) Agreeing targets, priorities and Key Performance Indicators. These will be written by the Principal and agreed with the NAS Director of Education. They will then be shared with the LGB, the final version being agreed by all. These targets will reflect NASAT corporate targets.
 - b) The Principal will monitor the agreed targets and report progress on a termly basis to the LGB. The LGB will then convey this progress to the NASAT Board in their termly report. Any major exceptions will be reported by the Principal as they occur, both to the LGB and to the NAS Director of Education.
 - c) School development plans are written by the Principal, for agreement by the LGB and approval by NASAT.
 - d) NASAT sets the key policies and Principals action them, translating them into procedures that work locally. LGBs ensure these procedures are in place and are effective. The LGB will alert NASAT if they feel that any of these policies need changing.
 - e) The LGB monitors access to the school through Health and Safety and Safeguarding policies.
 - f) The appointment of School Principals is the responsibility of the NASAT Board. However, the LGB will be included in the appointment process for other senior staff, including the Deputy and Heads of Departments. For all other appointments, the LGB will be informed as a matter of courtesy and be involved in the interviews if required.
 - g) Monitoring and assisting with the pupil admission and appeals process. (Note that, as an autism spectrum school, this designation can only legally

be changed by agreement of the Trust and Department for Education.)

- h) NASAT sets the budget framework through its corporate targets. The Principal and senior leadership team generate a detailed plan linked to the School improvement plan within this budget framework. The LGB monitors the implementation of this plan with the Principal reporting any significant variances with the NASAT Board being advised accordingly.
- i) NASAT will review capital investment across all schools and will make decisions on the allocation of capital between schools, based on School Improvement Plans.
- j) The relationship between the Principal and Chair of the LGB is key to the smooth running of the school. The LGB should expect a good level of reporting from the Principal and Senior Leadership Team in order to carry out their monitoring role. The level of reporting from Principal to LGB should be agreed and acceptable to all concerned, including to the NASAT Board.

3.2 NASAT

NASAT's role is that of quality assurance in Autism specific education. NASAT will inform/update LGBs on a regular basis regarding educational developments, both regulatory and statutory. Within the service level agreements NASAT will provide operational support in the areas of safeguarding, major complaints, press/media, major staff grievances, whistle blowing and exclusions.

4. **COMPOSITION OF GOVERNANCE BODY**

- 4.1 All non-elected members of LGBs are appointed by the NASAT Board. In practice the Chair of a LGB will normally nominate an appointee for ratification at the next meeting of the Board.
- 4.2 The typical size of the local Governance body will be between 7 and 10, including the Principal who is automatically a member of the LGB for the duration of his or her position as Principal. It will normally include:
 - One parent governor (who may be appointed or be elected by parents or carers of children attending the school).
 - One staff governor, elected by staff. This person is additional to the Principal.
 - Co-opted governors, either with a community focus or with specific skill sets e.g. business and finance, education, legal, etc. may be appointed.
- 4.3 A quorum will be formed by a minimum of three governors.
- 4.4 The period of office for a member of the LGB will be four years. Elected members (parent or staff) who still meet the qualification criteria may then stand for re-election and co-opted members may be re-appointed for a further period of four years, subject to ratification by the NASAT Board. The maximum period for which a member of an LGB may serve, whether elected or appointed, is for two terms of four years each. However, the chair of the LGB may serve for a third term and the principal of the school will continue to be a member of the LGB for the duration of his/her appointment as principal.

- 4.5 Election of the initial staff governor takes place as soon as possible after the opening of the school. Any staff governor who ceases to be a member of staff of the school for which that staff member has been elected as a staff governor shall cease to be a staff governor with effect from the date of the cessation of her or his appointment.
- 4.6 An election for or appointment of an initial parent governor should take place as soon as possible after the opening of the school. If a parent governor ceases to have a child or children attending the school he or she must stand down and arrangements made for the election or appointment of a new parent governor. A parent governor may not be related to a member of staff. If a parent governor takes up employment at the School, he or she may not continue as parent governor but may seek election as a staff governor, should there be a vacancy.

5. CHAIR AND VICE CHAIR

- 5.1 Each Governance Body shall have a Chair and may choose to appoint a Vice Chair. The Chair may be a NASAT director and will be appointed by the NASAT Board. A Vice Chair (if any) shall be elected by the Governors, normally at their first meeting in each school year.

6. CHAIR'S ACTION BETWEEN MEETINGS

- 6.1 The Chair shall have power to exercise any function of the governance body, where in their opinion a delay in exercising the function would be likely to be seriously detrimental to the interests of:
- i) the school or the Academies Trust;
 - ii) any pupil at the school or their family; or
 - iii) a person who works at the school.
- 6.2 In these circumstances "delay" means delay for a period extending beyond the earliest date on which it would be reasonably practicable for a meeting of the Governance Body to be held.
- 6.3 Where it appears to the Vice Chair that:
- i) the circumstances set out in paragraph 6.1 above apply, and
 - ii) the Chair (whether by reason of a vacancy in the office or otherwise) would be unable to exercise the function in question before the detriment referred to in that paragraph is suffered, the reference in paragraph 6.1 to the Chair shall be read as if it were a reference to the Vice Chair.

7. FREQUENCY OF MEETINGS

- 7.1 The Governance Body shall meet formally at least three times in each academic year.
- 7.2 There shall be a formal agenda published for each meeting.
- 7.3 Each meeting shall be minuted with the minutes being confirmed at the next meeting as a true record by those Governors who were present. The minutes will then be signed by the Chair.

8. CLERK TO THE GOVERNORS

8.1 Each Governance Body shall appoint a Clerk to the Governance Body. Governors and the Principal shall not be appointed as Clerk.

8.2 It is the responsibility of the Clerk of the Governance Body to:

- i) Issue notice of meetings of the Governance Body, as instructed by the Chair;
- ii) Attend meetings of the Governance Body and ensure minutes are taken;
- iii) Maintain a register of members of the Governance Body and report vacancies to the Governance Body;
- iv) Maintain a register of attendance and report this to the Governance Body;
- v) Give and receive notices in accordance with relevant policies and procedures;
- vi) Perform such other functions as may be determined by the Governance Body from time to time.
- vii) Ensure that current Disclosure and Barring Service checks are in place for every member of the Governance Body.

8.3 The Clerk shall work effectively with the Chair of Governors, the other Governors and the Principal to support the Governance Body. The Clerk should be able to advise the Governance Body on constitutional and procedural matters, duties and powers. The Clerk is accountable to the Governance Body.

8.4. If the Clerk does not attend a meeting, the Governors present at the meeting can appoint a member of the Governance Body (but not the Principal) to act as clerk for that meeting.

9. DELEGATION TO OFFICERS AND SUB-COMMITTEES

9.1 Each LGB will decide how best to organise its members in order to fulfil its core functions. These are listed in 3.1 above and include the specific criteria for Governance set out in paragraph 126 of the Ofsted School Inspection Handbook Section 5 (August 2016):

In line with the Common Inspection Framework (CIF), inspectors will make key judgements on the following areas:

- overall effectiveness
- effectiveness of leadership and management
- quality of teaching, learning and assessment
- personal development, behaviour and welfare

- outcomes for pupils.

Therefore local Governance Bodies need to:-

- Work effectively with leaders to communicate the vision for the school and to develop a culture of ambition.
- Understand the impact of teaching, learning and assessment on the progress of pupils currently in the school.
- Understand how the school makes decisions about teachers' salary progression and performance.
- Ensure that Safeguarding and Health and Safety policies are understood and are embedded throughout the school with the LGB being aware of the school's wider safeguarding duties under the Counter-terrorism and Security Act July 2015 and Keeping Children Safe in Educational Settings (KCSiES) 2016.

- The LGB should be confident that they have an overview of the areas delegated to them.

This overview will be gained through the Principal liaising with the Chair of the LGB and through the Principal's termly report. Individual governors may arrange, through the Principal, to update themselves on their area of responsibility with the relevant member of staff. This may be by email, telephone or visit at a time convenient for staff and students.

- Where the Governance Body has delegated functions this shall not prevent the Governance Body from exercising those functions itself. The Governance Body must review annually the exercise of the functions it has delegated.

10. EQUALITY DUTIES

- The Governance Body has responsibility for making sure that the school complies with the equality duties set out in the Equality Act 2010. The general duty on schools is to have due regard to the need to eliminate unlawful discrimination, promote equality of opportunity and foster good relations in the area of race, disability, gender, religion or belief, sexual orientation and gender reassignment. Specific duties require schools to publish information demonstrating compliance with the general duty and to publish equality objectives.
- An equality impact assessment must be undertaken for every key decision taken by the Governance Body. This must be recorded in the minutes of any meeting or in any report presented to a meeting.

11. POLICIES

- The Board of NASAT will develop and maintain certain key policies that will apply across all of its schools. The Local Governance Body may then develop procedures and protocols for the implementation of Trust policies in the local environment of the specific school for which the Governance Body is responsible. This may take the form of a staff handbook which will be updated on a regular basis. Where the Governance Body feels that some specific

aspect of a policy is inappropriate or inadequate, it may make a recommendation to the NASAT Board for the policy to be changed.

12. TRAINING

12.1 Governors will be encouraged to access a wide range of training opportunities, which may be delivered locally, regionally and on-line. Governance Bodies should regularly reflect on their members' training needs and ensure that appropriate training is secured.

13. DISQUALIFICATION OF GOVERNORS

13.1 The Articles of Association of the Academies Trust require that members of Local Governance Bodies are treated in the same way as Directors of the Company ("Board members") with regard to disqualification and conflicts of interest.

- i) No person shall be qualified to be a Governor unless he is aged 18 or over at the date of his election or appointment. No current pupil of any of the Free Schools shall be a Governor.
- ii) A Governor shall cease to hold office if he or she becomes incapable by reason of mental disorder, illness or injury of managing or administering his or her own affairs.
- iii) A Governor shall cease to hold office if he or she is absent without the permission of the Governors from all their meetings held within a period of six months and the Governors resolve that his office be vacated.
- iv) A person shall be disqualified from holding or continuing to hold office as a Governor if:
 - a) His or her estate has been sequestrated and the sequestration has not been discharged, annulled or reduced; or
 - b) He or she is the subject of a bankruptcy restrictions order or an interim order.
- v) A person shall be disqualified from holding or continuing to hold office as a Governor at any time when he is subject to a disqualification order or a disqualification undertaking under the Company Directors Disqualification Act 1986 or to an order made under section 429(2)(b) of the Insolvency Act 1986 (failure to pay under county court administration order).
- vi) A Governor shall cease to hold office if he ceases to be a Governor by virtue of any provision in the Companies Act 2006 or is disqualified from acting as a trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision).
- vii) A person shall be disqualified from holding or continuing to hold office as a Governor if he has been removed from the office of charity trustee or trustee for a charity by an order made by the Charity Commission or the High Court on the grounds of any misconduct or mismanagement in the administration of the charity for which he was responsible or to which he was privy, or which he by his conduct contributed to or facilitated.

- viii) A person shall be disqualified from holding or from continuing to hold office as a Governor at any time when he is:
- a) included in the list kept by the Secretary of State under section 1 of the Protection of Children Act 1999; or
 - b) disqualified from working with children in accordance with Section 35 of the Criminal Justice and Court Services Act 2000; or
 - c) barred from regulated activity relating to children (within the meaning of section 3(2) of the Safeguarding Vulnerable Groups Act 2006)
- ix) A person shall be disqualified from holding or continuing to hold office as a Governor if he is a person in respect of whom a direction has been made under section 142 of the Education Act 2002 or is subject to any prohibition or restriction which takes effect as if contained in such a direction.
- x) A person shall be disqualified from holding or continuing to hold office as a Governor where he has, at any time, been convicted of any criminal offence, excluding any that have been spent under the Rehabilitation of Offenders Act 1974 as amended, and excluding any offence for which the maximum sentence is a fine or a lesser sentence except where a person has been convicted of any offence which falls under section 72 of the Charities Act 1993.
- xi) A person shall be disqualified from holding or continuing to hold office as a Governor if he has not provided to the Chair of the NASAT Board a Disclosure and Barring Service certificate at an enhanced disclosure level. In the event that the certificate discloses any information, which would in the opinion of the Chair confirm their unsuitability to work with children that person shall be disqualified.
- xii) Where, by virtue of these Articles a person becomes disqualified from holding, or continuing to hold office as a Governor; and he is, or is proposed, to become such a Governor, he shall upon becoming so disqualified give written notice of that fact to the Clerk to the Board.

CODE OF PRACTICE ANNUAL DECLARATION BY GOVERNORS

General

- We understand the purpose of the Governance Body and the role of the Principal.
- We are aware of and accept the Nolan seven principles of public life (see Appendix).
- We accept that we have no legal authority to act individually, except when the local Governance body has given us delegated authority to do so, and therefore we will only speak on behalf of the local Governance Body when we have been specifically authorised to do so.
- 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 government and will act appropriately.
- We accept collective responsibility for all decisions made by the Governance Body or its delegated agents. This means that we will not speak against majority decisions outside the local Governance Body meeting.
- We will consider carefully how our decisions may affect local communities.
- We will always be mindful of our responsibility to maintain and develop the ethos and reputation of our school. Our actions within the school and the local community will reflect this.
- In making or responding to criticism or complaints affecting the school we will follow the procedures established by the Governance Body.

Commitment

- We acknowledge that accepting office as a governor involves the commitment of significant amounts of time and energy.
- We will each involve ourselves actively in the work of the local Governance Body, 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 in full why we are unable to.
- We will get to know the school well and respond to opportunities to involve ourselves in school activities.
- Our visits to school will be arranged in advance with the staff and undertaken within the framework established by the Governance Body and agreed with the Principal.
- We will consider seriously our individual and collective needs for training

and development, and will undertake relevant training

- We are committed to actively supporting and challenging the Principal.

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.
- 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 governors 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 Principal, staff and parents, the Academies Trust, the local authority, 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 and outside of the school.
- We will exercise the greatest prudence at all times when discussions regarding school business arise outside a Governance Body meeting.
- We will not reveal the details of any Governance Body vote.

Conflicts of interest

- We will record any pecuniary or other business interest that we have in connection with the Local Governance Body's business in the Register of Business Interests.
- We will declare any pecuniary interest - or a personal interest which could be perceived as a conflict of interest - in a matter under discussion at a meeting and offer to leave the meeting for the appropriate length of time.

Breach of this code of practice

If we believe this code has been breached, we will raise this issue with the Chair and the Chair will investigate; the Governance Body should only use suspension 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 trustee appointed by the NAS Academies Trust will investigate;

We understand that any allegation of a material breach of this code of practice by any governor shall be raised at a meeting of the local Governance body, and, if agreed to be substantiated by a majority of Governors, shall be minuted and can lead to consideration of suspension from the Governance Body.

The Local Governance Body of
code of practice on

School adopted this

Governors will sign the Code at the first Governance Body meeting of each school year.

Undertaking:

As a member of the Governance Body I will always have the well-being of the children and the reputation of the school at heart; I will do all I can to be an ambassador for the school and the NAS Academies Trust, publicly supporting its aims, values and ethos; I will never say or do anything publicly that would embarrass the school, the Academies Trust, the local Governance body, the Principal or staff.

Signed

Printed name

Date:

Appendix

The Seven Principles of Public Life (Nolan Principles)

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.