

**Full Governing Body (FGB)**  
Terms of Reference & Code of Conduct  
**2016 – 2017**

## **1. Background**

The overall Governance structure of the Academy Trust that oversees the School is set down in the Articles of Association (the Articles). These FGB terms of reference summarise, and in some instances qualify, the broader terms set down in those Articles. If there is any conflict between these terms of reference and the Articles, the Articles shall prevail.

## **2. Membership and Term (articles 45-65 of the Articles)**

The FGB shall normally consist of:

- **Seven** parent Governors; elected by secret ballot of all parents
- **Four** staff Governors; three elected by secret ballot from staff and the Principal as ex-officio Governor
- **Nine** Community Governors; appointed by the Governors from people who live or work in the community served by the School.

Governors shall serve a term of **four** years, and after that may stand for re-election/ re-appointment. Community and co-opted Governors (but not staff or parent Governors) may be removed before this by a resolution at the FGB.

When a Community Governor vacancy arises, this will be notified by the Chair to the FGB. Any member of the FGB can propose a candidate to be a Community Governor. In principle, the FGB looks for Community or Co-opted Governors who will bring a particular skill, experience or community/stakeholder representation that the FGB needs.

## **3. Quorum (articles 114-116)**

A minimum of **half** of the membership (excluding vacancies), except when there is a resolution to remove or appoint a Governor, in which case the quorum is **two-thirds**.

## **4. Meetings (articles 105-123)**

The FGB shall meet at least three times in the school year. Members are entitled to 14 days' notice of a meeting and to receive an agenda and any papers to be considered at the meeting. A shorter timescale may be given if the Chair decides the issue needs urgent attention.

Some decisions may be made virtually (by e-mail circulation to all Governors) at the behest of the Chair, in which case the resolution will be carried if a majority of the entire FGB agrees.

The agendas and minutes of the meetings will be made available on the School website.

## **5. Chairmanship (articles 83-93)**

The Chair and Vice-chair of the FGB are to be decided by the Governing body at the first meeting of the year.

If the Chair is absent from a meeting, the Vice-chair, or an elected non-staff Governor, may chair for the duration of that meeting.

## **6. Terms of Reference (articles 94-97)**

The Governing Body should provide the Principal and staff with support, advice and information, drawing on its members' knowledge and experience. In these ways the Governing body acts as a critical friend to the School.

The Governors manage the business of the School, exercising all the powers of the Academy Trust as provided for by the Articles of Association in pursuance of the object of the Academy Trust [Articles 94 to 97 and 6 to 6.1].

The Governing Body is responsible for ensuring that high standards of corporate governance are maintained and exercises its powers and functions with a view to fulfilling a largely strategic leadership role in the running of the School.

The Governing Body's responsibilities fall into three main groups: strategic direction, accountability and management:

Strategic direction:

- ensuring the quality of educational provision within the School;
- agreeing policy development and strategic planning, including target-setting;
- agreeing policies for sound management and administration of the School;
- allocating the School's financial, human and other resources;
- setting performance targets; agreeing the School Development Plan;
- producing a scheme of delegation for the management of the School.

Accountability (what the FGB is responsible for):

- ensuring compliance with legal requirements;
- ensuring sound management of the School's finances and resources;
- setting the School's standards of conduct and values;
- holding the Principal to account for the performance of the School;
- establishing and maintaining a transparent system of prudent and effective internal controls;
- accounting to parents/carers and other stakeholders for the performance of the School.

Management (what the FGB does):

- making senior appointments, in particular that of the Principal, who will be responsible for the implementation of all policies approved by the Governing Body and for the direction of teaching and the curriculum;
- delegating such powers and functions as they consider necessary, to the Principal for the internal organisation, management and control of the School;
- monitoring its own effectiveness;
- monitoring performance and the achievement of objectives, and ensuring that plans for improvement are acted upon;
- approving the annual budget for the School;
- authorising the submission of the annual accounts for the School.

## **7. Committees & Delegation (articles 101-103)**

The FGB may establish any committee as it sees fit with constitution, membership and proceedings to be determined by the FGB.

The establishment, terms of reference, constitution and membership of any committee of the FGB shall be reviewed at least once in every twelve months.

The membership of any committee of the FGB may include persons who are not Governors, provided that a majority of members of any such committee shall be Governors.

The FGB may determine that some or all of the members of a committee who are not Governors shall be entitled to vote in any proceedings of the committee. No vote on any matter shall be taken at a meeting of a committee of the FGB unless the majority of members of the committee present are Governors.

The FGB may delegate to any Governor, committee, the Principal or any other holder of an executive office, such of its powers or functions as it considers desirable to be exercised by them. Any such delegation may be made subject to any conditions the FGB may impose and may be revoked or altered.

## **8. Responsibility of Governors (articles 6.3-6.9)**

Governors are both bound by company law (Companies act 2006), being Directors of the School, as well as by charity law, being also Trustees of the Academy Trust. Broadly, Governors are required to act with reasonable care, skill and diligence in good faith, solely in the interests of the Academy Trust within their powers (as defined in the Articles) and to the exclusion of any personal interests.

Governors should also have regard to their broader responsibilities as a governor of a public institution. This will include the need to enable appropriate public scrutiny and accountability for the actions of the Governing Body.

## **9. General Conduct of Governors**

The following points cover how Governors should generally conduct themselves in discharging their responsibilities and representing the School. Governors should:

- Support the aims and objectives of the School and safeguard the interests of the School and the students in the wider community.
- Work co-operatively with other Governors in the best interest of the School, and attend meetings regularly.
- Acknowledge that differences of opinion may arise in discussion of issues, but when a majority decision of the Governing Body prevails, it should be accepted.
- Base personal views on matters before the Governing Body on an impartial assessment of the available facts.
- Take due account of the views of parents, pupils, staff and interested parties.
- Acknowledge that the day-to-day running of the School is the responsibility of the Head Teacher and senior managers of the School.
- Understand that an individual Governor cannot make statements or express opinions on behalf of the Governors or School without agreement from the Chair or the FGB.
- Resist any temptation or outside pressure to use the position of Governor to benefit himself/herself, other individuals or agencies.
- Declare openly and immediately any conflict of interest arising from a matter before the Governors or from any other aspect of Governorship.

- Respect the confidentiality of items of business which the Governing Body deems to be confidential.
- Seek opportunities to enhance their effectiveness as a Governor through participation in training, development programmes and increasing their own knowledge of the School.

The Full Governing Body agreed these terms of reference on 15 Oct 2014