



TERMS OF REFERENCE

THE WESTBOROUGH SCHOOL LOCAL GOVERNING BODY

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1. INTERPRETATION

In this document:-

"Academy"	means The Westborough School
"Articles"	means the Articles of Association of the Company;
Clerk	The person appointed by the meeting to distribute agendas, record minutes, distribute papers and provide advice to the body
"Governor"	means a member of the Local Governing Body;
"Local Governing Body"	means the Local Governing Body for the Academy constituted as provided by Clause 3 of this document;
"Parent Member"	means a member elected to the Local Governing Body by the parents of pupils at the Academy or in default of election appointed by the Local Governing Body;
"Personal Financial Interest"	means any interest in the employment or remuneration of, or the provision of any other benefit to, a Governor as further detailed within clauses 97 and 98 of the Articles;
"Principal"	means the member of staff who has been appointed as CEO or Headteacher to have overall day to day control of and responsibility of the Trust or individual Academy;
"Staff Member"	means a member elected to the Local Governing Body by members of staff of the Academy or in default of election appointed by the Local Governing Body;
"the Company"	means South East Essex Academy Trust (SEEAT), a company limited by guarantee having registered number 7527304;
"the Trustees"	means those persons appointed as trustees of the Company;
"this document"	means these Terms of Reference;
"the objects"	is specifically restricted to the following: to advance for the public benefit education in the United Kingdom, in particular but without prejudice to the generality of the foregoing by establishing, maintaining, carrying on, managing and developing a school offering a broad and balanced curriculum.

Unless the context requires otherwise, a reference to:-

- a numbered clause is a reference to the clause so numbered in this document, and
- a numbered paragraph is a reference to the paragraph so numbered in the clause in which the reference appears; and
- 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.

2. RESPONSIBILITIES OF LOCAL GOVERNING BODY

The Company is a charitable company limited by guarantee. It has entered into a Master Funding Agreement and a Supplemental Funding Agreement in relation to the Academy both entered into with the Secretary of State (together the “Funding Agreements”).

The Trustees are the Charity Trustees and responsible for the general control and management of the administration of the Company in accordance with the provisions set out in the Articles of the Company.

The Local Governing Body shall be a Committee of the Company established pursuant to articles 100-104 of the Articles of the Company.

Legal responsibility for the Academy lies with the Company. It is governed by the Trustees, who rely on advice and support from the Academy's Local Governing Body, particularly (but not limited to) strategic planning and the specific matters delegated under these Terms of Reference.

Subject to provisions of these Terms of Reference, the Companies Act 2006, the Articles and to any directions given by special resolution of the Trustees, the business of the individual Academy shall be managed by the Local Governing Body who may exercise all the powers of the Company, other than matters concerning finance, the Principal (Headteachers), grounds, buildings and resources which are retained by the SEEAT Board.

The Local Governing Body shall act in accordance with the School Government Regulations, the Terms of Reference Regulations and other legislation affecting the conduct and responsibilities of Academy Governing Bodies.

The Local Governing Body shall act in accordance with the Memorandum and Articles of Association of SEEAT, the SEEAT Financial Regulations, the Funding Agreement and with the Terms of Reference and Standing Orders of the South East Essex Academy Trust Board of Trustees.

The Local Governing Body shall have regard to the Scheme of Delegation, and when required the Trust Ofsted Action Plan, both to be approved by the Board of Trustees.

The Trustees delegate the operational day to day running of the individual Academy to the Local Governing Body and specifically the following duties:

- To ensure that the vision, ethos and strategic direction of SEEAT is maintained within each Academy
- To implement and adhere to decisions of the Academy Trust Board and the CEO
- To identify, understand and report to Trustees any strategic risks facing the Academy
- To draw any significant recommendations and matters of concern to the attention of the Trust Board
- To work with the CEO to determine the organisational structure of the Academy
- To work with the SEEAT central team and the Academy's leadership team to ensure that high standards of safeguarding are maintained
- To determine the Academy's long-term strategy vision, mission and aims, agreeing key priorities and key performance indicators (KPIs) against which progress towards achieving the vision can be measured
- To establish and monitor the Academy's curriculum intent
- To hold school leaders to account for the educational performance of the Academy, the inclusion of all pupils and the offer of a knowledge-rich and broadly-based curriculum
- To implement the School Development/Improvement Plan (SDP/SIP) and Self Evaluation Form (SEF)
- To monitor and advise on the running of the Academy in terms of:
 - Learning / standards,(in relation to curriculum targets and to include the receiving and reviewing of student performance data on a termly basis)
 - Pupils' behaviour
 - Pupils' attendance
 - Safety and wellbeing

- SEND
- The effectiveness of Pupil Premium and Sports Premium funding and to ensure FSM provision
- To identify Governors to take on specific link responsibilities in the following areas:
 - Behaviour
 - Safeguarding
 - SEND
 - Grants (Pupil Premium / Sports Premium / Covid Catch-Up)
- To conduct termly monitoring of Safeguarding procedures and present reports annually to the LGB
- To approve high risk and residential trips/visits
- To monitor for any political indoctrination
- To promote positive parent, community and stakeholder engagement and to drive school-to-school partnerships for improvement with the Trust
- To support the Academy and Trust's senior management team to deal with parental complaints pursuant to the Trust policy on parental complaints
- To support the Headteacher in recruitment and selection, grievance and disciplinary processes where appropriate
- To record visits to the Academy both during school hours (with prior arrangement with the Headteacher) and for evening events
- To appoint the LGB Governance Professional
- To appoint staff and parent governors
- To publish and maintain register of all interests
- To ensure required Academy information is published on the Academy website
- To develop and approve Academy level policies, in particular: safeguarding; curriculum; teaching, learning and assessment; pastoral policies
- To implement and adhere to policies approved by the Trust Board including attendance, finance, HR policies and Trust wide safeguarding statement

The following policies to be developed, reviewed and updated by the Local Governing Body

- Acceptable Use Policy (internet safety)
- Accessibility plan
- Anti-bullying Policy
- Behaviour Policy (to include behaviour principles written statement)
- Curriculum Policy (including Early Years Foundation Stage (EYFS) for primary Academy)
- Equality information and objectives (public sector equality duty) statement for publication
- Relationships Education
- Special Educational Needs & Disabilities
- Teaching & Learning Policy (to include Assessment)
- Uniform Policy

The following duties to be carried out in consultation with the Trustees:

- Agree applications for significant change in provision (temporary or permanent)
- Monitor and evaluate the quality of education provision within the Academy
- Determination of the Admissions Policy and arrangements for the Academy in accordance with admissions law and DfE codes of practice
- Set Academy objectives to include within the single Equality Act Policy
- Headteacher appraisal
- Senior Leadership Team appointments
- Setting dates of terms and holidays
- Monitor effectiveness of central Trust services

The Governors are not and nothing within this document is intended to make them charity trustees. Each Governor shall act in the best interests of the Academy at all times.

The Governors must keep confidential all information of a confidential nature obtained by them

relating to the Academy.

3. COMPOSITION OF LOCAL GOVERNING BODY

The membership of the Local Governing Body shall be determined in accordance with the following provisions:-

The total membership shall be not less than 3 and not more than 11.

The membership shall comprise:

- the Headteacher;
- 3 Parents;
- 2 Staff (one teaching, one support);
- up to 5 members appointed by the Trust in consultation with the Local Governing Body (Trust Appointed);

The Local Governing Body can appoint non-voting Associate Members.

The Local Governing Body may continue to act notwithstanding a temporary vacancy in its composition.

4. RESIGNATION & REMOVAL

A Governor may at any time resign their office by giving notice in writing to the Local Governing Body Governance Professional.

A Governor shall cease to hold office if they are removed by the person or persons who appointed them. This provision does not apply in the case of the Parent or Staff Member.

The Trustees may terminate the appointment of any Governor whose presence or conduct is deemed by the Trustees not to be in the best interests of the Company or the Academy.

The Principal and any Staff Member shall automatically cease to hold office if they cease to be associated with the Academy in the capacity in which they were appointed or elected.

5. PERSONS INELIGIBLE TO BE GOVERNORS

No person shall be qualified to be a Governor unless they are aged 18 or over at the date of their election or appointment. No current pupil of the Academy shall be a Governor.

A Governor shall cease to hold office if they become incapable by reason of mental disorder, illness or injury of managing or administering their own affairs.

A Governor shall cease to hold office if they are absent without the permission of the Governors from all their meetings held within a period of six months and the Governors resolve that this office be vacated.

A Governor shall cease to hold office if they are disqualified from acting as a Trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision).

A person shall be disqualified from holding or continuing to hold office as a Governor:- If:-

- their estate has been sequestered and the sequestration has not been discharged, annulled or reduced;
- they are the subject of a bankruptcy restrictions order or an interim order.
- 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.
- at any time when they are:-
- included in the list of teachers and workers with children or young persons whose employment is prohibited or restricted under section 1 of the Protection of Children Act 1999; or
- disqualified from working with children under section 35 of the Criminal Justice and Court Services Act 2000, or

- prohibited under the Childcare (Disqualification) Regulations 2009, (which arose out of the Education Act 2006) from working with children under 8 in relevant settings, including in schools
- if they are a person in respect of whom a direction has been made under section 142 of the Education Act 2002.
- 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 72 of the Charities Act 1993.
- if they have not provided to the Chair of the Trustees a criminal record 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 the Chair 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.

Where a person becomes disqualified from holding or continuing to hold office as a Governor and they are, or are proposed, to become such a Governor, they shall upon becoming so disqualified give written notice of that fact to the Chair of SEEAT.

6. TERM OF OFFICE

Any Governor shall hold and vacate office in accordance with the terms of their appointment but (except in the case of the Principal) the length of their term of office shall not exceed four years.

The following appointment terms have been agreed:

- Trust Appointed Governor – 4 years
- Parent Governors – 4 years
- Staff Governors – 3 years

Governors retiring at the end of their first term of office shall be eligible for re-appointment at the discretion of the Local Governing Body.

7. CONFLICTS OF INTEREST

The income and property of the Academy must be applied solely towards the provision of the Objects as detailed in the Articles. The restrictions which apply to the Trustees with regard to having a Personal Financial Interest shall also apply to the Governors.

Any Governor who has any duty or personal interest (including but not limited to any Personal Financial Interest) which conflicts or may conflict with his duties as a Governor shall disclose that fact to the Governors as soon as he becomes aware of it. A Governor must absent himself from any discussions of the Governors in which it is possible that a conflict will arise between his 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).

8. APPOINTMENT OF CHAIR AND VICE-CHAIR

The election process for the Chair and Vice-Chair of the LGB is:

- Nomination papers can be issued with the Agenda papers for either the Summer 2 or the Autumn 1 LGB meeting.
- Should the election of Chair and Vice Chair be held in Summer 2, the incoming Chair and Vice Chair will only take office from the start of the new academic year.**
- A deadline will be set for the return of nomination papers to the LGB Governance Professional, i.e. one week before the meeting. Papers must include the signature of a proposer. Governors who have been nominated must provide a summary of less than fifty words, explaining why they should be elected.
- A deadline will be set for when secret votes are to be cast i.e. 5 minutes after the start of the first LGB meeting of the academic year. Only Governors present at the meeting will be able to vote.

- e) The LGB Governance Professional will be responsible for issuing voting papers, collecting them in, counting the votes and declaring the result. When necessary, the Headteacher will check the number of votes cast for each candidate.
- f) The candidate with the most votes will be elected as Chair, similarly for the Vice-Chair.
- g) If there should be an equal number of votes cast for the election of the Chair, then there will be a 10-minute break and a re-ballot will take place. In the case of the election of the Vice-Chair the Chair will have the casting vote.
- h) If no written nominations are received in advance of the Autumn 1 meeting for the post of Chair or Vice Chair, the election will be carried over to the Autumn 2 LGB meeting.
- i) Should no written nominations be received in advance of the Autumn 2 meeting for the post of Chair, the Trust Board will appoint a Chair for the academic year.

9. MEETINGS OF LOCAL GOVERNING BODY

The Local Governing Body shall meet at least three times in every academic year and shall hold such other meetings as may be necessary.

Additional meetings may take place at the request of the company as required.

All meetings shall be convened by the Local Governing Body Governance Professional, who shall send to the Governors written notice of the meeting and a copy of the agenda at least seven clear days in advance of the meeting.

A meeting of the Local Governing Body shall be called by the Governance Professional whenever requested by the Chair or at the request in writing by any three Governors. 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.

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.

The expectation is that Governors will attend LGB meetings in person. When this is not possible, with good reason, virtual attendance may be allowed with the agreement of the Chair and the Governance Professional. With regard to LGB Committee meetings, some might be held remotely when it is appropriate to do so.

10. QUORUM

Meetings of the Local Governing Body shall be quorate if three or one-third of Governors are present (whichever is greater).

If, prior to the start of a meeting of the Local Governing Body, the number of Governors confirmed to be in attendance for such meeting does not constitute a quorum, the meeting shall not be held. If, during the course of a meeting of the Local Governing Body, the number of Governors present ceases to constitute a quorum, the meeting can continue however no decisions can be made. Where a quorum is not present and decisions are required, these can be made by written resolution as noted below in section 11.

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 Governance Professional to convene the meeting accordingly.

11. PROCEEDINGS OF MEETINGS

Every question to be decided at a meeting of the Local Governing Body shall be determined by a majority of the votes of the Governors present and voting on the question. Every 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.

A Governor may not vote by proxy.

No resolution of the Governors 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.

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

A resolution in writing, signed by all the Governors (or all of the members of a committee of the Governors), shall be valid and effective as if it had been passed at a meeting of the Governors or (as the case may be) a committee of 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 (or the members of a committee, as the case may be).

12. MINUTES AND PUBLICATION

At every meeting of the Local Governing Body the minutes of the last meeting shall be taken as the first agenda item after any apologies, except in cases where the Governors present decide otherwise, and, if agreed to be accurate, shall be signed as a true record.

The Local Governing Body Governance Professional shall ensure that a copy of the draft minutes of each meeting (once approved by the LGB Chair) are sent to the SEEAT Governance professional as soon after the meeting as possible. Furthermore, the agenda for every meeting of the Governors, the signed minutes of every such meeting and any report, document or other paper considered at any such meeting are made available to the SEEAT Governance Professional upon request.

13. DELEGATION OF FUNCTIONS AND COMMITTEES

The Local Governing Body may establish sub-committees as it considers desirable to carry out its responsibilities. The powers of any such committees, their terms of reference and membership shall be determined by the Local Governing Body.

Sub-committees may include members who are not Governors.

Except where it is otherwise constrained within its terms of reference, a sub-committee may invite attendance by persons who are not Governors or committee members where such attendance is considered by the members of the committee to benefit its deliberations.

Copies of the minutes of sub-committee meetings, with the exception of Confidential minutes, are to be circulated to all Governors and those who are entitled to attend Local Governing Body meetings.

14. RESPONSIBILITIES OF PRINCIPAL

Subject to responsibilities of the Local Governing Body and the policy statements of the Company, the Principal shall be responsible to the Local Governing Body for:-

- Implementing the agreed policies and procedures laid down by the Local Governing Body this includes the implementation of all statutory regulations;
- Advising the Local Governing Body on strategic direction, forward planning and quality assurance;
- The leadership and management of the Academy;
- The admission of pupils;
- The maintenance of good order and discipline by the pupils including their suspension and/or exclusion within the framework laid down by the Local Governing Body; and
- All such additional functions as may be assigned under the job description or contract of employment.

15. RULES AND BYE-LAWS

The Local Governing Body 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.

16. AMENDMENT OF THESE TERMS OF REFERENCE

This document shall be subject to review at the first meeting of the SEEAT Board in each academic year and may be subject to amendment by them.

This document should also be reviewed annually, in the summer term, by the LGB with recommendations for amendments sent to the SEEAT Governance Professional for

consideration by the SEEAT Board.

17. COPIES OF TERMS OF REFERENCE

A copy of this document, and of any rules and bye-laws, shall be given to every Governor and shall be available for inspection upon request by members of staff during normal office hours at the offices of the Academy and the Company.

18. EFFECTIVE DATE

These Terms of Reference came into effect following approval at the SEEAT Board meeting on 10th July 2025, for implementation from 1st September 2025, and were formally adopted by the Local Governing Body during the Autumn term.