

OGAT ACADEMY COUNCIL TERMS OF REFERENCE

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INTERPRETATION

In this document:

“Academy” means the Academy which is part of Outwood Grange Academies Trust;

“Articles” means the Articles of Association of the Trust;

“Chief Executive” means the person appointed by the Trustees as an employee to oversee and co-ordinate all Trust activities;

“Finance Director” means the person appointed by the Trustees as an employee, under the overall direction of the Chief Executive, to oversee the financial aspects of the Trust;

“Governor” means a member of the Academy Council;

“Governors’ Handbook” means the handbook prepared by the Trust explaining the role of governors in force from time to time;

“Regional Chief Executive” means the person(s) appointed by the Trustees as an employee, under the overall direction of the Chief Executive, to oversee academy improvement;

“LA” means the Local Authority in which the academy is situated;

“Academy Council” means the local body for the academy(ies);

“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 Article 6 of the Articles;

“Principal” means the member of staff at the academy who has been appointed (in accordance with the Trust’s Scheme of Delegation) to have overall day to day control of and responsibility of the academy;

“Company Secretary” means the Secretary of the Trust or any other person appointed to perform the duties of Secretary to the Trust;

“Staff Governor” means a member elected to the Academy Council by members of staff of the academy(ies);

“the Trust” means Outwood Grange Academies Trust, a company limited by guarantee having registered number 06995649;

“the Trustees” means those persons appointed as directors (under company law) and trustees of the Trust (under charity law).

SECTION I – OUTWOOD GRANGE ACADEMIES TRUST GOVERNANCE

I. VISION AND VALUES

Vision: Students First

As a high-performing multi-academy trust we embrace the opportunity to ensure that all children, irrespective of their starting point, receive an excellent education. We relish the opportunity to be part of the much needed regeneration of the areas we work in. To achieve

this aim, staff within Outwood Grange Academies Trust have three values in common. We all:

put 'students first' - we care deeply about children;

strive to be experts in our respective fields; and

are obsessive about attaining the highest standards, thereby enhancing children's life-chances.

As a multi-academy trust we want to be known for placing...

"Students first: raising standards and transforming lives"

Martyn Oliver, CEO

Who we are:

Outwood Grange Academies Trust (OGAT) is a not for profit charity which sponsors primary and secondary academies. We are fortunate that our past performance has been recognised nationally and that we are regarded as one of the highest performing multi-academy trusts and the highest performing family of schools in the North of England. We have developed, and continue to develop, our model for school improvement which is focussed on creating a collaborative pedagogical model and has a transformational effect on children's life chances within very quick timescales.

All academies within our Trust work closely with each other as a 'family of schools'. Indeed, each academy individually and collectively forms the Trust: the Trust as a whole is not a separate body or group of people but rather one single organisation made up of all our academies with one single vision and shared set of values. Together we all work to ensure that all children, irrespective of their starting points, receive an excellent education. We relish the opportunity to be part of the local communities in which we work.

We pride ourselves in meeting the needs of all children in our care, including those who are most vulnerable or indeed challenging. These groups of students are a priority to us and we work closely with parents/carers in helping to raise their children's self-esteem, resilience and subsequent achievement and attainment.

We understand that by significantly raising attainment, instilling high standards of behaviour within a caring and safe environment that we will improve social mobility and provide children with life-choices and life-chances - a vulnerable child will remain vulnerable for life without this core entitlement. We are committed to helping our students go on to achieve meaningful employment.

We have always had excellent working relationships with professional associations and these partnerships have reinforced our way of working. We would never do anything that would be detrimental to any child, member of staff or school in a neighbouring community. Importantly, we care as much about the results and outcomes of children in our newest academies as we do for those in our first academy. In order to effect a sustainable transformation for the communities which we serve we will always seek to work with other local education providers and in particular the primary schools which feed in to our secondary academies as these are critical to the long term future of an area. We are serious about the

part we have to play in regenerating the areas we serve by placing an outstanding school at the heart of the community.

The values of our Trust:

We believe that improving young people's life-chances is essential to developing a strong local economy. Our philosophy and values are reflected in the ten underlying principles of our trust:

1. We always put 'Students First': we care deeply about children;
2. We want to be known for our track record in raising standards: we are obsessive about results;
3. Our staff are experts in their field and through the Outwood Institute of Education (OIE) we will always aim to recruit, retain, develop and deploy both our own staff and help to develop the education system as a whole; in particular, supporting the development of multi-academy trusts, to the best of our ability;
4. We want to transform the life-chances of our children by focussing on raising standards, particularly in the basic skills of literacy and numeracy as well as in employability skills so that our students have the best possible start in life;
5. We believe that local children should attend local schools and we are not selective in our admissions: we are fully inclusive and welcome children from vulnerable groups, e.g. SEND, LAC, etc.;
6. We play our full role in local behaviour partnerships/hard to place protocols;
7. We follow the guiding principles of School Teachers Pay & Conditions and National Joint Council conditions of service and want to work positively with professional associations and actively involve them in our decision making;
8. We always put collaboration before competition and will never do anything detrimental to a young person, member of staff, school or college in a neighbouring community;
9. We believe in the implementation of a systematic model: our 7 strand transformation model, across our multi-academy trust which enables every individual academy and all our academies collectively, our 'family of schools', to raise standards significantly and transform children's life-chances. Individual academies are encouraged to retain and develop their own unique local community links and character alongside our transformation model; and
10. The Trust will ensure that it creates 'capacity in advance of need' at every level of the organisation. Decisions to support new schools will be led by the capacity available and in our confidence that our existing academies continue to perform. Parents/carers and students would quite rightly never forgive us if standards in our existing academies declined.

Systematic approach to school improvement – the 7 Strand Transformation Model:

Our Trust understands that there are five things which you need to be a successful multi-academy trust:

1. A vision and set of values which holds us all to account;
2. A model for school improvement which is both systematic and consistent across our trust: creating a collaborative culture;
3. A curriculum which is both fit for purpose academically and financially;
4. A recognition that we all work within accountability frameworks: e.g. Academies Financial Handbook, National Schools Commissioner/ Regional Schools Commissioners, Ofsted, Department for Education, Education Skills Funding Agency etc. and that we must we adhere to the highest standards of public office; and
5. A Scheme of Delegation which enables responsibility to sit with those who are accountable.

The 7 strand transformation model:

All of the strands of transformation are delivered concurrently: each relies upon the others to facilitate school improvement at pace. These strands are:

1. Leadership with vision and efficacy
2. Quality in the classroom
3. Curriculum design
4. Monitoring and intervention
5. Systems and policies
6. Targeted professional development
7. Praise culture for staff and students

Systematic school improvement within Outwood Grange Academies Trust is achieved through the implementation of this transformation model. We have conscientiously developed a model that has 'tight' systems which run 'deeply' through our Trust with our Scheme of Delegation as the enabling mechanism. Subject specialist directors, who bring permanent supernumerary capacity to all of our academies, are integral to our model and ensure that our academies develop at pace. This methodology provides comfort to our academies and their principals as we all have a shared understanding of our model and corporate responsibility to develop the entire Trust: we are a 'family of schools'.

In order to maintain a balance between the systematic approach to the model and allow academies to maintain their own unique identity, we develop and train our staff to recognise the systems which are part of the model and describe this balance by use of the ratio 80:20 -where 80% is the Trust transformation model and 20% is the unique character of each individual academy. All academies, whether old or new to our Trust, continuously develop our model and also create new innovative ways of working. It is our collective corporate responsibility to ensure that this evidence-based best practice is shared across the family of schools so that all of our children can benefit.

We best describe the key concepts of this transformation process as:

- **Confident uncertainty** – we recognise that new schools/new staff will need time to absorb our transformation model and that there will inevitably be some uncertainty in the beginning. However, we are confident that collectively we will be able to continue to develop staff and that our track record will also provide confidence in our systems and practices;
- **Freedom to Excel** – we want staff to be creative, and to adapt and respond to local and individual needs, all within the framework of our vision and values, and the transformation model’s systems and structures by which we uphold them. We espouse leadership at all levels: we expect all staff to contribute to the continuous improvement of our organisation and its systems. Similarly, all staff are committed to delivering successful outcomes at the individual, local and trust levels. Academy Councils are established

to monitor local progress and performance. We aim to give all staff not only the support needed to succeed, but also the opportunity to excel. As staff and their schools develop within our model they will begin to play a full and active role in further developing our systems moving beyond mimicry of the model to assimilation and, therefore, freedom to excel based upon a deep understanding of our vision and values and the rationale underpinning our approach: living the vision; and finally

- **Corporate responsibility** – we all have a responsibility to share our evidence based best practice amongst the rest of our Trust and across the wider school system to create a truly self-improving school-led system. We all take collective responsibility for the decisions we make and understand that if we constantly put Students First we will do our very best for the communities we serve.

The transformation model is also used to undertake our Due Diligence: the lines of enquiry which afford us the opportunity to both understand the context of a school which may join our Trust and, importantly, allow us to produce a development plan detailing how the transformation model will be best implemented.

Leadership with vision and efficacy – a model of effective governance:

Governance and leadership of OGAT is distributed through the following bodies:

Board of Directors (Board):

OGAT is governed by non-executive directors constituted under a Memorandum of Association and Articles of Association. This Board of Directors (Board) is responsible for ensuring that high standards of corporate governance are maintained. The Board exercises its powers and functions with a view to fulfilling a largely strategic leadership role in the running of the academies. This affords greater opportunities for collaboration not only in respect of teaching and learning but also in terms of the management of each Academy, including the

procurement of goods and services. The Board is also governed by the terms of any Funding Agreements that are in place and the Academies Financial Handbook (AFH).

Executive Board:

The Executive Board is a sub-committee of the Board and is appointed by the Board of Directors. Its purpose is to manage generally the business of the Trust within agreed financial limits set by the Board from time to time. Subject to these financial limits, the Executive Board has primary authority for the day to day management of the Trust's operations save for those matters which are reserved to the Board or its committees. The Executive Board is the overall decision-making body for performance and delivery, under delegated authority from the Board.

Executive Team:

The main purpose of the Executive Team is to monitor, challenge and improve academy performance. This includes, but is not limited to:

- Academic performance of all students at every key stage;
- The implementation and consistency of the 7 strand transformation model;
- Curriculum and staffing management; and
- Financial and resource allocation. The Executive Team is responsible for the day to day monitoring of the performance of the academies and for the educational outcomes of students, under delegated authority from the Board.

Academy Councils:

Each academy, or a group of academies across a close geographical area, has local governance arrangements in the form of an Academy Council. The Academy Council is a sub-committee of the Board. The role of the Academy Council is to carry the Trust's vision, values, policies and priorities forward, provide internal assurance/risk management and, in addition, to develop the local community and employer links. Academy Councils are comprised of governors who are expected to question, challenge and support the academy's leadership. Each of the above bodies have detailed Terms of Reference which set out their roles and responsibilities and function. The authority of each group is controlled by the Board via the Scheme of Delegation.

Growth of our Trust:

Whilst we would always look to support the work of the Schools Commissioner by sponsoring additional academies, our growth as a trust will be defined by the following principles:

1. We are only as good as our last set of results: parents and children would quite rightly not forgive us if the standards in our existing academies declined as a consequence of supporting more schools;
2. Building capacity in advance of need is critical to both our current and future performance; and

3. The formation of geographical clusters of academies affords many opportunities for school improvement, therefore we will always prioritise the creation of local clusters of academies (both primary and secondary).

Martyn Oliver, NLE

CEO

Outwood Grange Academies Trust

2 ARTICLES OF ASSOCIATION

- 2.1 The OGAT Articles of Association set out the responsibilities and procedures for the running of OGAT (which is a charitable company limited by guarantee as per Companies Act of 2006). The Articles state that:

- 2.2 The Object of OGAT is to advance for the public benefit:

The education in the United Kingdom, in particular but without prejudice to the generality of the foregoing by establishing, maintaining, carrying on, managing, developing schools (“the Academies) offering a broad and balanced curriculum with a strong emphasis on, but in no way limited to either one, or a combination of the specialism(s) specified in the relevant Funding Agreements.

- 2.3 OGAT will have overall responsibility for the operation of member Academies and will delegate limited powers to the Academy Councils of those Academies.
- 2.4 A list of Member Academies and OGAT Directors can be found at Annex B. The term of office for OGAT Directors is 4 years

3 THE BOARD OF DIRECTORS

- 3.1 OGAT is governed by Directors constituted under a Memorandum of Association and Articles of Association. This Board of Directors (Board) is responsible for ensuring that high standards of corporate governance are maintained. It will exercise its powers and functions with a view to fulfilling a largely strategic leadership role in the running of the Academies. This will allow greater opportunities for collaboration not only with regards to teaching but also in terms of the management of each Academy, including the procurement of goods and services.
- 3.2 The Board is also governed by the terms of any Funding Agreements that are in place and the Academies Financial Handbook.

4 RESPONSIBILITIES OF THE TRUSTEES

- 4.1 The role of the Trustees mainly involves strategic oversight across the Trust, governance, contractual relationships with third parties and setting the Trust’s vision and policies.
- 4.2 The Trustees are responsible for:

- 4.2.1 Compliance with all statutory regulations and Acts of Parliament governing the operation of the academy, including health and safety.
- 4.2.2 Compliance with the provisions of the Funding Agreements.
- 4.2.3 Compliance with the Academies Financial Handbook.
- 4.2.4 Setting the risk management strategy, reviewing the strategic risk profile, considering strategic risks in the context of future Trust planning and decision making and reviewing the effectiveness of the risk management arrangements.
- 4.3 The Trustees delegate responsibility to the Chief Executive Officer for:
 - 4.3.1 Appointment of the Principal at an academy.
 - 4.3.2 The determination of the extent of the services provided to the academy by the Trust and how the costs should be allocated.
 - 4.3.3 Determination of the educational targets of the academy.
 - 4.3.4 Determining any additional financial and reporting targets for the academy.
 - 4.3.5 Determination of any statutory policies and procedures for the academy and other policies and procedures as the Trustees deem necessary to fulfill their responsibilities.
 - 4.3.6 Identifying resources to effectively and efficiently implement the risk management strategy.
 - 4.3.7 Reporting regularly to the Trust Board on the performance of its academies and conduct the performance management of the Principals.

5 SCHEME OF DELEGATION

- 5.1 The Trust agrees a scheme of delegation which is reviewed at least annually at a Board meeting.
- 5.2 The Scheme of Delegation clearly states which functions of the Trust are delegated by the Board and which are not. It also documents who these decisions and functions can be delegated to.
- 5.3 A copy of the most up to date Scheme of Delegation will be made available to all new governors and updates will be circulated to all members of the Academy Council.

SECTION 2 - ACADEMY COUNCIL

I COMPOSITION OF THE ACADEMY COUNCIL

- 1.1 Membership of the Academy Council shall be determined in accordance with the following provisions:
 - 1.1.1 The total membership shall be not less than 7 and not more than 16.
 - 1.1.2 The membership of the Academy Council shall be comprised as follows:

- (a) the Principal
- (b) the relevant Executive
- (c) up to 2 elected parent Governors
- (d) up to 2 staff governors
- (e) up to 8 sponsor Governors (this will increase to up to 10 on combined councils) whose appointment shall be subject to approval by the Trust
- (f) as a sub-committee of the Board, Board Directors can attend any meeting of an Academy Council

1.2 The Academy Council may continue to act notwithstanding a temporary vacancy in its composition.

2 GOVERNORS' TERM OF OFFICE

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

2.2 Subject to remaining eligible to be a Governor any Governor may be re-appointed for consecutive periods.

3 RESIGNATION AND REMOVAL OF GOVERNORS

3.1 A Governor may at any time resign his office by giving notice in writing to the Clerk to the Academy Council.

3.2 A Governor shall cease to hold office if he/she is removed by the person or persons who appointed him. This provision does not apply in the case of the Parent or Staff Member.

3.3 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 Trust or the academy.

3.4 Any Staff Member shall automatically cease to hold office if she or he ceases to be employed at the academy. However, a Parent Governor shall not automatically cease to hold office solely by reason of the child (of whom that Parent Governor is a parent or carer) ceasing to be a pupil at the academy.

3.5 The Trustees may terminate the appointment of any Governor who has failed to attend an Academy Council meeting for 12 months or more.

4 PERSONS INELIGIBLE TO BE GOVERNORS

- 4.1 No person shall be qualified to be a Governor unless he/she is aged 18 or over at the date of his election or appointment. No current pupil of the academy shall be a Governor.
- 4.2 A Governor shall cease to hold office if he/she becomes incapable by reason of mental disorder, illness or injury of managing or administering his own affairs.
- 4.3 A Governor shall cease to hold office if he/she is 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.
- 4.4 A Governor shall cease to hold office if he/she would be disqualified from acting as a charity trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision).
- 4.5 A person shall be disqualified from holding or continuing to hold office as a Governor:
- 4.5.1 If his estate has been sequestrated and the sequestration has not been discharged, annulled or reduced.
- 4.5.2 If he/she is the subject of a bankruptcy restrictions order or an interim order.
- 4.5.3 If at any time when he/she is 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.
- 4.5.4 If at any time he/she is disqualified from working with children under section 28, 29, 29A and 29B of the Criminal Justice and Court Services Act 2000.
- 4.5.5 If he/she is a person in respect of whom a direction has been made under section 142 of the Education Act 2002.
- 4.5.6 Where he/she has, 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.
- 4.5.7 If he/she has not complied with the Trust's DBS policies. Governors are required to be familiar with the DBS policies and must act in compliance with them.
- 4.6 Where a person becomes disqualified from holding, or continuing to hold office as a Governor and he/she is, or is proposed, to become such a Governor, he/she shall upon becoming so disqualified give written notice of that fact to the Clerk to the Academy Council.

5 APPOINTMENT OF THE CLERK TO THE ACADEMY COUNCIL

- 5.1 The Clerk to the Academy Council shall normally be the PA to the Principal. The Clerk shall not be a Governor. Notwithstanding this paragraph, the Governors may, where the Clerk fails to attend a meeting of theirs, appoint any one of their number or any other person to act as Clerk for the purposes of that meeting.

6 APPOINTMENT OF CHAIR AND VICE CHAIR OF THE ACADEMY COUNCIL

- 6.1 The Chair and Vice-Chair of the Academy Council shall be appointed at the start of each academic year by the Academy Council from among the Sponsor and Parent Governors. The full procedure for appointment is provided at Annex A.
- 6.2 Where the Academy Council is unable to appoint suitable Chair or Vice-Chair from among the Governors the Regional Chief Executive, Associate Executive Principal or a Trustee shall fulfil the role until such time as a suitable Governor can be found.
- 6.3 If both the Chair and the Vice-Chair are absent from any meeting of the Academy Council, the Regional Chief Executive or Associate Executive Principal shall Chair the meeting.

7 RESPONSIBILITIES OF THE ACADEMY COUNCIL

- 7.1 The role of the Academy Council is to carry the Trust vision, policies and priorities forward, provide internal assurance and, in addition, to develop the local community and employer links. The governors are expected to question, challenge and support the academy leadership and feel comfortable that they know, and are able to discuss, the performance of the academy.
- 7.2 In outlining the terms of reference and responsibilities of the Academy Councils of OGAT, the Trust recognises that they will work within a framework of 80:20. 80% of the work of Academy Councils will be directed by the Trust Board through these terms of reference, the remaining 20% will reflect the context and needs of the specific academy and specialisms of the governors on the Academy Council.
- 7.3 Vision and Accountability
- Uphold the vision and values of the Trust.
 - Implementation of actions required to comply with statutory regulations and the Funding Agreements.
 - Implementation and monitoring of the Trust policies.
 - Supporting and challenging the leadership of the academy on academic performance, quality of care and quality of provision.
- 7.4 Academy budget
- Budgets will be drafted by the academy leadership against benchmarking data for the Trust. This includes staffing levels, capital expenditure and curriculum.
 - The budget is to be submitted to the Trustees for approval and, for the avoidance of doubt, the academy budget shall not be effective until such times it has been approved by the Trustees.
- 7.5 Risk Management
- The Academy Council shall keep under review the academy risk register and seek assurance that risk management is effective.

- The Academy Council will review the annual health and safety inspection and monitor the completion of actions specified within the resulting action plan. The Health and Safety Linked Governor (see 7.5.1 below) will undertake at least one health and safety site walk in each academic year and report back to the academy council on their findings.

7.6 Linked Governors

- Each Academy Council will have a named Governor for Special Educational Needs and Disabilities (SEND), Safeguarding, Health and Safety, Looked After Children and Careers & Employability. The Academy Council will appoint these annually at the first meeting of the academic year. These governors will be given a named employee of the Academy within whom they can liaise to develop their knowledge and expertise in order to monitor the academy's activity and compliance in these areas.

7.7 Careers and Employability

- Supporting the academy to reduce the number of children who are not in education, employment or training at age 16 and beyond.
- Engagement with local employers to encourage them to work positively with the academy in all aspects of employability.
- Exploring local employers who may be able to offer employment routes for students, post education, including apprenticeships. Highlighting to the academy the employability skills and qualifications that are valued highest by these employers.
- Inviting employers, in liaison with the academy's leadership, into the academy to speak to children, introducing them to different careers and employers, as part of the careers and PSICHE curriculum.
- Monitoring the destination of children leaving the academy.
- Working with the Trust's independent careers advisors to explore how the academy can support and develop career paths e.g. links with further and higher education.

7.8 Leadership Development

- Create specific opportunities for senior and middle leaders to engage with the Academy Council (over and above their regular attendance at these meetings) as part of their continued professional development, this may involve delivering presentations or providing training on specific elements of the academy's performance and delivery.

7.9 Individual Character and Community Engagement

- Work with the academy's leadership to consider the individuality and uniqueness of the academy's local community and how this can support driving improvements within the academy.
- Promote the work and vision of the academy and the Trust within the local community. Act as an Ambassador for the academy in the local community.
- Ensuring that the academy's leadership is aware and able to respond to local context and issues.

7.10 Internal Audit/Compliance Monitoring

- Monitor and review the progress of the academy against internal audit action plans. This will include monitoring and challenging performance in statutory and areas of compliance e.g. financial controls, safeguarding.
- Challenge any areas identified of non-compliance.

7.11 Student Behaviour Management

- Under DfE Guidance 'Exclusion from maintained schools, Academies and pupil referral units in England', convene meetings of the Academy Council Behaviour Committee when:
 - a student has received over 15 days' exclusion in one term;
 - recommendation of permanent exclusion is made by the Principal for a one-off incident, or through the Consequences system.
- Undertake Behaviour Committees in line with the above guidance and the Trust's Behaviour Policy.

7.12 Complaints Procedure

- The Trust's Complaints procedure requires the involvement of governors to ensure that complaints are considered fully at appropriate stages.
- In cases where the Principal may have been involved at Stage 1, or the complaint is about the Principal, the Chair of the Academy Council may be asked to consider the complaint at Stage 2.
- Stage 3 complaints will be heard by a panel made up of at least 2 members of the Academy Council and 1 person who is independent of the running and management of the academy. In many cases this may be a governor from another Academy Council.
- Training in considering and managing the complaints procedure will be run at least once a year by the Trust.

7.13 Ofsted Monitoring

- In academies who are subject to Section 8 Ofsted monitoring visits, the Board recommend that a small committee of the Academy Council is created who will be responsible for overseeing the implementation of the Post-Ofsted Action Plan with the Academy Principal.
- This committee of governors would then be required to meet with Ofsted inspectors during any subsequent Section 8 or Section 5 Ofsted visits. Where possible a member of the OGAT Board would also attend the meeting with Ofsted.

7.14 Skills Audit

- Academy Councils will be required to complete an annual review of their skills. This will provide an opportunity for the Chair to consider the skills requirement for any vacant governor positions.
- The format of the skills matrix is provided at Annex G.

7.15 The Governors are not, and nothing within this document is intended to make them, charity trustees within the terms of section 97(1) of the Charities Act 1993 (although a Governor may also be a Trustee).

7.16 Each Governor shall act in the best interests of the Trust and academy at all times.

7.17 The Governors must keep confidential all information of a confidential nature obtained by them relating to the academy and the Trust.

7.18 The Trustees reserve the right to withdraw delegated powers from the Academy Council and disband it at any time.

7.19 On his or her appointment, each Governor shall be required to signify that he/she is familiar and agrees to comply with:

- the Articles of Association
- the Funding Agreements;
- these Terms of Reference

7.20 Each Governor shall also be required to carry out training to ensure their skills and knowledge are up to date.

7.21 Each Governor shall also be required to take part in regular self-review and is accountable for meeting his or her own training and development needs. It is a Governors responsibility to consider if, and raise any concerns where, he/she or she feels that appropriate training and development is not being provided.

8 MEETINGS OF THE ACADEMY COUNCIL

8.1 The Academy Council shall meet at least once in every term, and shall hold such other meetings as may be necessary.

- 8.2 All meetings shall be convened by the Clerk to the Academy Council, 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.
- 8.3 A special meeting of the Academy Council shall be called by the Clerk 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/she thinks fit.
- 8.4 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.
- 8.5 The agreed format of the agenda and minutes are provided at Annex E and F respectively.

9 QUORUM FOR ACADEMY COUNCIL MEETINGS

- 9.1 Meetings of the Academy Council shall be quorate if three or one-third of members are present (whichever is greater), which must include at least one sponsor Governor.
- 9.2 If the number of Governors assembled for a meeting of the Academy Council does not constitute a quorum, the meeting shall not be held. If in the course of a meeting of the Academy Council the number of Governors present ceases to constitute a quorum, the meeting shall be terminated forthwith.
- 9.3 If for lack of a quorum a meeting cannot be held or, as the case may be, cannot continue, the Chair shall, if he/she thinks 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 PROCEEDINGS FOR ACADEMY COUNCIL MEETINGS

- 10.1 Every question to be decided at a meeting of the Academy Council 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.
- 10.2 A governor may not vote by proxy.
- 10.3 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.
- 10.4 Any governor who is also an employee of the Trust shall withdraw from that part of any meeting of the Academy Council at which remuneration, conditions of service, promotion, conduct, redundancy of staff are to be considered.
- 10.5 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 (or the members of a Academy Council, as the case may be).

11 MINUTES AND PUBLICATION

- 11.1 At every meeting of the Academy Council 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.
- 11.2 The Clerk to the Academy Council 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 will be, as soon as is reasonably practicable, made available to the Company Secretary.

12 CONFLICTS OF INTEREST

- 12.1 The income and property of the academy must be applied solely towards the provision of the Objects as detailed in the Articles. The restrictions which apply to the Trustees with regard to having a Personal Financial Interest shall also apply to the governors.
- 12.2 The procedure detailed at article 6 of the Articles shall apply to the Academy Council always provided that, in the case of a Personal Financial Interest for a governor who is not also a Trustee, it will still require the Trustees to authorise the benefit.
- 12.3 All governors shall complete a declaration of interests form on joining the Academy Council and at the start of each academic year.
- 12.4 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/she becomes aware of it and notify the Chair at the start of any meeting where that conflict relates to an agenda item. A governor must absent himself from any discussions of the Academy Council 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).

13 AMENDMENT OF TERMS OF REFERENCE

- 13.1 This document shall be subject to review at least once every twelve months.
- 13.2 This document may be modified or replaced by the Trustees.

SECTION 3 – CONDUCT OF GOVERNORS

I CODE OF PRACTICE

1.1 These Terms of Reference also encompass a Code of Practice that has been developed to support local governors in their role within Outwood Grange Academies Trust and to assist in its continual development and ensure good governance of the organisation. This code of practice has been derived from national good practice for the charity sector.

1.2 The Code of Practice is included as Annex H

2 SEVEN PRINCIPLES OF PUBLIC LIFE

All governors will, at all time, uphold the Seven Principles of Public Life, known as the Nolan Principles. They are:

- **Selflessness** Holders of public office should act solely in terms of the public interest. They should not do so in order 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 interests 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.

Annex A - Process for Election of Chair / Vice-Chair of the Academy Council

The process for elections should be as follows:

- The clerk will ensure that all governors have an opportunity to nominate themselves as Chair/ Vice-Chair by calling for nominations at the first meeting of each academic year.
- All nominations should be duly seconded by another governor.
- Nominations can be accepted from a governor who is unable to attend the election meeting, subject to the Clerk having received written confirmation of their desire to stand.
- The agenda for the meeting at which the positions are to be voted should agenda this as an item.
- In the event of only one nomination being received and duly seconded for a particular position, the Clerk will ask for a show of hands to determine the Academy Council's acceptance of this nomination.
- Where there are contested positions, elections should be carried out by secret ballot at the first Academy Council meeting of the Academic Year.
- The election process will be managed by the Clerk, who will chair this part of the meeting but who will not have any vote.
- Should there be a tie in the number of votes for any position; the ballot should immediately be carried out again. If a second ballot results in a tie, the tied candidates should draw lots to determine the outcome.
- Any governor not wishing to vote for any of the nominees may choose to abstain, but the total number of governors voting must at least equal the designated quorum (i.e. three governors, or, where greater, any one third of the total number of governors holding office at the date of the meeting). In the event this figure is not reached, the election will be postponed until a future meeting.
- Candidates for each position will be asked to remove themselves from the room during voting for that position.
- Formal appointment of the new post holders should take place at the start of the first Academy Council meeting of the new academic year (September). This part of the meeting should be chaired by the outgoing Chair and a formal hand-over of responsibilities should take place at this meeting.
- The term of office for all Chair / Vice-Chairs should be one year although a Chair/Vice Chair can be reappointed for more than one consecutive term. If a governor is elected as Chair/ Vice-Chair and his or her term of office as a governor is due to end before that determined for the office of the Chair / Vice- Chair, then the Chair or Vice-Chair's term of office ends when the governor's term of office ends.
- If the position for Chair or Vice-Chair becomes vacant during the year, the Academy Council must elect a new Chair/ Vice-Chair at their next meeting.

Annex B: Current OGAT Members and OGAT Directors

Member Academies

Outwood Grange Academy
Outwood Academy Acklam
Outwood Academy Adwick
Outwood Academy Bishopsgarth
Outwood Academy Brumby
Outwood Academy Bydales
Outwood Academy Carlton
Outwood Academy City
Outwood Academy Danum
Outwood Academy Easingwold
Outwood Academy Foxhills
Outwood Academy Newbold
Outwood Academy Ormesby
Outwood Academy Portland
Outwood Academy Redcar
Outwood Academy Ripon
Outwood Academy Shafton
Outwood Academy Valley
Outwood Primary Academy Darfield
Outwood Primary Academy Greystone
Outwood Primary Academy Ledger Lane
Outwood Primary Academy Littleworth Grange
Outwood Primary Academy Lofthouse Gate
Outwood Primary Academy Kirkhamgate

OGAT Members:

- Outwood Grange Education Ltd
- David Earnshaw
- Roland Harden
- Steven Harness

OGAT Directors:

David Earnshaw Chairman
Roland Harden Vice Chairman
Ralph Pickles Co-opted Director
Sue Hague Co-opted Director
Chris Dalzell Co-opted Director
Martyn Oliver Chief Executive

Academy Councils:

Outwood Grange Academy
Outwood Academy Acklam
Outwood Academy Adwick and Outwood Academy Danum

Outwood Academy Brumby
Outwood Academy Bydales
Outwood Academy Carlton and Outwood Academy Shafton
Outwood Academy City
Outwood Academy Foxhills
Outwood Academy Newbold
Outwood Academy Ormesby
Outwood Academy Portland
Outwood Academy Ripon
Outwood Academy Valley
Outwood Primary Academy Darfield and Outwood Primary Academy Littleworth Grange
Outwood Primary Academy Kirkhamgate
Outwood Primary Academy Ledger Lane
Outwood Primary Academy Lofthouse Gate

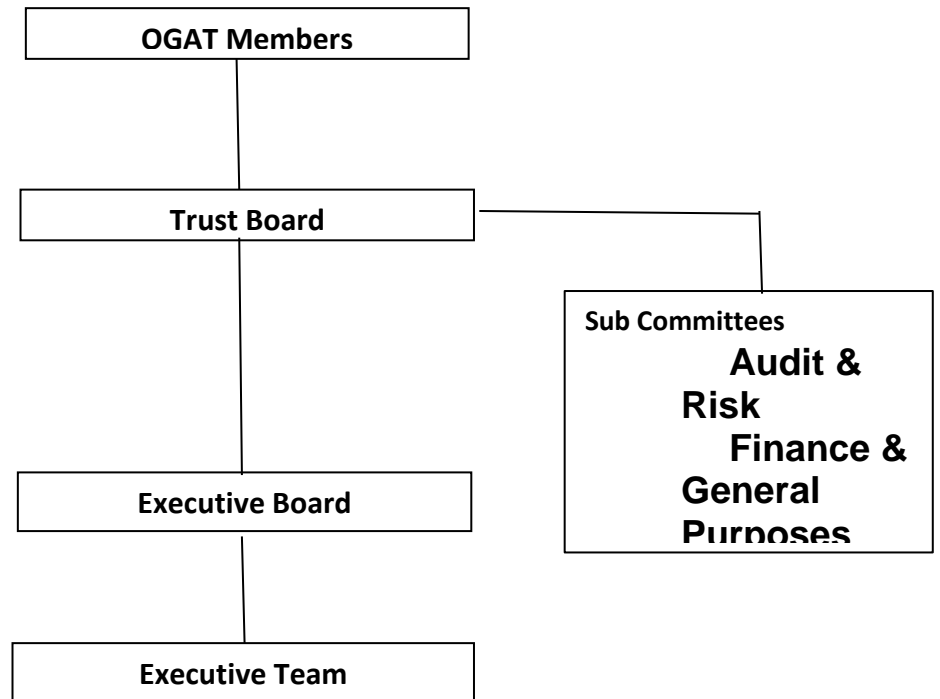
Annex C - COMMON TERMS AND ABBREVIATIONS

AAP Associate Assistant Principal
AO Accounting Officer
AP Assistant Principal
AT Academy Trust
ATL Association of Teachers and Lecturers
AWPU Age-Weighted Pupil Unit – the basic unit used in calculating the funding of the academy, weighted according to the pupils' ages.
CAR Consolidated Accounting Return
CEO Chief Executive Officer
COO Chief Operating Officer
CPD Continuing Professional Development
CTF Common student transfer form
Cohort Body of students entering a school / college in any one year
CRE Commission for Racial Equality
DfE Department for Education
EBD Emotional and Behavioural Difficulties
EFA Education Funding Agency
EWO Education Welfare Officer
EYFS Early Years Foundation Stage
FD Finance Director
FFG Finance Focus Group
FOI Freedom of Information Act
FSM Free school meal
FTE Full time equivalent
GAG General Annual Grant Allocation
HLTA Higher Level Teaching Assistant
HMCI Her Majesty's Chief Inspector – the head of Ofsted
HMI Her Majesty's Inspectorate
HOD Head of Department
ICT Information and Communications Technology
IHCP Individual Health Care Plan
I&E Income and Expenditure
INSET In-service training
ISR Individual School Range – categorisation of a school according to size and type used in calculating the salary level of a Principal
ITT Initial Teacher Training
KSI (2/3/4/5) Key Stage One (Two/Three/Four/Five)
LA Local Authority
MLD Moderate learning difficulties
MPS Main pay scale
MPSRE Moral Personal Social and Religious Education
MUGA Multi-use games area
NAHT National Association of Head Teacher / Principals
NASUWT National Association of School / College masters Union of Women Teachers
NC National Curriculum
NGC National Governors' Council
NPQH National Professional Qualification for Headship
NQT Newly Qualified Teacher

NUT National Union of Teachers
OGAT Outwood Grange Academies Trust
OIE Outwood Institute of Education
Ofsted Office for Standards in Education
PAT Professional Association of Teacher
PGCE Post-Graduate Certificate of Education
PPA Preparation, planning and assessment time – time for teachers to prepare for lessons and to assess students’ progress
PRU Pupil Referral Unit
PSHE Personal, Social and Health Education
QCA Qualifications and Curriculum Authority
QTS Qualified Teacher Status
RAISE Reporting and Analysis for Improvement through School / college Self Evaluation
SAP System Applications Products in Data Processing
SATs Standard Assessment Tests
SEN Special Educational Needs
SEND Special Educational Needs and Disability
SENDSCO Special Educational Needs and Disability Co-ordinator
SI Statutory Instrument
SLA Service Level Agreement
SLD Severe Learning Difficulties
SLT School Leadership Team
SORP Statement of recommended Accounting Practice (Charity Commission)
TA Teaching Assistant
TTA Teacher Training Agency
TUPE Transfer of undertakings protection employment
UPS Upper Pay Spine
VP Vice Principal
YPLA Young Peoples Learning Agency

Annex D

Trust Governance and Leadership Structure



Meetings scheduled to ensure flow from one to the other allowing information and minutes to be shared in a timely manner.

EXAMPLE AGENDA**Meeting of the Academy Council on *insert date, time and location***

Item	Page	Description	Lead
1		Apologies & Quorum	Clerk
2		Declarations of Interest	Clerk
3		Appointment of Chair/Vice Chair	Clerk
4		Register of Pecuniary Interests	Chair
5		Minutes of Previous Meeting	Chair
6		Matters Arising	Chair
7		Principal's Report & Dashboard	Principal
8		Business Services' Report & Dashboard	Bus Mgr
9		Policy Updates	Bus Mgr
10		Link Governor Feedback	Link Govs
11		Governors' Monitoring & Visits	Chair
12		Governors' CPD	Chair
13		Other Urgent Business	Chair
14		Date and Time of Next Meeting	Clerk

Colleagues are reminded that it will be assumed that papers have been read and any clarifications sought from the Authors have been raised and answered with the result that any discussions can be pertinent and specific to the item under discussion.

**Example Meeting of the Academy Council held on *insert date* at *insert time* at
*insert location***

Present:

In attendance:

	Action By Date & Name
1. Quorum and Apologies	
Apologies were received from	
Resolved: That the absences of <i>insert names</i> be consented to.	
2. Declaration of Interests	
The following declarations of interest were formally noted:	
3. Election of Chair and Vice Chair	
The meeting was chaired by the Clerk to the Academy Council. Nominations for the Chair were received from: <i>insert names</i> . A secret ballot/vote was held and <i>insert name</i> was elected as Chair for the term of 1 year.	
The Clerk passed the chair to the newly elected Chair.	
Nominations for the Vice Chair were received from: <i>insert names</i> . A secret ballot/vote was held and <i>insert name</i> was elected as Vice Chair for the term of 1 year.	
Resolved: That <i>insert name</i> be elected as Chair of the Academy Council for the term of 1 year. That <i>insert name</i> be elected as Vice Chair of the Academy Council for the term of 1 year.	
4. Register of Interests	
The register of interests of governors was updated and it was confirmed that <i>insert name</i> would be responsible in the Academy for updating this on the website.	
Resolved: That the register of interests on the Academy website would be updated to reflect any changes to the Register of Interests.	
5. Minutes of previous meeting	

The minutes of the Academy Council Meeting held on <i>insert date</i> were circulated with the agenda	
Resolved: That the minutes of the meeting of the Academy Council held on <i>insert date</i> be noted and confirmed and then signed by the Chair as a correct record.	
6. Matters arising from the minutes	
<i>Insert minutes.</i>	
Resolved: That the above points be noted. <i>Insert any agreed actions.</i>	
7. Principal's Report & Dashboard	
The Principal's Report had been circulated with the agenda. Attention was drawn to the following points:	
Resolved: That the above points be noted.	
8. Business Services Report & Dashboard	
The Business Services report had been circulated with the agenda. The Business Manager drew attention to the following points:	
Resolved: That the above points be noted.	
9. Policy Updates	
10. Link Governor Feedback	
11. Governor Monitoring and Visits	
12. Governor CPD	
13. Other urgent business	
14. Date of next meeting:	

Signed: _____

Dated: _____

Annex G

Outwood Grange Academies Trust – Academy Council Skills Audit

The Academy Council 'Skills Audit Matrix' allows the Chair, Principal and Clerk to develop an overview of the balance and experience of the Academy Council.

The Skills Audit Matrix is utilised to highlight gaps in the desired skills profile at Board level, and to influence the recruitment for future positions to the Board.

The Skills Audit Matrix has assessed the governors of the Academy Council against a number of key themes and skill areas, as follows:

- Strategic Leadership
- Risk Management
- SEND
- Child Safeguarding
- Health and Safety
- Governance Experience
- Careers & Employability
- Compliance monitoring/auditing

In addition, the following desirable elements were also considered:

- Education Experience
- Communications

Skills Audit Matrix

Name of academy council member	Experience, skills and other attributes	Level of experience/skill: rate on scale of 1 (none/CPD required) to 5 (Extensive knowledge/qualification in this area)					Professional Qualification	Business Experience
		1	2	3	4	5		
	Strategic Leadership							
	SEND and/or LAC							
	Risk Management							
	Child Safeguarding							
	Health and Safety							
	Public policy							
	Careers and employability							
	Education Experience							
	Compliance Monitoring/Auditing							
	Communications							
	Governance Experience							

Annex H

Code of Practice for OGAT Governors

This code sets out the expectations of, and commitment required from, governors in order for the Academy Council to properly carry out its work within the academy and the community.

The Academy Council:

For the Academy Council to carry out its role effectively, governors must be:

- Prepared and equipped to take their responsibilities seriously;
- Willing and able to monitor and review their own performance.

The role of a governor

As a sub-committee of the trust Board the Academy Council is a corporate body, which means:

- No governor can act on her/his own without proper authority from the Academy Council;
- All governors carry equal responsibility for decisions made, and
- Although appointed through different routes (i.e. parents, staff, community, co-option), the overriding concern of all governors has to be the welfare of the academy as a whole.

General

- We understand the purpose of the Academy Council and the role of the Principal as set out in these Terms of Reference.
- We are aware of and accept the Nolan seven principles of public life.
- We accept that we have no legal authority to act individually, except when the Academy Council has given us delegated authority to do so, and therefore we will only speak on behalf of the Academy Council when we have been specifically authorised to do so.
- We have a duty to act fairly and without prejudice, and in so far as we have responsibility for staff, we will fulfil all that is expected
- We will encourage open governance and will act appropriately.
- We accept collective responsibility for all decisions made by the Academy Council or the Trust Board. This means that we will not speak against majority decisions outside Academy Council meetings.
- We will consider carefully how our decisions may affect the community and others.
- We will always be mindful of our responsibility to maintain and develop the ethos and reputation of our academy. Our actions within the academy and the local community will reflect this.
- In making or responding to criticism or complaints affecting the academy we will follow the procedures established by the Trust.

Commitment

- We acknowledge that accepting office as a governor involves the commitment of significant amounts of time and energy.
- We will each involve ourselves actively in the work of the Academy Council, and accept our fair share of responsibilities, including service on committees or working groups.
- We will not go beyond our duties or act outside of the powers of authority conveyed on us through the Scheme of Delegation, and acknowledge that were we to do so we could be held liable to the Trust and/or third parties.
- We will make full efforts to attend all meetings and where we cannot attend provide apologies in advance.
- We will get to know the academy well and respond to opportunities to involve ourselves in academy activities.
- Our visits to academy will be arranged in advance with the staff and undertaken within the framework established by the Academy Council and agreed with the Principal.
- We will consider seriously our individual and collective needs for training and development, and will undertake relevant training.
- We are committed to actively supporting and challenging the Principal.

Relationships

- We will strive to work as a team in which constructive working relationships are actively promoted.
- We will express views openly, courteously and respectfully in all our communications with other governors.
- We will support the chairperson in their role of ensuring appropriate conduct both at meetings and at all times.
- We are prepared to answer queries from other governors in relation to delegated functions and take into account any concerns expressed, and we will acknowledge the time, effort and skills that have been committed to the delegated function by those involved.
- We will seek to develop effective working relationships with the Principal, staff and parents, the local communities, including local schools and other relevant agencies.

Confidentiality

- We will observe complete confidentiality when matters are deemed confidential or where they concern specific members of staff or students, both inside or outside of the academy.
- We will exercise the greatest prudence at all times when discussions regarding academy business arise outside an Academy Council meeting.
- We will not reveal the details of any Academy Council vote.

Conflicts of interest

- We will record any pecuniary or other business interest that we have in connection with the Academy Council or Trust’s business in the Register of Business Interests, which will subsequently be published on the Academy’s website.
- We will declare any pecuniary interest, or a personal interest which could be perceived as a conflict of interest in a matter under discussion at a meeting and offer to leave the meeting for the appropriate length of time.

Breach of this code of practice

- If we believe this code has been breached, we will raise this issue with the chairperson and they, or their nominee, will investigate; the Trust will only use suspension as a last resort after seeking to resolve any difficulties or disputes in more constructive ways;
- We understand that any allegation of a material breach of this code of practice by any governor shall be raised with the Trust Board, and, if agreed to be substantiated by a majority of OGAT Trustees, shall be recorded in the minutes of said meeting and can lead to consideration of suspension and/or removal from the Academy Council.

Undertaking:

As a member of the Academy Council I will always have the well-being of the children and the reputation of the Academy and Outwood Grange Academies Trust at heart; I will do all I can to be an ambassador for the academy and Trust, publicly supporting its aims, values and ethos; I will never say or do anything publicly that would embarrass the academy, Trust, the Academy Council, the Principal or staff.

Governor’s Signature _____

Governor’s Full Name _____

Date of Signature _____

Annex I

Insert template Principal's Report