



**NORTH COTSWOLD SCHOOLS
FEDERATION MAT**

**TERMS OF REFERENCE
for
LOCAL ACADEMY COMMITTEES**

1. Purpose of the Local Academy Committee

The role of the Local Academy Committee (“LAC”) is to maintain strong oversight and compliance with the responsibilities delegated by the NCSF Board of Directors (“the Board”) as set out in the NCSF Scheme of Delegation (“the Scheme of Delegation”)

The LAC is delegated responsibilities within the three core functions of governance. These being:

- Ensuring clarity of vision, ethos and strategic direction
- Holding executive leaders to account for the educational performance of the organisation and its pupils, and the effective and efficient performance management of staff
- Overseeing the financial performance of the organisation and making sure its money is well spent

This document should be read and used in conjunction with the Scheme of Delegation.

2. Membership and quorum

The LAC will have a minimum of 3 members plus Head Teacher or Head of School (“local governors”) and a maximum of 8.. All local governors are required to have an enhanced Disclosure and Barring Service (DBS) check.

Subject to the appointment conditions as set out below, the LAC will have the following local governors. However provided that those appointment conditions have been satisfied and the LAC has (i) at least 3 members plus the Head Teacher or Head of School and (ii) that its meetings are quorate, it will be able to carry out its responsibilities notwithstanding that there are temporary vacancies.

Type of governor	Number required for Church Schools	Number required for Community Schools	Appointed or elected
Foundation Governor	2 for VC and VA Schools	Not applicable	Nominated by Gloucester Diocesan Board of Education
Foundation Ex-officio Governor	1	Not applicable	Automatic appointment of the local incumbent or their substitute for duration of time in role.
Parent Governor	2	2	Elected by eligible members of the School parent body

Staff Governor	No Minimum Maximum 1	No Minimum Maximum 1	Elected by eligible members of the School staff body
Co-opted Governor	No Minimum Maximum 2	Minimum 1 Maximum 4	Nominated by the LAC
Head of School or Head Teacher	1 for each School covered by the LAC	1 for each School covered by the LAC	Automatic appointment for duration of time in role.
NCSF Appointed Governor	No minimum or maximum	No minimum or maximum	Appointed by NCSF

The appointment of all local governors must be approved by the Board. If the School was previously a Voluntary Aided School then all appointments (except Parent Governors and staff members) must be approved by the Gloucester Diocesan Board of Education. If the School was previously a Voluntary Controlled School then 25% of the total number of local governors must have been approved by the Gloucester Diocesan Board of Education.

Before exercising any duties all local governors must give a written undertaking to uphold the objects of NCSF in a form requested by the Governance Professional.

Any one or more Board Directors will be entitled to attend any meetings of the LAC. The Director will count towards the quorum for the purposes of the meeting and will be entitled to vote on any resolution being considered by the LAC. The Director's vote will constitute one vote on the matter being discussed. Any member of the NCSF executive team and the NCSF Governance Professional will be entitled to attend any meeting of the LAC but will not have voting rights or count towards the quorum.

The quorum for a meeting of the LAC, and any vote on any matter, shall be four local governors or 60% of the total membership (whichever is the lower).

3. Appointments and elections

The Chair of the LAC will be nominated by the LAC and appointed by the Board for a term of office of one academic year. A local governor is permitted to stand as Chair of the LAC again at the end of their term of office.

Local governors must elect on an annual basis a Vice Chair for a term of office for one academic year. A local governor is permitted to stand as a Vice Chair of the LAC again at the end of their term of office.

Foundation Governors: The Foundation Governor(s) must be approved by the Gloucester Diocesan Board of Education. One of the required number of Foundation Governors will be the officiating minister of the parish (ex-officio). Where the ex-officio is unable or unwilling to take up the position, a substitute may be proposed to the Board by the officiating minister. The Board will seek the approval of the appropriate Archdeacon to appoint a proposed substitute ex-officio Foundation Governor.

Parent Governors: A parent local governor must be a parent or an individual exercising parental responsibility of a registered pupil at one or more of the Schools which are overseen by the LAC (“School Parents”). Parent local governors will be elected by the School Parents. The election will be held by secret ballot in accordance with NCSF’s election procedures. If the number of parents standing for election is less than the number of vacancies, then no election will be required and the parent will be appointed unopposed. If any vacancies arise which despite reasonable efforts cannot be filled by School Parents within a reasonable time then the Board may fill the vacancy by appointing a parent or an individual exercising parental responsibility of a registered pupil at one of NCSF’s other Schools provided that the pupil is within the age range of the pupils at the School or one of the Schools which are overseen by the LGB.

Staff Governors: A staff governor must be a member of staff who is employed at one or more of the Schools which are overseen by the LAC (“Member of Staff”). Staff governors will be elected by the Members of Staff. The election will be held by secret ballot in accordance with NCSF’s election procedures. If the number of Members of Staff standing for election is less than the number of vacancies, then no election will be required and the Staff Member will be appointed unopposed. If any vacancies arise which despite reasonable efforts cannot be filled by Members of Staff then the Board may fill the vacancy by appointing a person who is employed at one of NCSF’s other Schools

Co-opted governors: Co-opted local governors may be recommended by the LAC although their appointment will be subject to Board approval. A person who is employed at a School which is overseen by the LAC cannot be appointed as a co-opted local governor if this results in the number of staff on the LAC exceeding one third of the total number of local governors (including the Head of School).

Associates: The membership of the LAC may include persons who do not serve as local governors. These will be known as ‘associates’. Associates must always be in the minority and are appointed in an advisory role and for the skills and expertise they contribute to the LAC. Associates will not be given voting rights and do not contribute to the quorum of any meeting of local governors. The term of office and specific role of associates should be clearly identified in the minutes of the meeting where they are appointed. Appointments, in the first instance, should not exceed two years but this may be extended by a vote of the LAC after the two years have elapsed.

When appointing or electing local governors, the LAC skills audit will be considered to ensure governors have the necessary skills, knowledge and expertise to contribute to effective governance and outcomes of the School.

Other attendees

The LAC may invite to a meeting any person it deems appropriate to assist, advise or report on a particular matter. Any additional attendee/s should only attend for the section of the meeting relevant to them and shall not count towards the meeting quorum or be entitled to vote on any matter.

4. Appointing a Chair and Vice Chair

The Chair of the LAC is appointed by the Board annually. A recommendation for the appointment of Chair should be made to the Board by members of the LAC prior to the Board's last meeting of the academic year. Final approval and appointment rests with the Board.

The Head of School, staff members or pupils are not permitted to be appointed as Chair of the LAC.

The LAC, unless otherwise directed by the Board, will elect a Vice Chair at the first meeting of the academic year.

The Chair and Vice Chair may resign at any time by giving written notice to the LAC. The Chair of the LAC must also provide notice in writing to the Board via the CEO or Governance Professional.

Removal of the Chair

If the LAC has a concern about the conduct or performance of the Chair of the LAC then a written account of concerns should be submitted to the Board via the Governance Professional.

The Board may remove the Chair of the LAC. Reasons for the removal of the Chair may include, but are not limited to:

- Failure to lead the LAC effectively
- Bringing NCSF MAT or the School into disrepute
- A breakdown of trust and confidence
- A failure to follow the direction of the Board.

Removal of the Vice Chair

Subject to paragraph 9 below, removal of the Vice Chair of the LAC is delegated to the LAC.

5. Terms of office

The term of office for any local governor shall be up to 4 years. However a parent governor's term of office will automatically terminate if he or she ceases to be a School Parent (as defined in paragraph 3). A staff governor's term of office will automatically terminate if he or she ceases to be a Member of Staff (as defined in clause 3). Subject to remaining eligible to be a particular type of local governor on the LAC, any person may be re-appointed or re-elected (including being co-opted again) to the LAC. Usually, local governors will serve no more than three terms of office.

The Head of School or Head Teacher (who shall serve *ex officio*) will hold office for the duration of their employment in the role that entitles them to the role of *ex-officio* local governor.

6. Meetings

Subject to the NCSF Scheme of Delegation, the LAC may regulate its proceedings as the members of the LAC consider best to discharge their responsibilities and maintain oversight of the performance of the School.

The LAC shall meet a minimum of three times in every academic year although the LAC must meet regularly enough to discharge the responsibilities set out in the Scheme of Delegation.

Each meeting of the LAC must be chaired by the appointed Chair, or in their absence the Vice-Chair. If the Vice-Chair is not present at the meeting, the LAC must elect a local governor present at the meeting to act as Chair. The Head of School or any person employed by NCSF is not permitted to chair a meeting of the LAC in any circumstance.

The LAC must appoint a clerk who will minute all meetings of the LAC. A local governor (except local governors who are employees of NCSF) may be appointed as clerk.

Meetings of the LAC will be convened by the clerk. In exercising their functions, the clerk will comply with any directions given by the Board or the Chair of the LAC. Instruction from the Board will take precedent over instruction from the Chair of the LAC.

Any three members of the LAC may, by notice in writing given to the clerk, request a meeting of the LAC and it will be the duty of the clerk to convene such a meeting as soon as is reasonably practicable. No decisions will be taken at any meeting of the LAC unless it is quorate.

Each local governor will be given written notice of a meeting at least seven clear days before the date of a meeting, together with a copy of the agenda for the meeting, with all associated papers. **Documents should only be tabled at meetings in exceptional circumstances.**

All minutes will include a list of attendees, apologies (both those accepted and those that have not) and unauthorised absences (i.e., no apologies given) and details of any appointments and resignations.

Minutes will also include details of all resolutions and a summary of discussions, to include a list of clear action points, as appropriate.

All questions, challenges and responses should be clearly minuted by the clerk and evidenced in the minutes.

The minutes of all meetings will be maintained by the clerk to the LAC and will be approved by the local governors at the next LAC meeting.

The clerk will ensure that copies of all agendas, draft minutes and approved minutes of all LAC meetings are provided to the Governance Professional as soon as reasonably practicable after they have been produced, to be uploaded to the school website, and for quality assurance purposes.

The clerk will ensure that a copy of the agenda for every meeting of the LAC, the signed minutes of every such meeting; and any report, document or other paper considered at any such meeting, are, as soon as is reasonably practicable, made available at the School to persons wishing to inspect them.

The LAC is permitted to hold a meeting remotely in the event it is not safe to meet face-to-face

A local governor will be able to participate in meetings by telephone or video conference provided that they have given notice of their intention to do so detailing contact information at least 48 hours before the meeting; and the LAC has access to the appropriate equipment. If, after all reasonable efforts, it does not prove possible for the person to participate by telephone or video conference the meeting may still proceed with its business provided it is otherwise quorate.

Local governing board sub-committees

The LAC may establish sub-committees to consider particular issues. The sub-committee will meet as often as is necessary to fulfil its responsibilities.

Calendar of business

Each LAC must ensure its annual business reflects the responsibilities set out in the Scheme of Delegation. Each LAC must produce a year planner for meetings and responsibilities

7. Decision making

A decision made by the LAC will only be valid if made within the requirements set out in these Terms of Reference and Scheme of Delegation. All local governors have a duty to act as a corporate board and not as individuals and will act with integrity, objectivity and honesty. A decision made by the LAC will be upheld by all LAC members irrespective of their vote on the matter. All decisions will be made in the best interests of NCSF, its Schools and the children they serve.

All decisions made by the LAC will be decided by a vote of all local governors entitled to vote who are present at the meeting where a decision is required.

In the event of a tied vote, the Chair of the meeting shall have a casting vote. This vote is in addition to any other vote they are entitled to.

It is not permitted for local governors to make decisions outside of a formal meeting of the LAC, including by email.

8. Chair's Action

The chair of the LAC is permitted to act and make decisions in urgent situations, where a delay in taking action or making a decision would cause a serious, detrimental effect to the School, a pupil, parent or member of staff – this is known as a 'chair's action'. The vice chair is permitted to take the same action, in the absence of the chair of the LAC.

Chairs of the LAC should record in writing any action taken outside of an LAC meeting and send this to all local governors and the Governance Professional at the earliest opportunity.

9. Removal of Local Governors

All appointments of local governors must be approved by the Board. Equally the Board may terminate the appointment of a local governor at any time and for any reason on giving written notice to the local governor.

Under the NCSF Scheme of Delegation, the Board may temporarily or permanently amend or revoke powers or responsibilities delegated to the LAC or amend or revoke the Scheme of Delegation in whole or in part. In these circumstances the Board may terminate the appointment of one or more local governors or remove the entire LAC at its discretion.

10 Review of Terms of Reference

The Board may review and amend these Terms of Reference at any time. Any amendments will be notified to the LAC and the LAC will be required to comply with the amended Terms of Reference from the effective date of the change.