

Academy Councils: Constitution and Terms of Delegation

Learn@ MAT

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Contents

1	Introduction	3
2	Remit	3
3	Composition of Academy Councils	3
4	Commitment of Academy Councillors	3
5	Appointment and particular responsibilities of Academy Councillors	4
6	Convening meetings of the Academy Council	6
7	Voting at meetings of the Local Governing Body	7
8	Personal interests of Academy Councillors	8
9	Committees of the Academy Council	8
10	Minutes	8
11	Delegation to the AC.....	8
12	Intervention rights	9
13	Alterations.....	9
14	Circulation list	10
Appendix 1	Academy Councillor declaration	11
Appendix 2	Reserved matters.....	12

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For the purposes of the above clause, "school" includes any maintained or independent school, including any single or multi academy trust.

1 Introduction

This constitution and terms of delegation has been made by the Trustees of Learn@ MAT. The Board of Trustees is committed to ensuring its community of Special Schools, Pupil Referral Units and Alternative Providers always put young people first and are committed to ensuring all young people regardless of their Social, Emotional Mental Health needs or Speech, Language and Communication needs receive an education of high quality and relevance which develops personal growth and independence. We welcome further partners from similar settings who share our vision and ethos.

2 Remit

Broadly, the role of an Academy Council (**AC**) is to provide focused governance for the Academy at a local level. It monitors the Academy's key performance indicators and acts as a critical friend to the Head teacher, providing challenge where appropriate.

The ACs carry out their functions in relation to their respective Academy on behalf of the Trustees and in accordance with policies determined by the Trustees. The act of delegation from the Trustees to the AC's is a delegation of powers and duties, and not a delegation or shedding of responsibilities.

3 Composition of Academy Councils

Each AC comprises a maximum of 11 members (**Academy Councillors**), including:

- the Head teacher of the Academy
- Chief Executive Officer (**CEO**);
- at least two elected parents or guardians of a pupil at the Academy (**Parent Academy Councillors**);
- up to two employees of the Academy, comprising one teacher member and one elected non-teaching staff member, elected by employees of the Academy (**Staff Academy Councillor**); and
- such other members as may be appointed by the Trustees or co-opted by the Academy Councillors (at the discretion of the Trustees).

Each Academy Council shall have a Chair and a Vice-Chair.

The length of service of all Academy Councillors and the Clerk to the AC shall be three years. Subject to remaining eligible to be an Academy Councillor, any Academy Councillor may be reappointed or re-elected at end of his or her term.

Every person wishing to become an Academy Councillor will be required to sign a declaration of acceptance and of willingness to act as an Academy Councillor, in the form set out in Appendix 1 or as prescribed by the Trustees from time to time, and shall make disclosures for the purposes of a criminal records check by the Disclosure and Barring Service (**DBS**).

4 Commitment of Academy Councillors

Academy Councillors are asked to:

- prepare for and make an active contribution at meetings of the AC;
- champion the Academy in the local community;

- familiarise themselves with the Academy's policies;
- visit the Academy both during school hours (with prior arrangement with the Head teacher) and for evening events to get to know the Academy and to be visible to the Academy community; and
- attend training sessions for Academy Councillors, where possible.

5 Appointment and particular responsibilities of Academy Councillors

5.1 Chair

The Chair is appointed by the Trustees. The term of office of the Chair is two years, but the Chair is eligible for reappointment at the end of that term.

The Trustees are entitled to remove the Chair from office at any time, although this would be without prejudice to the individual's position as an Academy Councillor.

The Chair will ordinarily meet with the Headteacher of the Academy/School/PRU and the Clerk to the AC before the start of the academic year to plan the work of the AC for the year.

The responsibilities of the Chair include the following:

- to chair meetings of the AC;
- to set the agenda for meetings with the Head and Vice-Chair;
- to report to the Trustees in writing following each AC meeting, if requested;
- to give an oral summary of the AC's deliberations if requested at meetings of the Board of Trustees; and
- to provide a direct link between the AC and the Trustees.

In the event of a need to make genuinely urgent decisions between meetings on matters falling within the remit of the AC, the Chair of Trustees, in consultation with the Chair of the AC (or the Vice-Chair of the AC in his or her absence), shall take appropriate action on behalf of the AC. The decisions taken and the reasons for urgency shall be explained fully at the next meeting of the Board of Trustees and of the AC.

5.2 Vice-Chair

The Vice-Chair is appointed by the Trustees. The term of office of the Vice-Chair is two years, but the Vice-Chair is eligible for reappointment at the end of that term.

The Trustees are entitled to remove the Vice-Chair from office at any time, although this would be without prejudice to the individual's position as an Academy Councillor.

The responsibilities of the Vice-Chair include the following:

- to deputise for the Chair in his or her absence;
- to set the agenda for meetings of the AC with the Chair, if requested; and
- to provide a link between the AC and the Trustees.

In the absence of both the Chair and the Vice-Chair at a meeting, the AC will elect a temporary Chair from among their number.

5.3 Staff Academy councillors

The teacher member of the AC shall be elected by the teaching staff at the Academy.

The non-teaching staff member of the AC shall be elected by the non-teaching members of staff of the relevant Academy.

The responsibilities of the Staff Academy councillors are to reflect the interests and opinions of teaching and non-teaching staff at the Academy to the AC.

5.4 Parent Academy Councillors

Parent Academy Councillors for each AC shall be elected in accordance with the process set out below:

- when a vacancy arises, the AC will write to all parents and individuals exercising parental responsibility of pupils at the Academy seeking nominees for the vacancy. Nominees will be asked to provide a short statement about why they are interested in being a Parent Academy councillor and their background and experience that makes them suitable for the role;
- if the number of parents or individuals exercising parental responsibility standing is less than the number of vacancies, the number of Academy Councillors shall be made up by persons appointed by the Trustees;
- if there are more nominees than places available, the AC will write to all parents and individuals exercising parental responsibility of pupils at the Academy asking them to vote for their preferred candidate.
- If the AC has difficulty appointing their quota of parents/carers from those of young people at the Academy/School/PRU then they may appoint other parents/carers to act in the role of Parent Academy Councillors.

A Parent Academy Councillor should be a parent (or an individual exercising parental responsibility) of a registered pupil at the relevant Academy or where this is not reasonably practical, a person who is the parent of a child within the age range of the relevant Academy.

The responsibilities of the Parent Academy Councillor are to represent the interests and opinions of the Parent Body of the Academy to the AC.

5.5 Other responsibilities

Each AC shall appoint from among its members individuals with specific responsibilities which shall include:

- an Academy Councillor with responsibility for special educational needs;
- an Academy Councillor with responsibility for safeguarding;
- an Academy Councillor with responsibility for finance;
- an Academy Councillor with responsibility for residential care (where applicable);
- an Academy Councillor with responsibility for the pupil premium; and

- an Academy Councillor with responsibility for health and safety.

5.6 Clerk to the Academy Council

The AC shall appoint a Clerk to the AC who may not be an Academy Councillor. In the absence of the Clerk, the AC shall elect a replacement for the meeting.

The responsibilities / functions of the Clerk to the AC are as follows:

- convene meetings of the AC including sending notices and papers of meetings;
- attend meetings of the AC and ensure minutes are produced;
- maintain a register of members of the AC including their terms of office and report any vacancies to the AC;
- maintain a register of business interests of AC members;
- maintain a register of Academy Councillors' attendance at meetings and report on non-attendance to the AC;
- report to the AC as required on the discharge of the Clerk's functions; and
- perform such other functions as shall be determined by the AC from time to time.

5.7 Ceasing to be a Academy Councillor

An Academy Councillor's term of office will be terminated if:

- any event or circumstance occurs which would disqualify him or her from the office of Trustee under the Articles were he or she to hold such office;
- he or she has, without the consent of the AC, failed to attend AC meetings for a continuous period of six months, beginning with the date of the first such meeting he or she failed to attend and the Chair and the Vice Chair agree that the term of office should be terminated;
- he or she resigns from office by notice to the Academy Trust;
- he or she is removed by the person or persons who appointed him. This does not apply in respect of a person who is serving as a Parent Academy Councillor;
- he or she is a Staff Academy Councillor who has ceased to be employed by the Academy Trust; or
- he or she is removed by the Trustees in circumstances where they consider (acting reasonably) that it is in the best interests of the Academy Trust to remove the Academy Councillor.

6 Convening meetings of the Academy Council

Meetings of the AC will be held in every other term, alternating with the Board of Trustees meetings.

The Clerk to the AC shall give written notice of each meeting and circulate an agenda and any reports or other papers to be considered at the meeting at least seven clear days in advance of each meeting. However, where the Chair determines there are matters demanding urgent consideration, it shall be sufficient if the written notice of the meeting states that fact and the notice, copy of the agenda and other papers are given within such shorter period as the Chair directs.

Any two Academy Councillors may call a meeting by giving written notice to the Clerk, which includes a summary of the business they wish to carry out. It shall be the duty of the Clerk to convene a meeting as soon as reasonably practicable.

The Academy Councillors may invite persons who are not Academy Councillors (such as a member of a committee, any employee, any pupil, any professional adviser and any experts of any kind) to attend the whole or part of any meeting for purposes connected with the meeting.

The convening of a meeting and the proceedings conducted at meetings shall not be invalidated by reason of any individual not having received written notice of the meeting or a copy of the agenda.

7 Voting at meetings of the Academy Council

The quorum for meetings of the AC and for any vote on a matter at such meetings is one third of the total number of Academy councillors in office at that time (rounded up to the nearest whole number).

A meeting shall be terminated if the number of Academy councillors present ceases to constitute a quorum. Where a meeting is not held or is terminated before all the matters specified as items of business on the agenda for the meeting have been disposed of, a further meeting shall be convened by the Clerk as soon as is reasonably practicable, but in any event within seven days of the date on which the meeting was originally to be held or was so terminated.

Any Academy councillor shall be able to participate in, and be counted as present at for the purposes of the quorum, meetings by telephone or video conference provided that:

- he has given notice of his intention to do so detailing the telephone number on which he can be reached and / or appropriate details of the video conference suite from which he shall be taking part at the time of the meeting at least 48 hours before the meeting; and
- the AC has access to the appropriate equipment

and provided that, if after all reasonable efforts it does not prove possible for that Academy Councillor to participate by telephone or video conference, the meeting may still proceed with its business provided it is otherwise quorate.

Every question to be decided upon at a meeting of the ACs shall be determined by a majority of the votes of Academy Councillors present and voting on the question. Votes tendered by proxy shall not be counted.

Where there is an equal division of votes, the Chair has a casting vote.

The Academy Councillors may act notwithstanding any vacancies, but, if the number of Academy Councillors is less than the number fixed as the quorum, the continuing Academy Councillors may act only for the purpose of filling vacancies.

A resolution in writing, signed by all Academy Councillors entitled to receive notice of a meeting shall be valid and effective as if it had been passed at a meeting duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more Academy Councillors and may include an electronic communication by or on behalf of the AC indicating his or her agreement to the form of resolution providing that the Academy Councillor has previously notified the AC in writing of the email address or addresses which the Academy Councillor will use.

8 Personal interests of Academy Councillors

Academy Councillors shall complete a register of their business interests, which shall be reviewed annually.

Any Academy Councillor who has any duty or personal interest that conflicts or may conflict with his or her duties as an Academy Councillor shall:

- disclose that fact to the AC as soon as he or she becomes aware of it. An Academy Councillor must absent himself or herself from any discussions of the AC in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Academy and such duty or personal interest;
- withdraw from any meeting for that item unless expressly invited to remain in order to provide information;
- not be counted in the quorum for that part of any meeting; and
- withdraw during the vote and have no vote on the matter.

9 Committees of the Academy Council

With the prior agreement of the Trustees the AC may establish committees to carry out certain functions of the AC. The AC must determine the constitution, membership and terms of reference of any committee it decides to establish and review them annually.

The establishment of any committees other than temporary, ad hoc committees required to deal with specific issues, must be agreed in advance with the Trustees unless such committees are required urgently, in which event the Chair can authorise the establishment of the committee and report subsequently to the Trustees.

10 Minutes

Attendance at each AC meeting, issues discussed and recommendations for decisions shall be recorded and the minutes signed by the Chair at the next meeting of the AC. The written record (once approved by the Chair of the relevant AC meeting) shall be forwarded by the Clerk to the AC to the Clerk to the Trustees as soon as is reasonably practicable.

11 Delegation to the AC

The AC shall have the roles set out in the Decision Making Matrix and any other role that the Trustees agree shall be carried out by the AC and that is communicated in writing to the Chair of the AC.

For the avoidance of any doubt, Appendix 2 contains a list of reserved matters which are matters for consideration and determination by the Members and Board of Trustees and are not issues for determination by the Academy councillors.

12 Intervention rights

Intervention in times of concern

The Board of Trustees remains ultimately responsible for the Academy Trust and the conduct of the Academies. The operation of the various elements of governance and the Decision Making Matrix are crucial to its success. However, there will be circumstances (more the exception than the norm) where the Board of Trustees might need to intervene and, for example, withdraw delegated authority for a particular element of governance including an AC.

In such circumstances, the Board of Trustees, along with the CEO and the Central Executive Team, would work closely with any Academy or Academies concerned and those involved in their governance who would be expected to promptly implement any advice or recommendations made by the Board of Trustees and the Central Executive Team.

The Board of Trustees reserves the right to review or remove any power or responsibility which it has delegated, in particular, in circumstances where serious concerns in the running of an Academy or Academies are identified (either internally within the Academy Trust or by a third party), including where:

- there are concerns about financial matters;
- insufficient progress is being made against educational targets (including where intervention by the Secretary of State is being considered or carried out);
- there has been a breakdown in the way the Academy is managed or governed;
- the safety of pupils or staff is threatened, including a breakdown of discipline; or
- the Board of Trustees considers such removal of power or responsibility appropriate in all of the circumstances.

The delegated budget

In line with their duties and responsibilities as trustees and directors and irrespective of the delegations set out in the Decision Making Matrix, the Board of Trustees shall be entitled to determine that a proportion of the budget in respect of the Academy be held centrally for the following reasons:

- to be allocated to the provision of central services received by the Academy;
- in pursuance of the Academy Trust's reserve policy; and / or
- as otherwise may be determined by the Board acting reasonably and in the best interests of the Academy Trust.

13 Alterations

This constitution and these terms of reference may be altered by a majority resolution of the Trustees of the Academy Trust.

14 Circulation list

This constitution and these terms of reference shall be circulated to Trustees of the Academy Trust, all Academy Councillors, the Clerk to the AC, and others at the discretion of the Chair of the Trustees of the Academy Trust or the Chair of an AC. This constitution and these terms of reference were approved and adopted by a resolution of the Trustees of the Academy Trust passed at a meeting held on 19th July 2017 and take effect from 1st September 2017.

Date of next review: July 2018

Appendix 1 Academy Councillor declaration

The Trustees
Learn@ MAT
Central Office,
Knowle DGE Learning Centre,
Knowle,
Bristol,
BS4 1NN [Date]

Dear Sirs

Learn@ MAT - appointment as an Academy Councillor

I confirm that I wish to be an Academy Councillor in respect of Learn@ MAT in accordance with the Terms of Reference for Academy Councils prescribed by the Trustees of the Academy Trust from time to time.

I confirm that I am not disqualified from becoming an Academy Councillor by reason of any provision in the Terms of Reference for Academy Councils (and by extension the Memorandum and Articles of Association of the Academy Trust).

I also confirm that I understand that I must disclose any personal interest I may have in any matter to be discussed at a meeting of the Academy Councillors in accordance with paragraph 8 of the Terms of Reference for the Academy Council (or as prescribed by the Trustees of the Academy Trust from time to time).

Yours faithfully

Signed

Name

Date

Appendix 2 Reserved matters

The Reserved Matters are:

Members	
(subject to such other consents / requirements as might be required by law or the Funding Agreement)	
1	To change the name of Academies or the Academy Trust
2	To change the Objects (which would require Charity Commission and Secretary of State consent in any event)
3	To change the structure of the Board of Trustees
4	To amend the Articles of Association
5	To pass a resolution to wind up an Academy or the Academy Trust
6	To appoint the auditors (save to the extent that the Trustees may make a casual appointment)
Trustees	
(subject to such other consents / requirements as might be required by law or the Funding Agreement)	
7	To change the name of the Academies
8	To determine the educational character, mission or ethos of the Academies
9	To amend the Scheme of Governance (including the decision making matrix)
10	To adopt or alter the constitution and terms of reference of any committee of the Board of Trustees
11	To terminate a supplemental funding agreement for an Academy
12	To establish a trading company
13	To sell, purchase, mortgage or charge any land in which the Academy Trust has an interest
14	To approve the annual estimates of income and expenditure (budgets) and major projects
15	To appoint investment advisors
16	To sign off the annual accounts
17	To appoint or dismiss , the Chief Executive Officer, the Chief Finance Officer, the Headteachers, the Company Secretary or the Clerk to the Trustees
18	To settle the division of executive responsibilities between the Trustees on the one hand and Chief Executive Officer, the Headteachers and the Chief Finance Officer on the other hand, and to settle the division of executive responsibilities between those individuals
19	To do any other act which the Funding Agreement expressly reserves to the Board of Trustees or to another body (including for the avoidance of doubt, terminating the Funding Agreement or any part of it)

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| 20 | To do any other act which the Articles expressly reserve to the Board of Trustees or to another body |
| 21 | To do any other act which the Board of Trustees determine to be a Reserved Matter from time to time |