



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

Terms of Reference & Constitution for the Interim Executive Board within Orchard Community Trust

Approved by:

Board of Trustees

Date: 26th July 2026

Last Review: 1st July 2026

Next review due by: 25th July 2027

Constitution

Role and Purpose

The role of the Interim Executive Board (IEB) is to:

- Provide intensive governance oversight and challenge
- Support and monitor the implementation of the school's improvement plan
- Hold school leaders to account for the pace and impact of improvement
- Provide assurance and regular reporting to the Trust Board
- Support the transition back to a Local Governing Board when governance arrangements are deemed secure and effective.

The IEB:

- Operates as a committee of the Trust Board
- Exercises delegated authority as determined by the Trust Board and Scheme of Delegation
- Is established on a temporary basis to support rapid and sustainable improvement
- Understands that legal accountability remains with the Trust Board at all times.

In accordance with OCT Guidance the (IEB) shall comprise of the following membership:

- 1 – Chair (appointed by the Trust Board)
- 1 – Senior member of the School Improvement Team/ Senior Leadership of the Trust
- Up to 2 – Headteachers (inc. EHTs/HoS)
- 3 – Co-opted Governors (who may be retained from the previous governing board or appointed by the Trust Board based on the skills, experience and capacity required to support school improvement).

Terms of Office

The appointment of all IEB members shall be approved by the Trust Board. Members shall be appointed on the basis of the skills, experience, expertise and capacity required to support school improvement and governance effectiveness.

Members shall initially be appointed for a period of twelve months. Prior to the expiry of this period, the Trust Board shall review the effectiveness of the IEB and determine whether:

- The term should be extended
- The membership should be amended; or
- Governance should transition back to a Local Governing Board arrangement.

Quorum

To be quorate, at least half of the appointed members, including the Chair (or Vice Chair where appointed), must be present, subject to a minimum of four members. Executive members must not exceed half of the appointed membership.

Proceedings (list is not exhaustive)

- All meetings of the IEB shall be professionally clerked, with minutes recorded, approved and stored electronically in accordance with Trust policies and statutory requirements
- The Chair shall provide a written update to the Trust Board following each IEB meeting
- The IEB shall meet a minimum of twice per term and may meet more frequently, where determined necessary by the Trust Board or Chair of the IEB.

Power to Act

Any use of Chair's Power to Act shall be reported to the Trust Board at the earliest opportunity and formally recorded in the minutes of the next available IEB meeting.

Dissolution of the IEB

The Interim Executive Board shall remain in place until such time as the Trust Board determines that governance arrangements have become sufficiently secure and effective for governance responsibilities to be discharged through a Local Governing Board or other governance structure determined by the Trust Board.

Terms of Reference

Introduction

This 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.

The Interim Executive Board (IEB) has been established by the Board of Trustees on a temporary basis to provide intensive governance oversight and challenge in support of school improvement.

The IEB operates as a committee of the Trust Board and exercises delegated authority in accordance with the OCT Scheme of Delegation.

The IEB remains accountable to the Trust Board at all times and legal accountability remains with the Trustees.

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, the Local Governing Board/ Interim Executive Board the commitments to each other to ensure the success of the Trust.

The Terms of Reference 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).

The Trust Board and Interim Executive 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.

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.

Membership

Membership of the IEB shall be approved by the Board of Trustees and is detailed above within the constitution section of this document.

Appointment of the Chair and Vice Chair

The Chair of the IEB shall be appointed by the Trust Board.

The Trust Board may appoint a Vice Chair if required.

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 Trustees may remove or replace the Chair or Vice-Chair at any time.

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 Chief Operations Officer. The Trustees may remove any Governor in accordance with article 75.

Terms of Office

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

Terms of office shall be as determined within the IEB Constitution and reviewed by the Trust Board as part of its annual review of the effectiveness of the IEB.

Conflicts of Interest

All governors shall complete a declaration of interest form on joining the IEB and at the start of each academic year. Each IEB member, if present at a meeting of the IEB, 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 IEB in relation to that matter.

Resignation and Removal of Governors

A IEB member may at any time resign his/her office by giving notice in writing to the Trust Board via the Governance Professional.

The Trustees may terminate the appointment of any IEB member 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 IEB member shall not automatically cease to hold office solely by reason of the child (of whom that Parent IEB member is a parent or carer) ceasing to be a pupil at the school.

Persons ineligible to be an IEB member

A person is disqualified from holding or continuing to hold office as a IEB memberif, 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 IEB member
- has been removed as an elected IEB member from the Interim Executive Board 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.

Undertakings of IEB members

All IEB Members shall annually review and agree the Trust Code of Conduct for Governors. Breaching the code of conduct could result in the Trust removing an IEB member 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.

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 Governor Induction 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.

A IEB member 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.

Meetings

The IEB shall meet a minimum of twice per term in accordance with the approved Constitution.

The IEB will provide regular reports to the Trust Board to support assurance and oversight. Any significant risks, concerns or safeguarding issues identified by the IEB will be escalated promptly in line with Trust reporting arrangements.

The School/Governance Professional will ensure that IEB members receive copies of the meeting papers (including the agenda, copies of minutes of the previous IEB 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 IEB.

A quorum must be present. Subject to Article 117 regarding Trustees (applies also to Governors/IEB members) , 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 IEB members assembled for a meeting of the IEB does not constitute a quorum, the meeting shall not be held. Due notice of such adjourned meeting shall be given forthwith to all IEB members. If in the course of a meeting of the IEB the number of IEB members 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 IEB, 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 IEB member shall be able to participate in IEB 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 IEB members have access to the appropriate equipment.

Under circumstances where all IEB members are unable to convene in person for the IEB 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.

IEB members 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 IEB 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 IEB, as accurate representations of the meeting as soon as possible after the IEB meeting. The main part of the draft minutes (part 1) shall be uploaded to the School documents folder on Microsoft Teams and distributed electronically to IEB members for final approval at the next IEB meeting. Minutes shall be signed as a true record (subject to the approval of IEB 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 IEB 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 IEB shall be determined by a majority of the votes of the IEB members present and voting on the question. Every IEB member who is present at the meeting shall have one vote. An IEB member 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 IEB.

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

The IEB may invite attendance at meetings from persons who are not Trustees or IEB 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.

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/IEB, who shall be expected to make the other Governors/IEB members aware of such changes.

