

## **Newham Community Learning - Local Governing Bodies: Terms of Reference**

As per the Trust's articles of association, the local governing bodies of all our schools are committees of the Trust Board, which act in accordance with these terms of reference. As a committee, the local governing bodies are also subject to the Leadership and Governance Decision Planner, part of the Scheme of Delegation.

Last updated: September 2022

Applies to: Newham Community Learning

Approved by: Trust Board, 13 October 2022



[newhamcommunitylearning.org](https://newhamcommunitylearning.org)

Tel: 0203 102 4002 | Email: [ceo.pa@newhamcommunitylearning.org](mailto:ceo.pa@newhamcommunitylearning.org) | [@NCLTrust](https://twitter.com/NCLTrust)  
Newham Community Learning, Pretoria Road, London E16

Newham Community Learning is a charitable company limited by guarantee and registered in England and Wales.  
Company Number 09896221. Registered office: Newham Community Learning, Pretoria Road, London E16.

## Contents

<b>1. Newham Community Learning: Local Governing Bodies - Terms of Reference</b>	<b>3</b>
1.1. Introduction	3
1.2. Constitution	3
1.3. Term of Office	3
1.4. Resignation and Removal of members of the Local Governing Body	4
1.5. Appointment of the Chair and Vice-Chair	4
1.6. Meetings	5
1.7. Quorum	6
1.8. Notices	7

# 1. Newham Community Learning: Local Governing Bodies - Terms of Reference

## 1.1. Introduction

A Local Governing Body (LGB) shall be established for each of the Schools, except where the Trust Board determines in a particular case that more than one School should be governed by the same LGB.

The purpose of the Local Governing Body is to provide local accountability and day to day support and oversight of the School's leadership team.

The roles and responsibilities of the Local Governing Body are set out in the Trust's Leadership and Governance Decision Planner, which forms part of the Scheme of Delegation.

## 1.2. Constitution

A Local Governing Body shall be comprised of the following Governors appointed by the Local Governing Body in accordance with any policy adopted from time to time by the Trust Board (complying with any specific direction issued by the Trust Board):

- [4+] A minimum of 4 and a maximum of 8 NCL Governors (appointed by LGB)
- 2 Parent Governors (elected)
- 2 Staff Governors (elected)
- Headteacher (ex officio)

The Local Governing Body will thus have a maximum of 13 members. The Trust Board will ensure that there is representation from the staffing body and from parents on the Local Governing Body. The Local Governing Body may co-opt (ie. appoint) new NCL Governors but those appointments are subject to the approval of the Trust Board, and the Trust Board Governance Professional must be kept informed of all changes to the membership of the LGB.

The Local Governing Body may also allow advisers (including other members of staff in the School) to attend meetings provided they do not take part in any decision making. All Governors must undertake to uphold the object and mission of the Trust and must comply with the Governor Code of Conduct available on the Trust's website.

## 1.3. Term of Office

The term of office for any Governor shall be 4 years (save that this time limit shall not apply to the Headteacher or any post which is held ex officio, who will serve for as long as he or she remains in



office). Subject to remaining eligible to be a particular type of Governor, any person may be reappointed or re-elected to the Local Governing Body.

#### **1.4. Resignation and Removal of members of the Local Governing Body**

A Governor shall cease to hold office if he or she resigns his or her office or is removed by the Trust Board (which the Trustees reserve the power to do without the need to provide any reasons for removal). Any vacancy on a Local Governing Body will trigger an appropriate appointment or election, depending on the nature of the vacancy.

Any person who would not be eligible to be a Trustee in accordance with the Trust Federation's Articles of Association or under the School Governance (Constitution) (England) Regulations 2012 will not be eligible for appointment or election to the Local Governing Body and must resign from the Local Governing Body if they become ineligible. Details of eligibility to serve as a Governor are set out in the Governor Code of Conduct.

If any Governor is also an employee of the Trust and ceases to be employed to work at the School or within the Trust, then he or she shall be deemed to have resigned from the Local Governing Body and shall cease to serve on the Local Governing Body automatically on termination of his or her employment at the School/Trust.

In the case of parent governors, should a governor's child have completed their education at the relevant School, the governor may, at the discretion of the Trust Board, continue serving in the role of parent governor until the end of their current term. Should they then wish to serve an additional term, in a different capacity, this will be considered by the Local Governing Body at the relevant time.

Where a person who serves on the Local Governing Body resigns his or her office or is removed from office, that person or, where he or she is removed from office, those removing him or her, shall give written notice thereof to the Chair of the Local Governing Body, copied to the Clerk to the Local Governing Body.

#### **1.5. Appointment of the Chair and Vice-Chair**

Subject to any direction by the Trust Board, Governors shall each school year (typically at the first meeting of the year) elect a Chair and Vice-Chair from among their number (excluding anyone who is an employee of the Trust).

The Chair and Vice Chair will cease to hold office if they no longer serve as a Governor. The same person cannot hold more than one office.

The Clerk to the Local Governing Body shall act as chair during that part of any meeting at which the Chair and Vice Chair are elected.

Any election of the Chair and Vice Chair which is contested shall be held by secret ballot.

More details as to the role and responsibilities of the Chair are set out in the Governor Competence and Conduct Overview.

## 1.6. Meetings

The minutes of the proceedings of a meeting of the Local Governing Body shall be drawn up and entered into a book (electronic or otherwise) kept for the purpose by the person authorised to keep the minutes of the Local Governing Body and shall be signed (subject to the approval of the members of the Local Governing Body) at the same or next subsequent meeting by the person acting as chair thereof. The minutes shall include a record of:

- all appointments of officers made by the Local Governing Body; and
- all proceedings at meetings of the Local Governing Body and of committees of the Local Governing Body including the names of all persons present at each such meeting.

The Chair shall ensure that copies of minutes of all meetings of the Local Governing Body (and such of the subcommittees as the Local Governing Body shall from time to time notify) shall be provided to the Chief Executive Officer as soon as reasonably practicable after those minutes are approved.

Subject to this Scheme of Delegation, the Local Governing Body may regulate its proceedings as Governors think fit, provided at all times that there is openness and transparency in matters relating to the Local Governing Body. The Local Governing Body is expected to meet at least once a term but may meet more often if felt appropriate or if requested to meet by the Trust Board.

The Trust Board may direct the Local Governing Body to allow Trustees, any member of the Trust Federation's Executive Team in place, any member of the Executive Group or a Governor from another Local Governing Body in the Trust to attend meetings of the Local Governing Body. Such persons may engage in discussion but will not be permitted to vote on any resolution of the Local Governing Body.

Meetings of the Local Governing Body shall be convened by the clerk to the Local Governing Body. In exercising his/her functions under this Scheme of Delegation the clerk shall comply with any direction:

- given by the Local Governing Body; or
- given by the Chair or, in his absence or where there is a vacancy in the office of chair, the Vice-Chair.

Any three Governors may, by notice in writing given to the clerk, requisition a meeting of the Local Governing Body; and it shall be the duty of the clerk to convene such a meeting as soon as is reasonably practicable.



Each Governor shall be given at least seven clear days before the date of a meeting:

- notice thereof and sent to each Governor at the email address provided by each Governor from time to time; and
- a copy of the agenda for the meeting;

provided that where the Chair or, in his or her absence or where there is a vacancy in the office of Chair, the Vice-Chair, so determines on the ground that there are matters demanding urgent consideration, it shall be sufficient if the notice of a meeting, and the copy of the agenda thereof are given within such shorter period as he or she directs.

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

A resolution to rescind or vary a resolution carried at a previous meeting of the Local Governing Body shall not be proposed at a meeting of the Local Governing Body unless the consideration of the rescission or variation of the previous resolution is a specific item of business on the agenda for that meeting.

A meeting of the Local Governing Body shall be terminated forthwith if:

- the Governors so resolve; or
- the number of Governors present ceases to constitute a quorum for a meeting of the Local Governing Body in accordance with the provisions described above.

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.

Where the Local Governing Body resolves to adjourn a meeting before all the items of business on the agenda have been disposed of, the Local Governing Body shall before doing so determine the time and date at which a further meeting is to be held for the purposes of completing the consideration of those items, and it shall direct the clerk to convene a meeting accordingly.

### 1.7. Quorum

The quorum of any Governing Body or its committee is:

- three members of the committee if there are up to and including nine members of the Local Governing Body or committee; or
- four members of the committee if there are ten or more members of the Local Governing Body or committee



The proceedings of the Local Governing Body shall not be invalidated by any vacancy on the board or any defect in the election, appointment or nomination of any Governor, providing the defect was not dishonestly made.

The Local Governing Body may act notwithstanding any vacancies on its board, but, if the number of persons serving is less than the number fixed as the quorum, the continuing persons may act only for the purpose of filling vacancies or of calling a general meeting.

Subject to this Scheme of Delegation, every question to be decided at a meeting of the Local Governing Body shall be determined by a majority of the votes of the persons present and entitled to vote on the question. Every Governor shall have one vote.

Where there is an equal division of votes, the Chair shall have a casting vote in addition to any other vote he or she may have.

A resolution in writing, signed by all the persons entitled to receive notice of a meeting of the Local Governing Body, shall be valid and effective as if it had been passed at a meeting of the Local Governing Body duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the members of the Local Governing Body and may include an electronic communication by or on behalf of the member indicating his or her agreement to the form of resolution providing that the member has previously notified the Local Governing Body in writing of the email address or addresses which the Governor will use.

Minutes of meetings of the Local Governing Body shall be published redacting any aspect which is confidential or it would not be appropriate to disclose in light of the Data Protection Act 2018.

Any Governor shall be able to participate in meetings of the Local Governing Body by telephone or video conference provided that the Governor has indicated prior to the meeting a wish to do so and has provided appropriate details to enable this and the meeting has access to suitable equipment.

## **1.8. Notices**

Any notice to be given to or by any person pursuant to these Terms of Reference and more generally the Scheme of Delegation (including a notice calling a meeting of the Local Governing Body) shall be in writing or shall be given using electronic communications to an address for the time being notified for that purpose to the person giving the notice. In this Scheme of Delegation, "address" in relation to electronic communications, includes a number or address used for the purposes of such communications.

A notice may be given by the Local Governing Body to its members either personally or by sending it by post in a prepaid envelope addressed to the member at his or her registered address or by leaving it at that address or by giving it using electronic communications to an address for the time being notified to the Local Governing Body by the Governor. A member whose registered address is

not within the United Kingdom and who gives to the Local Governing Body an address within the United Kingdom at which notices may be given to him, or an address to which notices may be sent using electronic communications, shall be entitled to have notices given to him or her at that address, but otherwise no such member shall be entitled to receive any notice from the Local Governing Body.

A Governor present, either in person or by proxy, at any meeting of the Local Governing Body shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.

Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted or, in the case of a notice contained in an electronic communication, at the expiration of 48 hours after the time it was sent.

