



‘Working together, we enable everyone to flourish through high quality education’

Terms of Reference for the Local Governing Board within Orchard Community Trust

Approved by:	Board of Trustees	Date: 26 th July 2026
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Adopted by LGB:

Next review due by:	25 th July 2027
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Contents

1. Constitution - Role and Purpose.....	3
2. Scope of Delegation and Limitations.....	3
3. Quorum	3
4. Proceedings (list is not exhaustive)	3
5. Terms of Reference - Introduction	4
6. The Trust Board and Local Governing Board.....	4
7. Membership.....	5
8. Appointment of the Chair and Vice Chair	6
9. Terms of Office	7
10. Conflicts of Interest.....	7
11. Resignation and Removal of Governors	7
12. Persons ineligible to be Governors	7
13. Undertakings of Governors	8
14. Training.....	8
15. Meetings	8
16. Amendment of Terms of Reference	10
17. Effective Date	10

Constitution

1. Constitution - Role and Purpose

The role of the Local Governing Board (LGB) is to:

- Provide local assurance, stakeholder engagement and community intelligence
- Offer local challenge and support
- Monitoring implementation rather than determining strategy

The LGB:

- Operates as a committee of the Trust Board
- Understands that legal accountability remains with the Trust Board at all times
- Exercises delegated authority only

2. Scope of Delegation and Limitations

It is not the LGB's role and purpose to:

- Undertake executive or operational management
- Duplicate internal scrutiny or audit functions
- Make Trust-wide strategic decisions

Constitution In accordance with the Articles of Association, the Local Governing Board (LGB) shall comprise the following membership:

- 1 - Staff member (may be elected or appointed by LGB)
- 2 - Parent members (may be elected by parents or appointed by the LGB)
- 7 - Co-opted Governors
- 1 - Headteacher

Terms of Office The appointment of co-opted governors shall be approved by the LGB (for the relevant skills they provide) and the term of office shall be four years. For Parent and Staff members (either appointed by the LGB or elected), the LGB shall determine the term of office at the time of either appointment or election, but each term of office should not exceed four years. All appointments are made in line with the Scheme of Delegation and Trust Board approval.

3. Quorum

To be quorate, at least one third of appointed and elected members should be present (please also see the Articles of Association for where two thirds of the Board applies). Staff members (including the Headteacher) must not exceed one third.

4. Proceedings (list is not exhaustive)

The LGB shall abide by the Articles of Association, Scheme of Delegation and Trust Policies (as per the DfE's guidance):

- Minutes are to be stored and published in accordance with the relevant regulations and saved electronically on the cloud server (Microsoft Teams) once approved and used to inform reporting and assurance to the Trust Board
- All LGB meetings are to be professionally clerked
- The LGB shall meet at least once every term with an additional meeting in the Autumn term
- The Chair and Vice Chair of the LGB, and its committees, must stand for (re)election annually (Staff governors may not stand)
- The LGB will provide an annual report to the Trust Board to support governance assurance.
- Any risks, concerns or significant issues identified by the LGB will be escalated promptly in line with Trust reporting arrangements.

Further to this, the Board of Trustees have resolved that by virtue of the Office of the Chair of the LGB, they delegate the 'Power to Act' in circumstances where the chair of the LGB is of the opinion that a delay in exercising the function would be likely to be seriously detrimental to the interests of; the academy, any pupil at the academy or their parent or a person who works at the academy. Any use of the Chair's Power to Act must be formally reported to the Trust Board and recorded within the minutes of the next available meeting.

Terms of Reference

5. Terms of Reference - Introduction

These Terms of Reference should be read in conjunction with the Orchard Community Trust (OCT) Scheme of Delegation 26/27 and Board Assurance Framework.

As a charitable company limited by guarantee, Orchard Community Trust is governed by a Board of Trustees (the "Trustees") who are responsible for, and oversee, the general control, management and administration of the Trust and its schools.

The Trust has entered into a Master Funding Agreement with the Department for Education and a Supplemental Funding Agreement in respect of each School. It is the Trustees who are ultimately responsible to both the Department for Education pursuant to the Funding Agreements and the Charity Commission to further the Trust's charitable object. They are required to have systems in place through which they can assure themselves of quality, safety and good practice.

In order to discharge some of these responsibilities, the Trustees appoint people who are more locally based to serve on a governing committee (the "Local Governing Board" "LGB") which has been established to monitor and understand how the School is led and managed, in accordance with the powers delegated to it and is the key link between the School and its community. The Local Governing Board provides local assurance, stakeholder engagement and community intelligence, offering appropriate challenge and support while monitoring the implementation of Trust strategy at school level.

Each LGB shall be a committee established, pursuant to Articles 100 to 104 of the Articles of Association, of the main Trust Board and it is expected that the LGB will act in accordance with these terms of reference unless otherwise directed by the Trustees. The LGB will be accountable to the Trustees for its decisions, acts and omissions.

The OCT Scheme of Delegation explains: the ways in which the Trustees fulfil their responsibilities for the leadership and management of the Trust; the respective roles and responsibilities of the Members, Trustees, Executive Leadership, Headteachers and the Local Governing Board and the commitments (see LGB scheme of delegation) to each other to ensure the success of the Trust.

The Terms of Reference and Constitution, and the Scheme of Delegation have been put in place by the Trustees from the Effective Date in accordance with the provisions of the Trust's Articles of Association (the "Articles") and should be read in conjunction with those Articles (a copy is available on the Trust website).

6. The Trust Board and Local Governing Board

At all times, the Trustees and the Local Governing Board shall ensure that the School is conducted in accordance with the objectives of the Trust, and any agreement entered into with the Secretary of State for the funding of the Academy.

The Trustees and all LGBs have a duty to act independently and not as agents of those who may have appointed them and will act with integrity, objectivity and honesty in the best interests of the Trust and the respective Academy School.

No Governor shall act or omit to act in a way which would be prejudicial to the interests of the Trust or the Academy School at any time, including any actions or omissions which might create adverse publicity for the Trust or Academy School.

The Local Governing Board shall comply with the obligations set out in the OCT Scheme of Delegation which deals with the day-to-day operation of the Local Governing Board.

The Local Governing Board will adopt and will comply with all policies approved by the Trustees (some policies are generic and can be adapted to suit each school's circumstances) as per the Trust Policy Review Schedule and detailed in each LGB agenda.

In accordance with the Scheme of Delegation, the Local Governing Board will review its effectiveness on a regular basis, having regard to recommendations made by the Trustees from time to time, in order to ensure that the governance of the School is best able to adapt to the changing political and legal environment.

The Local Governing Board shall provide such data and information regarding the business of the School and the pupils attending the School as the Trustees may require from time to time.

The Local Governing Board contributes to the Trust's Board Assurance Framework (BAF) by identifying, monitoring and escalating risks and providing assurance to the Trust Board on the effectiveness of school-level controls.

The Local Governing Board will provide a vehicle for Trust Board engagement of the School, its pupils, parents/carers and the local community it serves to help ensure that Trustees stay connected, providing vital local intelligence and feedback, reflecting positive factors as well as challenges and threats facing each community.

In line with the Scheme of Delegation, the Local Governing Board will not:

- Undertake executive or operational management of the school
- Duplicate internal scrutiny, audit or assurance functions
- Make Trust-wide strategic decisions.

The Local Governing Board operates within delegated authority and focuses on assurance, monitoring and stakeholder engagement.

7. Membership

The Trust Board may appoint suitable persons to serve on the Local Governing Board. Two parents and one staff member will be elected to each LGB ensuring that the people serving between them have the requisite range of skills, experience, behaviours and capacity and where possible they will reflect and understand the School's community.

Foundation Governor appointments are subject to approval by the Diocese and the appointment of the chair is by approval of Trustees. All appointments are made in line with the Trust Board approved Scheme of Delegation.

The number of people who shall sit on a Local Governing Board shall be up to seven governors, unless otherwise determined by the Trustees and specified within the Constitution document. The number of governors appointed will be based on the effectiveness of the Local Governing Board and the skills and experience required to discharge its responsibilities effectively.

7.1 Headteachers

The Headteacher shall be treated for all purposes as being an ex-officio member of the Local Governing Board.

7.2 Staff Governor

One staff governor. The Headteacher shall invite nominations from all staff employed under a contract of employment at the School. If more than one nomination is received the Headteacher shall put procedures in place to have an election by way of a secret ballot.

7.3 Parent Governors

Two parent governors elected or appointed under Article 101A. It is the strong preference of the Trust that individuals employed by Orchard Community Trust must not serve as Parent Governors at the School in which they are employed. The elected or appointed Parent Governor must be a parent, or an individual exercising parental responsibility of a registered pupil at one or more of the schools overseen by the LGB at the time when he or she is elected or appointed.

7.4 Foundation Governors

The number of foundation members will be in line with the VA status of the school prior to academisation. For VA Schools – the number of foundation governors must always constitute the majority of the total members of the Local Governing Board by two.

7.5 Trust Appointed Governors *(with the exception of Schools that were previously VA schools)*

In the event that the Trust Board deems additional capacity is required, Trustees may at any time appoint a Trustee, member of the Executive Leadership Team or LGB member from another School to sit on the LGB as a full voting member of the LGB.

7.6 Link Governors

Each LGB shall have:

- A Link Governor with oversight of the School's safeguarding arrangements
- A Link Governor with oversight of special educational needs and disability (SEND), and
- (For secondary schools – Special schools) A Link Governor who takes a strategic interest in careers education and guidance, and encourages employer engagement.

In addition, the Trust Board recommends the following Link Governor roles:

- Curriculum oversight including data and attendance
- Health and Safety
- Wellbeing (Staff and Children)
- Pupil Premium and PE/Sports Funding.

The LGB may allocate further Link Governor roles to align with School's strategic priorities. A Governor may hold responsibility for more than one link area. This is to be determined by the Headteacher of each school.

All governors are eligible to be Link Governors, except the Headteacher. A Staff Governor shall consider any potential conflict between the Link Governor responsibility and their current role.

Link Governor roles shall be allocated by the Local Governing Board at the first meeting of the academic year for a term of one year.

8. Appointment of the Chair and Vice Chair

The Chair of the LGB shall be approved by the Trustees after appointment by the LGB at their first meeting of the academic year for a term of one year and will be eligible to serve for consecutive terms if approved by the Trustees. The Vice Chair shall be elected by the Local Governing Board at the first meeting of the academic year for a term of one year. If a Vice Chair is appointed during the academic year, they will serve for the remainder of the academic year.

A Governor may be re-appointed for further terms of office as Vice Chair by the Governors.

Where the Chair is absent from any meeting or there is at the time a vacancy in the office of Chair, the Vice Chair shall act as Chair for the purposes of the meeting.

If both the Chair and the Vice Chair are absent from any meeting of the LGB, a substitute Chair will be appointed for that meeting from amongst their number as long as the meeting remains quorate.

The Chair and Vice-Chair will cease to hold office if they no longer serve as a Governor. The Chair or Vice Chair may at any time resign their office by giving notice in writing to the Trust Board via the Governance Professional. The Trustees may remove any Governor in accordance with article 75.

9. Terms of Office

The Trust Board will confirm the membership of the LGB annually.

The term of office for any person serving on the Local Governing Board shall be four years, except that this limit shall not apply to the Headteacher or any post which is ex officio, who will serve for as long as he or she remains in office.

Subject to remaining eligible, a Parent/ Staff/Foundation Governor shall be eligible for re-appointment or re-election (if relevant) for consecutive periods, in line with the articles of association. This is then confirmed by the Trust Board.

10. Conflicts of Interest

All governors shall complete a declaration of interest form on joining the LGB and at the start of each academic year. Each LGB member, if present at a meeting of the LGB, must disclose their interest, withdrawing from the meeting and not vote on a matter if:

- there may be a conflict between their interests and the interests of either the School or the Trust
- there is reasonable doubt about their ability to act impartially in relation to a matter where a fair hearing is required
- they have a personal interest (including but not limited to a personal financial interest) e.g. where they and/or a close relative will be directly affected by the decision of the LGB in relation to that matter.

11. Resignation and Removal of Governors

A Governor may at any time resign his/her office by giving notice in writing to the Trust Board via the Chief Operations Officer.

The Trustees may terminate the appointment of any Governor whose presence or conduct is deemed by the Trustees not to be in the best interests of the Trust or the School.

Any Staff Member shall automatically cease to hold office if he/she ceases to be employed at the School/ Trust. However, a Parent Governor shall not automatically cease to hold office solely by reason of the child (of whom that Parent Governor is a parent or carer) ceasing to be a pupil at the school.

12. Persons ineligible to be Governors

A person is disqualified from holding or continuing to hold office as a Governor if, in summary, that person:

- is aged under 18 at the date of their election or appointment
- is a registered pupil at a School in the Trust
- already holds one governorship role at the same School
- is incapable by reason of illness or injury of managing or administering their own affairs
- is absent, without the permission of the trustees, from all their meetings held within a period of 6 months, and the trustees resolve that their office be vacated
- has been declared bankrupt and/or their estate has been seized from their possession for the benefit of their creditors and the declaration or seizure has not been discharged, annulled or reduced; or
- is the subject of a bankruptcy restrictions order or an interim order
- is subject to a disqualification order or disqualification undertaking under the Company Directors Disqualification Act 1986
- is subject to an order made under section 429(2)(b) of the Insolvency Act 1986 (failure to pay under county court administration order)
- is disqualified from being a trustee due to any provision in the Companies Act 2006

- has been removed from the office of trustee for a charity by an order made by the Charity Commission or Commissioners or High Court on grounds of any misconduct or mismanagement in the administration of the charity for which they were responsible; or to which they were privy; or which they, by their conduct, contributed to or facilitated
- is disqualified from acting as a trustee due to section 178 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision)
- is otherwise found to be unsuitable by the Secretary of State
- has, 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 section 178 of the Charities Act 2011
- has not provided to the chair of trustees a criminal records certificate at an enhanced disclosure level under section 113B of the Police Act 1997
- has been convicted and fined for causing a nuisance or disturbance on school or educational premises during the five years ending with the date immediately preceding appointment/election or since appointment or election as a governor
- has been removed as an elected governor from the governing body during their term of office; they are disqualified from serving or continuing to serve as a school governor for five years from the date of their removal – not just at the school they have been removed from, but any school.

13. Undertakings of Governors

All Governors shall annually review and agree the Trust Code of Conduct for Governors. Breaching the code of conduct could result in the Trust removing a Governor from office.

In the case of a Church of England School, each member shall (when appointed) sign an undertaking for the Diocese to uphold the designated religious character of the School.

If any member refuses to give this undertaking, they shall immediately be disqualified from holding office.

14. Training

Each Governor is required to review their own effectiveness and is accountable for assessing their ongoing individual training and development needs.

As a minimum all governors must undertake Induction / Link Governor Training when commencing their role, and:

- Every three years complete the Level 1 Safeguarding Training
- Every three years complete the PREVENT Training
- Annually complete the Cyber security Training.

Each Governor shall be required to carry out training as may be appropriate to their role(s) or as required by statute or specified by the DfE.

A Governor who persistently fails to attend training or development may be in breach of the Trust's Code of Conduct and it may be necessary to consider their position.

15. Meetings

The Local Governing Board shall meet four times in each academic year and shall hold such other meetings as may be necessary. (i.e. learning environment walks) The dates for each scheduled meeting shall be agreed by the LGB during the Autumn Term Business meeting. The Local Governing Board will provide regular reports to the Trust Board to support assurance and oversight. Any significant risks, concerns or safeguarding issues identified by the Local Governing Board will be escalated promptly in line with Trust reporting arrangements.

The School Operations Manager will ensure that Governors receive copies of the meeting papers (including the agenda, copies of minutes of the previous LGB meeting, headteacher report, policies and any other papers to be considered) at least seven clear days prior to the date of the meeting of the LGB.

A quorum must be present. Subject to Article 117 regarding Trustees (applies also to Governors) , the quorum for a meeting of the Directors, and any vote on any matter at that meeting, shall be any three Directors, or, where greater, any one third (rounded up to a whole number) of the total number of Directors holding office at the date of the meeting and entitled to vote on the matters to be resolved.

If the number of Governors assembled for a meeting of the LGB does not constitute a quorum, the meeting shall not be held. Due notice of such adjourned meeting shall be given forthwith to all Governors. If in the course of a meeting of the LGB the number of Governors present ceases to constitute a quorum, the meeting shall be terminated forthwith or adjourned until a quorum is present. Any further meeting shall be convened to a date and time which is reasonably practicable, but in any event within seven days of the date on which the meeting was to be originally held or was so adjourned.

Any person in attendance at meetings of the LGB, who is also an employee of the Trust, shall withdraw from that part of any meeting where it is not appropriate that they remain, i.e., during discussions at which his/her remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement are to be considered.

Any Governor shall be able to participate in LGB meetings by telephone or video conference (where possible) or other electronic means provided that he has given reasonable notice to the Chair and that the Governors have access to the appropriate equipment.

Under circumstances where all Governors are unable to convene in person for the LGB meeting, the school will make alternative arrangements for the meeting to be held via conferencing facilities (if possible), if this is agreed to be preferable to meeting on an alternative date.

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

Governors are required to send apologies to the Chair when they are unable to attend meetings.

The School Operations Manager will clerk the meetings of the Local Governing Board and produce the minutes of meetings and will support the provision of assurance reporting to the Trust Board where required. These shall be approved, by the Chair of the LGB, as accurate representations of the meeting as soon as possible after the LGB meeting. The main part of the draft minutes (part 1) shall be uploaded to the School documents folder on Governor Hub and distributed electronically to Local Governing Board members for final approval at the next LGB meeting. Minutes shall be signed as a true record (subject to the approval of LGB members) at the same or next subsequent meeting by the person acting as Chair. Minutes are available upon request that are held in school.

Paper copies of any confidential minutes (part 2) will only be shared with LGB members who were present at the meeting where the confidential item was discussed and disposed of appropriately in accordance with GDPR/ICO requirements.

Generally, every question to be decided at a meeting of the LGB shall be determined by a majority of the votes of the Governors present and voting on the question. Every Governor who is present at the meeting shall have one vote. A Governor may not vote by proxy. Where there is an equal division of votes the Chair of the meeting shall have a second or casting vote.

Any Trustee with the approval of the Chair of the Trust Board, or, any member of the Executive Leadership team with the approval of the CEO, can attend any meetings of the Local Governing Board.

It would be beneficial that all LGBs will also welcome colleagues from other Trust Schools to observe their meetings from time to time in the spirit of sharing good practice.

The LGB may invite attendance at meetings from persons who are not Trustees or LGB members to assist or advise on a particular matter or range of issues, however, attendance must be agreed by the Chair in advance. Such persons may speak with the permission of the Chair but shall not be entitled to vote.

A register of attendance shall be kept for each LGB meeting and published termly on their website.

16. Amendment of Terms of Reference

These terms of reference are drafted and maintained by the Trust. The Trustees may make amendments to these terms of reference from time to time. In the event that amendments are made, the Trust shall notify the Chair of each LGB, who shall be expected to make the other Governors aware of such changes.

17. Effective Date

These updated Terms of Reference shall come into effect on 1 September 2026.