

EXCEED ACADEMIES TRUST – BOARD OF TRUSTEES

TERMS OF REFERENCE FOR TRUST APPOINTED GOVERNANCE BOARDS (TAGBs)

1. Introduction

These terms of reference are drafted and maintained by Exceed Academies Trust. The Trustees may make amendments to these terms of reference as they deem necessary. The Terms of Reference will be reviewed as required by the Trustees and at least annually whilst a Trust Appointed Governance Board (TAGB) is in operation. In the event that amendments are made, the Trust shall update each TAGB at its next suitable meeting. The terms of reference should be read in conjunction with the Trust's Articles of Association and Scheme of Delegation.

These Terms of Reference should also be read alongside the Academy Trust Handbook, the Department for Education's Academy trusts: governance guide, the Trust's Funding Agreements and relevant statutory guidance. Where these Terms of Reference conflict with the Articles of Association, Funding Agreements, Scheme of Delegation or a mandatory requirement of the Academy Trust Handbook, those documents shall take precedence.

As part of the annual review, the Trustees shall consider the latest versions of the Academy Trust Handbook, Academy trusts: governance guide and other relevant Department for Education guidance, and shall ensure that any necessary amendments to these Terms of Reference, the Scheme of Delegation or associated governance procedures are implemented promptly.

2. The Trust and Trust Appointed Governance Board (TAGB)

Exceed Academies Trust is a charitable company limited by guarantee. It has entered into a Master Funding Agreement with the Department for Education and a Supplemental Funding Agreement in respect of the schools (together the 'Funding Agreements'). The Trust is ultimately responsible to the Department for Education pursuant to the Funding Agreements. The Trustees are the charity trustees and responsible for the general control and management of the administration of the Trust in accordance with its Articles of Association.

As outlined in the Scheme of Delegation, Exceed Academies Trust's approach to governance allows it to adapt to the different needs of its schools. In certain circumstances, the Trust Board will intervene and temporarily replace a school's Local Advisory Board (LAB) with a Trust Appointed Governance Board (TAGB). Possible examples include, but are not limited to: significant concerns within a school relating to safeguarding, governance, finance, educational performance, or an adverse Ofsted inspection; or where the Trust chooses to implement a TAGB at a new school joining the Trust as a sponsored academy.

The TAGB shall be a Committee of the Trustees, established pursuant to articles 100 to 106 of the Articles of Association. Whilst in place, the TAGB will act in the capacity of a Local Advisory Board and will operate under Exceed Academies Trust's Scheme of Delegation, adopting the responsibilities of a LAB.

The Trust Board retains ultimate accountability for all functions delegated to the TAGB. Delegation does not transfer the Trustees' legal duties or prevent the Trust Board from exercising a delegated function, requiring additional assurance, varying the delegation or withdrawing it where this is necessary to protect pupils, the school or the Trust.

3. TAGB Membership and Role

Membership of the TAGB shall be determined by the Trustees based on the needs of the school/academy. In most cases, TAGBs will have between three and five members, although this may increase if suitably skilled and experienced volunteers are recruited with a view to transitioning to a Local Advisory Board (LAB).

The basic structure of the TAGB will comprise:

- i. An independent Chair
- ii. A Trustee
- iii. A representative of the Trust (usually the CEO)

Members of the Trust's Executive Team will usually support the TAGB and attend meetings to provide updates as appropriate. The TAGB may select a member of the Executive Team to fulfil a link role if this is considered useful.

The primary function of the TAGB is to provide interim expertise and robust governance, fostering improvement across all levels of the school. The TAGB aims to promote high standards of educational achievement and to ensure that an effective LAB can be (re)established at an appropriate time, as determined by the TAGB and Trust, once suitably qualified candidates are available to fulfil LAB responsibilities to a high standard.

4. Term of Office of TAGB Members

All members of the TAGB shall hold office for the period that the TAGB remains in place. The TAGB is temporary and will aim to establish a LAB within two years.

5. Resignation and Removal of TAGB Members

It is expected that TAGB Members will remain in place for the duration that the TAGB is required; however, a member may at any time resign by giving written notice to the Governance Professional.

The Trustees may, at any time, terminate the appointment of a TAGB Member whose presence or conduct is deemed not to be in the best interests of the Trust or the school.

6. Appointment of the Governance Professional (clerk to the board)

The Governance Professional shall be appointed by the Trust. The Governance Professional shall not be a member of the TAGB. Where the Governance Professional fails to attend a meeting of theirs, members of the TAGB can appoint any one of their number or any other person to act as Clerk for the purposes of that meeting.

7. Delegation of Functions to the Chair in Cases of Urgency

Where a delay in exercising the function would be likely to be seriously detrimental to the interests of the school, any pupil at the school, or their parent; or a person who works at the school, the Chair may exercise any function of the TAGB.

8. Functions of the TAGB

The TAGB will fulfil all functions of a Local Advisory Board and will conduct the school in a way that ensures improvement and promotes high standards of educational achievement. Its primary function is to secure effective governance of the school, develop a sound basis for school improvement, and enable the school to rapidly achieve sustainable improvement. The TAGB will carry forward the Trust's vision, policies, and priorities, challenge and support school leadership, and hold the Headteacher to account.

In particular, and subject to the limitations set out above, the Trustees delegate governance functions in respect of the school to the TAGB and specifically the following duties:

Vision and Accountability

- To carry forward the Trust's vision, in a way appropriate to the specific qualities and community characteristics of each school.
- Monitoring implementation of actions required to comply with statutory regulations and the Funding Agreements.
- Monitoring implementation of Trust and school policies.
- To review academy specific policies, publications and website content and ensure academy compliance to DfE and Financial regulations.
- Holding school leadership to account for academic performance, quality of care and quality of provision.
- To contribute to and review academy evaluation documents.
- To contribute to and approve the Academy Development/Improvement Plan.

Finances and Assets

- To note and review the academy budget for the academic year, monitor expenditure in year and ensure all budgets delegated are managed within the Trust's scheme of delegation.
- Holding school leadership to account for achieving value for money.
- Implementation of Trust's procurement policies.
- To monitor the effectiveness of the use of Pupil Premium funding (and Sport Funding and/or any other Government funding for specific purposes where relevant).
- To receive appropriate reports on the academy estate and monitor the impact on education and learning.
- Maintenance of or putting in place appropriate arrangements for the maintenance of the school estate in accordance with the guidelines established by the Trust.
- Notify the Trust of any changes to fixed assets used by the school.
- The TAGB shall operate within the financial responsibilities delegated to it and shall seek assurance that academy-level financial controls, procurement and use of public funds comply with the Trust's policies, the Scheme of Delegation and the Academy Trust Handbook. Any suspected fraud, irregularity, significant control weakness or proposed transaction outside delegated authority shall be reported promptly to the Accounting Officer and Trust Board through the appropriate Trust procedures.

Safeguarding

- To approve academy-level Child Protection and Safeguarding policies where this responsibility is delegated by the Trust, and to seek assurance that the academy complies with current statutory safeguarding guidance, including Keeping Children Safe in Education, and with Trust policies and procedures.
- To monitor the effectiveness of safeguarding arrangements through appropriate assurance information, including safeguarding audits, training compliance, safer recruitment, attendance, child-on-child abuse, online safety, allegations and low-level concerns, and the effectiveness of actions taken in response to identified risks. Significant concerns shall be escalated promptly to the Trust.

Special Educational Needs and Disabilities

- The TAGB shall seek assurance that the academy provides high-quality and inclusive education, identifies and removes barriers to participation and achievement, and works constructively with other schools, the Trust, local partners and relevant services in the interests of children and the wider community.

Risk Management

- To keep under review the school risk register and seek assurance that risk management is effective.

Appointments

- Monitoring local HR activity and policy, including the process for local performance reviews for members of staff.

9. The Role of the Headteacher

The Headteacher will be responsible for the internal organisation, management and control of the school and for advising on the implementation of the TAGB's strategic framework. It is expected that the Headteacher and SLT will fully co-operate with the TAGB and work in partnership to secure effective governance of the school.

The Headteacher must provide the TAGB with regular information on the performance of all aspects of the school and must comply with any reasonable request from the TAGB for information. It is for the TAGB to determine the range, content and regularity of the Headteacher's reports.

The TAGB may request any member of staff to attend its meetings to provide information on the performance of any aspect of the school for which they are responsible.

10. Meetings of the TAGB

The TAGB shall meet as often as it deems necessary.

All meetings shall be convened by the Governance Professional, who shall send to all of the Members written notice of the meeting and a copy of the agenda at least seven clear days in advance of the meeting.

A special meeting of the TAGB shall be called by the Governance Professional if necessary. Where there are matters demanding urgent consideration, the need for seven days' notice of the meeting will be waived.

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.

11. Quorum for TAGB Meetings

Meetings of the TAGB shall be quorate if two members are present. A Member dialled in via conference/video call will be classed as in attendance and shall count towards the quorum.

If the appointed Trust Representative Governor is unable to attend a meeting, they may send another suitably authorised person in their place. A substitute shall have voting rights and count towards the quorum.

If the number of Members assembled for a meeting of the TAGB does not constitute a quorum, the meeting shall not be held.

Subject to Article 6 of the Articles of Association and paragraph 15 of these Terms of Reference, any Member with a conflict of interest or duties in respect of any matter to be discussed at the meeting shall not count in the quorum for that part of the meeting at which the relevant matter is discussed and shall withdraw from the meeting and not vote.

If, for lack of a quorum, a meeting cannot be held or, as the case may be, cannot continue, the Chair shall, if he/she thinks 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.

12. Proceedings of TAGB Meetings

Every item to be decided at a meeting of the TAGB shall be determined by a majority of the votes of the Members present and voting on the question. Every Member shall have one vote. Where there is an equal division of votes the Chair of the meeting shall have a second or casting vote.

A Member may not vote by proxy. However, votes will be accepted via conference/video call where the Member has been dialled in for the full discussion leading to the vote.

No resolution of the Members 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.

13. Decisions Outside of TAGB Meetings

Decisions may, at times, be required outside of TAGB meetings. In such circumstances Members can vote via email through the Governance Professional.

Where there is an equal division of votes the Chair shall have a second or casting vote.

The Governance Professional will securely maintain all responses/votes as a record of the decision made.

14. Minutes

At every meeting of the TAGB, the minutes of the last meeting shall be taken as an agenda item and, if agreed to be accurate, shall be approved as a true record.

The Governance Professional shall ensure that agendas, approved minutes and other governance information are retained and made available or published in accordance with statutory requirements, the Academy Trust Handbook, the Trust's publication arrangements and applicable data protection and confidentiality requirements. Information that is confidential, commercially sensitive, legally privileged or otherwise exempt from disclosure shall be withheld or redacted as appropriate.

15. Conflicts of Interest

The income and property of the school must be applied solely towards the provision of the Objects as detailed in the Articles of Association. The restrictions that apply to Trustees in relation to Personal Financial Interests shall also apply to Members of the TAGB. Each Member shall complete a declaration of interests on appointment, review and update it at least annually and notify the Governance Professional promptly of any change. Relevant business and pecuniary interests shall be recorded and published in accordance with the Academy Trust Handbook and the Trust's procedures.

Any Member who has an actual or potential conflict of interest or duty, including but not limited to a Personal Financial Interest, shall disclose it as soon as they become aware of it and shall declare it at the start of any meeting at which the relevant matter is to be considered. The declaration and the action taken shall be recorded in the minutes. Unless the non-conflicted Members determine that the Member may remain solely to provide factual information, the Member shall withdraw from the discussion, shall not vote and shall not count towards the quorum for that item.

Approved: 12 October 2026

Review Frequency: Annual