



Constitution and Terms of Reference

of the

Local Governing Body of Marton Primary Academy & Nursery

Effective Date: 01 July 2015

CONSTITUTION

This CONSTITUTION (which in this document is referred to as the “Constitution”) is made by Bright Futures Educational Trust, a company limited by guarantee and registered in England and Wales under registered company number 07695771 (the “Trust”) and sets out the terms upon which the Local Governing Body of Marton Primary Academy & Nursery (the “LGB”) is constituted and describes its Terms of Reference.

This Constitution should be read in conjunction with the Scheme of Delegation between the Trust and the LGB.

VISION AND VALUES OF BRIGHT FUTURES EDUCATIONAL TRUST

Vision

Our vision is to create a world class education within our academies to enable very young person to realise their full potential and, in particular, their full academic potential.

Values

The Trust values are Hard Work, Integrity and Passion which are interpreted as:

- Hard Work:** We are highly motivated, committed and reliable, constantly striving to develop communication and collaboration with everyone we work with.
- Integrity:** We are honest about ourselves and others whilst remaining open and fair. We stand up for what we believe in and see ourselves as responsive - not reactive.
- Passion:** We are enthusiastic, driven and energetic. We believe in taking part and listening to others, showing warmth, kindness and sympathy whilst thoroughly enjoying our work.

INTRODUCTION TO THE CONSTITUTION

The objective of Bright Futures Educational Trust is to advance education, for the public benefit, by managing and developing academies, promoting co-operation between academies, promoting school improvement in respect of academies and ensuring the distinctive ethos of any academy which it manages or develops is upheld.

As a charity and company limited by guarantee, the Trust is governed by a Board of Directors who are responsible for, and oversee, the management and administration of the Trust and the academies run by the Trust.

The Directors of the Trust are accountable to external government agencies, including the Charity Commission and the Department for Education (including any successor bodies) for the quality of the education provided by the Trust. They are required to have systems in place through which they can assure themselves of quality safety and good practice.

This Constitution, together with the Scheme of Delegation, explains the ways in which the Trust fulfils its responsibilities for the leadership and management of this Academy, the respective roles

and responsibilities of the Trust and the members of the Local Governing Body and the commitments to each other to ensure the success of this Academy.

DEFINITIONS AND INTERPRETATION

The following definitions apply in this Constitution:

“Academy” means the educational establishment this Constitution applies to.

“Academies Financial Handbook” means the DfE’s financial handbook for Academies in force from time to time.

“Academy Financial Year” has the meaning ascribed to it in the Master Funding Agreement.

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

“Directors” mean the Directors of the Trust.

“Effective date” means the date given on the front page of this Constitution.

“LGB” means the Local Governing Body of the Academy.

“Master Funding Agreement” means the Master Funding Agreement entered into by the Trust and the Secretary of State on xxxx

“Principal” means the Head Teacher of the Academy.

“Relevant Funding Agreement” means the Supplemental Funding Agreement entered into by the Trust and the Secretary of State in respect of the Academy on xxxx

“Secretary of State” means the Secretary of State for Education and his successors.

“The Scheme” means the Scheme of Delegation between the Trust and the LGB.

“Trustees” means as defined in the Articles of Association.

BOARD OF DIRECTORS' RESPONSIBILITIES AND AUTHORITIES

1. The Directors of the Trust have overall responsibility and ultimate decision-making authority for all the work of the Trust. This is exercised through strategic planning and the setting of policy and is managed through business planning, monitoring of budgets, setting of standards and the implementation of quality management processes. The Directors have the power to direct change where required.
2. The Directors of the Trust have a duty to:
 - Comply with any lawful directions issued to the Trust.
 - Act in the fulfilment of the Trust's objectives and Values and Vision Statement.
3. Directors of the Trust will have regard to the interests of all the academies for which the Trust is responsible in deciding and implementing any policy or exercising any authority in respect of the Academy.
4. The Articles of Association provides for the appointment by the Trust of committees to whom the Trust may delegate certain of the functions of its Directors. The responsibility for the running of the Academy from the Effective Date will be delegated to the committee established by this Constitution and in accordance with the Scheme and shall be known as the Local Governing Body (LGB) of the Academy.
5. The constitution, membership and operations of the LGB are determined by the Trust and this Constitution expresses such matters as well as acknowledging any authority delegated to the LGB by The Scheme in order to enable the LGB to assist with the running of the Academy and fulfil the Academy's Vision and Values.

CONSTITUTION OF THE LGB

1. GOVERNORS OF THE LGB

- 1.1 The number of governors who shall sit on the LGB shall be not less than seven, with a maximum to be determined by the Trust in liaison with the Chair of the LGB.
- 1.2 The LGB shall have the following governors:
 - A Chair of the LGB
 - A minimum of three Appointed Governors
 - Up to two elected Staff Governors
 - A minimum of two elected Parent Governors
 - The Principal of the Academy.
 - Any additional Governors, if appointed by the Trust at the request of the Secretary of State pursuant to clause 102(c) of the Master Funding Agreement.
- 1.3 The LGB may also have a maximum of three Co-opted Governors.
- 1.4 By accepting appointment or election to the LGB, in writing, each Governor gives an undertaking to uphold the Vision and Values of the Trust.

2. APPOINTMENT OF GOVERNORS OF THE LGB

2.1 General Governors

- 2.1.1 The Trust will appoint a Chair of Governors to the LGB.
- 2.1.2 In liaison with the Head of Governance of the Trust, the Chair of the LGB, will appoint a minimum of three Appointed Governors to serve on the LGB.

2.2 Staff Governors

- 2.2.1 Up to two persons who are employed at the Academy can serve on the LGB, provided the total number of such persons (excluding the Principal) does not exceed one third of the total number of persons on the LGB.
- 2.2.2 Any eligible members of staff can stand for service on the LGB when a vacancy occurs either through the end of a term of office of a Staff Governor or through a Staff Governor leaving the Academy's employment.
- 2.2.3 Any contested posts shall be determined by a secret ballot involving all the staff of the Academy. All arrangements for the calling and the conduct of the election and resolution of any questions as to whether any person is an eligible candidate is to be determined by the Trust Head of Governance in liaison with the LGB.
- 2.2.4 Eligible staff are those employed under a permanent contract of employment by the Academy (excluding the Principal).

- 2.2.5 If no member of staff puts themselves forward, the Chair of the LGB, in liaison with the Head of Governance, can appoint a member of staff to serve as a Staff Governor.

2.3 Ex Officio Governors

- 2.3.1 The Principal shall be treated for all purposes as being an ex officio Governor of the LGB.

2.4 Parent Governors

- 2.4.1 Parent Governors of the LGB shall be elected by parents/carers of registered pupils at the Academy and they must be a parent/carer of a pupil at the Academy at the time when they are elected.

- 2.4.2 The Head of Governance, in liaison with the LGB, shall determine all matters relating to election of the Parent Governors of the LGB, including any question of whether a person is a parent of a registered pupil at the Academy. Any election which is contested shall be held by secret ballot which shall be arranged by the LGB.

- 2.4.3 The arrangements made for the election of the Parent Governors of the LGB shall provide for every person who is entitled to vote in the election to have an opportunity to do so. Where a vacancy for a Parent Governor of the LGB is required to be filled by election, the LGB shall take such steps as are reasonably practical to secure that every person who is known to be a parent of a registered pupil at the Academy is informed of the vacancy and that it is required to be filled by election, informed that he/she is entitled to stand as a candidate and vote at the election and given an opportunity to do so.

- 2.4.4 The number of Parent Governors of the LGB required shall be made up by persons appointed by the Trust if the number of parents standing for election is less than the number of vacancies and should be a parent of a registered pupil at the Academy or, where it is not reasonably practical to do so, a person who is the parent of a child of compulsory school age.

2.5 Co-opted Governors

- 2.5.1 The Chair, in liaison with the Trust Head of Governance, may assign up to three persons to be “Co-opted Governors” to the LGB. A person who is “co-opted” to the LGB means a person who is to serve on the LGB without being an Appointed or elected Governor.

- 2.5.2 A “Co-opted” Governor may not be employed by the Academy if this means the number of persons employed at the Academy serving on the LGB would exceed one third of the total number of persons serving on the LGB (including the Principal).

3. TERM OF OFFICE

- 3.1 The term of office for any person serving on the LGB shall be three years, except for:

- The Principal, who shall be treated for all purposes as being an ex officio Governor of the LGB.
 - Persons who are “co-opted” to the LGB who will serve for one year or for a specified length of time to deal with a specific project.
- 3.2 Subject to remaining eligible to be a particular type of governor on the LGB, any person may be re-appointed or re-elected (including being “co-opted” again) to the LGB.
- 3.3 A Parent Governor’s term of office shall finish once their child is no longer a pupil at the Academy.

4. RESIGNATION AND REMOVAL

- 4.1 If the Chair of the LGB wishes to resign his office, this should be by notice in writing to the Chair of the Board of Directors.
- 4.2 A person serving on the LGB shall cease to hold office if he resigns his office by notice in writing to the LGB.
- 4.3 A person serving on the LGB shall cease to hold office if they are removed by the person or persons who appointed him. This clause does not apply in respect of a person who is serving as an elected parent governor or elected staff governor on the LGB, although they may be removed by the Trust.
- 4.4 If any person who serves on the LGB in their capacity as an employee at the Academy ceases to work at the Academy then they shall be deemed to have resigned and shall cease to serve on the LGB automatically on termination of their work at the Academy.
- 4.5 Where a person who serves on the LGB resigns their office, or is removed from office, that person, or the person who has them removed from office, shall give written notice to the Trust.

5. DISQUALIFICATION OF GOVERNORS

- 5.1 No person shall be qualified to serve on the LGB unless he/she is aged 18 or over at the date of his election or appointment. No current pupil of the Academy shall be entitled to serve on the LGB.
- 5.2 A person serving on the LGB 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.
- 5.3 A person serving on the LGB shall cease to hold office if they are persistently absent, without the prior agreement of the Chair of the LGB, and the LGB resolves that his/her office be vacated. This would also include persistent

absence from Sub-Committee meetings of the LGB to which they are a member.

- 5.4 A person shall be disqualified from serving on the LGB if:
- His/her estate has been sequestrated and the sequestration has not been discharged, annulled or reduced.
 - He/she is the subject of a bankruptcy restrictions order or an interim order.
- 5.5 A person shall be disqualified from serving on the LGB at any time if they become ineligible under any statutory legislation which means they cannot hold office which could include a criminal conviction received during their term of office.
- 5.6 A person shall be disqualified from serving on the LGB at any time when he/she is:
- Included in the list kept by the Secretary of State under section 1 of the Protection of Children Act 1999.
 - Disqualified from working with children in accordance with Section 35 of the Criminal Justice and Court Services Act 2000.
 - Barred from regulated activity relating to children (within the meaning of Section 3(2) of the Safeguarding Vulnerable Groups Act 2006).
- 5.7 Any person appointed or elected to the LGB, or to a Sub-Committee of the LGB, shall submit to a Disclosure and Barring Service check at a level determined by the Trust in accordance with its policy. In the event that such check, or any other procedure, discloses any information which would, in the opinion of either the Chair or the Principal, confirm their unsuitability to work with children, that person shall be disqualified from serving on the LGB.

OPERATIONAL MATTERS

1. The LGB shall comply with the obligations set out in The Scheme which deals with the day-to-day operation of, and delegation of responsibilities to, the LGB.
2. The LGB will adopt and ensure full compliance and implementation of all Trust-wide policies and procedures as communicated to the LGB. Policies deemed by the Trust to be Academy specific will be approved by the LGB in accordance with processes and procedures outlined by the Policy Design & Implementation Group.
3. The LGB shall provide such data and information regarding the business of the Academy and the pupils attending the Academy as the Trust may require.
4. The LGB shall submit to any inspections by the Trust, and any inspections pursuant to the Education Act 2005 (Statutory Inspections).
5. The LGB shall work closely with and shall promptly implement any directives or recommendations made by the Trust in the event that intervention is either threatened or is

carried out by the Secretary of State and the Trust expressly reserve the unfettered right to review or remove any power or responsibility conferred on the LGB under this Scheme in such circumstances.

FUNCTIONING OF THE LGB, CHAIR, VICE-CHAIR AND CLERK

1. The Chair of each LGB shall be appointed by the Trust, in consultation with members of the LGB.
2. The Chair cannot be employed in any capacity by the Trust.
3. The Clerk of each LGB shall be appointed by the Trust Head of Governance in liaison with the Chair of the LGB.
4. At the first meeting of each academic year, the LGB should elect a Vice Chair from amongst their number. A person who is employed by the Trust (whether or not at the Academy) shall not be eligible for election as Vice-Chair.
5. The Chair or Vice-Chair may at any time resign their office by giving notice in writing to the Trust. The Chair or Vice-Chair shall cease to hold office if:
 - They cease to serve on the LGB.
 - They are removed from office under one of the clauses indicated above.
 - In the case of the Vice-Chair, they are appointed to fill a vacancy arising in the office of Chair.
6. If a vacancy arises in the office of Chair, for any reason, the Trust will appoint a new Chair.
7. If a vacancy arises in the office of Vice-Chair, the governors of the LGB shall, at its next meeting, elect one of their members to fill that vacancy.
8. Where the Chair is absent from any meeting, or there is at the time a vacancy in the office of the Chair, the Vice-Chair shall act as the Chair for the purposes of the meeting.
9. Where the Vice-Chair is also absent from the meeting, the governors of the LGB shall elect one of their members present to act as a Chair for the purpose of that meeting, provided the person elected is not employed by the Trust, whether or not at the Academy and provided the number of Governors attending constitute a quorum for that meeting.
10. Any election of the Vice-Chair which is contested shall be held by secret ballot.
11. The Chair may be removed from office by the Trust at any time given reasonable cause.
12. The Vice-Chair may be removed by the LGB in accordance with The Scheme.
13. LGBs of Outstanding Academies may be asked if they would like to mentor less experienced LGBs and their Governors may be asked if they would like to serve as Co-opted Governors on other LGBs in order to increase their skill set for a pre-determined length of time.

CONFLICTS OF INTEREST

This clause shall also apply to any member of any committee of the LGB who is not a member of the LGB, i.e. a Co-opted Governor or a person appointed to serve on a Sub-Committee who is not a Governor.

1. Any Governor of the LGB who has or can have any direct or indirect duty or personal interest (including but not limited to any Personal Financial Interest) which conflicts or may conflict with his/her duties as a member of the LGB shall disclose that fact to the LGB as soon as they become aware of it.
2. A person must absent himself/herself from any discussion of the LGB in which it is possible that a conflict will arise between his/her 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).
3. A person has a Personal Financial Interest if he/she is in the employment of the Trust or is in receipt of remuneration or the provision of any other benefit directly from the Trust or in some other way is linked to the Trust or the Academy.

THE MINUTES

1. The Minutes of the meetings of the LGB shall be recorded and kept by the person authorised to keep the Minutes of the LGB and shall be signed (subject to the approval of the LGB) at the next subsequent meeting by the person acting as Chair.
2. The Minutes shall include a record of:
 - All appointments of Governors made by the LGB and /or the Trust.
 - All proceedings at meetings of the LGB and of Sub-Committees of the LGB, including the names of all persons present at each such meeting.
3. The Chair shall ensure that copies of Minutes of all meetings of the LGB shall be provided to the Trust Head of Governance as soon as reasonably practical after those Minutes are approved by the Chair of the meeting.
4. Any Confidential items recorded in the Minutes of either an LGB or Sub-Committee meeting should be recorded at the end of the main Minutes on separate pages and should only be made available to members of the meeting they apply to.

COMMITTEES

1. In liaison with the Trust Head of Governance, the LGB may establish such Sub-Committees as it sees fit in order to robustly pursue and implement its roles and responsibilities in the Academy.
2. Sub-Committees may include individuals who are not members of the LGB, provided that such individuals are in a minority.

DELEGATION

1. The LGB may further delegate to any person serving on the LGB, an LGB Sub-Committee, the Principal or any other holder of an executive office, such of their powers or functions as they consider desirable to be exercised by them. Any such delegation may be made subject to any conditions either the Trust or the LGB may impose and may be revoked or altered.
2. Where any power or function of the LGB is exercised by any LGB Sub-Committee, a member of the LGB, the Principal or any other holder of an executive office, that person or Sub-Committee shall report to the LGB in respect of any action taken or decision made with respect to the exercise of that power or function at the LGB immediately following the taking of the action or the making of the decision.

MEETINGS OF THE LGB

1. Subject to the provisions contained in this Constitution and The Scheme, the LGB may regulate its proceedings as the members of the LGB think fit.
2. The LGB shall meet a minimum of three times each school year.
3. Meetings of the LGB shall be convened by the Clerk to the LGB. The Clerk shall comply with any direction given by the Trust or by the Chair or, in his/her absence or where there is a vacancy, by the Vice Chair.
4. Any three members of the LGB may, by notice in writing given to the Clerk, request a meeting of the LGB; and it shall be the duty of the Clerk to convene such a meeting as soon as is reasonably practicable.
5. Each member of the LGB shall be given at least seven clear days notice before the date of a meeting, in writing, with a copy of the Agenda for the meeting.
6. If there are matters demanding urgent consideration it shall be sufficient if the written notice of a meeting and a copy of the Agenda are given within such shorter period as the Chair or, in his/her absence the Vice Chair, directs.
7. A meeting of the LGB shall be terminated if the number of members present ceases to constitute a quorum for a meeting.
8. The quorum for a meeting of the LGB, and any vote on any matter, shall be any three members of the LGB or, where greater, any one third (rounded up to a whole number) of the total number of members of the LGB at the date of the meeting.
9. The quorum for the purposes of the removal of any member of the LGB in accordance with this Constitution shall be any two-thirds (rounded up to a whole number) of the persons who are at the time entitled to vote on this matter.
10. All Governors (appointed, co-opted, Parent, Staff and Principal) are eligible to vote at meetings. Any person invited to attend an LGB or a Sub-Committee in any other capacity would not be eligible to vote on any matter arising.

11. Subject to this Constitution, every question to be decided at a meeting of the LGB shall be determined by a majority of the votes of the persons present who are entitled to vote on the question. Every eligible member of the LGB shall have one vote.
12. Where there is an equal division of votes, the Chair of the meeting shall have a casting vote in addition to any other vote he may have.
13. The LGB shall ensure that a copy of the signed, approved Minutes of every meeting of the LGB and of the Sub-Committees and any report, document or other paper considered at those meetings, is available as soon as is reasonably practicable at the Academy for any person wishing to see them.
14. A copy of the signed, approved Minutes of the LGB shall be sent to the Trust Head of Governance as soon as is reasonably practicable.
15. Exclusions of any items made available in points 13 and 14 above may be made relating to:
 - A named teacher or other person employed, or proposed to be employed, at the Academy.
 - A named pupil at, or candidate for, admission to, the Academy.
 - Any matter which, by reason of its nature, the LGB is satisfied should remain confidential.

MEMBERS' ATTENDANCE AT MEETINGS AND GOVERNOR TRAINING

1. Each member of the LGB shall use reasonable endeavours to attend each meeting of the LGB and Sub-Committee of which they are a member and to send apologies as far in advance as is reasonably practicable where attendance is not possible.
2. The Trust requires that each member of the LGB shall attend training in the two identified core areas during their first year of office, as well as any other training which is reasonable and consistent with the requirements of their particular area of responsibility and committee membership.

INDEMNITY

Subject to the provisions of the Companies Act 2006, every member of the LGB or other officer or auditor of the Trust acting in relation to the Academy, shall be indemnified out of the assets of the Trust against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgement is given in favour or in which he is acquitted or in connection with any application in which relief is granted to him by the Court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Trust.

REVIEW AND TERMINATION OF THE SCHEME OF DELEGATION AND CONSTITUTION

1. The Scheme of Delegation and Constitution shall operate from the Effective Date in respect of the named Academy.

2. The Trust has the absolute discretion to review The Scheme and the Constitution and to alter any provisions of them, provided that no alteration shall limit the powers delegated to the LGB without the consent of the LGB, unless the Trust has genuine and substantial grounds to believe that the LGB are operating in breach of any statutory or fiduciary duty, that the Academy is in danger of going into deficit or into an Ofsted Category less than “Good”.
3. In considering any changes to The Scheme or the Constitution, the Trust will have regard to, and give due consideration to, any views of the LGB.

Signed by Chair of LGB on behalf of the LGB:

(Name, in Block Letters)

Signed by the Chair of the Board of Directors:

(Name, in Block Letters)

Effective Date: