



TERMS OF REFERENCE  
GSSC ACADEMY TRUST  
*(Greenfields Specialist School for Communication)*  
GOVERNING BODY

**INDEX**

1. Interpretation
2. Responsibilities of Governing Body
3. Composition of Governing Body
4. Resignation & Removal
5. Persons ineligible to be Governors
6. Term of Office
7. Conflicts of Interest
8. Appointment of Chairperson and Vice-Chairperson
9. Meetings of Governing Body
10. Quorum
11. Proceedings of Meetings
12. Minutes and Publications
13. Delegation of Functions and Committees
14. Responsibilities of Principal
15. Rules and Bye-Laws
16. Amendment of Instrument and Rules of Government
17. Copies of Instrument and Rules of Government
18. Effective Date

## **1. INTERPRETATION**

### 1.1 In this document:-

“Academy”	means GSSC Academy Trust (Greenfields Specialist School for Communication);
“Articles”	means the Articles of Association of the Company;
“Associate Member”	means advisor to the Governing Body not a member of the Governing Body with no voting rights
“Governing Body”	means the governing body for the Academy constituted as provided by Clause 3 of this document;
“Governor”	means a member of the Governing Body;
“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 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;
“Headteacher”	means the member of staff at the Academy who has been appointed as Headteacher to have overall day to day control of and responsibility of the Academy;
“Secretary”	means the company secretary of the Company or any other person appointed to perform the duties of company secretary to the Company;
“Staff Governor”	means a member elected to the Governing Body by members of staff of the Academy or in default of election appointed by the Governing Body with no voting rights;
“this document”	means these Terms of Reference;
“the Company”	means GSSC Academy Trust (Greenfields Specialist School for Communication), a company limited by guarantee having registered number 09319299;
“the Directors”	means those persons appointed as directors of the Company;

### **1.2 Unless the context requires otherwise, a reference to:-**

1.2.1 a numbered clause is a reference to the clause so numbered in this document, and

- 1.2.2 a numbered paragraph is a reference to the paragraph so numbered in the clause in which the reference appears; and
- 1.2.3 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 GOVERNING BODY**

- 2.1 The Company is a 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").
- 2.2 The Directors are the 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.
- 2.3 The Governing Body shall be a Committee of the Directors established pursuant to articles 100 - 104 of the Articles of the Company and elected members as per se.
- 2.4 Legal responsibility for the Academy lies with the Company. It is governed by the Directors, who rely on advice and support from the Academy's Governing Body, particularly (but not limited to) strategic planning and the specific matters delegated under these Terms of Reference.
- 2.5 Subject to provisions of these Terms of Reference, the Companies Act 2006, the Articles and to any directions given by special resolution of the Directors, the business of the Academy shall be managed by the Governing Body who may exercise all the powers of the Company, other than matters concerning finance, staffing and site which will be delegated to the Business Resources Committee. The Directors delegate the running of the Academy to the Governing Body and specifically the following duties:
- 2.5.1 Setting the aims and objectives of the Academy;
- 2.5.2 Determination of the educational vision of the Academy in consultation with the Directors, including, but without limitation, determination of the Academy's development plan;
- 2.5.3 Maintenance of the Academy estate in accordance with the guidelines established by the Company;
- 2.5.4 Maintaining a fixed asset register;
- 2.5.5 Notifying the Company of any changes to fixed assets used by the Academy;

- 2.5.6 Determination and implementation of the admissions policy and arrangements for the Academy in accordance with admissions law and DfE codes of practice;
- 2.5.7 Implementation of actions required to comply with statutory regulations and the Funding Agreements.
- 2.6 Each Governor shall act in the best interests of the Academy at all times.
- 2.7 The Governors must keep confidential all information of a confidential nature obtained by them relating to the Academy.

### **3. COMPOSITION OF GOVERNING BODY**

- 3.1 The membership of the Governing Body shall be determined in accordance with the following provisions:-
- 3.1.1 The total membership shall be not less than 9 and not more than 12 including 3 Directors who are designated from Governors other than the Headteacher, Staff Governors or Associate Members
- 3.1.2 The membership shall comprise of up to 12 Governors from the following:
- (a) the Headteacher;
  - (b) not less than 2 but no more than 4 Parent Governors;
  - (c) 2 Staff Governors;
  - (d) up to 4 Governors appointed by the Governing Body; and
  - (e) up to 2 Associate Members
  - (f) such others as the Directors decide to invite for advice
- 3.2 The Governing Body may continue to act notwithstanding a temporary vacancy in its composition.

### **4. RESIGNATION & REMOVAL**

- 4.1 A Governor may at any time resign his office by giving notice in writing to the Clerk to the Governing Body.
- 4.2 A Governor shall cease to hold office if he is removed by the person or persons who appointed him. This provision does not apply in the case of the Parent or Staff Governors.
- 4.3 The Directors may terminate the appointment of any Governor whose presence or conduct is deemed by the Directors not to be in the best interests of the Company or the Academy.
- 4.4 The Headteacher and any Staff Governors shall automatically cease to hold office if he/she ceases to be associated with the Academy in the capacity in which he/she was appointed or elected.

### **5. PERSONS INELIGIBLE TO BE GOVERNORS**

- 5.1 No person shall be qualified to be a Governor unless he/she is aged 18 or over at the date of his/her election or appointment. No current pupil of the Academy shall be a Governor.
- 5.2 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/her own affairs.
- 5.3 A Governor shall cease to hold office if he/she is absent without the permission of the Governors from 3 consecutive meetings and the Governors resolve that this office be vacated.
- 5.4 A Governor shall cease to hold office if he/she is 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).
- 5.5 A person shall be disqualified from holding or continuing to hold office as a Governor:-
- 5.5.1 If:-
- (a) his/her estate has been sequestrated and the sequestration has not been discharged, annulled or reduced;
  - (b) he/she is the subject of a bankruptcy restrictions order or an interim order.
- 5.5.2 If he/she has 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 he/she was responsible or to which he/she was privy, or which he/she by his conduct contributed to or facilitated.
- 5.5.3 At any time when he/she is:-
- (a) 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
  - (b) disqualified from working with children under section 35 of the Criminal Justice and Court Services Act 2000.
- 5.5.4 If he is a person in respect of whom a direction has been made under section 142 of the Education Act 2002.
- 5.5.5 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.
- 5.5.6 If he/she has not provided to the chairperson of the Directors 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 Chairperson 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.

- 5.6 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 Secretary.

## **6. TERM OF OFFICE**

- 6.1 Any Governor shall hold and vacate office in accordance with the terms of his/her appointment but (except in the case of the Headteacher) the length of his term of office shall not exceed four years.
- 6.2 Governors retiring at the end of their term of office shall be eligible for re-appointment at the discretion of the Governing Body.

## **7. CONFLICTS OF INTEREST**

- 7.1 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 Directors with regard to having a Personal Financial Interest shall also apply to the Governors.
- 7.2 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/her duties as a Governor shall disclose that fact to the Governors as soon as he/she 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/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).

## **8. APPOINTMENT OF CHAIRMAN AND VICE-CHAIRMAN**

- 8.1 The Chairperson of the Governing Body will be elected by the Governing Body every year for a 1 year term, provided that the first Chair shall be appointed by the Directors directly and his or her first period of office will expire at the end of August 2015.
- 8.2 The Vice-Chairperson of the Governing Body will be elected by the Governing Body every year for a 1 year term, provided that the first Vice-Chair will be appointed by the Directors directly and his or her first period of office will expire at the end of August 2015.
- 8.3 If both the Chairperson and the Vice-Chairperson are absent from any meeting of the Governing Body, those Governors present shall appoint one of their number to chair the meeting.

## **9. MEETINGS OF GOVERNING BODY**

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

- 9.2 All meetings shall be convened by the Clerk to the Governing Body, 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.
- 9.3 A meeting of the Governing Body shall be called by the Clerk whenever requested by the Chairperson or at the request in writing by any three Governors. Where there are matters demanding urgent consideration, the Chairperson or, in his/her absence, the Vice-Chairperson may waive the need for seven days' notice of the meeting and substitute such notice as he/she thinks fit.
- 9.4 The convening of a meeting and the proceedings conducted shall not be invalidated by reason of any individual not having received written notice of the meeting or a copy of the agenda.

## **10. QUORUM**

- 10.1 Meetings of the Governing Body shall be quorate if three or one-third of Members are present (whichever is greater).
- 10.2 If the number of Governors assembled for a meeting of the Governing Body does not constitute a quorum, the meeting shall not be held. If in the course of a meeting of the Governing Body the number of Governors present ceases to constitute a quorum, the meeting shall be terminated forthwith.
- 10.3 If for lack of a quorum a meeting cannot be held or, as the case may be, cannot continue, the Chairperson 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.

## **11. PROCEEDINGS OF MEETINGS**

- 11.1 Every question to be decided at a meeting of the 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 chairman of the meeting shall have a second or casting vote.
- 11.2 A Governor may not vote by proxy.
- 11.3 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.
- 11.4 Any Governor who is also an employee of the Company shall withdraw from that part of any meeting of the Governing Body at which his remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement are to be considered.
- 11.5 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).

- 11.6 Any Governor shall be able to participate in meetings of the Governors by telephone or video conference provided that he/she has given reasonable notice to the Clerk and that the Governors have access to the appropriate equipment.

## **12. MINUTES AND PUBLICATION**

- 12.1 At every meeting of the 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.
- 12.2 The Clerk to the Governing Body 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 chairperson of that meeting), the signed minutes of every such meeting and any report, document or other paper considered at any such meeting are, as soon as is reasonably practicable, made available to the Secretary.

## **13. DELEGATION OF FUNCTIONS AND COMMITTEES**

- 13.1 The 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 Governing Body.
- 13.2 Sub-committees may include members who are not Governors.
- 13.3 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.
- 13.4 Copies of the minutes of sub-committee meetings are to be circulated to all Governors and those who are entitled to attend Governing Body meetings.

## **14. RESPONSIBILITIES OF HEADTEACHER**

- 14.1 Subject to responsibilities of the Governing Body and the policy statements of the Company, the Headteacher shall be responsible to the Governing Body for:-
- 14.1.1 Implementing the agreed policies and procedures laid down by the Governing Body this includes the implementation of all statutory regulations;
- 14.1.2 Advising the Governing Body on strategic direction, forward planning and quality assurance;



- 14.1.3 The leadership and management of the Academy;
- 14.1.4 The admission of pupils;
- 14.1.5 The maintenance of good order and discipline by the pupils including their suspension and/or exclusion within the framework laid down by the Governing Body; and
- 14.1.6 All such additional functions as may be assigned under the job description or contract of employment.

## **15. RULES AND BYE-LAWS**

- 15.1 The 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 byelaws shall be subject to the provisions of this document and to approval by the Directors.

## **16. AMENDMENT OF THESE TERMS OF REFERENCE**

- 16.1 This document has been approved by the Directors and Governing Members at their meeting on **9<sup>th</sup> February 2015** and shall be subject to review at the first meeting of the Directors and Governing Members after **1 September 2015** and at the first meeting of the Directors and Governing Members in each academic year thereafter and may be subject to amendment by them.

## **17. COPIES OF TERMS OF REFERENCE**

- 17.1 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**

- 18.1 These Terms of Reference shall come into effect on **9<sup>th</sup> February 2015**