



*'Committed to improving the life chances of all children,  
wherever they may be'*

## **Terms of Reference (ToR)**

### **Local Governing Boards**


**2024/2025**


<b>Approved by:</b>	Board of Trustees	<b>Date:</b> 5 <sup>th</sup> December 2024
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**Orchard Community Trust  
Terms of Reference (ToR) for a  
Local Governing Board**

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<b>Produced by:</b>		<b>Sean Thomson</b> Chief Executive Officer
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<b>Date</b>	<b>Section Amended</b>	<b>Signature</b>
October 2024	New document in line with revised Academy Trust Governance Guide	



## Contents

1.	Introduction.....	4
2.	The Trust Board and Local Governing Board .....	4
3.	Membership .....	5
4.	Appointment of the Chair and Vice Chair .....	6
5.	Terms of Office .....	6
6.	Conflicts of Interest .....	7
7.	Resignation and Removal of Governors.....	7
8.	Persons ineligible to be Governors .....	7
9.	Undertakings of Governors .....	8
10.	Training .....	8
11.	Meetings .....	9
12.	Amendment of Terms of Reference.....	10
13.	Effective Date .....	10
14.	Calendar of Business .....	11

## **1. Introduction**

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.

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 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).

## **2. 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 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.

### **3. 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.

The number of people who shall sit on a Local Governing Board shall be not less than seven but, unless otherwise determined by the Trustees, shall be as detailed within the constitution document (currently 11 at Non-Church and 14 at Church Schools). The number of governors will be related to the effectiveness of the Local Governing Board.

#### **3.1 Headteachers**

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

#### **3.2 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.

#### **3.3 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.

#### **3.4 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.

#### **3.5 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 Trust Leadership Team or LGB member from another School to sit on the LGB as a full voting member of the LGB.

### **3.6 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.

## **4. 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.

## **5. 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.

## **6. 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:

- i. there may be a conflict between their interests and the interests of either the School or the Trust;
- ii. there is reasonable doubt about their ability to act impartially in relation to a matter where a fair hearing is required;
- iii. 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.

## **7. 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 Governance Professional.

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.

## **8. 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.

## 9. 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.

## 10. 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 HM Government PREVENT Training.
- Annually complete the NSCC 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.

## **11. Meetings**

The Local Governing Committee 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 School/Governance Professional 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.

A Governance Professional will clerk the meetings of the Local Governing Board and produce the minutes of meetings. 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.

## **12. 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.

## **13. Effective Date**

These Terms of Reference shall come into effect on 1 January 2025.

## 14. Calendar of Business

The Local Governing Board will meet at least four times per year – the items of business that may be discussed and when are outlined below. It is important to ensure that all decisions made at LGB level take into account the views and experiences of stakeholders (pupils, parents, staff & the community).

Link to Trust Scheme of Delegation		Autumn 1 Strategic/ Business Meeting	Autumn 2	Spring	Summer
Culture and Engagement	Set the culture and values of the Trust fostering the individuality of each School		X	X	X
	Foster Equality, Diversity and Inclusion – including building a diverse board, compliance with PSED and publication of equality objectives		X		
	Ensure up to date LGC members' details are published on Get Information About Schools and the School websites	As required			
	Ensure Engagement with stakeholders		X	X	X
Strategy	Ensure Strategic Development Plans are in place and regularly reviewed	X	Receive updates	Receive updates	Receive updates
Non-Executive Leadership	Allocate governor specific roles at LGB level	X	As required		
	Complete annual LGB Skills audit and submit to Trust Board	X			
	Complete annual report on the work of the LGB (Impact Statement): submit to Trust Board	X	X	X	X
Executive Leadership	Ensure the wellbeing, work-life balance and working conditions of staff		X	X	X
	Monitoring performance management of Headteacher		X	X	X
Accountability	Complete/Approve Risk Register at School level	X			
	Approve charging and remission policy	X			
	Monitor Budget plan to support delivery of School key priorities		X	X	X
	Review and evaluate performance of the School through production and analysis of education data		X	X	X

Link to Trust Scheme of Delegation		Autumn 1 Strategic/ Business Meeting	Autumn 2	Spring	Summer
	Establish, publish and keep under regular LGB Members Register of Interests	X	X	X	X
	Ensure Gift and Hospitality policy and register is in place and regularly reviewed	X			
	Ensure adherence with: keeping children safe in education, relating to safeguarding and safer recruitment	X	X	X	X
	Set the School approach to curriculum and assessment in line with statutory requirements and context of the School and in line with Trust approach		X	X	X
	Deliver Early Years Foundation Stage (EYFS), in line with statutory requirements where applicable		X	X	
	For Church Schools, to monitor and support Christian distinctiveness and church ethos of the School		X	X	X
Compliance	Ensure compliance with the Data Protection legislation and handling personal data in line with it	X			
	Ensure cyber security training completion. NCSC.Gov	X			
	Adopt the Trust-wide complaints procedure and monitor complaints			X	
	Ensure statutory policies are in place, approved and reviewed in line with statutory guidance including behaviour and welfare policies. (School Level)	X	X	X	X
	Set Trust safeguarding and pupil welfare policies, procedures and practices (including training), with regard to legislation and statutory guidance, inclusive of disclosure and barring service checks (DBS) and including appointing designated safeguarding lead (DSL)	X			
	Agree and Implement Health and Safety policies complying with within all relevant health and safety legislation.	X			
	Develop and implement uniform policies in line with DfE guidance and with regard to ensure the costs of			X	

Link to Trust Scheme of Delegation	Autumn 1 Strategic/ Business Meeting	Autumn 2	Spring	Summer
school uniforms is ensure the cost of school uniforms is reasonable and secures the best value for money				
Formally approve and review non DfE statutory School specific policies (Curriculum policies as required Collective Worship/Religious Education/ RSHE)	X	X	X	X
Ensure pupil attendance is monitored and challenged in line with statutory guidance		X	X	X
Approve Admissions policy and arrangements and appeals		X		
Review the decision to suspend or permanently exclude a pupil / direct reinstatement of a pupil in line with statutory guidance	As required			
Ensure compliance with SEND Code of Practice	X		X	
Ensure that there is a designated member of staff identified and support for (post) Looked after Children				X
Monitor, review and challenge the strategy and spend of pupil premium/ PE and sports premium and recovery premium in terms of educational outcomes and narrowing the achievement gap (including year 7 literacy and Numeracy catch up where applicable)		X		
Approve Term dates		X		
Attend Trust inspections	As required			
Receive reports on School Website Content and Compliance is in line with DfE guidance	As provided by G&CO			