



**LEGRA  
ACADEMY  
TRUST**

# **Legra Academy Trust**

## **Governance**

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|---------------|---------------|
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# LEGRA ACADEMY TRUST (“the Trust”) Shaping the Future.....TOGETHER

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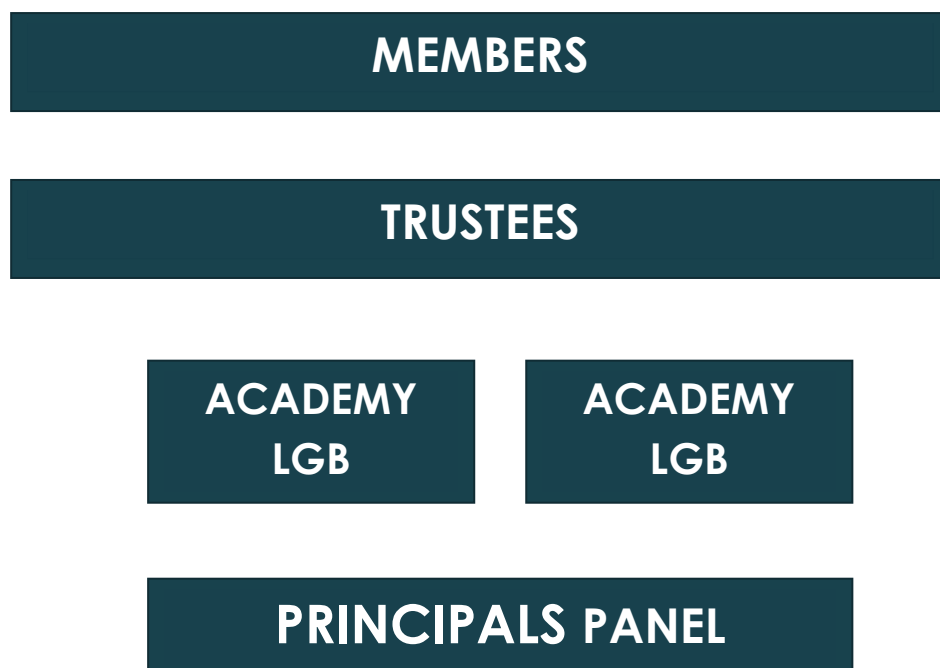
## Overview of relevant documentation for each tier of governance for the Trust

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|                               |   |
|-------------------------------|---|
| <b>ALL</b>                    | Governance Structure: outlines the tiers and principles of governance across the Trust.<br>Roles and Functions matrix: identifies the tier at which a decision/function sits  |
| <b>MEMBERS</b>                | Articles of Association: constitution of the Trust specifying the composition of the membership and how it conducts business.<br>Guidance page on the role of a Member.   |
| <b>TRUSTEES</b>               | Articles of Association: constitution of the Trust specifying the objects, powers, composition of the Trustees and how they conduct business.<br>Terms of reference for the Trust Board: the role of the Trustee.<br>Conflict of interest and related party transaction policy. |
| <b>LOCAL GOVERNING BODIES</b> | Constitution and Terms of delegation: specifying composition, remit and delegated functions.  |
| <b>EXECUTIVE</b>              | Scheme of delegation of executive powers.   |

## Governance Structure

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## Principles of Governance

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1. In this document the Trust sets out the fundamental principles of the Trust and lays down the rules for its governance. The principles set out here are supplemented by the Trust Articles of Association and the details set out in the Roles and Functions Matrix and Terms of Reference.
2. The governance principles of the Trust recognise the importance of developing relationships with common purpose and they are about developing processes and structures.
3. We will continue to develop our governance arrangements to shape and take account of best practice in the sector.
4. Financial governance must, as a foundation, be compliant with the principles and regulations set out in the Academies Financial Handbook.
5. Governance is underpinned by a common understanding about who is responsible for providing valuable input to decision making and who has the decision-making responsibility.
6. Effective governance in the Trust is supported by the following:
  - 6.1. **Members** – the guardians of the constitution
  - 6.2. **Trust Board** – the Directors / Trustees
  - 6.3. **Local Governing Bodies** – the Local Governors
  - 6.4. **The Principals** and
  - 6.5. **The Executive Team** - the Chief Executive Officer (the CEO), Finance Director and HR Director (together the Executive Leaders) and their respective teams.
7. The Trust Board has overall responsibility and ultimate decision-making authority for all the work of the Trust, including the establishment and maintenance of the academies.
8. The governance of each academy shall be delegated to the relevant Local Governing Body in accordance with the Scheme of Delegation.

## Vision and Values

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The Trust provides high quality – high impact early years, primary and secondary education in Essex. Working together the Trust makes a huge impact on the lives and education of both our young people and staff

### Our Vision

A **commitment** to work together with **strength**, for our young people, staff and community; providing **exceptional** education across the Trust.

### Our Values:

**L**eadership

**E**nergy

**G**rowing together

**R**aising Standards

**A**cademic Excellence

The shared vision and values of the Trust underpin the governance arrangements. The Trust fully supports the independence and distinguishing characteristics of each of our academies. Each of our academies is committed to the vision and values of the Trust as well as its own vision and values which are consistent with the vision and values of the Trust.

The Trust is committed to supporting the academies within the Trust for the benefit of the communities served by the academies. The Trust expects the academies to work together. The relationship between the Trust, its Members Trustees, Principals and Governors is one of partners sharing a common goal, drawing on each other's strengths in order to overcome any weaknesses and respond robustly to any challenges.

The Trust provides a strong, responsible foundation from which our academies develop and grow. The Trust is a trustworthy, reliable and inspirational organisation, delivering the best possible learning experiences.

## Accountability for Decisions

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The Trust Board delegate authority to three key groups in order to ensure the effective leadership and governance of the Trust. The three key groups are:

- Executive Team & Principals
- Trustees
- Local Governing Bodies

The relationship between the Trust Board, the Local Governing Bodies and the Executive Team and Principals is characterised as a partnership to realise a common vision and a common purpose. The relationship between the tiers of governance is based on the principles of:

1. No duplication of governance
2. Governance should be as close as possible to the point of impact of decision-making

The Terms of Reference and the Roles and Functions Matrix provide clarity as to who the decision makers are for different levels of decisions. Effectiveness of both management and governance is supported through clarity over who holds the decision-making responsibility and who supports and advises the decision makers.

## Overview of key elements of our governance

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### Members

The Trust has “Members” who are best viewed as guardians of the constitution, changing the Articles if necessary and ensuring the charitable object is fulfilled. The Members appoint some of the Trustees and can exercise reserve powers to appoint and remove Trustees but it is anticipated that this power will be rarely exercised. The Trust will ordinarily have at least five Members.

### Trustees

The corporate management and trustee responsibility for the actions of the company is vested in the “Trustees” of the Trust (together, referred to as “the Trust Board”), who are company directors registered with Companies House. The Trustees are personally responsible for the actions of the Trust and the academies and are accountable to the Members, to the Secretary of State for Education and to the wider community for the quality of the education received by all students of the academies and for the expenditure of public money.



The Trust Board is responsible for:

- Setting the vision, ethos and strategy for the Trust and its academies;
- Establishing the governance structures for the Trust, from Members to Local Governors, in keeping with the Articles of Association;
- Providing clarity, through the published Terms of Reference and the Roles and Functions Matrix, of the level at which the following governance functions are exercised:
  - determining each individual academy's vision, ethos and strategic direction
  - recruiting each academy's Principal
  - performance management of each academy's Principal
  - determining Human Resources policy and practice
  - oversight of each academy's budget
  - assessment of the risks for each academy.
- Engaging with the academies' communities, parents, students and staff;
- Contributing to developing collaborative relationships beyond the Trust;
- Ensuring that there is a strong and effective executive leadership structure and personnel in place across the Trust;
- Overview and scrutiny of academies' education performance data;
- Overview and scrutiny of the Trust's financial capability and management systems to ensure compliance with the Academies Financial Handbook, and deliver best value for money;
- Ensuring senior leaders within academies are challenged to improve the education of students;
- Developing the Trust Board to ensure that it has the capacity, skills and succession plans to have a positive impact on outcomes for students

## **Executive Team**

The Executive Team is the executive management arm of the Trust, focusing on operations and the educational performance of the academies. They operate under the leadership and direction of the CEO, who is by virtue of his/her position a Trustee of the Trust. The Executive Team work directly with the staff in each academy and the Local Governing Bodies to ensure that the required outcomes are achieved in accordance with the direction and vision of the Trust Board.

## **Local Governing Bodies**

The role of a Local Governor within a Multi-Academy Trust is an important one. In developing our governance arrangements, the Trust Board has sought to ensure that the responsibility to govern is vested in those closest to the impact of decision making and that such responsibility matches the capacity of those assuming responsibility. The Trust Board establishes Local Governing Bodies for each of the academies, for the most part made up of individuals drawn from the academy's community.

The Local Governors are accountable to the Trust Board (who in turn is accountable to the Department for Education) as well as to the communities they serve. The broad duties of the Local Governing Body are summarised as:

- To contribute to and fulfil the vision and ethos of the Trust in so far as it relates to the academy, ensuring that the academy achieves the aims and ambitions it has for its students, having regard in particular to the benefits of being part of a family of schools which stresses the importance of collaboration and mutual support;
- To implement and review from time to time the strategic plan for the academy, focussing on the academy's performance and achieving sustained school improvement and having regard to any locally agreed priorities identified by the Trust Board;
- To act as a critical friend to the academy's senior leadership team, being ready to challenge and hold senior leaders to account for all aspects of the academy's performance;
- To support the Trust Board in ensuring that insurance or equivalent risk protection is put in place and maintained for all risk areas including damage to property, employer liability, public and third party liability and director liability in accordance with any policy issued by the Trust Board from time to time;
- To support the academy's Principal in the development and review (from time to time) of an appropriate staffing structure for the academy, ensuring there is robust and accountable monitoring of the performance of staff and implementing all and any policies relating to staff adopted by the Trust Board;
- To support the Trust Board in its monitoring and evaluation of the delivery of any central services and functions provided or procured by the Trust for the academies, reporting any issues or concerns to the CEO or the Chair of the Trust Board;
- To promote within the organisation and externally the benefits of collaboration with the other academies and to actively seek opportunities to work together either with the aim of improving economic efficiencies within the academies or identifying and implementing best practice;
- To develop effective links within the academy's community, communicating openly and frequently as appropriate and ensuring that the academy meets its responsibilities to the community and serves the community's needs in relation to the safeguarding and education of its students; and
- To engage fully and openly with any inspection of the academy, whether by the Trust Board, Ofsted or any other appropriate public body to whom the academy is accountable.

## Overview: Composition of Governance elements

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### Trust Members

- The chair of Trustees
- 4x persons appointed by the Members by special resolution

### Trust Board

- Chief Executive Officer (if confirmed as such by the Members)
- 5x Trustees appointed by the Members
- 3x Co-opted Trustees

### Principals Panel

- CEO
- Principal from each academy

### Local Governing Body

- Principal
- 1x elected staff governor
- 3x Co-opted governors, 2x parent governors

## ROLES AND FUNCTIONS MATRIX

| GOVERNANCE  |   |   |  |   |
|---|---|---|--|---|
| MEMBERS   | TRUSTEES  | LGB MEMBERS   | EXECUTIVE TEAM   | PRINCIPAL   |
| <p>To review and amend the Articles of Association.</p> <p>To change the name of the Trust</p> <p>To receive an annual report from the Trustees and the CEO on the Trusts performance</p> | <p>To review and amend:</p> <ul style="list-style-type: none"> <li>• The Governance Structure</li> <li>• The Terms of Reference for the Trust Board</li> <li>• the Constitution and Terms of Reference of the Local Governing Bodies</li> <li>• This roles and functions matrix</li> <li>• the policies of the Trust</li> </ul> <p>To determine the Board's Reserved Matters</p> <p>To determine the educational character, mission and ethos of the Trust</p> <p>To appoint a:</p> <ul style="list-style-type: none"> <li>• Company Secretary</li> <li>• Clerk to the Trustees</li> <li>• Chair of the Local Governing Body</li> </ul> | <p>To champion the Trust vision and values within the academy</p> <p>To ensure:</p> <ul style="list-style-type: none"> <li>• the spiritual wellbeing of the students to determine the educational and spiritual character, mission or ethos of a particular academy (to the extent that it is not inconsistent with that of the Trust) in collaboration with the Principal</li> <li>• that the academy has a medium to long-term vision for its future and that there is a robust strategy in place for achieving its vision</li> </ul> <p>To appoint a (and remove) Local Governors with specific responsibilities for special educational</p> | <p>To attend meetings of the Trustees and to provide a CEO's report</p> <p>To support</p> <ul style="list-style-type: none"> <li>• the appointment process for the Company Secretary and the Clerk</li> <li>• the Trustees and the academies in the preparation of Trust wide and Academy specific policy requirements</li> </ul> <p>To secure professional advice on behalf of the Trustees as may be requested</p> | <p>To implement the educational character, mission or ethos of a particular academy (to the extent that it is not inconsistent with that of the Trust) as determined by the LGB</p> <p>To attend meetings of the LGB and to provide a Principals report</p> <p>To support the appointment process for the Clerk</p> <p>To tailor Trust-wide policies to academies as recommended by</p> |

|                              |  |  |  |   |
|------------------------------|--|--|--|---|
|                              |  | <p>needs, child protection, and student premium.<br/>To appoint a Clerk to the Local Governing Bodies To review and amend the policies of the academies (in line with any Trust prescribed policy)</p> <p>To implement a means whereby the academy can receive and react to student, parent and staff feedback</p> <p>To establish and maintain a relationship with members of the local community</p> |  |   |
| <b>FINANCE</b>               |  |  |  |   |
| <b>MEMBERS</b>               | <b>TRUSTEES</b>  | <b>LGB MEMBERS</b>   | <b>EXECUTIVE TEAM</b>  | <b>PRINCIPAL</b>  |
| To appoint external auditors | <p>To appoint</p> <ul style="list-style-type: none"> <li>• internal auditors</li> <li>• an Accounting Officer</li> </ul> <p>To sign off annual accounts and report</p> <p>To approve</p> <ul style="list-style-type: none"> <li>• the financial scheme of delegation</li> <li>• the annual budget for the Trust</li> </ul> | To maintain a register of business interests.  | <p>To prepare the annual budget for the Trust</p> <p>To monitor the income, expenditure, cash flow and balance sheet of the Trust</p> <p>To prepare monitoring reports for the Trustees (CEO) To act as the Accounting Officer</p> | <p>To ensure the preparation of the annual budget for the academy with the assistance of relevant staff</p> <p>To monitor the income, expenditure and cash flow of an academy</p> <p>To prepare monitoring reports for the LGBs</p> |

|  |   |  |   |  |
|--|---|--|---|--|
|  | <ul style="list-style-type: none"> <li>• any significant changes to the approved budget</li> </ul> <p>To monitor income, expenditure, cash flow and balance sheet of the Trust</p> <p>To ensure proper financial controls are in place at the academy</p> <p>To establish a charging and remissions policy and to keep this under review</p> <p>To ensure proper financial controls are in place</p> <p>To ensure provision of free school meals to those students meeting the criteria</p> <p>To maintain a register of business interests</p> |  | <p>To ensure proper financial controls are in place</p> <p>To maintain a register of business interests (of the Executive Team)</p> <p>To set up and approve staff expenses for the Executive Team</p> <p>To open bank accounts</p> | <p>To ensure proper financial controls are in place at the academy</p> <p>To ensure provision of free school meals to those students meeting the criteria</p> <p>To set up and approve staff expenses at the academy</p> |
|--|---|--|---|--|

| <b>CONTRACTS</b>                                     |   |                    |  |   |
|--|---|--------------------|--|---|
| <b>MEMBERS</b>                                       | <b>TRUSTEES</b>   | <b>LGB MEMBERS</b> | <b>EXECUTIVE TEAM</b>  | <b>PRINCIPAL</b>  |
| <p>To approve any service contracts for Trustees</p> | <p>To adopt a Trust-wide procurement policy</p> <p>To set the delegated levels of authority for contracts</p> <p>To approve</p> <ul style="list-style-type: none"> <li>• contracts with a value above £25,000</li> <li>• contracts which constitute related party transactions</li> </ul> <p>*To enter into contracts up to the limits of delegation and within an agreed budget</p> <ul style="list-style-type: none"> <li>• Monitoring and evaluation of the delivery of any central services and functions provided or procured by the Trust for the academy</li> </ul> <p>To set up and approve Trustee expenses in accordance with the Trust Conflict of Interest policy</p> |                    | <p>To enter into contracts up to the limits of delegation and within an agreed budget</p> <p>To make payments within agreed financial limits</p> | <p>To make payments within agreed financial limits</p> <p>To enter into contracts up to the limits of delegation and within an agreed budget</p> <p>To act as a signatory of an academy specific bank account</p> |

| <b>CURRICULUM AND STANDARDS</b>   |   |  |  |   |
|---|---|--|--|---|
| <b>MEMBERS</b>  | <b>TRUSTEES</b>   | <b>LGB MEMBERS</b>   | <b>EXECUTIVE TEAM</b>  | <b>PRINCIPAL</b>  |
| <p>To receive an annual report from the Trustees and the CEO on standards</p> | <p>To adopt a Trust-wide curriculum policy to ensure provision of a balanced and broadly based curriculum and to include:</p> <ul style="list-style-type: none"> <li>• a prohibition on political indoctrination and a balanced treatment of political issues; and</li> <li>• a written policy on sex and relationship education</li> </ul> <p>To determine a Trust-wide policy on religious education and collective acts of worship</p> <p>To receive a termly report from the Executive Team regarding standards (to be covered within the CEO report)</p> | <p>To approve the curriculum proposed by the Principal (to the extent that it is consistent with the Trust-wide policy)</p> <p>To ensure effective processes are in place for monitoring the quality assurance of teaching and learning, the curriculum, inclusion and the sharing of good practice across the academy</p> <p>To monitor the KPI figures reported from the Principal relating to standards</p> <p>To develop, monitor and approve the Academy Improvement Plan</p> | <p>To provide oversight of the implementation of the Trust-wide curriculum policy</p> <p>To provide</p> <ul style="list-style-type: none"> <li>• a termly report to the Trustees regarding standards</li> <li>• oversight of the target setting for student achievement and progress by the Principal and monitor against targets</li> </ul> <p>To monitor the KPI figures reported from the Principal relating to standards</p> | <p>To ensure the curriculum is delivered at the academy including compliance with any funding agreement requirements</p> <p>To make provision for a daily collective act of worship</p> <p>To set targets for student achievement and progress and monitor against targets</p> <p>To report bi-termly KPI figures for the Executive Team and the LGB relating to standards</p> <p>To prepare a draft Academy Improvement Plan for approval by the LGB</p> |
| <b>SEN</b>  |   |  |  |   |
| <b>MEMBERS</b>  | <b>TRUSTEES</b>   | <b>LGB MEMBERS</b>   | <b>EXECUTIVE TEAM</b>  | <b>PRINCIPAL</b>  |
|   | <p>To adopt a Trust-wide SEN and Disability Discrimination Act policy</p>   | <p>To appoint a Local Governor responsible for SEN and inclusion</p>   | <p>To provide oversight of the implementation of the Trust-wide SEN policy</p>   | <p>To designate a teacher to be responsible for co-ordinating SEN provision</p>   |



|                     |   |   |   |  |
|---------------------|---|---|---|--|
|                     |   | <p>To review and maintain the academy's SEN policy</p> <p>To provide oversight of the implementation of the policy within the academy and compliance with the Disability Discrimination Act requirements</p>  | <p>To ensure compliance with the Disability Discrimination Act requirements within the Academies</p>  | <p>To liaise with the local authority in respect of students who have (or might have) SEN</p> <p>To make provision for SEN students with or without a statement or Education, Health and Care plan</p> <p>To ensure compliance with the Disability Discrimination Act requirements within the academy</p>                          |
| <b>SAFEGUARDING</b> |   |   |   |  |
| <b>MEMBERS</b>      | <b>TRUSTEES</b>   | <b>LGB MEMBERS</b>  | <b>EXECUTIVE TEAM</b>   | <b>PRINCIPAL</b>   |
|                     | <p>To adopt</p> <ul style="list-style-type: none"> <li>a Trust-wide safeguarding and Child Protection policy</li> </ul> | <p>To appoint a designated governor for safeguarding</p> <p>To review and maintain a safeguarding and child protection policy for the academy (consistent with the Trust-wide policy)</p> <p>To ensure the completion of the single central record and its regular up-dating</p> <p>To adapt a Trust-wide policy regarding school trips</p> | <p>To ensure that each academy has appointed a designated teacher to support looked after children</p> <p>To make arrangements for safeguarding audits to be conducted by independent personnel</p> <p>To report to the Trustees on the procedures in place for safeguarding and on matters as they arise</p> | <p>To appoint a designated teacher to support looked after children and to ensure the role is compliant with statutory guidance</p> <p>To maintain the single central record</p> <p>To approve off-site visits for students of more than 24 hours</p> <p>To ensure the Safeguarding Policy is in place and compliance of this.</p> |

| <b>BEHAVIOUR</b>  |   |  |  |  |
|-------------------|---|--|--|--|
| <b>MEMBERS</b>    | <b>TRUSTEES</b>   | <b>LGB MEMBERS</b>   | <b>EXECUTIVE TEAM</b>  | <b>PRINCIPAL</b>   |
|                   | <p>To review the use of exclusions across the Trust</p> <p>To adopt a Trust-wide behaviour policy</p> | <p>To adopt and ensure the implementation of a behaviour policy for the academy</p> <p><b>To adopt a behaviour policy</b></p> <p>To convene a committee to review any exclusion of a student</p>   | <p>To prepare a Trust-wide behaviour policy for adoption by the Trustees</p> <p>To review the overall pattern of exclusions and to report to the Trustees</p>                                  | <p>To prepare a behaviour policy for the academy for adoption by the LGB</p> <p>To exclude a student for a fixed term or permanently</p>   |
| <b>ADMISSIONS</b> |   |  |  |  |
| <b>MEMBERS</b>    | <b>TRUSTEES</b>   | <b>LGB MEMBERS</b>   | <b>EXECUTIVE TEAM</b>  | <b>PRINCIPAL</b>   |
|                   | <p>To adopts a Trust-wide admissions policy</p>   | <p>To undertake consultation, publish admissions and determine arrangements as required in accordance with the School Admissions and Appeals Codes</p> <p>To make arrangements for determining admissions and hearing admission appeals</p> <p>To ensure effective arrangements are in place for student recruitment</p> | <p>To propose a Trust-wide admissions policy for adoption by the Trustees</p> <p>To provide oversight of and support of the implementation of the admissions arrangements across the Trust</p> | <p>To provide direction to the LGB as to requirements under the School Admissions and Appeals Codes</p> <p>To ensure compliance with the Trust-wide policy</p> <p>To make arrangements for determining admissions and hearing admission appeals</p> <p>To participate in local admissions forum</p> <p>To ensure participation in the fair access protocol</p> |

|                                      |   |   |  |   |
|--------------------------------------|---|---|--|---|
|                                      |   | To contribute to the development of the academy prospectus  |  |   |
| <b>OTHER STUDENT RELATED MATTERS</b> |   |   |  |   |
| <b>MEMBERS</b>                       | <b>TRUSTEES</b>   | <b>LGB MEMBERS</b>  | <b>EXECUTIVE TEAM</b>  | <b>PRINCIPAL</b>  |
|                                      | <p>To receive a termly report from the Executive Team regarding standards (to include attendance)</p> <p>To adopt a Trust-wide Complaints policy and receive reports from the Executive Team regarding the level of complaints across the Trust</p> | <p>To review attendance and student absences (as part of the KPIs)</p> <p>To appoint a Local Governor responsible for statutory grants including student premium</p> <p>To monitor the impact of the student premium in the academy</p> <p>To adopt an academy Complaints policy (consistent with the Trust-wide policy)</p> <p>To hear complaints at the relevant stage</p> <p>To ensure effective arrangements are in place for student support and representation at the academy</p> | <p>To monitor the levels of attendance in the academies and the use of home-academy agreements and reports termly to the Trustees</p> <p>To monitor the impact of the student premium across the Trust</p> <p>To review the level of complaints across the Trust</p> | <p>To maintain a register of student attendance</p> <p>To report on attendance and student absences (as part of the KPIs)</p> <p>To review and maintain home-academy agreements</p> <p>To set the times of academy sessions and the dates of academy terms and holidays</p> <p>To ensure effective deployment of the Student Premium and to monitor its impact</p> <p>To prepare an academy complaint policy consistent with the Trust-wide policy for adoption by the LGB and to hear complaints at the relevant stage</p> |

|                         |   |  |  |   |
|-------------------------|---|--|--|---|
|                         |   | To support the Trust and the Principal in the extended school provision in the academy   |  | To ensure that the academy meets for 380 sessions in an academy year  |
| <b>STAFFING MEMBERS</b> | <b>TRUSTEES</b>   | <b>LGB MEMBERS</b>   | <b>EXECUTIVE TEAM</b>  | <b>PRINCIPAL</b>  |
|                         | <p>To define any overarching management structures across the Trust and budget</p> <p>To adopt Trust-wide staff policies and procures</p> <p>To appoint, suspend and dismiss the CEO.</p> <p>To conduct the performance management review of the CEO</p> <p>To appoint, suspend and dismiss the Executive Leaders (excluding the CEO) and in consultation with the CEO</p> <p>To appoint, suspend and dismiss the Company Secretary and Clerk</p> <p>To conduct the performance</p> | <p>To participate in the process to appoint the Principal as requested by the Executive Team (acting with the delegated authority of the Trust Board) and to take part in the performance management of the Principal</p> <p>To support the Principal in the development and review (from time to time) of an appropriate staffing structure for the academy and for the appointment of academy staff to ensure that the academy is fully staffed in accordance with that structure</p> <p>To ensure that there is effective communication between the Principal and the CEO</p> | <p>To determine the senior leadership and nonteaching structures for each academy</p> <p>To advise the Trustees on suitable Trust-wide policies and procedures and to ensure their effective implementation</p> <p>To monitor and review staffing changes across the Trust (CEO)</p> <p>To conduct the performance management review of the Executive Leaders (excluding the CEO) with support from the remuneration committee</p> <p>To appoint, suspend and dismiss members of the Executive Team (excluding the Executive Leaders and</p> | <p>To determine staffing requirements within each academy and budget</p> <p>To implement the Trust-wide policies and procedures in the academy</p> <p>To appoint teaching and non-teaching staff To suspend or dismiss teaching and nonteaching staff in consultation with the Executive Team</p> <p>To conduct the performance management of staff in the academy</p> <p>To approve applications for early retirement, secondment and leave of absence</p> |

|  | management review of the Company Secretary and Clerk  | <p>To ensure the Trust's policies on all HR matters are implemented in the academy</p> <p>To monitor and scrutinise the implementation of the Trust's policies at the academy for HR matters including the appointment, induction and performance management of staff, pay review process and procedures for dealing with disciplinary matters, grievances and dismissal</p> | <p>as otherwise reserved to the Trustees)</p> <p>To conduct the performance management review of the Executive Team (excluding the Executive Leaders) acting through the Executive Leaders</p> <p>To appoint, suspend and dismiss the Principals</p> <p>To conduct the performance management of Principals</p> |   |
|--|---|--|---|---|
| <b>INFORMATION, MANAGEMENT AND COMMUNICATION</b> |   |  |   |   |
| <b>MEMBERS</b>                                   | <b>TRUSTEES</b>   | <b>LGB MEMBERS</b>   | <b>EXECUTIVE TEAM</b>   | <b>PRINCIPAL</b>  |
|  | <p>To adopt data protection policies and procedures to cover:</p> <ul style="list-style-type: none"> <li>• the requirement to notify individuals as to how information is to be used and</li> <li>• on the matter of safe storage.</li> </ul> | <p>To ensure the effective implementation of the data protection policies and procedures in the academy</p> <p>To ensure systems are in place in line with the Trust's strategy at the academy for effective communication with students, parents or carers, staff and the wider community including the support of a local parent</p>                                       | <p>To ensure compliance with all data protection legislation and good practice across the academies</p> <p>To support the individual academies on the effective safe storage of data To maintain accurate and secure staff records for the Executive Team</p>   | <p>To ensure the publication of academy information, ensuring that all electronic communication, including web pages, are up to date</p> <p>To maintain accurate and secure student records</p> <p>To maintain accurate and secure staff records for the academy</p> <p>To ensure compliance with all data protection</p> |

|  |   | teacher association (if established)   | To ensure registration with the Information Commissioner's Office is up to date.   | legislation and good practice in the academy   |
|--|---|--|--|--|
| <b>HEALTH, SAFETY AND RISK ESTATES</b> |   |  |  |  |
| <b>MEMBERS</b>                         | <b>TRUSTEES</b>   | <b>LGB MEMBERS</b>   | <b>EXECUTIVE TEAM</b>  | <b>PRINCIPAL</b>   |
|  | <p>To appoint a risk and audit committee</p> <p>To review risk management and maintain a risk register</p> <p>To approve insurance arrangements To review and maintain a buildings strategy and asset management planning arrangements</p> <p>To adopt a Trust-wide health and safety policy</p> <p>To adopt a Trust-wide lettings policy</p> | <p>To appoint a Local Governor responsible for health and safety</p> <p>To review the risk register of the academy and prepare the Risk report for the Trust Board</p> <p>To adopt a health and safety policy for the academy (in line with the Trust-wide policy)</p> <p>To review the implementation of the above policy and ensure that appropriate risk assessments are being carried out in the academy</p> <p>To receive health and safety and safeguarding information on a termly basis.</p> | <p>To prepare the risk register for the Trust</p> <p>To procure buildings and related insurance and make proposals to the Trustees</p> <p>To prepare a buildings strategy and asset management planning arrangements</p> <p>To propose a Trust-wide health and safety policy for the Trustees' approval</p> <p>To monitor and support the implementation of the Trust-wide health and safety policy</p> <p>To draw up, agree and monitor an accessibility plan for each academy in</p> | <p>To prepare the risk register for the LGB having regard to the risks identified by the</p> <p>To prepare a health and safety policy for the academy (in line with the Trust-wide policy) for adoption by the LGB</p> <p>To monitor the accident book and agree appropriate actions To ensure suitable risk assessments are prepared and appropriate actions taken</p> <p>To review security of premises and equipment</p> <p>To implement the Trust-wide lettings policy</p> |

|  |  |  |                                 |   |
|--|--|--|---------------------------------|---|
|  |  |  | consultation with the Principal | To liaise with the Executive Team on the accessibility plan for the academy |
|--|--|--|---------------------------------|---|

## Governance Elements in more detail

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### Members: general guidance

The Members of the Trust are the equivalent of the shareholders in a commercial company (save that they do not receive dividends). In simple terms the Members "own" the Trust. They have a number of statutory rights and rights set out in the Trust's Articles of Association (the Articles). The Academies Financial Handbook (September 2016) issued by the Education Funding Agency ("EFA") provides as follows:

- Members have an overview of the governance arrangements of the trust.
- Members can amend the articles and may do so to support stronger governance arrangements.
- While members can be trustees, retaining some distinction between the two layers ensures that members, independent of the trustees, provide oversight and challenge - this is especially important in multi academy trusts in which trustees are responsible for a number of academies.
- Academy trusts should be established with three members, although DfE encourages trusts to have at least five members in total, as this:
  - Ensures enough members to take decisions via special resolution (which requires 75% of members to agree) without requiring unanimity; and
  - Facilitates majority decisions being taken by ordinary resolution (which requires a majority of members to agree).
- Members must not be employees of the Trust.
- The appointment of any new Member must be notified to EFA (via the Information Exchange) within 14 days of the appointment.
- The appointment and resignation/removal of Members does not need to be notified to Companies House.
- The Trust's statutory books/registers should include a register of Members, which should be kept up-to-date particularly on appointment and removal/resignation.

## Legra Trust Board: Terms of Reference

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### Core values

The Board of the Trust will at all times:

- observe the highest standards of impartiality, integrity and objectivity in relation to the governance of the Trust;
- be accountable to its stakeholders and regulatory bodies for its activities;
- engage in a partnership with the Executive Team.



## Expectations of the Trustees

All Trustees are required to:

- follow the Seven Principles of Public Life set out by the Committee on Standards in Public Life (referred to as "the Nolan Principles" as appended at Annex 1);
- comply with:
  - the Articles of Association,
  - these terms of reference,
  - the scheme of delegation to the Executive Team,
  - the conflicts of interest policy,
  - the code of practice appended at Annex 2 of these terms of reference.
- ensure they understand their duties, rights and responsibilities, and that they are familiar with the function and role of the Trust;
- not misuse information gained in the course of their Trusteeship for personal gain, nor seek to use the opportunity of service to promote their private interests or those of connected persons, firms, businesses or other organisations;
- participate actively in the induction process and any relevant training.

## Powers, functions and responsibilities of Trustees

The Trustees are responsible for the governance and supervision of the Trust and its committees (including the Local Governing Bodies).

The Trustees have a number of duties and responsibilities relating to the governance of the Trust and its finances. In summary, the Trustees are responsible for:

- establishing the vision, mission and values for the Trust;
- carrying on the Trust in accordance with the objects of the Trust as set out in the Articles of Association and safeguarding the assets of the Trust;
- designing strategy and structure for the operation of the Trust;
- the delegation of the running of the running of the academies and the direction of the education, pastoral care, financial and other policies of the academies to the Executive Team;
- ensuring sound management and administration of the Trust by the Executive Team, and ensuring that the Executive Team is equipped with the relevant skills and guidance;
- financial controls and the financial management of the Trust in accordance with the provisions of the Academies Financial Handbook, which sets out in detail provisions for the financial management of the Trust;
- setting standards of conduct and values, monitoring performance and the achievement of objectives, and ensuring that plans for improvement are acted upon;
- risk management, that is identifying, quantifying and devising systems to minimise the major risks affecting the Trust; and
- ensuring the Trust and the academies are conducted in compliance with the general law.
- Ensure all safeguarding policies and procedures are adhered to

- Responsible for the attainment and progress of all students to ensure secure outcomes.

## Accountability of Trustees

The Trustees are chiefly accountable to:

- Be compliant with the Academies Trust Handbook
- the beneficiaries of the Trust (students at the academies, their parents and the local community) for the quality of education and pastoral care at the academies, for matters of health and safety and for safeguarding and promoting the welfare of the students;
- the DfE, the Education Funding Agency and specifically the Secretary of State under the terms of the Funding Agreement;
- the Secretary of State (in his or her role as principal regulator in respect of charity matters) for operating the Trust for the public benefit, for the prudent management of the Trust and its financial efficiency, and for compliance with legislation including charities legislation;
- the employees of the Trust for their working environment, and for compliance with the contract of employment and employment law requirements and matters of health and safety; and
- other regulatory authorities for compliance with regulated responsibilities to which the Trust and the academies are subject.

## Conducting Trustees' business

The Trustees are required to:

- act together and in person and not delegate responsibility of the Trust to others;
- act strictly in accordance with the Articles;
- act in the Trust's interests only and without regard to their own private interests;
- manage the Trust's affairs prudently;
- not take personal benefit from the Trust unless expressly authorised by the Articles or the Charity Commission; and
- take proper professional advice on matters on which they are not themselves competent.

The Trustees should also hold the Executive Team to account. They should offer support, constructive advice, be a sounding board for ideas, a second opinion on proposals and help where needed, but will also challenge, ask questions, seek information and improve proposals where appropriate and at all times act in the best interests of the Trust. The Trustees shall have regard to the framework for inspecting schools in England under section 5 of the Education Act 2005 (as amended) issued by the Office for Standards in Education, Children's Services and Skills (Ofsted).

The Trustees shall have regard to the Academies Financial Handbook, which shall be circulated to all Trustees.

## Chair of Trustees

The Board shall appoint an individual from among their number to act as Chair. A change of Chair will require a notification to be made to the DfE, including a Disclosure and Barring Service (DBS) disclosure form to be submitted via the DfE.

The main role of the Chair is to chair meetings of the Trust Board. He or she also provides leadership to the Trustees and acts as the main point of contact between the Trustees and the Executive Team.

Apart from any special responsibilities or powers given to the Chair in the Articles of Association (e.g. the right to chair meetings of the Trust Board and to have a second or casting vote in any case of an equality of votes at a meeting of the Trust Board), the Chair has no special powers or rights over any other Trustee. If the Chair is to carry out certain specific functions (for example, the power to approve an over spend in a certain area of the budget or the CEO's appraisal) then this must be expressly delegated to him by the Board.

## Meetings of Trustees

There will be a minimum of six meetings of the Trustees each academic year. Meetings of the Trustees shall be convened and conducted as provided by the Articles.

In determining the agenda for Board meetings and committee meetings, the Trustees will have regard to the requirement on them to:

- ensure good financial management and effective internal controls;
- comply with the Funding Agreement and the current version of the Academies Financial Handbook (or successor documents);
- receive and consider information on financial performance at least three times a year; and
- take appropriate action to ensure ongoing viability against agreed budgets.
- ensure documents and policies are presented to Trustees for information and approval at the appropriate time in the academic year.

In consultation with the Chair, the Clerk to the Trust Board shall prepare an annual plan for the meetings of the Trustees.

## Delegation of powers of Trustees

Trusteeship (and directorship which necessarily follows) is a personal office of trust and responsibility and this cannot be transferred to another individual. However, in order to ensure the proper management of the academies, the Trustees are able to delegate specific tasks to assist them in carrying out their duties and obligations.

It is for the Trust Board to determine what decisions it will take for itself, what will be delegated to committees, working groups or individual Trustees (e.g. the Chair) and what will be delegated to the Executive Team. The Trustees must also consider when and from whom they should take professional advice.

In determining whether delegation is appropriate, the Trustees will have regard to the following principles:

- non-executive powers must be exercised by the Trustees personally and may not be delegated;

- except when it is impracticable to do so, executive powers should be delegated to the CEO and Director of Finance, who may authorise further delegation; and
- every act of delegation is only a delegation of powers and does not relieve the Trustees of responsibility.

The Trustees must not delegate any of their powers listed in Annex 3 ("the Reserved Matters"). Delegation can be made to:

- Board committees including the following committees: ,
  - Risk and Audit,
- the LGBs;
- any individual Trustee;
- the Executive Team (which in turn may delegate to further individuals).

### Stakeholder voices

Trustees are asked to have regard to the voices of their various stakeholders and to put in place arrangements to receive feedback and to respond appropriately. This is delegated to the LGB who will meet with staff, students and staff as part of their visit cycle, and ensure that parent surveys are completed. This shall include the following, as they are involved in other elements/tiers of trust governance and more broadly:

- Students
- Parents
- Staff.

### Risk management

The Audit and Risk Committee, , on behalf of Trustees, supported by the Executive Team, shall provide additional scrutiny to the risk register for approval by the Trustee Board, along with a procedure by which the risk register shall be subject to regular review. The risk register shall have named individuals assigned to manage each area.

The Trustees are therefore responsible for:

- identifying the major risks that apply to the Trust, including:
  - operational risks (employment issues, health and safety, fraud, service quality and development etc.);
  - financial risks (accuracy of financial information, cash flow, reserves, over-reliance on funding sources etc.);
  - external risks (changes in government policy, economic factors, demographic changes, adverse publicity etc.); and
  - regulatory risks (compliance with legislation, changes in policies of the regulators etc.)
- making decisions (based where appropriate on advice from professional advisors) as to how to respond to those risks; and
- making appropriate statements regarding the management of risks in the annual report.

The Risk and Audit Committee, supported by the Executive Team, shall prepare a risk register for the Trustees, along with a procedure by which the risk register shall be subject to regular review. The risk register shall have named individuals assigned to manage each area.

### **The management of conflicts of interest**

The Companies Act 2006 imposes a statutory duty on the Trustees to avoid situations in which they have or could have an interest, which conflicts (or could conflict) with the interests of the Trust. The duty is to:

- declare the nature and extent of any interest in any matter relating to the Trust; and
- avoid any conflict of interest between that interest and the interests of the Trust.

In addition, charity law and guidance issued by the Charity Commission confers obligations on the Trustees to manage any conflict between a Trustee's duty to the Trust and their own personal interests or for a Trustee to be influenced by conflicting duties to the Trust and a third party.

Further details are set out in the Conflicts of Interest Policy with which the Trustees are obliged to comply.

### **Recruitment of Trustees**

It is essential that the Trust Board has a proper mix of skills and experience. The Trustees must therefore be able to identify potential new Trustees in order to plan for succession, which combines continuity of experience and expertise with new ideas and energy.

The Board as a whole is responsible for ensuring that:

- the skills of any new Trustee fit in with the Trust's requirements in the short, medium and longer term;
- each new Trustee is not disqualified from acting as a Trustee by any provision of the Trust's Articles of Association (including the requirement that he is not disqualified as a company director or charity trustee);
- there is a system in place which ensures that all relevant checks, including an enhanced DBS check (countersigned by the Secretary of State in the case of a new Chair), are completed before or as soon as practicable after a Trustee takes up position; and
- the new Trustee understands the responsibility he / she is taking on and consents to act as a Trustee.

Each new Trustee will be properly inducted to ensure that he / she understands the nature and extent of his role and responsibilities. It is the duty of a new Trustee to ensure that he / she is familiar with the Objects of the Trust; its history and ethos and the nature and extent of its activities; and the content of the Trust's Articles of Association.

The Trustees shall provide each new Trustee with:

- the Trust's Articles of Association
- the Trust Governance Structure
- these terms of reference
- the scheme of delegation to the Executive Team

- the Roles and Functions Matrix and
- the conflicts of interest policy.

New Trustees shall be required to sign the declaration set out in Annex 4.

The Clerk to the Trustees shall ensure that any appointment of a new Trustee is notified to the EFA (via the Information Exchange) within 14 days of the appointment (as required under the Academies Financial Handbook).

## **Training and development of Trustees**

The Trustees shall ensure that the Board has the skills and experience needed to perform its functions effectively. Trustees shall also be kept up to date with developments in the legal and regulatory framework in which the Trust operates.

The Trustees must have in place a system for evaluating skills of Trustees, with a view to identifying potential gaps in their knowledge and any requirements for training. Such evaluation shall be carried out annually.

## **Annex 1**

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### **the Seven Principles of Public Life set out by the Committee on Standards in Public Life ("the Nolan Principles")**

#### **1 Selflessness**

Holders of public office should act solely in terms of the public interest.

#### **2 Integrity**

Holders of public office must avoid placing themselves under any obligation to people or organisations that might try inappropriately to influence them in their work. They should not act or take decisions in order to gain financial or other material benefits for themselves, their family, or their friends. They must declare and resolve any interests and relationships.

#### **3 Objectivity**

Holders of public office must act and take decisions impartially, fairly and on merit, using the best evidence and without discrimination or bias.

#### **4 Accountability**

Holders of public office are accountable to the public for their decisions and actions and must submit themselves to the scrutiny necessary to ensure this.

#### **5 Openness**

Holders of public office should act and take decisions in an open and transparent manner. Information should not be withheld from the public unless there are clear and lawful reasons for so doing.

#### **6 Honesty**

Holders of public office should be truthful.

## 7 Leadership

Holders of public office should exhibit these principles in their own behaviour. They should actively promote and robustly support the principles and be willing to challenge poor behaviour wherever it occurs.

## Annex 2

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### Trustees' code of practice

#### 1 Introduction

This code of practice is designed to set out the conduct required of trustees in order to ensure the highest standards of integrity and stewardship.

#### 2 General responsibilities

Trustees should listen to the view of other trustees, staff, volunteers or external advisers respectfully, taking cognisance of differences of opinion. Trustees should not cause offence to others or undermine the standing of their colleagues as a member of the Trust Board.

#### 3 Board papers

While the board aims to conduct its business openly, it is inevitable that some matters must be confidential either for a time or always.

All matters discussed at board meetings (save for items which are clearly neither confidential nor of a sensitive nature either legally, commercially, financially or personally) should be treated as strictly confidential and should not be discussed with anyone other than those present at the meeting when the matter in question was discussed unless authorised by the board to do so. If in any doubt, trustees should contact the chair.

#### 4 Board meetings

Open discussion and debate is actively encouraged, in which every spectrum of objective opinion is welcomed.

As Trustees must act with probity, the Board should take and consider professional advice from internal and / or from external advisers in all decision-making.

Where consensus is not achieved, decisions will be taken during board meetings by calling for a vote by those present. Trustees who abstain on, or vote against, any motion may request an appropriate note be made in the minutes.

The Board must be accountable but delegate authority on various matters on which it is entitled to full reports as necessary.

#### 5 Outside board meetings

Trustees should exercise restraint outside a meeting in relation to particular comments made within the Board meeting by individual members. Trustees must accept that it is inappropriate for any private or public references to "who said what", except in dialogue with other trustees.

Trustees should accept the need for care and restraint, honouring the spirit as well as the letter of the code of practice, when talking about board matters in any other forum.

## **6 Disagreements**

Where a Trustee has a disagreement on any matter, he or she should raise the matter informally with the chair or through the normal procedures at a board meeting.

If not resolved, a trustee may request the matter be taken further by the chair. If a satisfactory conclusion is not reached, the board may recommend the appointment of an independent mediator.

## **7 The Executive Team and the wider staff**

Staff and Trustees are expected to deal with each other with respect and courtesy. Trustees must ensure there is a clear understanding of the scope of authority delegated to the chief executive officer ("the **CEO**").

Having given the CEO delegated authority, trustees should be careful, individually and collectively, not to undermine that authority either by word or action. Trustees delegate the management to the CEO, which includes the management of staff.

If a Trustee has concerns relating to the performance of a member of staff, he or she should contact the chair, who will take up the matter with the CEO.



## Annex 3 Reserved matters

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The Reserved Matters are:

### **Members**

(subject to such other consents/ requirements as might be required by law or the Funding Agreement)

1. to change the name of the Trust
2. to change the Objects (which would require Charity Commission and Secretary of State consent)
3. to change the structure of the Trust Board
4. to amend the Articles of Association
5. to pass a resolution to wind up the Trust
6. to appoint the auditors (save to the extent that the Trustees may make a casual appointment)

### **Trustees**

(subject to such other consents/ requirements as might be required by law or the Funding Agreement)

7. to change the name of the academies
8. to determine the educational character, mission or ethos of the academies
9. to adopt or alter the constitution and terms of reference of any committee of the Trust Board
10. to terminate a supplemental funding agreement for an academy
11. to establish a trading company
12. to sell, purchase, mortgage or charge any land in which the Trust has an interest
13. to approve the annual estimates of income and expenditure (budgets) and major projects;
14. to appoint investment advisors
15. to sign off the annual accounts;
16. to appoint or dismiss the Chief Executive Officer, the Finance Director, the Company Secretary or the Clerk to the Trustees;
  
17. to do any other act which the Funding Agreement expressly reserves to the Trust Board or to another body (including for the avoidance of doubt, terminating the Funding Agreement or any part of it)
18. to do any other act which the Articles expressly reserve to the Trust Board or to another body or
19. to do any other act which the Trust Board determine to be a Reserved Matter from time to time.

# Trustee Declaration on Appointment

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## Trustee declaration on appointment

### Legra Academy Trust ("The Trust")

I confirm that I am willing to act as a director of the Trust ("a Trustee"). I further confirm that I am not disqualified from so acting by virtue of any provisions of the Articles of Association of the Trust, including, but not limited to, the requirement that I am not disqualified from acting as a charity trustee or director by virtue of section 178 of the Charities Act 2011.

Signed .....

Full name .....

Address  
.....  
.....  
.....  
.....

Date .....

Please sign and retain the additional copy of this document with your records.

**Legra Academy Trust**  
**Principal and registered office: Belfairs Academy, Highlands Boulevard, Leigh-on-Sea, Essex, SS9 3TG**  
**Registered number: 08066610**

# Local Governing Bodies: Constitution and Terms of Delegation

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## Legra Academy Trust (“the Trust”)

### 1 Introduction

Thank you for agreeing to play a valuable role as a member of the Trusts Local Governing Body (“LGB”).

The Trust is a charitable voluntary organisation which relies on the crucial input of a considerable number of volunteers, supported by an experienced team of staff. Due to the size of the organisation and the number of schools for which it is responsible for, coupled with its drive for accountability, it is also a complex organisation with various important layers of governance. The Trust structure provides an overview of some of those complexities and layers as well as our principles of governance.

This constitution and terms of delegation for your Local Governing Body (LGB) has been made by the Trustees of the Trust (the Trust and Trust Board respectively) and we ask that you please read it alongside the Governance Structure and the Roles and Functions Matrix.

### 2 Remit

The role of an LGB is an important one. It is to provide focused governance for the academy at a local level and it is the intention of the Trust Board to ensure that the responsibility to govern the academy is vested in those closest to the impact of decision-making. The LGB monitors the academy's key performance indicators and acts as a critical friend to the Principal and the academy's senior leadership team, providing challenge where appropriate.

The LGBs carry out their functions in relation to their respective academy on behalf of the Trust Board and in accordance with policies determined by the Trust Board. The act of delegation from the Trust Board to the LGBs is a delegation of powers and duties, and not a delegation or shedding of responsibilities.

### 3 Intervention

The LGB will work closely with the Principal and the Executive Team and shall promptly implement any advice or recommendations made by the Principal or the Executive Team in respect of standards and performance, particularly where areas of weakness have been identified (either internally within the Trust or by Ofsted).

The Trust Board reserves the right to review or remove any power or responsibility conferred on the LGB under this constitution and terms of reference, in particular, in circumstances where serious concerns in the running of the academy are identified, including where:

- there are concerns about financial matters;
- there is insufficient progress being made against educational targets (including where intervention by the Secretary of State is being considered or carried out);
- there has been a breakdown in the way the academy is managed or governed; or
- the safety of students or staff is threatened, including a breakdown of discipline.

Where necessary, the Trust Board will put in place for an appropriate period of time an intervention board whose responsibility it will be to address the areas of weakness.

#### 4 Composition of Local Governing Bodies

Each LGB comprises a maximum of seven members (which we refer to as **Local Governors**), including:

- the Principal of the academy
- one employee of the academy, (**Staff Local Governors**); and
- up to five members co-opted by the Local Governors.

The Trust Board shall appoint a Chair and a Vice-Chair.

The length of service of all Local Governors and the Clerk to the LGB shall be four years. Subject to remaining eligible to be a Local Governor, any Local Governor may be reappointed or re-elected at the end of his or her term.

Every person wishing to become a Local Governor will be required to sign a declaration of acceptance and of willingness to act as a Local Governor, in the form set out in Appendix 1 or as prescribed by the Trust Board from time to time, and shall make disclosures for the purposes of a criminal records check by the Disclosure and Barring Service.

#### 5 Commitment of Local Governors

Local Governors are asked to:

- prepare for and make an active contribution at meetings of the LGB;
- champion the academy in the local community;
- familiarise themselves with the academy's policies;
- visit the academy both during academy hours (with prior arrangement with the Principal) and for evening events to get to know the academy and to be visible to the academy community; and
- attend training sessions for Local Governors, where possible

#### 6 Stakeholder voices

LGBs are expected to have regard to the voices of their various stakeholders (especially students, parents and staff) and to put in place arrangements to receive feedback and to respond appropriately. This includes engaging stakeholders through defined governance arrangements (including elected staff governors on the LGBs) and more broadly.

Accessing and responding to student's collective concerns is an important part of the operations and governance of the Trusts academies.

#### 7 Appointment and particular responsibilities of Local Governors

##### a. **Chair**

The Chair is appointed by the Trust Board. The term of office of the Chair is two years, but the Chair is eligible for reappointment at the end of that term. The Trust Board are entitled to remove the Chair from office at any time, although this would not necessarily affect the individual's position as a Local Governor.

The Chair and Vice-Chair will ordinarily meet with the Principal of the academy and the Clerk before the start of the academic year to plan the work of the LGB for the year.

The responsibilities of the Chair include the following:

- to chair meetings of the LGB;
- to set the agenda for meetings with the Principal and Vice-Chair;
- to report to the Principal and the Trust Board in writing following any LGB meeting, if requested;
- to give an oral summary of the LGB's deliberations, if requested, at meetings of the and the Trust Board; and
- to provide a direct link between the LGB and the Principal and Trust Board.

In the event of a need to make genuinely urgent decisions between meetings on matters falling within the remit of the LGB, the Chair of the LGB (or the Vice-Chair of the LGB in his or her absence) in consultation with the Principal shall take appropriate action on behalf of the LGB. The decisions taken and the reasons for urgency shall be explained fully at the next meeting of the Trust Board and of the LGB.

b. **Vice-Chair**

The Vice-Chair is appointed by the Trust Board. The term of office of the Vice-Chair is two years, but the Vice-Chair is eligible for reappointment at the end of that term.

The Trust Board is entitled to remove the Vice-Chair from office at any time, although this would not necessarily affect the individual's position as a Local Governor.

The responsibilities of the Vice-Chair include the following:

- to deputise for the Chair in his or her absence;
- to set the agenda for meetings of the LGB with the Chair, if requested; and
- to provide a link between the LGB and the Principal and the Trust Board.

In the absence of both the Chair and the Vice-Chair at a meeting, the LGB will elect a temporary chair from among their number.

c. **Staff Local Governors**

The teacher member of the LGB shall be elected by the teaching staff at the relevant academy.

The responsibilities of the Staff Local Governor are to represent the interests and opinions of teaching and non-teaching staff at the academy to the LGB.

d. **Other responsibilities**

Each LGB shall appoint from among its member's individuals with specific responsibilities which shall include:

- a Local Governor with responsibility for special educational needs and inclusion;
- a Local Governor with responsibility for safeguarding;
- a Local Governor with responsibility for statutory grants (including student premium);
- a Local Governor with responsibility for health and safety; and
- a Local Governor with responsibility for finance.

e. **Clerk to the Local Governing Body**

The LGB in consultation with the Principal and the Trust Board shall appoint a Clerk to the LGB who must not be a Local Governor. In the absence of the Clerk, the LGB shall elect a replacement for the meeting (who may be a Local Governor).

The responsibilities / functions of the Clerk to the LGB are as follows:

- convene meetings of the LGB including sending notices and papers of meetings;
- attend meetings of the LGB and ensure minutes are produced;
- maintain a register of members of the LGB including their terms of office and report any vacancies to the LGB;
- maintain a register of business interests of LGB members;
- maintain a register of Local Governors' attendance at meetings and report on non-attendance to the LGB;
- report to the LGB as required on the discharge of the Clerk's functions; and
- perform such other functions as shall be determined by the LGB from time to time.

f. **Ceasing to be a Local Governor**

A Local Governor's term of office will be terminated if:

- any event or circumstance occurs which would disqualify him or her from the office of Trustee under the Articles were he or she to hold such office;
- he or she has, without the consent of the LGB, failed to attend LGB meetings for a continuous period of six months, beginning with the date of the first such meeting he or she failed to attend and the Chair and the Vice Chair agree that the term of office should be terminated;
- he or she resigns from office by notice to the Trust;
- he or she is removed from office by the Trust Board.

## 8 Convening meetings of the Local Governing Body

Meetings of the LGB will be held in each term.

The Clerk to the LGB shall give written notice of each meeting and circulate an agenda and any reports or other papers to be considered at the meeting at least seven clear days in advance of each meeting. However, where the Chair determines there are matters demanding urgent consideration, it shall be sufficient if the written notice of the meeting states that fact and the notice, copy of the agenda and other papers are given within such shorter period as the Chair directs.

Any two Local Governors may call a meeting by giving written notice to the Clerk, which includes a summary of the business they wish to carry out. It shall be the duty of the Clerk to convene a meeting as soon as reasonably practicable.

The Local Governors may invite persons who are not Local Governors (such as a member of a committee, any employee, any student, any professional adviser and any experts of any kind) to attend the whole or part of any meeting for purposes connected with the meeting.

The convening of a meeting and the proceedings conducted at meetings shall not be invalidated by reason of any individual not having received written notice of the meeting or a copy of the agenda.

### **9 Voting at meetings of the Local Governing Body**

The quorum for meetings of the LGB and for any vote on a matter at such meetings is one half of the total number of Local Governors in office at that time (rounded up to the nearest whole number).

A meeting shall be terminated if the number of Local Governors present ceases to constitute a quorum. Where a meeting is not held or is terminated before all the matters specified as items of business on the agenda for the meeting have been disposed of, a further meeting shall be convened by the Clerk as soon as is reasonably practicable, but in any event within seven days of the date on which the meeting was originally to be held or was so terminated.

Any Local Governor shall be able to participate in, and be counted as present at for the purposes of the quorum, meetings by telephone or video conference provided that:

- he has given notice of his intention to do so detailing the telephone number on which he can be reached and/or appropriate details of the video conference suite from which he shall be taking part at the time of the meeting at least 48 hours before the meeting;
- the LGB has access to the appropriate equipment;
- provided that, if after all reasonable efforts it does not prove possible for that Local Governor to participate by telephone or video conference, the meeting may still proceed with its business provided it is otherwise quorate.

Every question to be decided upon at a meeting of the LGBs shall be determined by a majority of the votes of Local Governors present and voting on the question. Votes tendered by proxy shall not be counted.

Where there is an equal division of votes, the Chair has a casting vote.

The Local Governors may act notwithstanding any vacancies, but, if the number of Local Governors is less than the number fixed as the quorum, the continuing Local Governors may act only for the purpose of filling vacancies.

A resolution in writing, signed by all Local Governors entitled to receive notice of a meeting shall be valid and effective as if it had been passed at a meeting duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more Local Governors and may include an electronic

communication by or on behalf of the LGB indicating his or her agreement to the form of resolution providing that the Local Governor has previously notified the LGB in writing of the email address or addresses which the Local Governor will use.

### **10 Personal interests of Local Governors**

Local Governors shall complete a register of their business interests, which shall be reviewed annually.

Any Local Governor who has any duty or personal interest that conflicts or may conflict with his or her duties as a Local Governor shall:

- disclose that fact to the LGB as soon as he or she becomes aware of it. A Local Governor must absent himself or herself from any discussions of the LGB in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Academy and such duty or personal interest;
- withdraw from any meeting for that item unless expressly invited to remain in order to provide information;
- not be counted in the quorum for that part of any meeting; and
- withdraw during the vote and have no vote on the matter.

### **11 Committees of the Local Governing Body**

The LGB may establish committees to carry out certain functions of the LGB. The LGB must determine the constitution, membership and terms of reference of any committee it decides to establish and review them annually.

The establishment of any new committees other than temporary, ad hoc committees required to deal with specific issues, must be agreed in advance with the Trust Board.

### **12 Minutes**

Attendance at each LGB meeting, issues discussed and recommendations for decisions shall be recorded and the minutes signed by the Chair at the next meeting of the LGB. The written record (once approved by the Chair of the relevant LGB meeting) shall be forwarded by the Clerk to the LGB to the Clerk to the Trust Board as soon as is reasonably practicable.

### **13 Delegation to the LGB**

The LGB shall have the roles set out in this section and any other role that the Trust Board agree shall be carried out by the LGB and that is communicated in writing to the Chair of the LGB.

#### **a. General**

The governance of the academy is delegated to the LGB who may exercise the powers of the Trust in so far as they relate to the academy, subject to:

- any restrictions in the Companies Act which requires a decision of the Members or the Trust Board;
- the Articles;
- Policies and Procedures set by the Trust Board;
- a specific decision of the Trust Board;
- paragraphs b) to d) below; and
- the reserved matters as set out in Appendix 2.



The Trust Board and the LGB acknowledge that they each play a crucial role in the governance of the academy and commit to working together in the best interests of the Trust and the academies. They also acknowledge that the duties and responsibilities in relation to the operation of the Trust sit with the Trust Board and as such the Trust Board is entitled:

- to overrule a decision of the LGB; and/ or
- to remove delegated powers from an LGB

if (in their reasonable opinion) they consider it to be in the best interests of the academy or the wider Trust.

**b. Decision Making**

The relationship between the Trust Board, the Principal and the LGB is underpinned by the principles that there should be no duplication of governance and governance should be as close to the point of impact of decision-making as possible.

The Roles and Functions Matrix which provides further clarity as to who the decision makers are for different levels of decisions should be read alongside the Governance Structure and this constitution and terms of delegation.

**c. Financial matters**

The LGB shall assess the annual budget for the subsequent financial year prepared by the academy's Principal and senior leadership team and approve in accordance with the timeline specified by the Trust Board.

Subject to the paragraph below, the LGB shall have the power to expend funds of the Trust Board which relate to the academy as it considers in the best interests of the academy and in accordance with the Finance Manual and the Procurement Policy. The LGB shall have regard to:

- the Objects of the Trust and the restrictions attached to any grant funding;
- the academy's developmental priorities as set out in the Academy Improvement Plan; and
- financial sustainability.

In line with their duties and responsibilities as trustees and directors, the Trustees shall be entitled to determine that a proportion of the budget in respect of the academy be held centrally for the following reasons:

- to be allocated to the provision of central services received by the academy;
- in pursuance of the Trust's reserve policy; and/ or
- as otherwise may be determined by the Trustees acting reasonably and in the best interests of the Trust.

**d. Contractual authority**

The LGB is authorised to enter into a contract on behalf of the Trust in so far as it relates to the academy provided that:

- the contract does not exceed the value specified in the Finance Manual from time to time;

- the contract has been procured in compliance with the Trust's procurement policy and in accordance with the Academies Financial Handbook;
- consideration is given as to whether the contract constitutes a 'related party transaction'; and
- the contract does not relate to the following services:
  - HR;
  - payroll;
  - accountancy;
  - audit;
  - education inspection;
  - leadership and CPD;
  - energy supplier and energy management;
  - financial management systems;
  - management information systems;
  - ICT systems and ICT hardware supplier contracts;
  - Telecommunication systems;
  - stationery and consumables supplier contracts;
  - catering contracts;
  - cleaning contracts;
  - facilities management;
  - capital works; and
  - health and safety management systems,

**Unless:**

1. in the case of leadership and CPD support, it complements rather than duplicates the Trust offer
2. the contract is of a low value and short term (in the view of the LGB acting reasonably).

## 14 Key functions of the LGB

The LGB is asked to carry out the following functions:

### a. **Governance**

- To champion the Trusts vision and values in the academy and to ensure the spiritual wellbeing of the students
- To determine the educational character, mission and ethos of the academy reflecting the wider character, mission and ethos of the Trust
- To ensure that the academy has a medium to long-term vision for its future and a robust strategy for achieving it
- To appoint (and remove) from its number, Local Governors with specific responsibilities for special educational needs and inclusion, safeguarding, statutory grants (including student premium), health and safety and financial matters.
- To appoint a Clerk
- To review and amend the policies of the academy (in line with any Trust prescribed policy).
- To implement a means whereby the academy can receive and react to student, parental and staff feedback.
- To establish and maintaining a relationship with the members of the local community.

**b. Curriculum and standards**

- To approve the curriculum proposed by the Principal (to the extent that it is consistent with the Trust-wide policy)
- To ensure effective processes are in place for monitoring the quality assurance of teaching and learning, the curriculum, inclusion and the sharing of good practice across the Academy.
- To monitor the KPI figures reported from the Principal relating to standards
- To develop, monitor and approve the Academy Improvement Plan in tandem with the Self-Evaluation Form.

**c. SEN**

- To appoint a Local Governor responsible for SEN and inclusion
- To review and maintain the academy's SEN policy
- To provide oversight of the implementation of the policy within the academy and compliance with the Disability Discrimination Act requirements.

**d. Safeguarding**

- To appoint a designated governor for safeguarding
- To review and maintain a safeguarding and child protection policy for the academy (consistent with the Trust-wide policy)
- To ensure the completion of the single central record.

**e. Behaviour**

- To review and maintain a behaviour policy for the academy
- To convene a committee to review the exclusion of a student by the Principal.

**f. Admissions**

To undertake consultation, publish admissions and determine arrangements as required in accordance with the School Admissions and Appeals Codes.

- To make arrangements for determining admissions and hearing admission appeals.
- To ensure effective arrangements are in place for student recruitment.
- To contribute to the development of the academy prospectus.

**g. Student related matters**

- To review attendance and student absences (as part of the KPI report)
- To appoint a Local Governor responsible for statutory grants including student premium
- To monitor the impact of the student premium in the academy
- To monitor the impact of other ring fenced grants such as the Sports Premium.
- To adopt an academy Complaints policy (consistent with the Trust-wide policy)
- To hear complaints at the relevant stage
- To ensure effective arrangements are in place for student support and representation at the academy
- To support the Trust and the Principal in the extended school provision in the academy.

#### **h. Staffing**

- To participate in the process to appoint the Principal as requested by the Executive Team (acting with the delegated authority of the Trust Board). To take part in the performance management of the Principal
- To support the Principal in the development and review (from time to time) of an appropriate staffing structure for the academy and for the appointment of academy staff to ensure that the academy is fully staffed in accordance with that structure
- To ensure that there is effective communication between the Principal and the CEO
- To ensure that the Trust's policies on all HR matters are implemented in the academy
- To monitor the implementation of the Trust's policies at the academy for HR matters including the appointment, induction and performance management of staff, pay review process and procedures for dealing with disciplinary matters, grievances and dismissal.

#### **i. Information management and communication**

- To ensure the effective implementation of the data protection policies and procedures in the academy.
- To ensure systems are in place in line with the Trust's strategy at the academy for effective communication with student, parents or carers, staff and the wider community including the support of a local parent teacher association (if established).

#### **j. Health, safety, risk and estates**

- To appoint a Local Governor responsible for health and safety
- To review the risk register of the academy and prepare the Risk report for the
- To adopt a health and safety policy for the academy (in line with the Trust-wide policy)
- To review the implementation of the above policy and ensure that appropriate risk assessments are being carried out in the academy
- To conduct site inspections to review any health and safety issues and the security of premises and equipment

### **15 Alterations**

This constitution and these terms of reference may be altered by a majority resolution of the Trust Board.

### **16 Circulation list**

This constitution and these terms of reference shall be circulated to the Trust Board, the Principal, all Local Governors, the Clerk to the LGB, and others at the discretion of the Chair of the Trust Board or the Chair of an LGB. This constitution and these terms of reference were approved and adopted by a resolution of the Trust Board.

## Appendix 1 Local Governor Declaration

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**The Trustees**

<Address 1>

<Address 2>

<Address 3>

<Date>

Dear Sirs

Legra Academy Trust ("The Trust") - appointment as a Local Governor

I confirm that I wish to be a Local Governor in respect of **<Name of the Academy>** in accordance with the Terms of Reference for Local Governing Bodies prescribed by the Trustees of the Trust from time to time.

I confirm that I am not disqualified from becoming a Local Governor by reason of any provision in the Terms of Reference for Local Governing Bodies (and by extension the Articles of Association of the Trust).

I also confirm that I understand that I must disclose any personal interest I may have in any matter to be discussed at a meeting of the Local Governors in accordance with paragraph 8 of the Constitution and Terms of Reference for Local Governing Bodies (or as prescribed by the Trustees of the Trust from time to time).

Yours faithfully

Signed .....

Name .....

Date .....

## Appendix 2 Reserved Matters

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The Reserved Matters are:

### **Members**

(subject to such other consents/ requirements as might be required by law or the Funding Agreement)

- 1 to change the name of the Trust
- 2 to change the Objects (which would require Charity Commission and Secretary of State consent)
- 3 to change the structure of the Trust Board
- 4 to amend the Articles of Association
- 5 to pass a resolution to wind up the Trust
- 6 to appoint the auditors (save to the extent that the Trustees may make a casual appointment)

### **Trustees**

(subject to such other consents/ requirements as might be required by law or the Funding Agreement)

- 7 to change the name of the academies
- 8 to determine the educational character, mission or ethos of the academies
- 9 to adopt or alter the constitution and terms of reference of any committee of the Trust Board
- 10 to terminate a supplemental funding agreement for an academy
- 11 to establish a trading company
- 12 to sell, purchase, mortgage or charge any land in which the Trust has an interest
- 13 to approve the annual estimates of income and expenditure (budgets) and major projects;
- 14 to appoint investment advisors
- 15 to sign off the annual accounts;
- 16 to appoint or dismiss the Chief Executive Officer, the Finance Director, the Company Secretary or the Clerk to the Trustees;
- 17 to do any other act which the Funding Agreement expressly reserves to the Trust Board or to another body (including for the avoidance of doubt, terminating the Funding Agreement or any part of it)
- 18 to do any other act which the Articles expressly reserve to the Trust Board or to another body or
- 19 to do any other act which the Trust Board determine to be a Reserved Matter from time to time.

