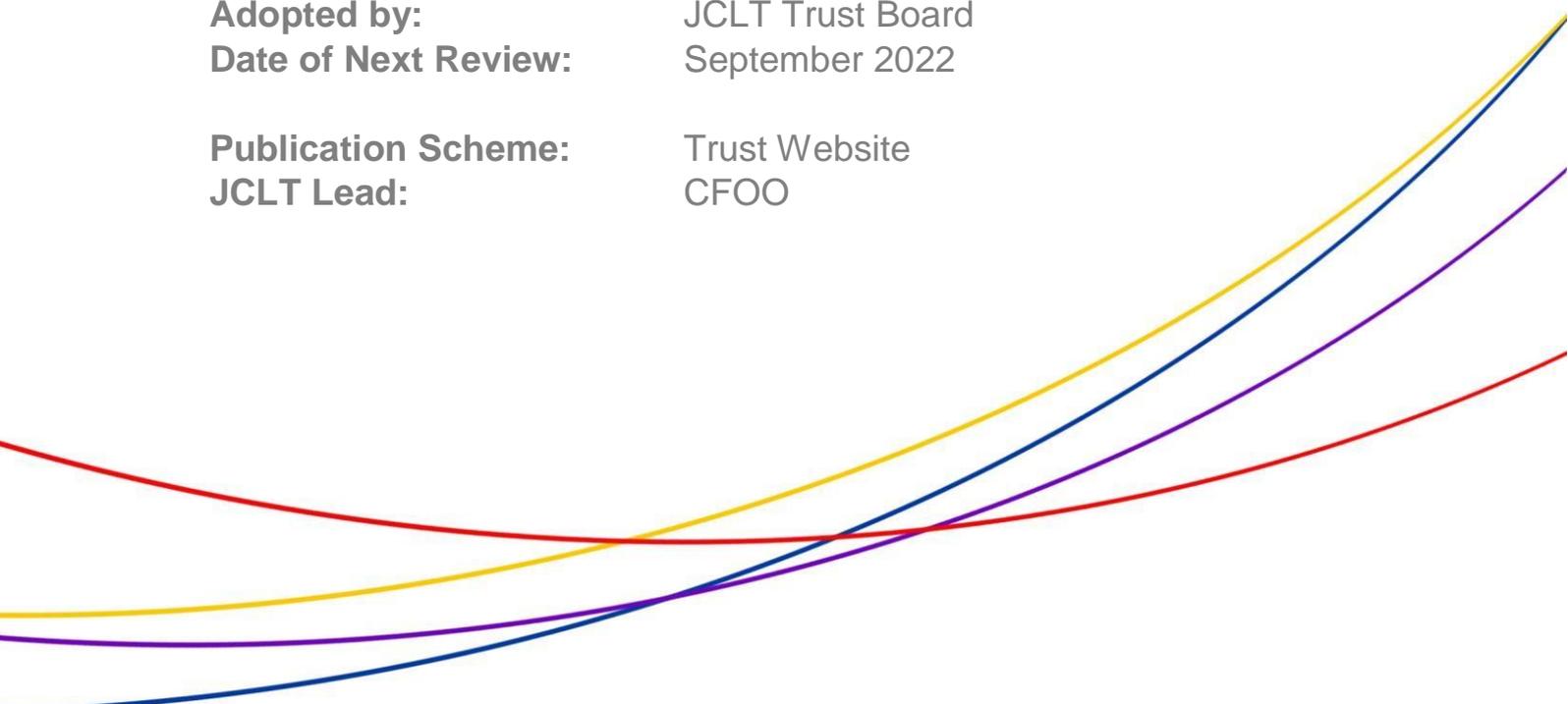




**JAMES COOK
LEARNING TRUST**

Governance Framework and Delegation Schedule

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1. Introduction

The purpose of this document is to set out the arrangements for ensuring James Cook Learning Trust¹ has an effective framework for governance and accountability which:

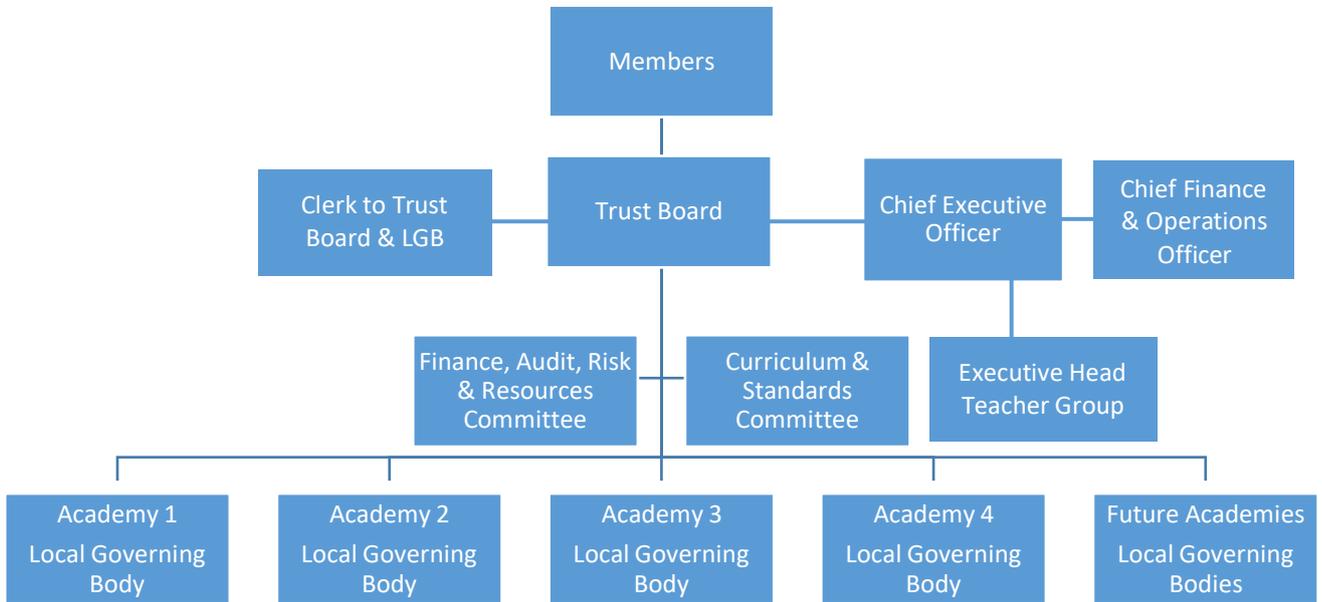
- makes clear the responsibilities for the strategic direction and operational management of the Trust;
- ensures that the Trust is compliant with DfE requirements, company and charity law;
- meets the requirements of the Academy Trust Handbook, Funding Agreement and the Articles of Association.

This document will be reviewed at least annually to take account of any changing circumstances and to reflect learning and feedback over time about JCLT's performance.

The diagram on the following page provides an overview of the governance structure.

¹ For the rest of this document, the term 'Trust' or 'JCLT' will be used.

2. Overview of Governance Structure



3. Summary of Roles and Responsibilities

Members

Every trust has members who have a similar role to shareholders of a company limited by shares. They:

- are the subscribers to the memorandum of association (where they are founding members)
- may amend the articles of association subject to any restrictions created by the funding agreement or charity law
- may, in certain circumstances, appoint new members or remove existing members
- have powers to appoint and remove trustees in certain circumstances
- may, by special resolution, issue direction to the trustees to take a specific action
- appoint the trust's auditors and receive the audited annual accounts (subject to the Companies Act)
- have power to change the company's name and, ultimately, wind it up.

Trustees

The Trustees are both Charity Trustees and Company Directors, who have ultimate accountability for the way in which the academies within the Trust are managed.

The trustees should focus on three core functions:

- 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 performance management of staff
- overseeing and ensuring effective financial performance.

The Chair

The chair is responsible for ensuring the effective functioning of the board and for setting professional standards of governance and accountability for the board.

Chief Executive Officer (CEO) & Accounting Officer

The CEO is responsible for:

- enabling the trust to deliver its vision and aims.
- ensuring the efficient and effective management of the Trust
- securing high standards of teaching and pupil progress.

The Trust Board has also designated the CEO as the Accounting Officer for the Trust – this role includes specific responsibilities for financial matters. It includes a personal responsibility to Parliament, and to ESFA's accounting officer, for the trust's financial resources.

The accounting officer must take personal responsibility (which must not be delegated) for assuring the board that there is compliance with the funding agreement and Academy Trust Handbook.

The appointment of an accounting officer does not remove the trustees' responsibility for the proper conduct and financial operation of the trust.

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Chief Financial Officer and Operating Officer (CFOO)

The board has appointed a Chief Finance and Operations officer (CFOO), who is the trust's finance director, business manager or equivalent, to whom responsibility for the trust's detailed financial procedures is delegated. The CFOO should play both a technical and leadership role.

The CFOO need not discharge all their duties personally. The trust may employ additional staff or contractors with the relevant skills and knowledge at the appropriate time.

Clerk to the Trust Board

The Trust Board appoints a Clerk to assist the Board with:

- administrative and organisational support
- guidance on compliance with the appropriate legal and regulatory framework
- advice on procedural matters relating to operation of the board

Delegated Functions

The Trust Board may discharge its responsibilities by delegating functions in accordance with the Trust's Articles of Association, Funding Agreement and Academy Trust Handbook. The Trust has approved a committee structure and delegated responsibility as follows:

Curriculum & Standards Committee

The Trust Board has delegated responsibility to the Curriculum and Standards Committee to:

- oversee the quality of teaching and learning, and standards achieved by pupils, across the Trust;
- provide support, advice and challenge across all Academies to enable the Trust Board to evaluate performance and its impact on pupil outcomes.

Finance, Audit, Risk and Resources Committee

The Trust Board has delegated responsibility to the Finance, Audit and Resources Committee to:

- support and advise the JCLT Board in ensuring the financial viability of the Trust.
- ensure the effective use of resources across the Trust and Academies.
- direct the trust's programme of internal scrutiny and report to the board on the adequacy of the trust's financial and other controls and management of risks.
- compliance with the Academy Trust Handbook and other regulatory requirements.

Executive Head Teacher Group – in their individual capacity, each Head Teacher will ensure the effective management and strategic direction of their respective Academy in line with the Trust's vision, aims, Development Plan and delegation arrangements. As a group, their role is to:

- support the CEO in achieving the overall vision and objectives set by the Trust Board.
- support the CEO and JCLT Board by providing information, advice and recommendations regarding academic and financial performance and standards.
- take a strategic lead, as a group or as individuals, in the delivery of key priority themes as identified in the JCLT Development Plan.

Local Governing Bodies (LGB) - will be accountable to the Trust Board for ensuring individual Academies are managed effectively, taking account of the vision and aims of the Trust and adhering to any Trust-wide policies. Their key roles are:

- to ensure an Academy Development Plan is in place reflecting key priorities for the Academy and the Trust, and to monitor and review outcomes of the Development Plan;
- to hold their Academy to account by monitoring and reviewing its academic and financial performance and its impact on pupil outcomes;
- to support the Trust Board by ensuring regular reporting on matters relating to their Academy's academic and financial performance, in line with the agreed reporting schedule.

Further detail on these roles and responsibilities are set out in Terms of Reference, and a Delegation Schedule, as set out in this Governance Framework document. All Members, Trustees, Committees, Officers and Local Governors must adhere to these requirements.

4. Principles for Effective Governance

The Governance Handbook describes the following features of effective governance:

- strategic leadership that sets and champions vision, ethos and strategy
- accountability that drives up educational standards and financial performance
- people with the right skills, experience, qualities and capacity
- structures that reinforce clearly defined roles and responsibilities
- compliance with statutory and contractual requirements
- evaluation of governance to monitor and improve its quality and impact

Trustees have statutory duties and must comply with the trust's charitable objects, with company and charity law, and with their funding agreement. Company directors' duties are described in sections 170 to 181 of the Companies Act 2006, but in summary are to:

- act within their powers
- promote the success of the company
- exercise independent judgement
- exercise reasonable care, skill and diligence
- avoid conflicts of interest
- not accept benefits from third parties
- declare interest in proposed transactions or arrangements

The trustees must ensure regularity and propriety in use of the trust's funds, and achieve economy, efficiency and effectiveness – the three elements of value for money.

Trustees and Local Governors will:

- Recognise their duty to act independently and not as agents of those who appointed them.
- Act with integrity, objectivity and honesty in the best interests of JCLT and their Academies.
- Be open about decisions and be prepared to justify those decisions except in so far as any matter may be considered confidential.
- Prepare for and make an active contribution at Trust / Committee / LGB meetings.

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- Champion the Trust and their Academies in the local community.
- Comply with agreed arrangements for visiting their Academy / Academies.

Pecuniary Interest – Trustees and Local Governors shall complete a register of their relevant personal and business interests, which will be reviewed annually and published in summary on the Trust Board or Academy website as appropriate.

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

- Disclose that fact to the Trust Board or LGB (as appropriate) as soon as they become aware of it.
- Absent themselves from any discussion of the Trust Board, Committee, or LGB in which a possible conflict may arise between their personal interest and that of the Trust or Academy.
- Withdraw from any meeting for the duration of that item, unless expressly invited to remain in order to provide information.
- Not be counted in the quorum for that part of any meeting
- Withdraw during the vote and have no vote on the matter.

All Members, Trustees and Local Governing Body Governors must adhere to the ‘Nolan Principles’ of public life which are:

Selflessness – holders of public office should act solely in terms of the public interest. They should not do so to gain financial or other benefits for themselves, their family or their friends.

Integrity – holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might seek to influence them in the performance of their official duties.

Objectivity – in carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit.

Accountability – holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.

Openness – holders of public office should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands it.

Honesty – holders of public office have a duty to declare any private interest relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.

Leadership – holders of public office should promote and support these principles by leadership and example.

All Members, Trustees and Local Governors are encouraged to attend training regularly, to review training needs annually, and to undertake skills audits as part of their training plans.

5. Terms of Reference – JCLT Board

The main purpose of the Trust Board is to:

- determine, monitor and review the overall strategic direction of JCLT in line with its agreed academic and financial objectives;
- be responsible for managing JCLT's assets;
- hold all Academies in the Trust to account, through the Head Teachers and Local Governing Bodies, for educational and financial performance and sound governance;
- oversee the financial performance and compliance of the Academies, ensuring they are in line with company and charity law, the Academy Trust Handbook and JCLT's funding agreement with the DfE.

Key responsibilities

1. Agree and implement a JCLT Development Plan, setting key strategic objectives and targets and reviewing performance against these.
2. Develop, monitor and keep under review a Risk Management Strategy for the Trust
3. Ensure appropriate Academy Development Plans and Risk Registers are in place, and monitor implementation of these.
4. Develop and approve policies that are common to all Academies within the Trust, in line with the Delegation Schedule.
5. Ensure a rigorous focus on high standards of pupil achievement across all Academies in the Trust.
6. Ensure strong and effective arrangements are in place across the Trust for safeguarding all children.
7. Ensure finances and contracts are managed in line with the allocation of duties and responsibilities set out in the Delegation Schedule.
8. Evaluate academic and financial performance across the Trust taking account of agreed performance indicators and outcome measures set out in the JCLT Development Plan and each Academy Development Plan.
9. Identify and commission appropriate support and intervention strategies for individual Academies as required.
10. Oversee and improve the effectiveness of the delivery of centrally provided services.
11. Ensure common human resource policies, procedures, performance management arrangements, and terms and conditions of service are in place and are delivered in accordance with the Delegation Schedule.

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12. Appoint the CEO, CFOO and individual academy Head Teachers
13. Put in place public relations activities to promote the activities of the Trust and its Academies to prospective parents, potential future JCLT partners, and the wider community.
14. Appoint the Clerk to the Trust Board, to any Committees of the Board, and to the LGBs (in consultation with those LGBs).
15. Agree the reporting requirements between the Trust Board and LGBs to enable monitoring and evaluation of Academy performance to be undertaken effectively.
16. Monitor the work, performance and effectiveness of the LGBs and implement any necessary change in their membership or delegated powers, including the appointment of a Local Advisory Board.
17. Determine the establishment, constitution, proceedings and delegated powers and functions of JCLT Committees, Local Governing Bodies, and the Executive Head Teacher Group; and review these annually.
18. Ensure that the JCLT Board and LGBs regularly review their effectiveness, including skills audits.
19. To participate as required by the Delegation Schedule, in any arrangements for hearings or appeals in relation to pupil related matters, including exclusions, appeals, and complaints.
20. Comply with all reporting and communication requirements across the Trust, in line with the Reporting and Communication Schedule which forms part of this Governance Framework.
21. Ensure on an annual basis that a balanced budget is approved and the approval minuted, ensuring that budget forecasts are accurate, based on realistic assumptions and reflective of lessons learned from previous years.
22. Ensure decisions about executive pay follow a robust evidence-based process
23. Ensure that all ESFA returns are made to the ESFA in a timely manner
24. Ensure audited Annual Accounts are filed in line with ESFA direction, Charities law and Companies Law
25. Approve the appointment of Bankers, banking arrangements and signatories.

Membership and Meetings

1. The number of Trustees shall be not less than three but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum. Members may appoint up to 11 Trustees. Trustees may co-opt Trustees to the Trust board. Providing that the Chief Executive Officer agrees so to act, the Members may by ordinary resolution appoint the Chief Executive Officer as a Trustee.

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2. The quorum for meetings of the Trustees will be three voting Trustees.
3. The term of office for all Trustees will be four years, save that this time limit shall not apply to any post which is held ex-officio.
4. Co-opted Local Governing Body Governors may be required on occasion and if this is the case their period of office will be determined by the Trustees.
5. The Chief Finance and Operations Officer (CFOO) will usually attend in an advisory capacity; other staff may be invited when required.
6. Where an issue is being discussed that directly affects a Trustee or the CEO/CFOO an interest must be declared and the individual must withdraw from the meeting.
7. Any Trustee may attend, but not vote at, any Trust Committees of which they are not a member and LGB meetings, by arrangement with the Chair of the meeting.
8. The Governance Clerk will: liaise with the Chair and CEO to draw up an agenda in good time prior to each meeting (usually two weeks beforehand); circulate the agenda and relevant papers at least one week before each meeting; and produce a succinct record of the business of each meeting (within two weeks), clearly indicating actions agreed and relevant timescales and responsibilities.
9. All decisions made by committees with delegated powers must be reported to the next full meeting of the JCLT Board.
10. The Chair and Vice Chair of the Trustees will be elected from among the members of the Trust Board at the first meeting of the academic year. A Trustee who is employed by the Academy Trust shall not be eligible for election as chairman or vice-chairman.
11. Chairs of each committee will be elected at the first meeting of the academic year.
12. The Board and its Committees will meet in line with the requirements of the Academy Trust Handbook.
13. Where a delay in exercising any function of the Trust Board would be likely to be seriously detrimental to the interests of:
 - an Academy in JCLT or the Trust itself;
 - any pupil(s) at an Academy in JCLT, or their parent(s); or
 - a person who works at an Academy in JCLT or works directly for the Trust;that function can be delegated to the Chair of the Trust Board or, in his/her absence, the Vice-Chair of the Trust Board.
14. If any delegated functions are exercised for the reasons specified above, the Chair or Vice-Chair will report to the next meeting of the JCLT Board or appropriate Committee if that function has been delegated to a Committee.

6. Terms of Reference – JCLT Board Curriculum & Standards Committee

Delegated Authority

The Curriculum & Standards Committee is a Committee of the JCLT Board and is authorised to undertake any activity within its terms of reference, or as specified in the Delegation Schedule, or specifically delegated to it by the Trustees for any other purpose.

The main purpose of the Committee is to:

- oversee the quality of teaching and learning, and standards achieved by pupils, across JCLT.
- provide support, advice and challenge to enable the JCLT Board to evaluate performance and its impact on pupil outcomes.

Key responsibilities

1. Monitor and evaluate standards of teaching and learning across JCLT, to ensure all pupils receive a high quality learning experience based on a broad and balanced curriculum, in line with JCLT's overall aims.
2. Monitor and evaluate pupils' achievement and progress across JCLT, through analysis of performance data and benchmarks for educational standards.
3. Ensure resources are deployed effectively to secure the delivery of a broad and balanced curriculum and any improvement priorities identified within the JCLT Development Plan.
4. Advise, support and challenge the JCLT Board as appropriate regarding improvement priorities or areas for intervention.
5. Support the JCLT Board in holding LGBs to account for their role in monitoring the quality of education and standards in each Academy.
6. Contribute to the development, and oversee implementation, of relevant elements of the JCLT Development Plan.
7. Ensure robust performance management arrangements are in place which are aligned to JCLT priorities and contribute to improved pupil outcomes.
8. Ensure effective arrangements are in place for undertaking self-evaluation and performance review across all Academies, and that LGBs are held to account for their role in ensuring Academy Development Plans are informed by a robust self-evaluation process.
9. Monitor and evaluate the effectiveness of LGB arrangements for safeguarding pupils.
10. In fulfilling these responsibilities, the Committee will take into account the context of particular pupils and groups of pupils who may have particular needs.

- 11.** Comply with all reporting and communication requirements across the Trust, in line with the Reporting and Communication Schedule which forms part of this Governance Framework.

Membership and Meetings

- 1.** The Committee will comprise of at least three Trustees. Where necessary, the elected Chair of the Committee may have a casting vote.
- 2.** Members of the Executive Head Teacher Group will attend via invitation in an advisory capacity, along with other staff, as the need arises.
- 3.** Membership shall cease by mutual agreement or resignation.
- 4.** The Committee will meet at least 3 times per year; meetings will take into account the preferred sequence of meetings as set out in the JCLT Board annual meeting planner.
- 5.** Any Trustee may attend meetings of the Committee by arrangement with the Chair. However, only Trustees who are members of the Committee may vote at Committee meetings.
- 6.** Trustees should ensure that any pecuniary or conflicts of interest are declared at each meeting by everyone present.
- 7.** A quorum will be at least 3 members, including the Chair or Vice-Chair.
- 8.** The Governance Clerk will: liaise with the Chair and CEO to draw up an agenda in good time prior to each meeting (usually two weeks beforehand); circulate the agenda and relevant papers at least one week before each meeting; and produce a succinct record of the business of each meeting (within two weeks), clearly indicating actions agreed and relevant timescales and responsibilities.

7. Terms of Reference – JCLT Board Finance, Audit, Risk & Resources Committee

Delegated Authority.

The Finance & Resources Committee is a Committee of the JCLT Board and is authorised to undertake any activity within its terms of reference, or as specified in the Delegation Schedule, or specifically delegated to it by the Trustees for any other purpose.

The main purpose of the Committee is to:

- support and advise the JCLT Board in ensuring the financial viability of the Trust.
- ensure the effective use of resources across the Trust and Academies.
- direct the trust's programme of internal scrutiny and report to the board on the adequacy of the trust's financial and other controls and management of risks.
- compliance with the Academy Trust Handbook and other regulatory requirements.
- ensure consistent practice across the Trust in relation to terms and conditions of employment, Trust wide HR policies and procedures and staff handbook.

Key responsibilities

1. Develop and maintain a medium-term financial plan for JCLT, taking account of priorities in the JCLT Development Plan and the long-term strategy for growth of JCLT.
2. Ensure that financial plans are accurate, based on realistic assumptions and reflective of lessons learned from previous years
3. Ensure that an internal control framework is established including segregation of duties, financial management, planning and budgeting, oversight of capital projects and assets, regularity, propriety and value for money, reducing fraud and theft and competitive tendering policy.
4. Review the annual JCLT Budget and present it for consideration and approval by the JCLT Board.
5. Ensure information submitted to DfE and ESFA that affects funding, including pupil number returns and funding claims (for both revenue and capital grants) completed by the trust and by constituent academies, is accurate and in compliance with funding criteria.
6. Agree and monitor central JCLT costs and recharging arrangements to individual Academies.
7. Review each Academy's annual budget and make recommendations about these to JCLT Board, ensuring financial viability of individual Academies and the overall JCLT.
8. Ensure JCLT and the Academies comply with their legal obligations, all EFSA policy and procedures, and requirements for financial reporting of Academies.

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- 9.** Ensure all financial accounting processes and procedures are robust and adhered to, that the accounts are properly audited, and that the requirements of the Delegation Schedule in relation to finance and resource issues are adhered to and kept under review.
- 10.** Determine and keep under review the thresholds for authorisation of expenditure, as set out in the Delegation Schedule.
- 11.** Determine JCLT's reserves / contingency policy.
- 12.** Ensure appropriate insurance or risk cover is put in place.
- 13.** Monitor implementation of any Academy financial action plans and report to JCLT Board on any areas of concern.
- 14.** Approve site and asset management strategies, including health and safety arrangements, in conjunction with the Local Governing Bodies.
- 15.** Manage a JCLT Capital allocation process to achieve maximum effectiveness of capital expenditure.
- 16.** Consider and make recommendations to JCLT Board regarding any funding applications.
- 17.** Agree a programme of work annually to deliver internal scrutiny that provides coverage across the year. The committee's oversight must extend to the financial and other controls and risks at constituent academies.
- 18.** Review the risk register to inform the programme of internal scrutiny, ensuring checks are modified as appropriate
- 19.** Agree who will perform the programme of internal scrutiny
- 20.** Consider audit reports at each meeting from those carrying out the programme of internal scrutiny and consider progress in addressing recommendations
- 21.** Consider outputs from other assurance activities by third parties including ESFA financial management and governance reviews, funding audits and investigations
- 22.** Have access to the external auditor as well as those carrying out internal scrutiny, and consider their quality
- 23.** Consider and recommend any initiatives to improve management of resources, workforce and assets across the Trust, ensuring cross-Academy collaboration for efficiency and effectiveness.
- 24.** Obtain appropriate external legal and other professional advice when needed to fulfil the Committee's responsibilities to the Trustees.

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25. Comply with all reporting and communication requirements across the Trust, in line with the Reporting and Communication Schedule which forms part of this Governance Framework.

Membership and Meetings

1. The Committee will comprise of four Trustees. Where necessary, the elected Chair of the Committee may have a casting vote.
2. The CFOO and CEO will attend in an advisory capacity.
3. Membership shall cease by mutual agreement or resignation.
4. The Trustees of the Committee will elect annually a Chair and Vice-Chair of the Committee, who must both be Trustees.
5. The Committee will meet at least 3 times per year; meetings will take into account the preferred sequence of meetings as set out in the JCLT Board annual meeting planner.
6. Any Trustee may attend meetings of the Committee. However, only Trustees who are members of the Committee may vote at Committee meetings. Where necessary, the elected Chair of the Committee may have a casting vote.
7. Trustees should ensure that any pecuniary or conflicts of interest are declared at each meeting by everyone present.
8. Members of the Executive Head Teacher Group will attend via invitation, along with other staff, as the need arises.
9. A quorum will be at least 3 members, including the Chair or Vice-Chair.
10. The Governance Clerk will: liaise with the Chair and CEO to draw up an agenda in good time prior to each meeting (usually two weeks beforehand); circulate the agenda and relevant papers at least one week before each meeting; and produce a succinct record of the business of each meeting (within two weeks), clearly indicating actions agreed and relevant timescales and responsibilities.

8. Chief Executive Officer

The CEO serves as the lead employee for supporting the Trust to:

- enable JCLT to deliver its vision and aims.
- ensure the efficient and effective management of the Trust.
- secure high standards of teaching and pupil progress.

Key responsibilities

1. Implementing JCLT's agreed policies and procedures, including implementation of all statutory regulations, provisions within the Education Acts and compliance with the Master Funding Agreements.
2. Advising JCLT on strategic direction and forward planning.
3. Developing and delivering the JCLT Development Plan, supported by the Executive Head Teacher Group.
4. The leadership of JCLT employees, and implementation of performance management arrangements for all Head Teachers/Head of School.
5. To promote and market the vision, aims and work of the Trust across all stakeholders.
6. As Accounting Officer for JCLT, overall accountability and management of Trust finances and budget.
7. Ensuring that robust arrangements are in place for evaluating the impact of Trust activity on outcomes for pupils.
8. Develop and oversee implementation of standardised reporting and communication requirements across the Trust, in line with the Reporting and Communication Schedule which forms part of this Governance Framework.
9. Lead and support the Executive Head Teacher Group and represent the group's views and advice to the Board.
10. If within the delegated authorities specified by the Academy Trust Handbook, following Human Resource advice and authorisation by the Chair of the Board of Trustees, enter into special staff severance payments or compensation payments.
11. In certain circumstances act as statutory Head Teacher with regard to any functions which cannot be delegated to other members of the senior leadership team.
12. All such additional functions, where appropriate, which may be assigned under the job description or contract of employment.

9. Terms of Reference – Executive Head Teacher Group

The main purpose of the Group is to:

- ensure the effective management and strategic direction of their respective Academies, in their individual capacities as Head Teachers, in line with the Trust’s vision, aims, Development Plan and delegation arrangements.
- support the CEO in achieving the overall vision and objectives set by the Trust Board.
- support the CEO and JCLT Board by providing information, advice and recommendations regarding academic and financial performance and standards.
- take a strategic lead, as a group or as individuals, in the delivery of key priority themes as identified in the JCLT Development Plan.

Key responsibilities

1. Support the development and delivery of JCLT-wide arrangements for Academy improvement, self-evaluation, Academy support and financial sustainability.
2. Provide support for the development and implementation of the JCLT Development Plan, as a group or as individuals, including the identification of common Academy development themes and improvement actions required.
3. Support the CEO in ensuring consistent arrangements are in place for reporting and analysis of data regarding pupil performance and the quality of teaching, in line with an agreed performance framework, so that Academies can be held to account for outcomes.
4. Develop, support and encourage opportunities for collaborative working across JCLT Academies to promote best practice.
5. Monitor national initiatives relating to educational standards and performance, including Ofsted inspection arrangements, and advise the JCLT Board of any responses required.
6. Work closely with relevant external organisations, to support development and implementation of best practice in teaching and learning systems delivery, including overarching skills development, CPD and teaching practice.
7. Comply with all reporting and communication requirements across the Trust, in line with the Reporting and Communication Schedule which forms part of this Governance Framework.

Membership and Meetings

1. The Group will comprise the Head Teacher or other agreed delegate of each Academy in the Trust.
2. It will meet usually at least twice per half term.
3. The Group may invite other Academy staff or external specialist staff to meetings as required.

Delegated Authority. The Group is authorised to investigate and consider any activity within its terms of reference or specifically delegated to it by the Trustees.

10. Terms of Reference – JCLT Local Governing Bodies

Delegated Authority

Each LGB is established by delegated powers of JCLT and is authorised to undertake activities within its terms of reference, or as specified in the Delegation Schedule, or specifically delegated to it by the Trustees for any other purpose. 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 ultimately with the Trust Board which may overrule a decision of the LGB and / or 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 Academy Trust.

The main purpose of the LGB is to:

- hold their Academy to account by monitoring and reviewing its academic and financial performance and its impact on pupil outcomes;
- support the JCLT Board by ensuring regular reporting on matters relating to their Academy's performance, in line with the agreed reporting schedule;
- ensure an Academy Improvement Plan is in place reflecting key priorities for the Academy and JCLT, focused on improved pupil outcomes and financial stability;
- ensure sound governance and financial management of their Academy;
- promote the benefits of collaboration with the other JCLT Academies and actively seek opportunities to work together;
- ensure effective links with their Academy's community, communicating openly and frequently as appropriate and ensuring that their Academy meets its responsibilities to the community and serves the community's needs in relation to the safeguarding and education of its pupils.

Key responsibilities

1. Approve and keep under review their Academy's curriculum provision, ensuring all pupils receive a broad and balanced curriculum which reflects the broader vision and aims of JCLT's agreed curriculum policy.
2. Through effective support and challenge, hold their Academy's Senior Leadership Team to account for all aspects of their Academy's performance and the outcomes achieved for pupils, taking into account any advice and recommendations of the Trustees as they might issue from time to time.
3. Maintain, monitor and review an Academy Improvement Plan and Risk Register, supported by a systematic self-evaluation process to demonstrate outcomes achieved.

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- 4.** Report to Trustees on the outcome of their Academy's self-evaluation, and implementation of the Improvement Plan, in line with the agreed reporting schedule.
- 5.** Recommend the annual budget prepared by the Headteacher ensuring that expenditure is within the Academy's revenue budget, submit the budget for consolidation and final approval by the Trustees, and submit subsequent budget statements to the Trustees in line with the agreed reporting schedule.
- 6.** Oversee the management of the finances of their Academy in line with the Delegation Schedule, ensuring that appropriate risk and financial management policies and practices are in place for the safeguarding of funds and that the requirements of the Academy Trust Handbook are observed as well as any requirements and recommendations of the Trustees and the Secretary of State.
- 7.** Approve any expenditure and contractual arrangements and liaise with the Trustees regarding any significant unplanned expenditure, in line with limitations set out in the Delegation Schedule.
- 8.** Make recommendations to the Trust Board relating to any aspects of their Academy's financial and academic performance which are outside any limitations set out in the Delegation Schedule.
- 9.** Ensure the maintenance of, and insurance arrangements for, their Academy's premises and facilities, having 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.
- 10.** Support and advise the JCLT Board in the development and implementation of site and asset management strategies, including health and safety arrangements.
- 11.** Support the Headteacher in the development and review, as and when required, of an appropriate staffing structure for their Academy, ensuring there is robust and accountable monitoring of the performance of staff and implementing all and any human resource policies adopted by the Trustees.
- 12.** Engage in arrangements for appointment, management and dismissal of staff in line with the arrangements set out in the Delegation Schedule.
- 13.** Ensure that the LGB has specific arrangements in place for oversight of their Academy's SEND and Inclusion arrangements, and safeguarding practice.
- 14.** To participate as required by the Delegation Schedule, in any arrangements for hearings or appeals in relation to pupil related matters, including exclusions, appeals, and complaints.
- 15.** To put in place arrangements for engaging with the local community and stakeholders, including pupils, and learning from and responding to feedback.

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16. Oversee any developments for 'extended Academy' provision or any activities designed to generate business income; and liaise with the Trustees regarding the viability of such activities, the impact on their Academy's activities and any financial implications.
17. Meet regulatory requirements by undertaking all such things as the Trustees may specify as being necessary to ensure that JCLT is meeting its legal obligations.
18. Adopt and comply with all policies of the Trustees as set out in the Schedule of Policies and communicated to the LGB from time to time.
19. Provide such data and information regarding the business of the Academy and the pupils attending the Academy as the Trustees may require from time to time.
20. Work closely with Trustees to implement promptly any advice or recommendations made by the Trust in the event that intervention is either threatened or carried out by the Secretary of State; noting that the Trustees expressly reserve the right to review or remove any power or responsibility conferred on the LGB under such circumstances.
21. Comply with all reporting and communication requirements across the Trust, in line with the Reporting and Communication Schedule, which forms part of this Governance Framework.

Membership and Meetings

1. Each LGB comprises 8 members (referred to as Local Governors) as follows:
 - The Head Teacher of the Academy ('ex officio')
 - 2 elected parents or guardians of a pupil at the Academy
 - 1 elected employees of the Academy
 - 4 members co-opted by the Local Governors
2. The length of service of all Local Governors shall be four years. Subject to remaining eligible, any Local Governor may be reappointed or re-elected at the end of his or her term of office.
3. All governor appointments are subject to a satisfactory DBS check being completed within three weeks of appointment. Failure to complete the DBS check will mean automatic disqualification.
4. **Ceasing to be a Local Governor** - a Local Governor's term of office will be terminated in the following circumstances:
 - a) Failure to complete a DBS application.
 - b) 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.
 - c) Failure to attend LGB meetings without the consent of the LGB for a continuous period of six months, from the date of the last meeting attended.
 - d) Resignation from office by notice to the Trust Board
 - e) Removal from office by the Trust Board.
5. Each LGB will have a **Chair and Vice Chair**, elected by the Local Governors annually at the first meeting of the Autumn Term.
6. The Trust Board are entitled to remove the Chair or Vice-Chair from office at any time, although this would not necessarily affect the individual's position as a Local Governor.

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7. The responsibilities of the Chair include the following: to chair meetings of the LGB; to provide a direct link between the LGB and the Trust Board and to provide written or verbal reports as requested.
8. 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 Chair of the Trust Board will take appropriate action on behalf of the LGB. The decision or any action taken and the reasons for the urgency shall be explained fully at the next meeting of the Trust Board and of the LGB.
9. 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; to provide a link between the LGB and Trust Board.
10. In the absence of both the Chair and Vice Chair at a meeting, the LGB will elect a temporary Chair from among their number. Staff members may not stand as Chair.
11. **Staff Local Governors** will be elected by the staff at the relevant academy; their role is to help reflect the interests and opinions of teaching and non-teaching staff at the Academy.
12. **Elected Parent Local Governors** shall be elected in accordance with the following process:
 - a) When a vacancy arises, the Head Teacher (on behalf of the LGB) will write to all parents and carers 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.
 - b) In the event that the number of nominees equals or is less than the number of vacancies on the LGB, then the LGB can choose to appoint all (or any) of those nominated.
 - c) If there are more nominees than places available, the LGB will write to all parents/carers of pupils at the Academy asking them to vote for their preferred candidate.
13. A Parent Local Governor should be a parent or carer 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.
14. **Co-opted Governors** will be agreed by the LGB.
15. **Other responsibilities** - each LGB shall appoint from among its members individuals with specific responsibilities for Safeguarding and for Special Educational Needs Disabilities and Inclusion.
16. **Clerk to the Local Governing Body** – In the absence of the Clerk, the LGB shall elect a replacement for the meeting (who may be a Local Governor).
17. **Convening meetings of the Local Governing Body** – one meeting of the LGB will be held in each term, with additional meetings as and when required.
18. The Clerk to the LGB will: liaise with the Chair and Head Teacher to draw up an agenda in good time prior to each meeting (usually two weeks beforehand); circulate the agenda and relevant papers at least one week before each meeting; and produce a succinct record of the business of each meeting (within two weeks), clearly indicating actions agreed and relevant timescales and responsibilities. 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 with such shorter period as the Chair directs.
19. 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.

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20. 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.
21. 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.
22. **Voting at meetings of the Local Governing Body** - the quorum for meetings of the LGB and voting is one half of the total number of Local Governors in office at the time (rounded up to the nearest whole number). If the quorum is less than the number fixed as the quorum, the Local Governors present may act only for the purpose of filling vacancies. Otherwise, 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 on the agenda have been concluded, a further meeting shall be convened by the Clerk as soon as is reasonably practicable.
23. Every decision to be decided upon at a meeting of the LGB shall be determined by a majority of the votes of the LG present. Votes tendered by proxy shall not be counted. Where there is an equal division of votes, the Chair has a casting vote.
24. **Committees of the Local Governing Body** - the LGB may decide to have a Curriculum & Standards Committee, and a Finance & Resources Committee, to help carry out its functions. The LGB must determine the constitution, membership and terms of reference for these Committees, aligned with the terms of reference for the relevant Trust Board Committee as set out in this Governance Framework document.
25. The establishment of any other Committees must be agreed in advance by the Trust Board. However, the LGB may set up short-term Working Groups to deal with specific matters of business. Such Groups will advise the LGB but will not have any delegated decision-making powers.
26. **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. Electronic copies of documents for inspection will be retained by the Academy.

11. Reporting and Communication Schedule

The purpose of this section will be to set out the expectations for regular reporting of business across the levels of governance within JCLT, i.e who submits written reports to whom, how often, in what format.

This section to be completed as part of actions in the JCLT Development Plan for drawing up a common reporting mechanism and associated document templates.

12. Levels of Intervention

With regard to underperformance of a particular Academy, JCLT will take account of national guidance.

Statutory Guidance

This protocol is based upon the guidance contained in Part 4 of the Education and Inspections Act 2006: the provisions relating to Academies causing concern. The statutory guidance for Local Authorities on Schools Causing Concern (DfE 2016) gives the legal duties and contextual circumstances under which the provisions of the Act can be utilised. Part 4 of the Act builds on existing statutory powers and good practice that exist to

“... ensure that every pupil is provided with the education and opportunities they deserve”. It does this by:

- 1) Promoting early action to tackle school underperformance defined as:
 - where standards are unacceptably low and are likely to remain so;
 - where there has been a serious breakdown in the way the school is managed or governed which is prejudicing standards of performance;
 - the safety of staff or pupils is threatened.
- 2) Ensuring that effective support and challenge is provided immediately when an unacceptable standard of education is identified so that improvements can be made quickly.
- 3) Securing decisive action if a school requiring significant improvement or Special Measures (OFSTED Grade 4 inadequate) fails to make sufficient improvements, so that the education and life chances of pupils are safeguarded.

The definition of what constitutes “low standards of performance” is set out in section 60(3) of the 2006 Act. This is where standards in a school are low when compared to any one or more of the following:

- the standards that the pupils might in all the circumstances reasonably be expected to attain;
- or, where relevant, the standards previously attained by them;
- or, the standards attained by pupils at comparable schools.

For the purpose of this protocol, ‘unacceptably low standards of performance’ includes:

- standards which are below the DfE floor standards, on either attainment or progress of pupils;
- low standards achieved by disadvantaged pupils;
- a sudden drop in performance;
- sustained historical underperformance;
- performance of pupils (including disadvantaged pupils) is unacceptably low in relation to expected achievement or prior attainment;
- performance of a school not meeting the expected standards of comparable schools.

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Through the termly reporting processes adopted by the JCLT Board, its Committees and the LGBs, Academies will be identified as needing support based on the above guidance.

The level of support provided to an Academy will vary depending on the nature of the concerns identified and the wider context.

Support may take the form of the following, depending on the specific circumstances.

- Through the CEO, in conjunction with the Executive Head Teacher Group, a specific improvement plan is created to deal with the specific issue/issues.
- The CEO may ensure appropriate resources are allocated to ensure improvement.
- The CEO may arrange a monitoring period with the Academy; this will include reporting to the LGB and to the JCLT Board.
- The leadership of the Academy may be provided with additional support for a specific period of time either from within JCLT or externally.
- The scheme of delegation may be suspended and an individual scheme of delegation implemented which provides greater governance support at either LGB level or at JCLT Board level. It may also involve reduced delegation to the LGB and to the Head Teacher and increased oversight from the JCLT Board and / or any of its Committees. This will also apply to Academies joining JCLT who are judged by Ofsted as being less than a 'good' standard, or after due diligence have been identified as being at risk of falling below 'good'.

13. Delegation Schedule

The Delegation Schedule is set out in a separate document.

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