

SDB Terms of Reference (maximum delegation)

COTSWOLD BEACON ACADEMY TRUST

TERMS OF REFERENCE FOR SCHOOL DEVELOPMENT BOARDS

ACADEMY NAME:- Marling School

1 THE ROLE OF THE SCHOOL DEVELOPMENT BOARD

- 1.1 The School Development Board is a committee of the main board of the Trust. Each Academy has its own School Development Board. Each School Development Board is established by the Trust in accordance with the Trust's Articles and will be subject to Terms of Reference set out below which will detail the responsibilities of the School Development Board and its relationship with the Trust board.
- 1.2 Members of the School Development Board will be known as Local Governors for ease of reference and because the term is understood by stakeholders of the school. It is recognised that Local Governors are not actually governors in law and that legal liability remains with the Academy Trust and the Board of Trustees, who are ultimately responsible for the running of the Academy. However, the Local Governors as part of the School Development Board are critical partners in securing the success of our schools and many of the delegated responsibilities are similar to those of Governing Bodies of maintained schools.

2 THE TRUST AND SCHOOL DEVELOPMENT BOARD

- 2.1 The Trust is a charitable company limited by guarantee. It has entered into a Master Funding Agreement with the Department for Education and a Supplemental Funding Agreement in respect of the Academy (together the "Funding Agreements") and so it is the Trust that is ultimately responsible to the Department for Education pursuant to the Funding Agreements.
- 2.2 The Trustees are the charity trustees (within the terms of section 177 of the Charities Act 2011) and are responsible for the general control and management of the administration of the Trust in accordance with the provisions set out in the Articles.

- 2.3 The School Development Board is a committee of the Trustees established pursuant to Article 100. The School Development Board will act in accordance with these Terms of Reference and the Scheme of Delegation for the Academy unless otherwise directed by the Trustees. It will be accountable to the Accounting Officer and to the Trustees for its decisions.

3 SCHOOL DEVELOPMENT BOARD – APPOINTMENT AND STRUCTURE

- 3.1 Membership of the School Development Board shall comprise not less than 9 and not more than 13 Local Governors, as follows:

- (a) The Principal
- (b) A minimum of 2 and a maximum of 3 Parent Local Governors
- (c) A minimum of 1 and a maximum of 2* Staff Local Governors;
- (d) (d) Local Governors appointed by the Trust

*An additional staff space may be created by the Trustees on a School Development Board for an Associate Principal or Executive Principal where appropriate.

The number or balance of governors may be altered by the Trustees where concerns exist over the performance of the academy

With regard to the Local Governors appointed by the Trust, the Trustees shall invite nominations from the School Development Board and seek to ensure that the views of the School Development Board are taken into account. However, where the Trust considers there is shortage of governors on a SDB, or a demonstrable skill shortage impacting the performance of the SDB, the Trust may appoint one or more governors temporarily or permanently to that SDB. working with the Principal and Chair of the SDB.

- 3.2 Staff Local Governors shall be elected by staff members at the Academy. A Staff Local Governor must be a staff member at the time when they are elected. If a Staff Local Governor ceases to be a staff member then they shall be deemed to have resigned and shall cease to be a Local Governor. The Local Governors shall make all necessary arrangements for, and determine all other matters relating to, an election of the Staff Local Governors, including any question of whether a person is a staff member. Any election of Staff Local Governors which is contested shall be held by secret ballot.

- 3.3 The length of a Local Governor's term of office shall be four years, save that:

- (a) This shall not apply to the Principal, who shall hold office as a Local Governor for so long as they are in post as Principal;
- (b) Unless otherwise determined at the first meeting of the School Development Board, Local Governors who were governors of the Predecessor School at the date immediately prior to the Conversion Date shall continue to serve their remaining term of office as if they were still governors of the Predecessor School.

A Local Governor may be re-appointed for consecutive periods not exceeding 12 years in total (and for those Local Governors who were governors of the Predecessor School, the 12 years period shall be deemed to have commenced on the date of their most recent appointment as a governor of the Predecessor School). Thereafter a Local Governor shall not be eligible for re-appointment until one year after their retirement, unless agreed exceptionally by resolution of the Trustees that they shall be eligible to serve for a further consecutive term.

- 3.4 No person shall be qualified to be a Local Governor unless they are aged 18 or over at the date of their election or appointment. No current pupil of any of the Academies shall be a Local Governor.
- 3.5 A Local Governor shall cease to hold office if they become incapable by reason of illness or injury of managing or administering their own affairs.
- 3.6 A Local Governor shall cease to hold office if they are absent without the permission of the Local Governors from all their meetings held within a period of six months and the other Local Governors resolve that their office be vacated.
- 3.7 A person shall be disqualified from holding or continuing to hold office as a Local Governor if:
- 3.7.1 They have been declared bankrupt and/or their estate has been seized from their possession for the benefit of their creditors and the declaration or seizure has not been discharged, annulled or reduced; or
 - 3.7.2 They are the subject of a bankruptcy restrictions order or an interim order.
- 3.8 A person shall be disqualified from holding or continuing to hold office as a Local Governor at any time when they are subject to a disqualification order or a disqualification undertaking under the Company Directors Disqualification Act 1986 or to an order made under section 429(2)(b) of the Insolvency Act 1986 (failure to pay under county court administration order).
- 3.9 A Local Governor shall cease to hold office if:
- 3.9.1 They would, by virtue of any provision in the Companies Act 2006 or section 178 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision), be disqualified from acting as a trustee; or
 - 3.9.2 They are otherwise found to be unsuitable by the Secretary of State under the provisions of the Funding Agreements.
- 3.10 A person shall be disqualified from holding or continuing to hold office as a Local Governor if they have been removed from the office of charity trustee or trustee for a charity by an order made by the Charity Commission or the High Court on the grounds of any misconduct or mismanagement in the administration of the charity for which they were responsible or to which they were privy, or which they by their conduct contributed to or facilitated.
- 3.11 A person shall be disqualified from holding or continuing to hold office as a Local Governor where they have at any time, been convicted of any criminal offence, excluding any that have been spent under the Rehabilitation of Offenders Act 1974 as amended, and excluding any offence for which the maximum sentence is a fine or a lesser sentence except where a person has been convicted of any offence which falls under section 178 of the Charities Act 2011.
- 3.12 After the Academy has opened, a person shall be disqualified from holding or continuing to hold office as a Local Governor if they have not provided to the Chair of the Trustees, by the date of the Local Governor's appointment or as soon as practicable thereafter, a disclosure and barring service certificate (previously known as a criminal records certificate) at an enhanced disclosure level under section 113B of the Police Act 1997. In the event that the certificate discloses any information which would in the opinion of either the Chair of the Trustees or the Accounting Officer confirm their unsuitability to work with children that person shall be disqualified. If a dispute arises as to whether a person shall be disqualified, a referral shall be made to the Secretary of State to determine the matter. The determination of the Secretary of State shall be final.

- 3.13 Where, by virtue of these Terms of Reference a person becomes disqualified from holding or continuing to hold office as a Local Governor; and they are, or are proposed, to become such a Local Governor, they shall upon becoming so disqualified give written notice of that fact to the Clerk.
- 3.14 A Local Governor's term of office shall be terminated if:
- 3.14.1 They resign by serving written notice to the Clerk;
 - 3.14.2 The Trustees terminate their appointment;
 - 3.14.3 They are removed by the persons appointing them (although this does not apply to elected staff or Parent Local Governors); or
 - 3.14.4 In the case of a Staff Local Governor, their employment is terminated.
- 3.15 Upon receipt of a notice pursuant to paragraph 3.14.1, the Clerk shall promptly notify the Company Secretary of the same.
- 3.16 The School Development Board may continue to act notwithstanding a temporary vacancy in its composition.

4 APPOINTMENT OF CHAIR AND VICE-CHAIR OF SCHOOL DEVELOPMENT BOARD

- 4.1 The Chair of the School Development Board shall be appointed by the Trustees, having sought views and any recommendations from the Local Governors (Co-Chairs may be permitted if deemed appropriate).
- 4.2 The term of office of the Chair of the School Development Board shall be 2 years. Subject to remaining eligible to be a Chair, a Local Governor may be reappointed for further terms of office as Chair by the Trustees.
- 4.3 The Vice-Chair of the School Development Board shall be appointed by the Local Governors from amongst their number, for a term of 2 years. Subject to remaining eligible to be a Vice Chair, a Local Governor may be re-appointed for further terms of office as Vice-Chair by the Local Governors.
- 4.4 If both the Chair and the Vice-Chair are absent from any meeting of the School Development Board, those Local Governors present shall appoint one of their number to chair the meeting.

5 RESPONSIBILITIES OF SCHOOL DEVELOPMENT BOARDS

5.1 Compliance and Governance

The School Development Board will:

- (a) Develop the academy ethos in keeping with the vision and values of the Trust and in a way appropriate to the specific qualities and community characteristics of the Academy;
- (b) Develop academy improvement plans to promote high standards of achievement and ensure that students and pupils are attending a successful school which provides them with a good education and supports their well-being
- (c) Hold the Principal to account for the educational performance and outcomes of the school and its pupils and ensure that standards of attainment and achievement by the pupils of the Academy are high and are maintained at the highest possible level (d) Act as a critical friend to the Academy

and provide support to the Principal and the staff at the Academy (e) Support the delivery of priorities and targets for the school determined by the Trust.

- (f) Ensure that all children, including those with special educational needs, have access to a broad and balanced curriculum (g) Understand the financial performance of the academy making sure its money is well spent.
- (h) Receive information on, and monitor expenditure against the school's budget, including pupil premium allocation and sports grant fund. (i) Maintain the Academy estate in accordance with any guidelines set out by the Trust;
- (j) Report to the Trustees both generally through meeting minutes and specifically as the Trustees may require from time to time;
- (k) Implement actions required to comply with statutory regulations and the Funding Agreements; and (l) Implement the policies set by the Trust including those related to HR matters.

5.2 **Appointments, Personnel and Training** The School Development Board shall:

- (a) Comply with the Trust's agreed HR policies, including the process for local performance appraisal for members of staff;
- (b) Carry out responsibilities as described within trust and school policies
- (c) Comply with the Trust's agreed HR policies, including the process for local performance appraisal for members of staff;
- (d) Effect any restructuring of staff at the Academy approved by the Trust and provided always that advice shall be sought from the Trust's HR function before doing so;
- (e) Appoint the Clerk to the School Development Board;
- (f) Advise the Principal in the event that they consider that changes are required to staff terms and conditions (to be clear, the School Development Board may not make any amendments to terms and conditions without the Trustees' consent).

5.3 **Finances**

The School Development Board shall:

- (a) Work with the Principal and CBAT Executive Team to plan the Academy budget to meet the priorities of the Academy Improvement Plan. Submit the planned budget via the Local Governing Body for Trustee approval
- (b) Review reports from the Principal comparing income and expenditure with budget, highlighting any areas of deviation or concern and agreeing strategies to mitigate these, including any requests to the Trust for budget virements
- (c) Submit to the CFOO any proposed write-offs and disposals of surplus stock and equipment.
- (d) Review matters relating to security of academy assets identifying any concerns
- (e) Respond to any requirements of Internal Assurance reports (including fraud or irregularity) and areas for improvement identified by the CFOO (f) Review matters relating to lettings outside Academy hours
- (g) Work with the Principal and CBAT to determine Insurance arrangements that sit outside of the Risk Protection Arrangement (RPA) (h) Observe proper levels of delegation and protocols, in conjunction with the CFOO and Accounting Officer.

5.4 **General Duties of Local Governors**

- 5.4.1 Each Local Governor shall act in the best interests of the Academy and the Trust at all times.
- 5.4.2 No Local Governor shall act or omit to act in a way which would be prejudicial to the interests of the Academy or the Trust at any time, including any actions or omissions which might create bad publicity for the Academy or the Trust.
- 5.4.3 The Local Governors must keep confidential all information of a confidential nature obtained by them relating to the Academy and the Trust.
- 5.4.4 When a Local Governor joins an Academy within the Trust, they shall be required to complete and sign a registration form (with details required for the Trust) in which the Local Governor agrees to comply with:
 - The Articles;
 - The Funding Agreements;
 - These Terms of Reference;
 - Any terms of reference of sub-committees which may apply to that Local Governor.
- 5.4.5 Each Local Governor shall be required to attend training
- 5.4.6 Each Local Governor shall also be required to take part in regular self-reviews and is accountable for meeting their own training and development needs. It is a Local Governor's responsibility to consider if, and raise any concerns where, they feel that appropriate training and development is not being provided.

6 ACCOUNTING OFFICER

- 6.1 The Accounting Officer has been appointed by the Trustees to undertake the role of Accounting Officer and to have overall responsibility for leading the other Principals in creating the future of the Trust, working with the Trust to implement its strategic vision. The Trustees delegate to the Accounting Officer such functions and powers as are required to fulfil the duties outlined in the Accounting Officer's role description as determined by the Trustees from time to time.

7 RESPONSIBILITIES OF THE PRINCIPAL

- 7.1 The Principal shall be responsible to the Trustees via the School Development Board for the leadership and management of the Academy, including, in particular for:-
 - 7.1.1 Securing outcomes for pupils/students (attainment and progress)
 - 7.1.2 Implementing the agreed policies and procedures;
 - 7.1.3 Advising the School Development Board on strategic direction, forward planning and quality assurance;
 - 7.1.4 Advising the School Development Board and/or the admissions committee of the Academy on the admission of pupils (provided always that admissions appeals shall be considered by a panel established by the Trustees);
 - 7.1.5 Managing the delegated budget and resources agreed by the Trust;

- 7.1.6 Advising the School Development Board on the appointment of the Deputy Principal and such other senior posts as the School Development Board may determine;
- 7.1.7 The appointment of all other staff and (except to the extent directed otherwise by the Trustees and/or CEO), the salary grading, allocation of duties, appraisal and discipline of all staff in accordance with the Trust's human resources policies and procedures and best practice for HR and recruitment;
- 7.1.8 The maintenance of good order and discipline by the pupils including their suspension and/or exclusion; and
- 7.1.9 All such additional functions as may be assigned under the Principal's job description or contract of employment.

8 ROLE OF THE CHAIR

- 8.1 The Chair shall:
 - 8.1.1 Meet regularly with the Principal;
 - 8.1.2 Preside over efficient School Development Board meetings by establishing effective working procedures; and
 - 8.1.3 Be accountable to the Accounting Officer and to the Trustees for the operation of the Academy and shall meet with the Accounting Officer, the Principal and the Trustees at such times as may be reasonably required.

9 CONFLICTS OF INTEREST

- 9.1 The income and property of the Academy must be applied solely towards the provision of the Objects as detailed in the Articles. The restrictions and procedures which apply to the Trustees in the Articles with regard to having a Personal Financial Interest shall also apply to the Local Governors.
- 9.2 Any Local Governor who has any duty or personal interest (including but not limited to any Personal Financial Interest) which conflicts or may conflict with their duties as a Local Governor shall disclose that fact to the School Development Board as soon as they become aware of it. A Local Governor must absent themselves from any discussions of the School Development Board in which it is possible that a conflict will arise between their duty to act solely in the interests of the Academy and any duty or personal interest (including but not limited to any Personal Financial Interest).

10 MEETINGS OF SCHOOL DEVELOPMENT BOARD

- 10.1 The School Development Board shall meet at least 6 times an academic year and shall hold such other meetings as may be necessary. A quorum must be present, being three or one third of the total number of Local Governors then in office, whichever is the greater.
- 10.2 All meetings shall be convened by the Clerk, who shall send the Local Governors and the Principal written notice of the meeting and a copy of the agenda at least seven clear days in advance of the meeting.
- 10.3 A special meeting of the School Development Board shall be called by the Clerk whenever requested by the Chair or at the request in writing of any three Local Governors or of the Principal. Where there are matters demanding urgent consideration, the Chair or, in their absence, the Vice-Chair may, with the approval of the Principal, waive the need for seven clear days' notice of the meeting and substitute such notice as they think fit.

- 10.4 The convening of a meeting and the proceedings conducted shall not be invalidated by reason of any individual not having received written notice of the meeting or a copy of the agenda.
- 10.5 If the number of Local Governors assembled for a meeting of the School Development Board does not constitute a quorum, the meeting shall not be held. If in the course of a meeting of the School Development Board the number of Local Governors present ceases to constitute a quorum, the meeting shall be terminated forthwith.
- 10.6 If for lack of a quorum a meeting cannot be held or, as the case may be, cannot continue, the Chair shall, if they think fit, determine the time and date at which a further meeting shall be held and shall direct the Clerk to convene the meeting accordingly.
- 10.7 Every question to be decided at a meeting of the School Development Board shall be determined by a majority of the votes of the Local Governors present and voting on the question. Every Local Governor shall have one vote. Where there is an equal division of votes the Chair of the meeting shall have a second or casting vote.
- 10.8 A Local Governor may not vote by proxy.
- 10.9 No resolution of the School Development Board may be rescinded or varied at a subsequent meeting unless consideration of the rescission or variation is a specific item of business on the agenda for that meeting.
- 10.10 Any Local Governor who is also an employee of the Trust shall withdraw from that part of any meeting of the School Development Board at which their remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement are to be considered.
- 10.11 A resolution in writing or in electronic form, signed (or submitted in electronic form) by a majority of all the Local Governors (or all of the members of a committee of the School Development Board), shall be valid and effective as if it had been passed at a meeting of the School Development Board or (as the case may be) a committee of School Development Board duly convened and held. Such a resolution may consist of several documents in the same form, each signed (or submitted in electronic form) by one or more of the Local Governors (or the members of a committee, as the case may be).
- 10.12 Any Local Governor shall be able to participate in meetings of the Local Governors by telephone or video conference provided that they have given reasonable notice to the Clerk and that the Local Governors have access to the appropriate equipment.
- 10.13 Minutes must be prepared of all School Development Board meetings and meetings of all sub-committees. Drafts of those minutes must be sent to all attendees and to Accounting Officer no later than 14 days after the date of the meeting. Final minutes, as approved by the Local Governors, must be sent to the Accounting Officer within 7 days of approval.
- 10.14 School Development Boards may take decisions via email including if necessary counting a nil return as agreement with a recommendation. All such decisions must be recorded at the next formal meeting and a note made in the minutes.

11 DELEGATION OF FUNCTIONS AND COMMITTEES

- 11.1 In CBAT, School Development Boards act mainly without committees.

- 11.2 However, the School Development Board may establish committees as are necessary to carry out its responsibilities (which would include other Trust wide responsibilities including Health and Safety), as determined by the School Development Board and/or the Trust, (together, “Committees”) and the powers of any such Committees, their terms of reference and membership shall be determined by the School Development Board.
- 11.3 Membership of any committee responsible for personnel matters shall include the Principal.
- 11.4 Where responsibility has been delegated to a panel of governors e.g., for a Stage 3 complaints hearing, in exceptional circumstances and where it is clear in the relevant policy, if there is a shortage of available governors from the SDB of the relevant school, the Trust may appoint one or more governors from the SDB of another school within the Trust to the relevant panel or convene a committee of the Trust Board.
- 11.5 The Committees may include members who are not Local Governors with agreement of the Executive Team.
- 11.6 Except where it is otherwise constrained within its terms of reference, a Committee may invite attendance by persons who are neither Local Governors nor committee members where such attendance is considered by the members of the Committee to benefit its deliberations.
- 11.7 Copies of the non-confidential minutes of Committee meetings are to be circulated to the School Improvement Board.

12 RULES AND BYELAWS

- 12.1 The School Development Board shall have power to make rules and bye-laws in respect of the government and conduct of the Academy as it shall think fit. Such rules and bye-laws shall be subject to the provisions of this document and to approval by the Trustees.

13 AMENDMENT OF TERMS OF REFERENCE

- 13.1 These terms of reference are drafted and maintained by the Trust. The Trustees may make amendments to these terms of reference from time to time. In the event that amendments are made, the Trust shall notify the Chair of each School Development Board, who shall be expected to make the other Local Governors aware of such changes.
- 13.2 This document shall be subject to review at least at the first meeting of the Trustees in each academic year.

14 EFFECTIVE DATE

- 14.1 These Terms of Reference shall come into effect, in relation to a School Development Board, on the establishment of the School Development Board.

15 INTERPRETATION

- 15.1 In this document:-

“Academy” means the Academy which is one of the academies of the Trust;
“Accounting Officer” means the person appointed by the Trustees as an employee to act as the Accounting Officer for the Trust; “Articles” means the Articles of Association of the Trust;
“CFOO” means the person appointed by the Trustees as an employee to oversee the financial aspects of the Trust;

“Clerk”	means the person appointed to act as clerk to the School Development Board;
“Company Secretary”	means the person appointed to act as the company secretary of the Trust or any other person appointed to perform the duties of company secretary to the Trust;
“Conversion Date”	means the date on which the Academy opened, as set out in the Funding Agreements;
“Funding Agreements”	has the meaning given to it in paragraph 2.1;
“Principal ”	means the member of staff at the Academy who is appointed by the Trust (in accordance with the terms of this document and their contract of employment, as may be amended from time to time) to have overall day to day control of and responsibility for the leadership and management of the Academy;
“Local Governor”	means a member of the School Development Board;
“School Development Board ”	means the School Development Board for the Academy, being a committee of the main Trust Board, constituted as provided by paragraph 3;
“Parent Local Governor”	means a Local Governor elected or appointed in accordance with Articles 54 – 56;
“Personal Financial Interest”	means any interest in the employment or remuneration of, or the provision of any other benefit to, a Local Governor as further detailed within Article 6 of the Articles;
“Predecessor School”	means a maintained school which converted under the terms of the Academies Act 2010 to form the Academy;
“Scheme of Delegation”	means the scheme of delegation established by the Trust in respect of the Academy (as amended from time to time by the Trustees), setting out the level of decision-making permitted for the overall governance and management of the Trust and the Academy;
“Staff Local Governor”	means a member elected to the School Development Board by members of staff at the Academy pursuant to paragraph 3.2;
“this document”	means these Terms of Reference;
“the Trust”	means Cotswold Beacon Academy Trust, company number 07692339 ; and
“the Trustees”	means those persons appointed as directors (under company law) and trustees (under charity law) of the Trust.

15.2 Unless the context requires otherwise, a reference to:-

15.2.1 A numbered paragraph is a reference to the paragraph so numbered in this document (or the sub-paragraph, as the case may be), and

15.2.2 Words importing one gender shall include any other gender, the singular number shall include the plural and vice versa and the headings are included for convenience only and shall not affect the construction of this document.