



### THE CONSTITUTION OF A LOCAL GOVERNING BODY

Unless relevant laws and regulations or the Academy Trust's Articles of Association provide otherwise, a Local Governing Body of the Academy Trust (a "LGB") shall conduct meetings ("LGB Meetings") in accordance with this Constitution of a LGB (the "Constitution").

#### 1.0 Composition of a LGB:

- 1.1 Subject to Rules 1.4, 1.5 and 1.6 hereof, the LGB shall comprise no fewer than 6 and no more than 12 local governors and shall include:
  1. the Chair of the LGB (who shall be a Director of the Academy Trust selected by the Board of Directors at their last meeting before the end of the academic year);
  2. the Head Teacher;
  3. at least 2 Parent Local Governors (associated with **any** academy of the Academy Trust) elected or appointed in accordance with Articles 53 to 56;
  4. up to 2 Staff Local Governors (in addition to the Head Teacher) elected by the respective academy's staff;
  5. up to 6 other persons appointed by the Board of Directors including those nominated under Rule 1.3 hereof;
  6. Co-opted Local Governors appointed under Rule 1.3 hereof.
- 1.2 The LGB may nominate persons for consideration by the Board of Directors.
- 1.3 The LGB may, without the approval of the Board of Directors, co-opt additional local governors for special purposes and for a term not exceeding one year. Co-opted local governors shall hold no voting rights.
- 1.4 The number of Parent Local Governors shall never exceed 1/3<sup>rd</sup> of the total number of local governors.
- 1.5 The number of Staff Local Governors including the Head Teacher shall never exceed 1/3<sup>rd</sup> of the total number of local governors.
- 1.6 The number of local governors who are Local Authority Associated Persons shall never equal or be greater than 20% of the total number of local governors.
- 1.7 Local Governors shall hold office for a term of up to 4 years and may be re-appointed/re-elected thereafter. Local Governors may resign, be removed or become disqualified as set out in the Academy Trust's Articles of Association.
- 1.8 In the event of a Local Governor resigning, being removed or becoming disqualified, Rules 1.4, 1.5 and 1.6 may be suspended by the Chairman for up to 3 months while a replacement local governor is elected/appointed.
- 1.9 Any Director may choose to attend a LGB meeting or any non-statutory sub-committee meeting and shall (at his discretion) hold the same voting rights as a Local Governor.

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## **2.0 Convention and Chairman of LGB Meetings**

- 2.1 LGB Meetings shall be convened and presided over by the Chairman of the LGB (the Chairman).
- 2.2 Before the end of the preceding school year, the Chairman shall issue a schedule of six meetings; the dates and times to accord with the Academy Trust’s Programme of Meetings for the next school year.
- 2.3 Other LGB Meetings may be convened by the Chairman as necessary.
- 2.4 Any three Local Governors may, by notice in writing given to the Clerk, requisition a meeting of the LGB, and it shall be the duty of the Clerk to convene such meeting as soon as is reasonably practicable.
- 2.5 No business shall be transacted unless a quorum is present.
- 2.6 A quorum shall be 3 Local Governors or, where greater, one third (rounded up) of the total number of Local Governors holding office at the time and shall include the Chairman, Vice-Chairman or the Head Teacher.
- 2.7 The Local Governors shall at the first meeting of each school year elect its own Vice-Chairman from among its numbers having followed the Nominations and Appointment Procedures of the Academy Trust.
- 2.8 Unless otherwise removed or disqualified, the Chairman and Vice-Chairman shall hold office as such until their respective successor is appointed/elected.
- 2.9 In the absence of the Chairman, the Vice-Chairman will temporarily take over his duties. In the absence of both the Chairman and Vice-Chairman, the LGB Meeting shall select another from amongst themselves to act as and carry out the duties of the Chairman for that LGB Meeting or any Adjournment of that LGB Meeting.
- 2.10 The Board of Directors shall at the first meeting of each school year appoint the Clerk subject to the provisions of Article 81.

## **3 Place and Time of LGB Meetings**

- 3.9 LGB Meetings shall be held at the premises of the respective Academy.
- 3.10 LGB Meetings shall start at the appointed time.
- 3.3 Should insufficient Local Governors be present to achieve a quorum, the start will be delayed for a maximum of 30 minutes at which point, if still no quorum, the LGB Meeting will be adjourned. A further meeting will be convened by the Clerk to be held within 7 days of the adjournment.
- 3.4 Should the number of Local Governors present become insufficient to maintain a quorum due to the departure of a Local Governor, the LGB Meeting will be adjourned. A further meeting will be convened by the Clerk to be held within 7 days of the adjournment.

## **4 Designated Secretariat, LGB Meeting Notices, and LGB Meeting Materials**

- 4.9 The subject matters of LGB Meetings shall be decided by the Chairman.
- 4.10 The Clerk shall conduct the drafting of LGB Meeting agendas and minutes, and handle other administrative matters related to LGB Meetings, and reports to the Chairman.

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4.11 LGB Meetings shall be convened upon written notices sent to all Local Governors seven clear days prior to the date of the meeting, specifying the date and place of the meeting and attaching the meeting agenda and related materials. Any Local Governor attending the meeting in person shall be deemed to have received such meeting notice.

4.4 If the Local Governors consider meeting materials to be insufficient, they may request the Clerk to provide supplemental materials in advance. If the Local Governors consider meeting materials to be insufficient during the meeting, the meeting may be adjourned upon a resolution of the LGB. All costs will be met by the respective Academy.

### 5.0 Subject Matters of LGB Meetings

5.1.1 The agenda of regular LGB Meetings shall typically include the following items:

1. General matters:

- (1) Apologies
- (2) Declaration of items likely to cause a conflict of interest/pecuniary interests
- (3) Items to be taken under AOB

2. Discussion items:

- (1) Agreement and signing of the minutes of the preceding meeting;
- (2) Matters arising including the implementation status of previous resolutions.

3. Report

- (1) Head Teachers
- (2) Financial reports;
- (3) Other important matters to report

4. Special motions

5. AOB

### 6.0 Attendance Record

6.1 An attendance record shall be provided at every LGB Meeting and shall be signed by all those present in person.

6.2 Any Local Governor attending the meeting by telephone or via video conference shall be recorded as such by the Clerk on the attendance record and shall be deemed to have attended the LGB meeting in person. He shall as soon as practicable sign an attendance card and send it to the Clerk via email in lieu of signing on the attendance record.

6.3 If a Local Governor who is unable to attend a LGB Meeting cannot appoint a proxy.

### 7.0 Other Attendees

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7.1 The CEO, CFO and other persons shall attend a LGB Meeting (or part thereof) in an advisory capacity as requested by the Chairman but shall excuse themselves and vacate the LGB Meeting when any proposed resolution is discussed and resolved or otherwise, as requested by the Chairman.

7.2 In addition, legal counsels or other professional personnel may be invited to the meetings to provide professional opinions for the LGB's reference but shall excuse themselves and vacate the LGB Meeting when any proposed resolution is discussed and resolved or otherwise, as requested by the Chairman.

### **8.0 Discussion of Proposed Motions**

8.1 In principle, the discussion of proposed motions at a LGB Meeting shall proceed in accordance with the agenda attached to the meeting notice. However, if no objection is voiced by any Local Governor present at the LGB Meeting or with more than half of the attending Local Governors' consent, the Chairman may make changes.

8.2 Unless otherwise resolved at the LGB Meeting, the Chairman cannot announce adjournment of the LGB Meeting before all the discussion items (including special motions) listed in the above agenda are resolved.

8.3 During a LGB Meeting, the Chairman may, at his discretion, set time for intermission or negotiation.

8.4 A resolution to rescind or vary a resolution carried at a previous meeting shall not be proposed at a LGB Meeting unless the consideration of the rescission or variation is a specific item of business included on the Agenda for that LGB Meeting.

### **9.0 Voting**

9.1 Except when Rule 9.2 applies, every Local Governor present at a LGB meeting and entitled to vote shall have one vote, except where there is an equal division of votes, the Chairman shall have a casting vote in addition.

9.2 Notwithstanding the number of Local Governors from time to time, the maximum aggregate number of votes exercisable by Local Authority Associated Persons shall never exceed 19.9% of the total number of votes exercisable by Local Governors in LGB Meetings and the votes of the other Local Governors having a right to vote at the LGB Meeting will be increased on a pro-rata basis. This shall be determined by the Chairman before any votes is taken.

9.3 The Chairman may announce the end of the discussion of any resolution when he deems it appropriate and shall seek a proposer and seconder before going into voting.

9.4 A resolution shall be adopted by a simple majority of those Governors present at a LGB Meeting and entitled to vote.

9.5 If there is an amendment to or substitute for a proposed motion, the Chairman shall decide the sequence of voting for such proposed motion and the amendment or substitute. If any one of them has been adopted, the others shall be deemed vetoed and no further voting is required. The result of voting shall be announced at the meeting and placed on record.

9.6 The method of voting shall be by a show of hands.

9.7 All persons entitled to vote at a meeting are responsible as a whole for decisions reached or resolutions made, whether attending the meeting or not. An attendee who is entitled to vote and is present at a meeting may, however, require his dissent or abstention to be formally recorded in the minutes.

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9.8. Additionally, a resolution in writing, signed by all the Local Governors entitled to receive notice of a LGB Meeting shall be valid and effective as though it had been passed at a LGB Meeting duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the Local Governor.

### **10.0 The Recusal of Conflicts of Interest**

10.1 If a Local Governor present has a personal interest in the matter under discussion at the LGB Meeting, he shall disclose the nature of such personal interest. If such interest may impair the interest of the Academy Trust, that Local Governor shall not join the discussion and voting of such matter, and shall recuse himself when the matter is being discussed and resolved;

10.2 If any other person in attendance has a personal interest in the matter under discussion at the LGB Meeting, he shall disclose the nature of such personal interest. If such interest may impair the interest of the Academy Trust, that person shall not join the discussion, and shall recuse himself when the matter is being discussed and resolved.

### **11.0 Meeting Items to be Recorded and Signed**

11.1 The resolutions of every LGB Meeting shall be recorded in the LGB Meeting minutes.

11.2 Subject to the provisions of Article 125 (excluded matters) the LGB Meeting minutes shall accurately record the following items:

1. The place, date and time of the meeting;
2. The name of the chairman;
3. The attendance situation of the Governors, including the names and numbers of those who are present, on leave, and absent;
4. The names and titles of the other attendants;
5. The name of the recorder;
6. The name of any person that disclosed a conflict of interest under Clause 10 of this Constitution, a summary of the nature of the conflict of interest, the reasons for recusal or non-recusal, and the circumstances of recusal;
7. In respect of each Discussion items, Special Motion, etc. as appropriate:
  1. a summary of any report
  2. a summary of comments made or opinions expressed
  3. a summary of general discussion
  4. the precise details of any motion moved
  5. the name of the proposer
  6. the name of the seconder
  7. the results of a vote as declared by the Chairman
  8. if requested, any dissenting opinion or abstention with a written statement;
8. Other items appropriate to record
9. List of Actions.

11.3 Excluded matters shall be dealt with in accordance with the Trust's Confidential Minutes Protocol.

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- 11.4 Minutes of each Meeting shall be drawn up by the Clerk and submitted to the Chairman for review. Within 20 days of the LGB Meeting and subject to Rule 11.3, the Clerk shall distribute the draft minutes to every Local Governor, the Directors and the CEO. At their next Meeting, Local Governors shall agree final minutes which shall be promptly signed by the Chairman. A copy of the Signed Minutes shall be placed in the Academy Trust's minute book and permanently retained throughout the life of the Academy Trust.
- 11.5 The attendance record of a LGB Meeting shall be part of the meeting minutes and be permanently retained throughout the life of the Academy Trust.
- 11.6 The recording and distribution of meeting minutes may be performed by means of electronic transmission.
- 11.7 In respect of every meeting, a copy of the agenda, draft minutes approved by the Chairman, signed minutes and reports, documents and other papers considered at a meeting (except for Excluded Matters) shall be made available for inspection at every academy of the Academy Trust.

### **12.0 Cancellation of LGB Meetings**

- 12.1 In the case of special circumstances where a scheduled LGB Meeting must be cancelled after meeting notices have been sent to the Local Governors, the LGB Meeting may be cancelled if the person with convening right notifies the Local Governors in writing at least three days prior to the scheduled meeting date.
- 12.2 In the case of urgent circumstances where the scheduled LGB Meeting must be cancelled and it is impossible to notify the Local Governors prior to the time specified above, the LGB Meeting may be cancelled if the person with convening rights notifies the Local Governors by telephone or other means at least three hours prior to the scheduled LGB Meeting time and confirms that each Local Governor has received such notice.

### **13.0 Delegation of the LGB (Article 105A)**

- 13.1 The Chairman of the LGB shall act on behalf of the LGB pursuant to the powers and duties delegated to the LGB when the LGB is not in session.
- 13.2 In case the Chairman of the LGB is unable to exercise his powers for any cause, the Vice Chairman of the LGB shall act for him.

### **14.0 Effective Date and Amendment**

- 14.1 This Constitution shall be effective from 2019.
- 14.2 Any amendment to this Constitution shall be resolved by the Board of Directors.
- 14.3 This Constitution shall be reviewed annual by the Board of Directors in consultation with the Chairman of the LGB.