THE BAY
LEARNING TRUST

The Bay Learning Trust
Terms of Reference for the Scheme of Delegation

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Document Control

This document has been approved for operation within:	**All Trust Establishments**
Date effective from	**September 2026**
Date of next review	**September 2027**
Review period	**12 months**
Status	**Regulatory**
Owner	**The Bay Learning Trust**
Version	**v2.2**

1 INTERPRETATION

1.1 In this document:-

"Academy"	means an academy of which the Trust is proprietor ;
"Articles"	means the Articles of Association of the Trust;
"Chief Executive Officer"	means the person appointed by the Directors as an employee to oversee and co-ordinate all Trust activities;
"Governance Professional"	means the person appointed to act as clerk to the Local Governing Body;
"Funding Agreements"	means the Master Funding Agreement entered into between the Secretary of State and the Trust for the funding of the Trust's academies, as amended from time to time, and the Supplemental Funding Agreement entered into between the Secretary of State and the Trust for funding relating to the Academy, as amended from time to time;
"Governor"	means a member of the Local Governing Body;
"LA"	means the Council in whose area the Academy is situated;
"Local Governing Body"	means the committee established by the Directors for a specific Academy , and constituted pursuant to article 100(a) of the Trust's Articles and as provided for by paragraph 4 of this document;
"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;
"Headteacher"	means the employee at the Academy who has been appointed (in accordance with this document) to have overall day to day control of and responsibility for the Academy;
"the Trust"	means The Bay Learning Trust a company limited by guarantee having registered company number 07588464 and registered address The Lodge, Ripley St Thomas Church of England Academy, Ashton Road, Lancaster, LA1 4RR; and
"the Directors"	means those persons appointed as directors (under company law) who are also trustees of the Trust (under charity law).

2 THESE TERMS OF REFERENCE

2.1 These terms of reference are drafted and maintained by the Trust. The Directors may make amendments to these terms of reference from time to time, pursuant to the Trust's Articles.

2.2 In the event that amendments are made, the Trust shall notify the Chair of the Local Governing Body, who shall make the other Governors aware of such changes.

3 THE TRUST AND LOCAL GOVERNING BODY

3.1 The Trust is a charitable company limited by guarantee. It has entered into the Funding Agreements with the Department for Education so it is the Trust that is ultimately responsible to the Department for Education.

3.2 The Directors are the charity trustees of the Trust (within the terms of S.177 of the Charities Act 2011) and responsible for the general control and management of the administration of the Trust in accordance with the provisions set out in the Articles.

3.3 By separate resolution of the Directors, a separate Local Governing Body is established for each of the following Academies as a committee of the Directors pursuant to Article 100(a) of the Articles and pursuant to the Scheme of Delegation and these Terms of Reference, and for the avoidance of doubt each Academy shall have its own Local Governing Body:

3.3.1 Ripley St Thomas Church of England Academy;

3.3.2 Carnforth High School;

3.3.3 Morecambe Bay Academy;

3.3.4 Lancaster High School;

3.3.5 Longridge High School;

3.3.6 Barnacre Road Primary School.

3.4 Each Local Governing Body shall be responsible solely for the Academy for which it is constituted. A Local Governing Body shall exercise only those powers and functions delegated to it by the Directors in relation to the Academy for which it is constituted. A Local Governing Body shall have no authority in respect of any other Academy within the Trust unless expressly authorised by the Directors.

3.5 Nothing in these Terms of Reference shall prevent the Directors from dissolving, reconstituting or replacing a Local Governing Body or establishing a joint Local Governing Body for two or more Academies by resolution of the Directors where the Directors consider such action to be in the best interests of the Trust.

4 LOCAL GOVERNING BODY - GOVERNORS

4.1 The overarching principles governing the composition of the Local Governing Body are as follows:-

4.1.1 where the Academy is performing well, the Local Governing Body will have increased autonomy from the Trust and the Trust may have less overall involvement with its governance structure;

4.1.2 where the Academy is performing less well, the Trust will have increased involvement with the Local Governing Body, including increased direct appointees on the Local Governing Body and with power to establish an Academy Improvement Board where necessary.

4.2 Each Local Governing Body established under these Terms of Reference is constituted for a single Academy. Should the Directors resolve to establish a joint Local Governing Body pursuant to Article 100(a), the Directors shall amend these Terms of Reference accordingly.

4.3 Membership of the Local Governing Body shall be determined in accordance with the following provisions: -

4.3.1 The total membership shall be not less than 7 nor more than 15.

4.3.2 The membership of the Local Governing Body shall comprise: -

(a) The Headteacher (in the event there are co-Headteachers, both, temporarily permitting the total membership to be increased to 16);

(b) 2 Elected Parents;

(c) 1-2 Staff Governors. (Dependant on the size of the school)

(d) 2 appointees by the Trust

(e) In addition, the Trust may appoint another 2 members as considered necessary

4.3.3 The Local Governing Body shall also have power, with the consent of the Directors, to co-opt members but so that the total number of all members shall never exceed 15. (the intent being that such power of co-option should only be used to fill places not filled by the Directors pursuant to clause 4.2.2 (e)).

4.3.4 The elected parent governors, staff governors and Headteacher shall relate to the Academy with respect to which a given Local Governing Body is constituted.

4.4 The Local Governing Body may continue to act notwithstanding a temporary vacancy in its composition.

5 COMPOSITION OF DIRECTORS

5.1 In accordance with the Articles, the Directors shall be no fewer than 7 appointed by the Trust and may also include the Chief Executive Officer. The Articles also provide for the appointment of a minimum of 2 Parent Directors but only if there are no Parent Members of Local Governing Bodies.

5.2 It is the intention of the Trust that there shall always be 2 Parent Members of Local Governing Bodies so that the requirement to appoint Parent Members of the Board of Directors of the Trust will never arise.

6 APPOINTMENT OF CHAIR AND VICE-CHAIR OF LGB

6.1 It is the responsibility of the Trust to appoint the Chair of the Governing Body for a term of 2 years. The Vice-chair of the Local Governing Body shall be appointed by the Governors from amongst all of the Governors for a term of 2 years.

6.2 For the avoidance of doubt, there is no presumption that the Vice-Chair shall automatically become the Chair following the removal or retirement of the Chair. Subject to remaining eligible to be a Vice Chair, any Governors may be re-appointed for further terms of office as Vice-Chair by the Governors.

6.3 If both the Chair and the Vice-Chair are absent from any meeting of the Local Governing Body, those Governors present shall appoint one of their number to chair the meeting.

7 RESPONSIBILITIES OF DIRECTORS, CHIEF EXECUTIVE OFFICER AND LOCAL GOVERNING BODY

7.1 In summary, the **role of the Directors** involves controlling the management and administration of the Trust. This includes developing and implementing overall strategy, vision and consistency of brand, and ensuring value for money and legal compliance of the Trust. The Directors are responsible for ensuring the Trust is solvent, well-run and delivering the Trust's charitable objects. The Directors must also hold the Chief Executive Officer to account.

7.2 The **role of the Chief Executive Officer** is to have delegated responsibility for the operation of the Trust including the performance of the Trust's academies. They manage the Headteachers of the Trust's academies and is also the Accounting Officer with overall responsibility for the finances of the Trust.

7.3 The **role of Governors** (constituting each Local Governing Body) is to carry the Trust's vision forward, based on the specific qualities and community characteristics of the Academy for which the Local Governing Body is constituted. The Governors are expected to question and challenge Academy leadership and to hold them to account.

7.4 The Trust's Scheme of Delegation sets out in detail the delegation of functions between the Trust's Members, Directors, Executive and Local Governing Bodies. It also identifies who can take decisions on specified matters.

8 RESIGNATION & REMOVAL OF GOVERNORS

8.1 A Governor may at any time resign their office by giving notice in writing to the Governance Professional.

8.2 A Governor shall cease to hold office if they are removed by the person or persons who appointed them. This provision does not apply in the case of the Parent Governor.

8.3 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 Trust or the Academy.

8.4 A Parent Governor shall automatically cease to hold office when their child or children cease to be a pupil or pupils at the Academy. This does not prevent the Governors agreeing to appoint a former Parent Governor as a Co-opted Governor in accordance with paragraph 4.2.3 above.

9 PERSONS INELIGIBLE TO BE GOVERNORS

9.1 No person shall be qualified to be a Governor unless they are aged 18 or over at the date of their election or appointment. No current pupil of the Academy shall be a Governor.

9.2 A Governor shall cease to hold office if they become incapable by reason of mental disorder, illness or injury of managing or administering his or her own affairs.

9.3 A Governor shall cease to hold office if they are absent without the permission of the Governors for 3 consecutive Local Governing Body meetings and the Governors resolve that this office be vacated.

9.4 A Governor shall cease to hold office if they would be disqualified from acting as a charity trustee by virtue of sections 178-180 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).

9.5 A person shall be disqualified from holding or continuing to hold office as a Governor: -

9.5.1 If: -

(a) their estate has been sequestrated and the sequestration has not been discharged, annulled or reduced;

(b) they are the subject of a bankruptcy restrictions order or an interim order.

9.5.2 At any time when they are: -

(a) included in the children or vulnerable adults barred lists under section 2 Safeguarding Vulnerable Groups Act 2006; or

(b) disqualified from working with section 75 of the Childcare Act 2006 and The Childcare (Disqualification) Regulations 2009.

9.5.3 Where they have, 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 sections 178-180 of the Charities Act 2011.

9.5.4 If they have 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.

9.5.5 Is the subject of a direction made pursuant to section 128 of the Education and Skills Act 2008.

9.6 Where a person becomes disqualified from holding, or continuing to hold office as a Governor and they are, or are proposed, to become such a Governor, they shall upon becoming so disqualified give written notice of that fact to the Trust.

10 GOVERNORS' TERM OF OFFICE

10.1 Any Governor shall hold and vacate office in accordance with the terms of their appointment but (except in the case of the Headteacher) the length of their term of office shall not exceed four years.

10.2 Subject to remaining eligible to be a Governor any Governor (including, for the avoidance of doubt, the Chair, whose appointment is also subject to the limitations set out in paragraph 6.1) may be re-appointed for consecutive periods.

11 CONFLICTS OF INTEREST

11.1 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.

11.2 The procedure detailed at Article 6 of the Articles shall apply to the Local Governing Body always provided that, in the case of a Personal Financial Interest for a Governor who is not also a Director, the Local Governing Body may meet to authorise the benefit.

11.3 Any Governor who has any duty or personal interest (including but not limited to any Personal Financial Interest) which conflicts or may conflict with their duties as a Governor shall disclose that fact to the Governors as soon as they become aware of it and it must be recorded in the Trust's Register of Interests. A Governor must absent themselves from any discussions of the Governors in which it is possible that a conflict will arise between their 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).

11.4 The Governance Professional shall maintain and keep updated the Local Governing Body's register of interests and records of conflict of interest.

11.5 No Governor is permitted to use their connection to the Trust or Academy for personal gain, including payment under terms that are preferential to those that would be offered to an individual or organisation with no connection to the Trust.

11.6 All Governors must ensure that they comply with the relevant parts of the Academies Financial Handbook as published from time to time.

12 MEETINGS OF LOCAL GOVERNING BODY

12.1 The Local Governing Body shall meet four times each academic year, and shall hold such other meetings as may be necessary.

12.2 All meetings shall be convened by the Governance Professional, 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.

12.3 Notice of a meeting of the Local Governing Body and the agenda may be sent to the Governors by post or electronically.

12.4 A special meeting of the Local Governing Body shall be called by the Governance Professional 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 their absence, the Vice-Chair may waive the need for seven days' notice of the meeting and substitute such notice as they think fit.

12.5 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.

13 QUORUM FOR GOVERNORS' MEETINGS

13.1 Meetings of the Local Governing Body shall be quorate if three or one-third of Governors are present (whichever is greater).

13.2 If the number of Governors assembled for a meeting of the Local Governing Body does not constitute a quorum, the meeting shall not be held. If in the course of a meeting of the Local Governing Body the number of Governors present ceases to constitute a quorum, the meeting shall be terminated forthwith.

13.3 If for lack of a quorum a meeting cannot be held or, as the case may be, cannot continue, the Chair shall, if they think fit, determine the time and date at which a further meeting shall be held and shall direct the Governance Professional to convene the meeting accordingly.

14 PROCEEDINGS OF GOVERNORS' MEETINGS

14.1 Every question to be decided at a meeting of the Local 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 Chair of the meeting shall have a second or casting vote.

14.2 A Governor may not vote by proxy.

14.3 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.

14.4 Any Governor who is also an employee of the Trust shall withdraw from that part of any meeting of the Local Governing Body at which their remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement are to be considered.

14.5 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. Such a resolution may consist of several documents in the same form, each signed by one or more of the Governors.

14.6 Any Governor may participate in meetings of the Local Governing Body by telephone or video conference.

15 MINUTES AND PUBLICATION

15.1 At every meeting of the Local 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.

15.2 At least annually in the Winter Term the Local Governing Body shall review and note the Trust's safeguarding policy and a minute to this effect shall appear in the minutes of the meeting.

15.3 The Governance Professional 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 and any report, document or other paper considered at any such meeting are, as soon as is reasonably practicable, made available to the Governors.

16 DELEGATION OF FUNCTIONS AND COMMITTEES

16.1 The Local Governing Body may establish committees if deemed necessary e.g., Pupil Discipline Committee or Admissions Committee. Their terms of reference and membership shall be determined by the Local Governing Body in accordance with any guidance or policies of the Trust.

16.2 These Committees may include members who are not Governors.

16.3 Except where it is otherwise constrained within its terms of reference, a Committee may invite attendance by persons who are neither Governors nor committee members where such attendance is considered by the members of the Committee to benefit its deliberations.

17 FINANCIAL MATTERS

17.1 The budget of the Academy will be available for the Local Governing Body.

17.2 The Local Governing Body is required to refer to and comply with the Academies Financial Handbook, as amended from time to time.

18 ACCOUNTS AND AUDIT

18.1 The Local Governing Body is required at all times to comply with the provisions of the Academies Financial Handbook (as amended from time to time) and any guidance/procedures issued by the Trust.

18.2 The accounts shall be audited by persons appointed in respect of each financial year by the Trust.

19 RESPONSIBILITIES OF THE HEADTEACHER

19.1 Subject to responsibilities of the Local Governing Body and the policy statements of the Trust, the **/Headteacher** shall be responsible to the Local Governing Body for:-

19.1.1 implementing the agreed policies and procedures laid down by the Local Governing Body, including the implementation of all statutory regulations;

19.1.2 advising the Local Governing Body on strategic direction, forward planning and quality assurance;

19.1.3 the leadership and management of the Academy;

19.1.4 the admission of pupils;

19.1.5 managing the delegated budget and resources agreed by the Trust;

19.1.6 advising the Local Governing Body on the appointment of such senior posts as the Local Governing Body may determine;

19.1.7 the appointment of all other staff and (except to the extent directed otherwise by the Directors and/or the Local Governing Body.

19.1.8 the maintenance of good order and discipline by the pupils including their fixed term or permanent exclusion within the framework laid down by the Local Governing Body; and

19.1.9 all such additional functions as may be assigned under the job description or contract of employment.

20 CONDUCT OF STAFF

20.1 The Trust (as employer) is responsible for determining the human resource policies, procedures and terms and conditions of service for all employees including the setting of appropriate rules for the conduct of staff, in each case as developed with the Academy. Changes to such policies and procedures will be affected only after consultation with the Local Governing Body, Headteacher and staff groups where appropriate.

21 RULES AND BYELAWS

21.1 The Local Governing Body shall have power to make rules and bye-laws in respect of the governance and conduct of the Academy as it shall think fit. Such rules and bye-laws shall be subject to the provisions of this document and to approval by the Directors.

22 AMENDMENT OF THESE TERMS OF REFERENCE

22.1 As described in paragraph 2.1, this document may be modified or replaced by the Trust.

23 COPIES OF THESE TERMS OF REFERENCE

23.1 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 Trust.

24 EFFECTIVE DATE

24.1 These Terms of Reference shall take effect on the date approved by the Directors and shall apply to each Local Governing Body established pursuant to paragraph 3