



LEARNING IMPROVEMENT TEAM
Constitution and Terms of Reference

Learning Improvement Team Constitution and Terms of Reference

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1 Introduction

This constitution and terms of delegation has been made by the Trustees of KWEST Multi Academy Trust (Academy Trust).

2 Remit

Broadly, the role of a Learning Improvement Team (LIT) 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 Headteacher, providing challenge where appropriate.

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

3 Composition of Learning Improvement Team

Each LIT comprises a minimum of 6 members – Learning Improvement Team Governors, including:

The Headteacher/Executive Head of the Academy; at least two elected parents or guardians of a pupil at the Academy (Parent LIT Governors); 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 LIT Governors)]; and such other members as the Trustees decide.

Each LIT shall have a Chair and a Vice-Chair.

The length of service of all LIT Governors and the Clerk to the LIT shall be four years at the discretion of the Trustees. Subject to remaining eligible to be a LIT Governor, any LIT Governor may be reappointed or re-elected at end of his or her term.

Every person wishing to become a LIT Governor will be required to sign a declaration of acceptance and of willingness to act as a LIT Governor, 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 LIT Governors

LIT Governors are asked to:

- prepare for and make an active contribution at meetings of the LIT;
- 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 Executive Headteacher/Head of School)
- for evening events to get to know the Academy and to be visible to the Academy community
- attend training sessions for LIT Governors, where possible.

5 Appointment and particular responsibilities of Learning Governors

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 a LIT Governor.

The Chair will ordinarily meet with the Executive Headteacher of the Academy and the Clerk to the LIT before the start of the academic year to plan the work of the LIT for the year.

The responsibilities of the Chair include the following:

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

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

5.2 Vice-Chair

The Vice-Chair is appointed by the LIT. 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 a Learning Governor.

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 LIT with the Chair, if requested; and
- to provide a link between the LIT and the Trustees.

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

5.3 Staff Learning Governors

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

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

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

5.4 Parent Learning Governors

Parent LIT Governors for each LIT shall be elected in accordance with the process set out below:

- when a vacancy arises, the LIT will write to all parents 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 LIT Governor and their background and experience that makes them suitable for the role;
- in the event that the number of nominees equals or is less than the number of vacancies on the LIT, the LIT can choose to appoint all (or any) of those nominated)
- if there are more nominees than places available, the LIT will write to all parents of pupils at the Academy asking them to vote for their preferred candidate.

A Parent LIT Governor should be a parent of a registered pupil at the relevant Academy or where this is not reasonably practical, a person who is the parent of a child of compulsory school age.

The responsibilities of the Parent LIT Governor are to represent the interests and opinions of the Parent Body of the Academy to the LIT.

5.5 Other responsibilities

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

- a LIT Governor with responsibility for special educational needs;
- a LIT Governor with responsibility for safeguarding;
- a LIT Governor with responsibility for attendance;
- a LIT Governor with responsibility for the pupil premium; and
- a LIT Governor with responsibility for health and safety.

5.6 Clerk to the Learning Improvement Team

The LIT shall appoint a Clerk to the LIT who may not be a LIT Governor. In the absence of the Clerk, the LIT shall elect a replacement for the meeting.

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

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

5.7 Ceasing to be a LIT Governor

A LIT Governor'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 LIT, failed to attend LIT 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 LIT Governor;
- he or she is a Staff LIT Governor 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 LIT Governor.

6 Convening meetings of the Learning Improvement Team

Meetings of the LIT will be held in each term.

The Clerk to the LIT 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 LIT Governors 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 LIT Governors may invite persons who are not LIT Governors (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 Learning Improvement Team

The quorum for meetings of the LIT and for any vote on a matter at such meetings is one third or 3 members of the total number, whichever is the greatest, of LIT Governors in office at that time (rounded up to the nearest whole number).

A meeting shall be terminated if the number of LIT Governors 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 LIT Governor 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 LIT has access to the appropriate equipment
- and provided that, if after all reasonable efforts it does not prove possible for that LIT Governor 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 LITs shall be determined by a majority of the votes of LIT Governors 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 LIT Governors may act notwithstanding any vacancies, but, if the number of LIT Governors is less than the number fixed as the quorum, the continuing LIT Governors may act only for the purpose of filling vacancies.

A resolution in writing, signed by all LIT Governors 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 LIT Governors and may include an electronic communication by or on behalf of the LIT indicating his or her agreement to the form of resolution providing that the LIT

Governor has previously notified the LIT in writing of the email address or addresses which the LIT Governor will use.

8 Personal interests of LIT Governors

LIT Governors shall complete a register of their business interests, which shall be reviewed annually. Interest must be published on the Academy website.

Any LIT Governor who has any duty or personal interest that conflicts or may conflict with his or her duties as a LIT Governor shall:

- disclose that fact to the LIT as soon as he or she becomes aware of it. A LIT Governor must absent himself or herself from any discussions of the LIT 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 Learning Improvement Team

With the prior agreement of the Trustees the LIT may establish committees to carry out certain functions of the LIT. The LIT 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 LIT meeting, issues discussed and recommendations for decisions shall be recorded and the minutes signed by the Chair at the next meeting of the LIT. The written record (once approved by the Chair of the relevant LIT meeting) shall be forwarded by the Clerk to the LIT to the Clerk to the Trustees as soon as is reasonably practicable.

11 Delegation to the LIT

The LIT 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 LIT and that is communicated in writing to the Chair of the LIT.

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 LIT Governors.

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 a LIT.

In such circumstances, the Board of Trustees, along with the CEO and the 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 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;
- there are concerns regarding the monitoring of standards within the Academy;
- 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;
- 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, current Chair of Governors, all LIT Governors, the Clerk to the LIT's, Executive Headteachers and others at the discretion of the Chair of the Trustees of the Academy Trust or the Chair of an LIT. 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 23rd January 2018 and take effect from 1st March 2018.

Date of next review: January 2019

Appendix 1 Learning Improvement Team Governor Declaration

Learning Improvement Team
Magdalen Academy
St Germans Academy
Wimbotsham & Stow Academy

June 2018

Dear Governor

KWEST Multi Academy Trust - appointment as a Learning Improvement Team (LIT) Governor

I confirm that I wish to be a LIT Governor in respect of KWEST Multi Academy Trust in accordance with the Terms of Reference for the Learning Improvement Team prescribed by the Trustees of the Academy Trust from time to time.

I confirm that I am not disqualified from becoming a LIT Governor by reason of any provision in the Terms of Reference for Learning Improvement Team (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 Learning Governors in accordance with Section 8 of the Terms of Reference for Learning Improvement Team (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:

<p>Members (subject to such other consents / requirements as might be required by law or the Funding Agreement)</p>
<ol style="list-style-type: none"> 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 amend this Scheme 6. To pass a resolution to wind up an Academy or the Academy Trust 7. To appoint the auditors (save to the extent that the Trustees may make a casual appointment)

<p>Trustees (subject to such other consents / requirements as might be required by law or the Funding Agreement)</p>
<ol style="list-style-type: none"> 8. To change the name of the Academies 9. To determine the educational character, mission or ethos of the Academies 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 Director of Finance, the Chief Executive Officer, the Principals, 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 Principals and the Finance Director 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) 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