



# Terms of Reference for Local Governing Committee

Effective from February 2025

This document applies to all academies and operations of Cambrian Learning Trust.

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| Document Control     |              |                    |              |
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The following key documents should be read in conjunction with these Terms of Reference.

**The Scheme of Delegation** - Prepared and maintained centrally by the Trust, this document describes how certain powers and responsibilities are delegated by the Board to executives, school leaders and governors.

**The LGC Annual Planner** - Prepared and updated centrally by the Trust, this document is used to help plan the work of the LGCs throughout the academic year and determine agenda setting.

These Terms of Reference and the associated Scheme of Delegated Authority will be reviewed on an annual basis, but the Trustees reserve the right to review and make amendments at any time. This may involve varying the extent of delegation, for example to reflect a change in capacity at local level.

## Introduction

Cambrian Learning Trust (“the Trust”) is governed by its Board of Trustees which is responsible for, and oversees, the management and administration of all schools and operations of the Trust.

Trustees are accountable to external authorities, including the Department for Education (DfE) and its Education and Skills Funding Agency (ESFA), for the quality of the education they provide and they are required to have systems in place through which they can assure themselves of quality, safety and good practice. They are responsible for the statutory compliance of all the schools in the Trust along with good financial management, good condition of school buildings and the health and safety of all people within the Trust.

Each school in the Trust is overseen by a Local Governance Committee (LGC). The constitution of the LGC is determined by the Board as set out in these Terms of Reference and the associated Scheme of Delegated Authority.

LGCs are committees of the Trust Board established to ensure good governance of the school. Operational leadership of the school is delegated to the Executive Headteacher/Headteacher. An Executive Headteacher may delegate day to day operation of the school to a Head of School.

The LGC sets the ethos and vision for the individual school ensuring it aligns with and can deliver the Trusts vision for all its schools. Local Governors are also responsible for monitoring and challenging pupil performance along with strong financial management; it will implement any applicable policies set by the Trust. It will align its reporting structures and timetables, including meetings, to those of the Trust.

The composition of the Cambrian Learning Trust’s Local Governance Committees is as follows:

Primary School (non-CofE)

6 governors appointed by the Trustees

1 headteacher (can include 1 head of school plus 1 exec head if applicable) (ex-officio)

1 staff member (elected by staff)

2 parents (elected by parents)

Primary School (non-CofE) – covering 2 schools

7 governors appointed by the Trustees

2 heads of schools (ex-officio)

1 executive head (ex-officio)

2 staff members (elected by staff) one from each school

2 parent (elected by parents) one from each school

Church of England Primary School (formally VC)

4 governors appointed by the Trustees

2 governors appointed by the Diocese

1 headteacher (can include 1 head of school plus 1 exec head if applicable) (ex-officio)

1 staff member (elected by staff)

2 parents (elected by parents)

Church of England Primary School (formally VA)

4 governors appointed by the Church Council

2 governors appointed by the Diocese

1 headteacher (can include 1 head of school plus 1 exec head if applicable) (ex-officio)

1 staff member (elected by staff)

2 parents (elected by parents)

Church of England All Through School

5 governors appointed by the Directors/Trustees

2 governors appointed by the Diocese

1 Exec headteacher (can include 1 head of school for both primary and secondary if applicable) (ex-officio)

2 staff members (one from primary and one from secondary, elected by staff)

2 parents (one from primary and one from secondary, elected by parents)

### Secondary School (non-CofE)

7 governors appointed by the Directors/Trustees

1 headteacher (can include 1 head of school plus 1 exec head if applicable) (ex-officio)

1 staff member (elected by staff)

3 parents (elected by parents)

The term of office for anyone serving on a LGC shall be four years, except that this time limit shall not apply to the Executive Headteacher or Headteacher.

Officers to the LGC will be entitled to attend every meeting of the LGC. At the first meeting of the year all officers to the committee should be noted. The following are examples of positions which support the work of the LGC as an officer to the committee – Head of School, School Business Manager.

Nominations for the Parent and Staff governors will be sought from their constituent bodies and will be subject to election via a ballot if the number of nominations received exceed the number of vacancies.

Subject to remaining eligible to be a particular type of governor, any parent or staff governors is entitled to stand for re-election. Any governor appointed by the Trustees may be considered for re-appointed. All persons appointed or elected to a LGC shall formally declare that they will uphold the Trust's Code of Conduct. The Trustees reserve the right to remove governors following any breach of the Code of Conduct.

## 1. General Provisions

1.1. Subject to the limitations set out in these Terms of Reference, the associated Scheme of Delegated Authority, any restrictions in the Trust's Internal Financial Regulations and Financial Policies and Staff Handbook/HR Manual and any individual limitations that may be notified to the LGC by the Trustees from time to time, the LGC has the following duties:

1.1.1. To advise the Trustees on strategic issues relating to the School;

1.1.2. To report to the Trustees both generally and specifically as the Trustees may require;

1.1.3. To oversee and control the financial performance of its School within the limits specified by the Trust's Finance and Operations Committee, including maintaining

such records as the Trustees may require, and advising the Trustees generally on financial issues in line with the Academy Trust Handbook;

- 1.1.4. To determine (and keep under review) such policies as the Trust may delegate to the LGC and to advise the Trust on the impact of Trust agreed policies;
- 1.1.5. To have oversight of the School's activities including monitoring and evaluating the standards and performance of the School, allocation of the delegated budget to support school improvement or development plans and the application of designated funding such as the Pupil Premium. In doing so it is required:
  - a) To effectively discharge all the duties delegated to them
  - b) To be aware of and take into account views of parents, pupils/students, staff and the wider community that its school serves and report on these as appropriate to the Trustees;
  - c) To review the curriculum on advice from the Executive Headteacher/Headteacher/Head of School;
  - d) To challenge and support the Executive Headteacher/Headteacher/Head of School in their functions and to receive and consider such reports as set out in the LGC activity planner and as the LGC may require;
  - e) To take all actions required to comply with statutory regulations and the Master Funding Agreement and Supplementary Funding Agreement including matters relating to student discipline, pupils/student and staff welfare, special educational needs, safeguarding, equality issues generally, religious education and collective worship, health and safety and the implementation of charging policies;
  - f) To implement the policies agreed by the Trustees with regard to admissions;
  - g) To implement the educational vision of the Trust at it applies to their school including developing reviewing and monitoring the strategic objectives which inform the specific actions captured by the School Development Plan;
  - h) To maintain the School estate in accordance with any guidelines set out by the Trust;
  - i) To implement the Trust's procurement policies in so far as they impact on the School;
  - j) To monitor expenditure by the School in accordance with policies determined by the Trustees;

- k) To ensure all HR policies and procedures are being implemented effectively and fairly when staff are appointed, appraised, disciplined and job description are developed or refined.

## 2. Sub-Committees and Delegation Powers of the LGC

- 2.1. Each member of the LGC shall act in the best interests of the School and the Trust at all times and must keep confidential all information of a confidential nature obtained by them relating to the School or the Trust.
- 2.2. The LGC in discharging its duties and responsibilities must take into account the functions delegated to an Executive Headteacher, Headteacher or Head of School, any such delegations are agreed by trustees (subject to any statutory requirements or trust limitations) **NO** individual or committee may delegate further unless expressly authorised to do so by the scheme of delegation. Any delegation of functions must be formal minuted.
- 2.3. The LGC may establish its own sub-committees to facilitate the efficient running of the School and to tie in the overarching governance timetable of the Trust together with statutory requirements – eg, pay committee, disciplinary committee, quality of education committee.
- 2.4. The LGC will review the sub-committee structure, terms of reference, constitution and membership of any sub-committee and all other delegations of power at least once each year, usually in the first meeting of the new academic year.
- 2.5. Minutes of every LGC meeting shall be made available to the Trustees. Every decision made by an individual or sub-committee of the LGC shall be reported to the next available meeting of the LGC.
- 2.6. Every Director of the Trust, including the Chief Executive and members of the Trust Executive Team shall be entitled to attend any meeting of the LGC and of any sub-committee established by the LGC by informing the Clerk in the normal way prior to the meeting.
- 2.7. Where appropriate based on the advice of the LGC clerk or trust governance lead copies of the minutes of sub-committee meetings are to be circulated to all members of the LGC and those who are entitled to attend LGC meetings.
- 2.8. Copies of all minutes and papers will be circulated at least 7 days before a meeting. All papers will be made available to Trustees and Executive Officers when requested and with the exception of confidential papers and minutes will be made available for inspection by any person requesting to see them.

### 3. Financial Management

- 3.1. The LGC shall at all times act in accordance with the Trust's Scheme of Delegated Authority, Internal Financial Regulations and Finance Policies; and the DfE's Academy Trust Handbook.

### 4. Chair & Vice Chair of the LGC

- 4.1. The role description for the Chair of the LGC can be found in the Governor Guide.
- 4.2. The Chair of the LGC will normally be appointed by the LGC following Board of Director approval of candidate nominations. The Local governance committee must contact the Chair of Trustees well in advance of an election, or immediately a vacancy becomes known, to agree the way forward and discuss the current needs of the individual school.
- 4.3. The Vice-Chair of the LGC shall be appointed by the LGC (via a secret ballot in every case).
- 4.4. The Chair and Vice-Chair shall be appointed for a period of 1 year at the first meeting of the academic year. They may be re-appointed for further terms as determined.
- 4.5. If both the Chair and Vice-Chair are absent from a meeting of the LGC, those Governors present may elect one of their number to chair that meeting.
- 4.6. Where there is a vacancy in the office of the Chair and the Vice-Chair the trustees will appoint an interim chair until a new permanent Chair can be appointed.
- 4.7. In exceptional circumstance when an urgent decision is required before the LGC is scheduled to next meet or is able to arrange an additional meeting the Chair may make a decision and the reasons for this decision being made and the rationale for the decision made must be reported and minuted at the next meeting of the LGC. Such decisions are limited to those that the LGC would normally take as per its defined roles and responsibilities in the Scheme of Delegated Authority.



## 5. Conduct and quorum of meetings of the LGC and sub-committees

5.1. Meetings of the LGC and any sub-committee it constitutes shall be convened and conducted in the same way as provided in the Articles of Association of the Trust for meetings of the Trustees of the Trust. Virtual meetings of the LGC will have the same status as physical meetings and the same protocols will apply.

5.2. For an LGC meeting, and any vote the quorum shall be calculated as follows:

### **Full LGC Meetings or Sub-Committees which will normally consist of 3 to 5 governors**

- Where the total number of Governors holding office at the date of the meeting is ten or higher, quorum shall be any one third (rounded up to a whole number).
- Where the total number of Governors holding office at the date of the meeting is nine or lower, quorum shall be three Governors.

**Please note:** LGCs need to take extra care to ensure enough Governors are in attendance to provide quorum if one or more Governors cannot vote due to a declaration of interest or when holding an election and the candidates must leave the room during discussion/voting, or where a Governor has a conflict of interest and is excluded from discussion/voting on a particular subject.

## 6. Role of the Executive Head/Headteacher

6.1. The Executive Head or Headteacher shall be appointed by the Trustees having sought views of the LGC, and, where the school is a Church of England school, sought the views of the Diocese.

6.2. The Executive Head/Headteacher shall be responsible to the LGC for:

- a) implementing the agreed policies and procedures laid down by the LGC including compliance with the Master Funding Agreement, the Supplementary Funding Agreement and all statutory and regulatory requirements;
- b) advising the LGC on strategic direction, forward planning and quality assurance; the leadership and management of the School;
- c) managing the delegated budget and resources and presenting financial information to the LGC for review;

- d) the appointment of the Deputy Headteacher and any other senior posts as the LGC may be authorised to determine with the agreement of the Chief Executive; the appointment panel for a Head of School, Deputy Headteacher or Assistant Headteacher may include a minimum of one LGC member the Chief Executive and or the Director of Education;
- e) the appointment of all other staff and (except to the extent directed otherwise by the Trustees and/or the LGC), the salary grading, allocation of duties, appraisal and discipline of all staff;
- f) the Executive Head/Headteacher will seek approval from the Chief Executive to explore possibilities of joint appointments across schools in the Trust in order to facilitate the effective delivery of services and the efficient use of resources;
- g) the maintenance of good order and discipline by the pupils, may be where appropriate delegated to a Head of School,
- h) implementation of a suspension or exclusions in accordance with legal requirements, within any framework laid down by the LGC; may only be actioned by an Executive Headteacher or Headteacher/Head of School (and deputies in the absence of a Head) and
- i) all such additional functions as may be assigned under the persons job description or contract of employment.

## 7. Conduct of Staff

- 7.1. The Trust is the legal employer of all of the staff in Trust Academies.
- 7.2. The Executive Head/Headteacher/Head of School is responsible for implementing the human resource policies, procedures and terms and conditions of service for all the school(s) employees including the upholding of appropriate rules for the conduct of staff. Changes to such policies and procedures are determined at trust level.
- 7.3. The Executive Head/Headteacher/Head of School shall be responsible for the appointment and management of all staff to be employed at the School provided that they shall:
  - a) have the delegated authority to make such appointments;
  - b) comply with all policies dealing with staff issued by the Trustees from time to time;
  - c) take account of any terms set by the Trustees;

d) adopt any standard contracts or terms and conditions for the employment of staff issued by the Trustees including National Pay and Conditions for both teaching staff and support staff.

7.4. The LGC will have oversight of the appraisal of all staff and shall ensure effective procedures are in place for the proper professional and personal development of staff.

7.5. The Chair of the LGC (or someone appointed by the Chair) and the Chief Executive acting on behalf of the Board shall manage the performance management/appraisal of the Executive Headteacher/Headteacher. The Executive Headteacher along with the Chair of the LGC shall manage the performance management/appraisal of the Head of School.

7.6. A panel of Trustees will hear any appeals relating to pay increases.

## 8. Premises and Risk

8.1. The LGC shall have regard at all times to the safety of the users of the buildings and the facilities and the legal responsibilities of the Trustees (and/or any others) as owners of such buildings and facilities.

8.2. The LGC shall advise the Trustees as required on matters relating to estate management strategy, the suitability of building and facilities in light of long term curriculum needs and the need for and availability of capital investment. Any capital bids will be coordinated through the Trust.

8.3. Ensuring the land and buildings used by the School will be the responsibility of the Trustees.

8.4. The Executive Head/Headteacher/Head of School will notify the Chief Financial Officer as soon as reasonably practicable following the occurrence of an event in respect of which an insurance claim is necessary. The responsibility for ensuring the insurers are notified rests with the Chief Executive Officer. The Trustees and the LGC will provide each other with all necessary information and assistance as may be helpful in the management of any insurance claims.

8.5. Health & Safety oversight and reporting must be carried out in line with Trust procedures and deadlines.

8.6. The Chief Executive Officer will ensure that an annual health & safety audit is carried out and the LGC will ensure school leaders carry out any recommendations in the required timescales.

## 9. Conflicts of Interest

- 9.1. The income and property of the School must be applied solely towards the provision of the Objects as detailed in the [Articles of Association](#). The LGC members will need to complete an annual declaration of their business interests, conflicts and related party matters.
- 9.2. Any member of the LGC who has any duty or personal interest (including but not limited to any Personal Financial Interest) which conflicts, may conflict or be perceived to conflict with her/his duties as a member of the LGC shall disclose that fact to the other members of the LGC and/or chair of trustees if appropriate as soon as she/he becomes aware of it.
- 9.3. A member of the LGC **must** absent themselves from any discussions of the LGC or any committee in which it is possible that a conflict will arise between his/her duty to act solely in the interests of the School and any duty or personal interest (including but not limited to any Personal Financial Interest).
- 9.4. Any disagreement between the members of the Local Governance Committee and the Exec Head/Headteacher/Head of School or any subcommittee of the Local Governance Committee shall be referred to the Trustees for their determination. The determination of the CEO/Chair of Trustees/Trust Governance professional will be final.

## 10. Other matters

- 10.1. The LGC will keep apprised of and comply with all policies of the Trustees.
- 10.2. The Trustees and all members of the LGC have a duty to act independently and not as agents of those who may have appointed them and will act with integrity, objectivity and honesty in the best interests of the Trust and the School and shall be open about decisions and be able to justify those decisions except in so far as any matter may be considered confidential.
- 10.3. The responsibility for the satisfaction and observance of all regulatory and legal matters shall be the Trustees but the LGC shall do all such things as the Trustees may specify as being necessary to ensure that the Trust is meeting its legal obligations.
- 10.4. The LGC will review its procedures and practices on a regular basis, having regard to recommendations made by the Trustees and Trust policies and expected practices, in order to ensure the governance of the School is able to adapt to the changing political and legal environment.

- 10.5. The LGC shall provide such data and information regarding the business of the School and the pupils attending the School as the Trustees may require from time to time.
- 10.6. The LGC shall obtain a DBS certificate for each of its governors.
- 10.7. The LGC will ensure that all annual reports are produced on a timely basis.
- 10.8. The LGC will regularly review the school web site to ensure that all required information is published in a timely manner and the information available is up to date.
- 10.9. The LGC shall submit to any inspections by the Trustees, any officer of the trust and inspections pursuant to Section 48 of the Education Act 2005.
- 10.10. The LGC will ensure the requirements of Keeping Children Safe in Education are adhered to and all safeguarding and equalities duties held by them are discharged by effectively and in a timely manner.
- 10.11. The LGC will ensure that all complaints are recorded and dealt with in accordance with the agreed Trust Complaints Policy and The Education (Independent Schools Standard) Regulations 2014; this includes keeping complaints available for inspection by Ofsted - the Chief Executive may also request to see the file.
- 10.12. The LGC will ensure that all complaints are recorded and dealt with in accordance with the agreed Trust Complaints Policy and The Education (Independent Schools Standard) Regulations 2014; this includes keeping complaints available for inspection by Ofsted - the Chief Executive may also request to see the file.

## 11. Indemnity

- 11.1. Subject to the provisions of the Companies Act 2006 every member of the LGC or other officer acting in relation to the School shall be indemnified by the Trust against any liability incurred by him/her in that capacity in defending any proceedings, whether civil or criminal in which judgement is given in favour of or in which he/ she is acquitted, or in connection with any application in which relief is granted to him/her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Trust.

## 12. Effective date

- 12.1. These Terms of Reference shall come into effect on the effective date shown on the first page of this document, and whilst subject to annual review, they will continue until revised by the Trustees.

