

# **Local Governing Bodies: Constitution and Terms of Delegation**

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**King Edward VI Academy Trust Birmingham**

16 May 2022

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## 1 Introduction

This constitution and terms of delegation has been made by the Trustees of King Edward VI Academy Trust Birmingham (**Academy Trust**) in respect of King Edward VI Aston School, King Edward VI Camp Hill School for Boys, King Edward VI Camp Hill School for Girls, King Edward VI Five Ways School, King Edward VI Handsworth School, King Edward VI Sheldon Heath Academy and any schools that join the Academy Trust in the future (collectively the **Academies** and separately the **Academy**).

This constitution and these terms of delegation may only be altered, added to or repealed by the Trustees at a meeting held in accordance with articles 111A, 119A and 120A of the Academy Trust's articles of association (the **Articles**).

This means that this Scheme can be altered, added to or repealed only where:

- each Trustee has been given twenty one clear days' written notice (to include the agenda) of the meeting at which the revision of the Scheme is to be considered;
- a quorum of 75% (rounded up) of the Trustees holding office and entitled to vote is present;
- the greater of nine or two-thirds (rounded up) of those Trustees present and voting approve the alteration; and
- a majority of the Members in office approve the decision of the Trustees.

## 2 Remit

Broadly, the role of a Local Governing Body (**LGB**) is to provide focussed governance for the Academy at a local level. It monitors the Academy's key performance indicators and acts as a critical friend to the Principal, providing challenge where appropriate. More particularly, the role of the LGB is set out in the Academy Trust's "Decision Making Matrix" (as defined in the Articles).

The LGBs carry out their functions in relation to their respective Academy on behalf of the Trustees and in accordance with policies determined by the Trustees. The act of delegation from the Trustees to the LGBs is a delegation of powers, and not a delegation or shedding of responsibilities, and is in accordance with the Decision Making Matrix adopted by the Trustees.

## 3 Composition of Local Governing Bodies

Each LGB comprises a minimum of ten and a maximum of eighteen members (**Local Governors**), including:

- the Principal of the Academy;
- seven members appointed by the Trustees;
- one parent or guardian of a pupil at the Academy (**Parent Local Governor**) elected by the parents or guardians in accordance with paragraph 5.4.1;
- up to three Parent Local Governors appointed by the Trustees in accordance with paragraph 5.4.2;
- at least one, and up to three, employees of the Academy elected by the employees at the Academy (**Staff Local Governors**); and
- up to four members appointed by the Local Governors (**Co-Opted Governors**).

Each LGB shall have 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.

Those persons who were on the local governing board of any predecessor academy or on the governing board of any predecessor maintained school shall be deemed to have been appointed Local Governors at the date of transfer (or conversion as the case may be) for the purposes of these terms of delegation, but with any necessary reallocation of titles between the categories of governors being determined by the Chair of the LGB. Such persons shall be deemed to have been appointed subject to their existing terms of office.

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 Trustees from time to time, and shall make disclosures for the purposes of a criminal records check by the Disclosure and Barring Service.

#### **4 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 school hours (with prior arrangement with the Principal) and for evening and weekend events to get to know the Academy and to be visible to the Academy community; and
- attend training sessions for Local Governors, where possible.

#### **5 Appointment and particular responsibilities of Local Governors**

##### **5.1 Chair**

The Chair is appointed by the LGB. The term of office of the Chair is one year, but the Chair is eligible for reappointment at the end of that term.

The Local Governors are entitled to remove the Chair from office at any time, although this would be without prejudice to the individual's position as a Local Governor.

The Chair will ordinarily meet with the Principal and the Clerk to the LGB 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 liaise with the Clerk as necessary in setting the agenda for meetings;
- to report to the Trustees in writing following each LGB meeting, if requested;
- to give an oral summary of the LGB's deliberations if requested at meetings of the Board of Trustees; and

- to provide a direct link between the LGB and the Trustees.

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 Trustees, in consultation with the Chair of the LGB (or the Vice-Chair of the LGB in his or her absence), 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 Board of Trustees and of the LGB.

## 5.2 Vice-Chair

The Vice-Chair is appointed by the LGB. The term of office of the Vice-Chair is one year, but the Vice-Chair is eligible for reappointment at the end of that term.

The Local Governors are entitled to remove the Vice-Chair from office at any time, although this would be without prejudice to 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 Trustees.

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.

## 5.3 Staff Local Governors

The Staff Local Governors shall be elected by the staff at the Academy.

The responsibilities of the Staff Local Governors are to reflect the interests and opinions of teaching and support staff at the Academy to the LGB.

## 5.4 Parent Local Governors

A Parent Local Governor should be a parent of a registered pupil at the relevant Academy or where this is not reasonably practical, a person who is the parent of a child of compulsory school age.

The responsibilities of the Parent Local Governor are to reflect the interests and opinions of the Parent Body of the Academy to the LGB.

5.4.1 One Parent Local Governor for each LGB shall be elected in accordance with the process set out below:

- when a vacancy arises, the LGB will write to all parents of pupils at the Academy seeking nominees for the vacancy. Nominees will be asked to provide a short statement about why they are interested in being a Parent Local Governor and their background and experience that makes them suitable for the role
- in the event that the number of nominees equals the number of vacancies on the LGB, the LGB can choose to appoint any of those nominated
- if there are more nominees than places available, the LGB will write to all parents of pupils at the Academy asking them to vote for their preferred candidate for the vacancy

5.4.2 Up to three Parent Local Governors shall be appointed in accordance with the process set out below:

- when a vacancy arises the Principal and Clerk will determine potential nominees whose names shall be put to the Trustees for appointment to the LGB
- in the event that no potential nominees are identified by the Principal and the Clerk and notified to the Trustees, an election may take place in accordance with paragraph 5.4.1 to fill any vacancies arising

#### 5.5 **Other responsibilities**

Each LGB shall appoint from among its members individuals with specific responsibilities which shall include:

- a Local Governor with responsibility for special educational needs;
- a Local Governor with responsibility for safeguarding; and
- a Local Governor with responsibility for health and safety.

#### 5.6 **Clerk to the Local Governing Body**

The LGB shall appoint a Clerk to the LGB. The Clerk to the LGB may not be a Local Governor. In the absence of the Clerk, the LGB shall elect a replacement for the meeting.

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

- to set the agenda for meetings with the Principal and Chair
- 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 policies and their review dates;
- maintain a schedule of annual activity of the LGB;
- 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.

#### 5.7 **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 Academy Trust and the LGB;
- he or she is removed by the person or persons who appointed him. This does not apply in respect of a person who is serving as a Parent Local Governor;
- he or she is a Staff Local Governor who has ceased to be employed by the Academy Trust;
- he or she is a Staff Local Governor who continues to be employed by the Academy Trust but has ceased to work in the Academy for whom he/ she has been elected to the LGB; or
- he or she is removed by the Trustees in circumstances where they consider (acting reasonably) that it is in the best interests of the Academy Trust to remove the Local Governor.

## **6 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.

With the approval of the Chair, the Local Governors may invite persons who are not Local Governors (such as a member of a committee, any employee, any pupil, 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.

## **7 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 third 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; and
- the LGB has access to the appropriate equipment;

and 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.

## **8 Personal interests of Local Governors**

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

The income and property of the Academy must be applied solely towards the provision of the Objects as detailed in the Articles. The restrictions and procedures which apply to the Trustees in the Articles with regard to having a Personal Financial Interest shall also apply to the Local Governors.

Any Local Governor who has any duty or personal interest (including but not limited to any Personal Financial Interest) which conflicts or may conflict with his duties as a Local Governor shall:

- disclose that fact to the LGB as soon as he becomes aware of it;
- absent himself from any discussions of the LGB in which it is possible that a conflict will arise between his duty to act solely in the interests of the Academy and any duty or personal interest (including but not limited to any Personal Financial Interest) 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.



## 9 Committees of the Local Governing Body

The LGB may, with the prior agreement of the Trustees, 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 committees other than temporary, ad hoc committees required to deal with specific issues, must be agreed in advance with the Trustees, unless such committees are required urgently, in which event the Chair can authorise the establishment of the committee and report subsequently to the Trustees.

## 10 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 Trustees as soon as is reasonably practicable.

## 11 Delegation to the LGB

The LGB shall have the roles set out in the Decision Making Matrix and any other role that the Trustees agree shall be carried out by the LGB and that is communicated in writing to the Chair of the LGB.

For the avoidance of any doubt, Appendix 2 contains a list of reserved matters which are matters for consideration and determination by the Members and Board of Trustees and are not issues for determination by the Local Governors.

## 12 Intervention Rights

### Intervention in times of concern

The Board of Trustees remains ultimately responsible for the Academy Trust and the conduct of the Academies. The operation of the various elements of governance outlined in this Scheme and the Decision Making Matrix are crucial to its success. However, there will be circumstances (more the exception than the norm) where the Board of Trustees might need to intervene and, for example, withdraw delegated authority for a particular element of governance.

In such circumstances, the Board of Trustees, along with the Foundation Office Senior Leadership Team (which includes the Executive Director), would work closely with any Academy or Academies concerned and those involved in their governance who would be expected to promptly implement any advice or recommendations made by the Board of Trustees and the Foundation Office Senior Leadership Team.

The Board of Trustees reserves the right to review or remove any power or responsibility which it has delegated, in particular, in circumstances where serious concerns in the running of an Academy or Academies are identified (either internally within the Academy Trust or by a third party), including where:

- there are concerns about financial matters;
- insufficient progress is 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;

- the safety of pupils or staff is threatened, including a breakdown of discipline; or
- the Board of Trustees considers such removal of power or responsibility appropriate in all of the circumstances.

The intervention rights may only be exercised by the Trustees at a meeting held in accordance with articles 111A, 111B, 119A and 120A of the Academy Trust's Articles. This means that the intervention rights can be exercised only where:

- each Trustee has been given twenty one clear days' written notice (to include the agenda) of the meeting at which the exercise of the intervention rights is to be considered;
- a quorum of 75% (rounded up) of the Trustees holding office and entitled to vote is present;
- the greater of nine or two-thirds (rounded up) of those Trustees present and voting approve the exercise of the intervention rights; and
- a majority of the Members in office approve the decision of the Trustees.

In accordance with Article 111B, if the Chair or the Deputy Chair in his absence determines on the ground that the exercise of the intervention rights required urgent consideration, it shall be sufficient if the written notice and the copy of the agenda are given within such shorter period as he shall direct.

## 13 Funding

### The delegated budget

Within a multi academy trust, the trustees are entitled to determine that a proportion of the budget of each academy is held centrally (often known as 'top-slicing') for the following reasons:

- to be allocated to the provision of central services received by the academies;
- 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 and the academies within it.

The Foundation Office Senior Leadership Team will arrange for the provision of services to the Academy Trust in respect of the Academies in accordance with the provision of services agreement (the **PSA**) which will cover the following areas:

- Accounting Officer function
- Strategic and Educational Support
- Finance
- HR and Payroll
- Admissions
- Insurance
- Capital Bids
- Contract Management
- Governance and Governing Body support
- Company Secretarial Support
- Risk Management
- Internal Audit
- Marketing and Communications

- Widening Access

The PSA will be reviewed annually by the executive group (comprising the Principals, the Foundation Office Senior Leadership Team (including the Executive Director)) and the Board.

Transitional arrangements for new joiners will be determined on a case by case basis.

#### **14 Circulation list**

This constitution and these terms of reference shall be circulated to Trustees of the Academy Trust, all Local Governors, the Clerk to the LGB, the Executive Director, the Foundation Office Senior Leadership Team and others at the discretion of the Chair of the Trustees of the Academy Trust or the Chair of an LGB. This constitution and these terms of reference were approved and adopted by a resolution of the Trustees of the Academy Trust passed at a meeting held on 17 July 2017 and take effect from 1 September 2017.

**Date of next review: September 2023**

## Appendix 1 Local Governor declaration

The Trustees  
King Edward VI Academy Trust Birmingham  
Foundation Office  
Edgbaston Park Road  
Birmingham  
B15 2UD

[• 00 month year]

Dear Sirs

King Edward VI Academy Trust Birmingham (**Academy Trust**) - appointment as a Local Governor [at [Academy]]

I confirm that I wish to be a Local Governor in respect of the King Edward VI Academy Trust Birmingham in accordance with the 'Local Governing Bodies: Constitution and Terms of Delegation' prescribed by the Trustees of the Academy Trust from time to time in accordance with the Articles of Association.

I confirm that I am not disqualified from becoming a Local Governor by reason of any provision in the 'Local Governing Bodies: Constitution and Terms of Delegation' (and by extension the Articles of Association of the Academy 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 'Local Governing Bodies: Constitution and Terms of Delegation' (or as prescribed by the Trustees of the Academy Trust from time to time in accordance with the Articles).

Yours faithfully

Signed .....

Name .....

Date .....

## Appendix 2 Reserved matters

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 Academy Trust
- 2 To change the Objects (which would require Charity Commission and Secretary of State consent in any event)
- 3 To change the structure of the Board of Trustees
- 4 To amend the Articles of Association
- 5 To amend this Scheme (subject to complying with the Articles of Association)
- 6 To pass a resolution to wind up an Academy or the Academy Trust
- 7 To appoint the auditors ordinarily on the recommendation of the Trustees (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)

- 8 To change the name of the Academies
- 9 To determine the educational character, mission or ethos of the Academy Trust
- 10 To adopt or alter the constitution and terms of reference of any committee of the Board of Trustees (subject to complying with the Articles of Association)
- 11 To terminate a supplemental funding agreement for an Academy
- 12 To establish a trading company
- 13 To sell, purchase, mortgage or charge any land in which the Academy Trust has a proprietary interest which for the avoidance of doubt excludes any land in which the Academy Trust has a contractual interest only (e.g. a licence to occupy)
- 14 To approve the annual estimates of income and expenditure (budgets) and major projects
- 15 To appoint investment advisors
- 16 To sign off the annual accounts
- 17 To appoint or dismiss the Principals, the Company Secretary or the Clerk to the Trustees
- 18 To settle the division of executive responsibilities between the Trustees on the one hand and Executive Director, the Principals and the Chief Financial Officer on the other hand, and to settle the division of executive responsibilities between those individuals

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|----|--|
| 19 | To do any other act which the Funding Agreement expressly reserves to the Board of Trustees or to another body (including for the avoidance of doubt, terminating the Funding Agreement or any part of it) |
| 20 | To do any other act which the Articles expressly reserve to the Board of Trustees or to another body   |
| 21 | To do any other act which the Board of Trustees determine to be a Reserved Matter from time to time  |