Holy Cross Catholic MAC
(The 'Company')

TERMS OF REFERENCE

LOCAL GOVERNING BODIES

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2.0	**Approved**	2 Sept 2020	J Parry	HCCMAC, Central Team	Amended terms of Reference approved by MAC Board.
2.1	**Approved**	1 Sept 2021		HCCMAC, Central Team	Approved by MAC Board.
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TERMS OF REFERENCE – LOCAL GOVERNING BODIES

1. INTRODUCTION

1.1 Holy Cross Multi-School Company (the "Company") is governed by a Board of Directors (the "Directors") who are accountable to the Department for Education and have overall responsibility and ultimate decision making authority for all the work of the Company, including the establishing and running of the schools operated by the Company.

1.2 The following schools are currently operated by the Company:

- Bishop Ullathorne Secondary School (BU)
- St John Henry Newman Secondary School (SJHN)
- Christ the King Catholic Primary School (CtK)
- St Augustine's Catholic Primary School (StA)
- St Elizabeth's Catholic Primary School (StE)
- St John Vianney Catholic Primary School (SJV)
- St Thomas More Catholic Primary School (STM)

1.3 In order to assist with the discharge of their responsibilities, the Directors have established a Local Governing Body ("LGB") for BU, SJHN, CtK, StA, StE, SJV, and STM. The LGB shall be a committee established pursuant to Articles 100 to 104 (inclusive) of the Articles of Association of the Company (the "Articles").

1.4 The Directors may review these terms of reference at any time but shall be review them at least annually.

1.5 These terms of reference may only be amended by the Board of Directors.

2. CONSTITUTION OF THE LGBs

2.1 Members of the LGBs shall be known as "Governors".

2.2 The Directors have the right to appoint such persons to the LGB as they shall determine from time to time.

2.3 Subject to clause 2.2, the composition of BU, SJHN, CtK, StA, StE, SJV, and STM shall be as follows:

2.3.1 **The Headteacher** of the School (and if no permanent Headteacher the Acting Headteacher)

2.3.2 **One Staff governor**

2.3.4 **Two** Parent governors

2.3.5 **At Least 6 Foundation governors**

2.3.6 Up to 8 co-opted governors appointed each year but only if there are 2 more foundation Governors more than the total of any other Governors.

2.4 The procedure for the appointment and the removal of governors shall be as set out in Annex 1.

3. PROCEEDINGS OF THE LGB

The proceedings for meetings of the LGB shall be as set out in Annex 2.

4. RELATIONSHIP BETWEEN THE BOARD AND LGB

4.1 The LGB shall in carrying out its role:

4.1.1 Preserve and promote the Catholic character of the school.

4.1.2 Promote high standards and aim to ensure that students and pupils are attending a successful school which provides them with a good education and supports their well-being.

4.1.3 Be responsible to the Directors for its actions and follow the expectations of governors as laid down by the Directors;

4.1.4 Aim to establish that it is competent, accountable, independent and diverse that promotes best practice in governance;

4.1.5 Aim to ensure that its governors promote and uphold high standards of conduct, probity and ethics;

4.2 The Directors shall support the work of the LGB by:

4.2.1 Setting a clear strategic vision to allow the LGB to set and achieve its own aims and objectives within such vision.

4.2.2 Ensuring that systems are put in place to allow the governors to be presented with timely and good data to allow the LGB to analyse School performance in order to support and challenge the Headteacher/Acting Headteacher of the School and the senior leadership team of the School; and

4.2.3 Ensuring that the governors have access to high quality training.

4.3 Without prejudice to the Directors' other rights to remove any governor and the Directors rights to amend these terms of reference at any time, where the Directors have concerns about the performance of an LGB they may amongst other actions:

4.3.1 Require the relevant LGB to adopt and comply with a governance action plan in such form as determined by the Directors.

4.3.2 Suspend or remove any or all of the matters delegated to the LGB.

4.3.3 Suspend or remove any or all of the governors of the relevant LGB.

4.4 The Directors may require a governance action where:

4.4.1 The School has a deficit budget (either revenue or capital) or a sequence of deficit budgets;

4.4.2 Progress is below national expectations.

4.4.3 The school is not judged to be at least good by Ofsted.

4.5 The Directors may vary the matters delegated where:

4.5.1 the LGB act outside its delegated powers and limitations;

4.5.2 the LGB are in breach of these terms of reference;

4.6 The Directors may remove governors where:

4.6.1 the School is in [material] breach of its funding arrangements;

4.6.2 the LGB is in material breach of these terms of reference or has persistently breached these terms of reference.

4.7 The circumstances listed in paragraphs 4.4, 4.5 and 4.6 are illustrative only and shall not limit the rights of the Directors to suspend or remove any or all of the matters delegated to the LGB.

5. DELEGATED POWERS

General principles

5.1 In the exercise of its delegated powers and functions, the governors of the LGB shall:

5.1.1 Ensure that the School is conducted in accordance with the objects of the Company, the terms of any Company governing the use of the land which is used for the purposes of the School, any agreement entered into with the Secretary of State for the funding of the School and these terms of reference;

5.1.2 Promptly implement and comply with any policies or procedures communicated to the LGB by the Directors from time to time;

5.1.3 Review its own policies and practices on a regular basis, in view of any advice or recommendations made by the Directors;

5.1.4 Work closely with the Directors and act with integrity, objectivity and honesty in the best interests of the Company and the School;

5.1.5 Be open about decisions and be prepared to justify those decisions;

5.1.6 Keep confidential all information of a confidential nature obtained by them relating to the School and the Company; and

5.1.7 Adopt financial prudence in managing the financial affairs of the Company in so far as these relate to the School and are delegated to them.

5.2 Each governor shall be required to take part in regular self-review and is accountable for meeting his own training and development needs. It is a governor's responsibility to consider if, and raise any concerns where, he feels that appropriate training and development is not being provided.

5.3 Governors shall be expected to report to the Company against KPIs which have been set for the School and provide such data and information regarding the business of the School and the pupils attending the School as the Directors may require from time to time.

5.4 The powers retained by the Company and delegated from the Directors to the LGBs shall be as follows:

5.4.1 In respect of the BU, SJHN, CtK, StA, StE, SJV, and STM. the scheme of delegation sets out the powers retained by the Company, the powers delegated to the Chief Executive Officer (CEO), Chief Finance and Operating Officer (CFOO), BU, SJHN, CtK, StA, StE, SJV and STM LGBs and the Headteacher/Acting Headteacher of BU, SJHN, CtK, StA, StE, SJV, and STM.

5.5 For the avoidance of doubt, where a power is not expressly delegated to the CEO, any LGB or Headteacher/Acting Headteacher it will be deemed to have been retained by the Company.

5.6 The Scheme of Delegation may be reviewed by the Directors at any time but shall be reviewed at least annually. Directors reserve the right to remove or alter any delegation at any time, whilst having due regard to, but not being bound by, the views of the LGB.

5.7 Notwithstanding the application of any provision of these terms of reference, if the Chair of the LGB or the Vice Chair, is of the opinion

that a matter of urgency exists and a delay in exercising the function would likely be seriously detrimental to the interests of the School, any pupil or their parent or a person who works at the School, then they may exercise any function of the LGB which can be delegated to an individual.

Annex 1 – Appointment and Removal of Governors

1. Staff governors

1.1 The Directors delegate the running of the election to the LGB in accordance with the procedures for elections within academies on the Archdiocese of Birmingham Diocesan Education Services (BDES) web site. The LGB shall invite nominations from all staff employed under a contract of employment or a contract for services or otherwise engaged to provide services to the School and, where there are any contested posts, shall hold an election by a secret ballot.

1.2 All arrangements for the calling and the conduct of the election and resolution of questions as to whether any person is an eligible candidate shall be determined by the Directors.

2. Parent governors

2.1 Parent governors of the LGB shall be elected by parents of registered pupils at the School. He or she must be a parent of, or have parental responsibility for, a pupil at the School at the time when he or she is elected.

2.2 The LGB shall make all necessary arrangements for, and determine all other matters relating to, an election of the parent governors.

2.3 Where a vacancy for a parent governor is required to be filled by election, the LGB shall take such steps as are reasonably practical to secure that every person who is known to them to be a parent of a registered pupil at the School is informed of the vacancy and that it is required to be filled by election, informed that he is entitled to stand as a candidate, and vote at the election, and given an opportunity to do so.

2.4 Any election of persons who are to be the parent governors which is contested shall be held by secret ballot. The arrangements made for the election of the parent governors shall provide for every person who is entitled to vote in the election to have an opportunity to do so by post or, if he prefers, by having his ballot paper returned to the School by a registered pupil at the School.

2.5 Where the number of parents standing for election is less than the number of vacancies, the LGB may appoint a person who is the parent of a registered pupil at the School or, where it is not reasonably practical to do so, a person who is the parent of a registered pupil of another School run by the Company.

3. Co-opted governors

3.1 Co-opted governors of the LGB shall be appointed by the Directors. He or she must be: a) a person who lives or works in the community

served by the School; or b) a person who, in the opinion of the Directors, has the necessary skills set and is committed to the government and success of the School.

3.2 The Directors may not appoint an employee of the Company as a co-opted governor and take account of number of foundation governors within the Governing body so as they exceed other Governors by 2.

4. Term of office

4.1 The term of office for any governor shall be 4 years, save for the Headteacher/ Acting Headteacher of the School (as applicable) who shall remain a governor until he or she ceases to work at the School.

4.2 Subject to remaining eligible to be a particular type of governor, any person may be reappointed or re-elected to the LGB.

4.3. Co-opted governors are approved only for a year

5. Resignation and removal

5.1 A person serving on the LGB shall cease to hold office if: a) He resigns his office by giving notice in writing to the clerk of the LGB; b) The CEO, Headteacher/Acting Headteacher or a staff governor ceases to work at the School; c) The Directors terminate the appointment of a governor whose presence or conduct is deemed by the Directors, at their sole discretion, not to be in the best interests of the Company or the School.

5.2 For the avoidance of doubt, a parent governor shall not automatically cease to hold office solely by reason of their child ceasing to be a pupil at the School.

5.3 A Governor shall cease to hold office if he is absent without permission from the Chair, from all LGB meetings held within a 6-month period and governors resolve that his office is vacated.

6. Disqualification of governors of the LGB

6.1 A person shall be disqualified from serving on the LGB if he would not be able to serve as a Director in accordance with Articles 68-80 of the Articles.

7. Appointment and removal of Chair and Vice Chair

7.1 The Chair and Vice Chair of the LGB shall be appointed by the Directors and may be removed from office by the Directors at any time.

7.2 The term of office of the Chair and Vice Chair shall be 2 years. Subject to remaining eligible to be a governor, any governor may be re-appointed as Chair or Vice Chair of the LGB.

7.3 The Chair and Vice Chair may at any time resign his office by giving notice in writing to the Directors. The Chair or Vice Chair shall cease to

hold office if: a) He ceases to serve on the LGB; b) He is employed by the Company whether or not at the School; or c) In the case of the Vice Chair, he is appointed to fill a vacancy in the office of the Chair.

7.4 Where the Chair is absent from any meeting or there is at the time a vacancy in the office of the Chair, the Vice Chair shall act as the chair for the purposes of the meeting. Where the Vice Chair is also absent from the meeting or there is at the time a vacancy in the office of Vice Chair, the governors of the LGB shall elect one of their number to act as chair for the purposes of that meeting.

8. Committees

8.1 Subject to the prior agreement of the Directors, the LGB may establish working groups who may include individuals who are not members of the LGB, provided that such individuals are in a minority.

8.2 The LGB may delegate to a working group or any person serving on the LGB, subcommittee, the CEO, CFOO or any other holder of an executive office, such of their powers or functions as they consider desirable. Any such delegation may be made subject to any conditions either the Directors or the LGB may impose and may be revoked or altered. The person or working group shall report to the LGB in respect of any action taken or decision made with respect to the exercise of that power or function at the meeting of the LGB immediately following the taking of the action or the making of the decision.

Annex 2 – Proceedings of the LGB

1. Meetings

1.1 The LGB shall meet at least once in every term and shall hold such other meetings as may be necessary. The MAC require two meetings a term for which the MAC produces agenda items to which the LGB can add other items.

1.2 Meetings of the LGB shall be convened by the clerk to the LGB, who shall send the governors written notice of the meeting and a copy of the agenda at least seven clear days in advance of the meeting. Where there are matters demanding urgent consideration, the Chair or, in his absence, the Vice-Chair, may waive the need for seven days' notice of the meeting and substitute such notice as he thinks fit.

1.3 Any governor shall be able to participate in meetings of the governors by telephone or video conference provided that he has given reasonable notice to the clerk of the LGB and that the governors have access to the appropriate equipment.

1.4 The convening of a meeting and the proceedings conducted thereat shall not be invalidated by reason of any individual not having received written notice of the meeting or a copy of the agenda thereof or any defect in the election, appointment or nomination of any person serving on the LGB.

2. Quorum

The quorum for a meeting of the LGB, and any vote on any matter at such a meeting, shall be any three of the governors of the LGB, or, where greater, any one third (rounded up to a whole number) of the total number of governors of the LGB at the date of the meeting, which must include at least one governor appointed by the Company.

3. Voting

3.1 Every matter to be decided at a meeting of the LGB shall be determined by a majority of the votes of the governors present and entitled to vote on the matter. Every governor shall have one vote. Where there is an equal division of votes, the Chair of the meeting shall have the casting vote. A governor may not vote by proxy.

3.2 Any governor who is also an employee of the Company shall withdraw from that part of any meeting of the LGB at which his remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement are to be considered.

3.3 A resolution in writing, signed by all the governors shall be valid and effective as if it had been passed at a meeting of the governors duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the governors.

4. Conflicts of Interest

4.1 Any governor who has or may have any direct or indirect duty or personal interest (including but not limited to any Personal Financial Interest (as defined below)) which conflicts or may conflict with his duties as a governor of the LGB shall disclose that fact to the LGB as soon as he becomes aware of it. A person must 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 School and any duty or personal interest (including but not limited to any Personal Financial Interest).

4.2 A governor of the LGB has a Personal Financial Interest if he, or any child, stepchild, parent, grandchild, grandparent, brother, sister or spouse of the governor or any person living with the governor as his or her partner, is in the employment of the Company or is in receipt of remuneration or the provision of any other benefit directly from the Company or in some other way is linked to the Company or the School.

5. Minutes of meetings

5.1 At every meeting of the LGB the minutes of the last meeting shall be taken as the first agenda item after any apologies and, if agreed to be accurate, shall be signed as a true record.

5.2 The clerk to the LGB shall ensure that a copy of the agenda for every meeting of the governors, the draft minutes of every such meeting (if they have been approved by the Chair of that meeting), the signed minutes of every such meeting and any report, document or other paper considered at any such meeting are, as soon as is reasonably practicable, made available to the Company Secretary of the MAC.