



## Local Governing Bodies: Constitution and Terms of Reference

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### Ascendancy Partnership Trust

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## 1 Introduction

This constitution and terms of reference has been made by the Trustees of Ascendancy Partnership Trust (APT).

The Trustees have established a Local Governing Body (**LGB**) for each school.

## 2 Remit

Broadly, the role of an LGB is to provide focused governance for a school at a local level. It monitors the school's key performance indicators and acts as a critical friend to the Headteacher, providing challenge where appropriate.

The LGBs carry out their functions in relation to their respective school on behalf of the Trustees and in accordance with this constitution and terms of reference, the Scheme of Governance, Trust Scheme of Delegation and Trust Scheme of Financial Delegation and policies determined by the Trustees. Whilst certain powers and duties are delegated to the LGB, overall responsibility for the school remains with the Trustees.

## 3 Composition of Local Governing Bodies

Each LGB comprises a maximum of 10 members (**Local Governors**), including:

- the Headteacher of the School
- at least two elected parents of a pupil at the School (**Parent Local Governors**)<sup>1</sup> (a **Parent** includes any person with parental responsibility or care for a pupil, student, or child);
- up to two employees of the School, ideally comprising one teacher member and one elected non-teaching staff member elected by employees of the School (**Staff Local Governors**); and
- such other members as the LGB decide.

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

The length of service of all Local Governors shall be four years. Subject to remaining eligible to be a Local Governor, any Local Governor may be reappointed or re-elected at the end of their term.

Every person wishing to become a Local Governor will be required to sign a declaration of acceptance and of willingness to act as a Local Governor, in the form set out in Appendix 1 or as prescribed by the Trustees from time to time, and will be required to make disclosures for the purposes of a criminal records check by the Disclosure and Barring Service (**DBS**).

Those persons who were governors of the relevant predecessor school shall be deemed to have been appointed Local Governors for the purposes of this constitution and terms of reference (unless they have confirmed their resignation), but with any necessary reallocation of titles between the categories of governors being determined by the Chair. Such Local Governors shall be deemed to transfer subject to their existing terms of office.

## 4 Commitment of Local Governors

Local Governors are asked to:

- comply with the code of conduct (attached at Appendix 2)

<sup>1</sup> This is a requirement of the Articles.

- prepare for and make an active contribution at meetings of the LGB
- champion the School in the local community
- familiarise themselves with this constitution and terms of reference, and the Scheme of Delegation
- familiarise themselves with the School's policies
- visit the School both during school hours (with prior arrangement with the Head teacher) and for events to get to know the School and to be visible to the School community; and
- attend training sessions for Local Governors, where possible.

## **5 Appointment and particular responsibilities of Local Governors**

### **5.1 Chair**

The Chair is elected by the LGB, trustees ratify the appointment. 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 Local Governor.

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

The responsibilities of the Chair include the following:

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

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

### **5.2 Vice-Chair**

The Vice-Chair is elected by the LGB, trustees ratify the appointment. 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 Local Governor.

The responsibilities of the Vice-Chair include the following:

- to deputise for the Chair in their absence
- to set the agenda for meetings of the LGB with the Chair, if requested; and

- to provide a link between the LGB and the Trustees.

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

### **5.3 Staff Local Governors**

The teacher member of the LGB shall be elected by the teaching staff at the School.

The non-teaching staff member of the LGB shall be elected by the non-teaching members of staff of the relevant School.

The responsibilities of the Staff Local Governors are to reflect the interests and opinions of teaching and non-teaching staff at the school to the LGB.

### **5.4 Parent Local Governors**

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

- when a vacancy arises, the LGB will write to all parents of pupils at the School seeking nominees for the vacancy. Nominees will be asked to provide a short statement about why they are interested in being a Parent Local Governor and their background and experience that makes them suitable for the role
- in the event that the number of nominees is less than the number of vacancies on the LGB, the number of Parent Local Governors required shall be made up of Parent Local Governors appointed by the LGB; and
- if there are more nominees than places available, the LGB will write to all parents of pupils at the School ASKING them to vote for their preferred candidate.

A Parent Local Governor should be a parent of a registered pupil at the relevant School 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 Local Governor are to represent the interests and opinions of the Parent Body of the School to the LGB.

### **5.5 Other Responsibilities**

In order to fulfil their role and to be aligned with good practice, LGBs may delegate functions to one or more Lead Governor(s). Examples of such functions would include:

- Safeguarding
- Risk Management
- Finance
- Health and Safety
- Staff Performance and Remuneration (other than Headteacher)

### **5.6 Clerk to the Local Governing Body**

The LGB or Trust shall appoint a Clerk to the LGB who may not be a Local Governor. In the absence of the Clerk, the LGB shall arrange a replacement for the meeting.

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

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

#### **5.7 Ceasing to be a Local Governor**

A Local Governor's term of office will be terminated if:

- any event or circumstance occurs which would disqualify them from the office of Trustee under the Articles were they to hold such office
- they have, without the consent of the LGB, failed to attend LGB meetings for a continuous period of six months, beginning with the date of the first such meeting they failed to attend and the Chair and the Vice Chair agree that the term of office should be terminated
- they resign from office by notice to the Academy TRUST
- They are removed by the person or persons who appointed them. This does not apply in respect of a person who is serving as a Parent Local Governor
- they are a Staff Local Governor who has ceased to be employed by the School Trust; or
- they are removed by the Trustees in circumstances where they consider (acting reasonably) that it is in the best interests of the School Trust to remove the Local Governor.

### **6 Convening meetings of the Local Governing Body**

Meetings of the LGB will be held six times a year.

The Clerk to the LGB 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 calendar 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 Local 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 Local Governors may invite persons who are not Local 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 Local Governing Body**

The quorum for meetings of the LGB and for any vote on a matter at such meetings is one third of the total number of Local Governors in office at that time (rounded up to the nearest whole number and a minimum of three).

A meeting shall be terminated if the number of Local 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.

A Local Governor shall be able to participate in meetings of the LGB virtually by any suitable electronic means agreed by the LGB and by which all those participating in the meeting are able to communicate with all other participants.

A Local Governor participating virtually shall be deemed to be present in person at the meeting and shall be counted in a quorum and entitled to vote. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no group which is larger than any other group, where the chair of the meeting is located at that time.

Every question to be decided upon at a meeting of the LGBs shall be determined by a majority of the votes of Local 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 Local Governors may act notwithstanding any vacancies, but, if the number of Local Governors is less than the number fixed as the quorum, the continuing Local Governors may act only for the purpose of filling vacancies.

A resolution in writing, signed by all Local 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 Local Governors and may include an electronic communication by or on behalf of the LGB indicating their agreement to the form of resolution providing that the Local Governor has previously notified the LGB in writing of the email address or addresses which the Local Governor will use.

## **8 Personal interests of Local Governors**

Local Governors shall complete a register of their business interests, which shall be reviewed annually.

Any Local Governor who has any duty or personal interest that conflicts or may conflict with their duties as a Local Governor shall:

- disclose that fact to the LGB as soon as they become aware of it. A Local Governor must absent himself or herself from any discussions of the LGB in which it is possible that a conflict will arise between their duty to act solely in the interests of the School 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 Local Governing Body**

The LGB may establish committees to carry out certain functions of the LGB. The LGB must determine the constitution, membership and terms of reference of any committee it decides to establish and review them annually.

## **10 Minutes**

Attendance at each LGB meeting, issues discussed and recommendations for decisions shall be recorded, and the minutes approved by the Committee at the next meeting of the LGB. The written record (once approved) shall be forwarded by the Clerk to the LGB to the Clerk to the Trustees as soon as is reasonably practicable.

## **11 Delegation to the LGB**

The LGB shall have the roles set out in the Scheme of Delegation Matrix and any other role that the Trustees agree shall be carried out by the LGB and that is communicated in writing to the Chair of the LGB.

For the avoidance of any doubt, Appendix 3 contains a list of reserved matters which are matters for consideration and determination by the Members and Board of Trustees only.

## **12 Intervention Rights**

### **Intervention in times of concern**

The Board of Trustees remains ultimately responsible for the Trust and the conduct of the Academies. The operation of the various elements of governance and the Scheme of Delegation 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 LGB.

In such circumstances, the Board of Trustees, along with the CEO and the Trust's executive leadership team, would work closely with any School 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 APT executive leadership 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 a school are identified (either internally within the Trust or by a third party), including where:

- there are concerns about financial matters
- 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 School is managed or governed
- the safety of pupils or staff is threatened, including a breakdown of discipline; or



- 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 Scheme of Delegation, the Board of Trustees shall be entitled to determine that a proportion of the budget in respect of the School be held centrally for the following reasons:

- to be allocated to the provision of central services received by the School
- in pursuance of the School Trust's reserve policy; and / or
- as otherwise may be determined by the Board acting reasonably and in the best interests of the School Trust.

### **13 Alterations**

This constitution and terms of reference may be altered by a majority resolution of the Trustees of the Trust.

### **14 Circulation List**

This constitution and terms of reference shall be circulated to Trustees of the Trust, all Local Governors, the Clerk to the LGB, and others at the discretion of the Chair of the Trustees of the Trust or the Chair of an LGB.

### **15 Approval and Review**

This constitution and terms of reference were approved and adopted by a resolution of the Trustees of the Trust passed ex committee **on insert date**.

**Date of next review:** September 2026

## Appendix 1 Local Governor declaration

The Trustees  
*[Insert Address]*

*[Insert Date]*

Dear Trustees

Ascendancy Partnership Trust (APT) - appointment as a Local Governor

I confirm that I wish to be a Local Governor in respect of *[insert name of School]* in accordance with the Terms of Reference for Local Governing Bodies prescribed by the Trustees of APT from time to time.

I confirm that I am not disqualified from becoming a Local Governor by reason of any provision in the Terms of Reference for Local Governing Bodies (and by extension the Memorandum and Articles of Association of the School 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 Local Governors in accordance with paragraph 8 of the Terms of Reference for Local Governing Bodies (or as prescribed by the Trustees of APT from time to time).

Yours faithfully

Signed .....

Name .....

Date .....

## **Appendix 2 Code of Conduct**

### **1 Introduction**

This code of practice is designed to set out the conduct and commitment required of local governors in order to ensure the highest standards of integrity and stewardship.

### **2 General Responsibilities**

*"The purpose of governance is to provide confident and strong strategic leadership which leads to robust accountability, oversight and assurance for educational and financial performance." (The Governance Handbook, Department for Education, March 2019).*

Local Governors should listen to the view of other local governors, staff, volunteers or external advisers respectfully, taking cognisance of differences of opinion. Local Governors should not cause offence to others or undermine the standing of their colleagues as a member of the LGB.

### **3. Roles and Responsibilities**

- To understand the role of the Headteacher and the purpose of the LGB and the role of the Trust
- To actively challenge and support the Headteacher
- To maintain and develop the values, ethos and reputation of the School
- To accept collective responsibility for all decisions made by the LGB or to its delegated Local Governors
- To act fairly and without prejudice
- To fulfil all that is expected of a good employer in circumstances where the LGB has responsibility for staff; and
- To consider how the decisions of the LGB may affect other schools and the community.

### **4. Commitment**

- To commit considerable amounts of time and energy to the LGB in order for it to fulfil its functions and duties
- To become actively involved in the LGB's work and accept a fair share of responsibilities
- To send apologies in advance of LGB meetings to which the individual Local Governor is unable to attend, but making full effort to attend all meetings of the LGB
- To develop and maintain relationships with the school and arrange visits where necessary in advance with the Head teacher
- To develop and maintain effective working relationships with the Headteacher, senior leadership team(s), staff and parents, volunteers, the Trustees, the community, the local authority and other relevant agencies
- To respond to opportunities and become actively involved in school activities

- To undertake relevant training and to identify and fulfil any skills gaps as and when determined by the LGB; and
- To accept that relevant individual Local Governor details shall be published on the School Trust's website and also logged on the Department for Education's national database ("Get information about schools").

## **5. LGB papers**

While the LGB aims to conduct its business openly, it is inevitable that some matters must be confidential either for a time or always.

All matters discussed at LGB meetings (save for items which are clearly neither confidential nor of a sensitive nature either legally, commercially, financially or personally) shall be treated as strictly confidential and shall not be discussed with anyone other than those present at the meeting when the matter in question was discussed unless authorised by the LGB to do so. If in any doubt, Local Governors should contact the Chair.

## **6. LGB meetings**

Open discussion and debate is actively encouraged, in which every spectrum of objective opinion is welcomed. Views shall be expressed respectfully, openly and courteously in all communications to every member of the LGB including Local Governors and the Clerk.

As Local Governors must act with probity, the LGB should take and consider professional advice from internal and / or from external advisers in all decision-making.

Where consensus is not achieved, decisions will be taken during LGB meetings by calling for a vote by those present. Governors who abstain on, or vote against, any motion may request an appropriate note be made in the minutes.

The LGB must be accountable but delegate authority on various matters to individual Local Governors on which it is entitled to full reports as necessary.

The Local Governors on the LGB have no legal authority to act individually, unless delegated authority has been provided by the LGB to the individual Local Governor; only in this circumstance will an individual Local Governor speak on behalf of the LGB collectively, after specific authority has been given.

## **7. Outside LGB meetings**

Local Governors shall act appropriately and exercise restraint outside a meeting in relation to particular comments made within the LGB meeting by individual members. Local Governors must accept that it is inappropriate for any private or public references to "who said what", except in dialogue with other Local Governors.

Local Governors shall accept the need for care and restraint, honouring the spirit as well as the letter of the code of practice, when talking about LGB matters in any other forum.

## **8. Disagreements**

Where a Local Governor has a disagreement on any matter, he or she should raise the matter informally with the Chair or through the normal procedures at an LGB meeting.

If not resolved, a Local Governor may request the matter be taken further by the Chair. The Chair shall make the final decision.

#### **9. The senior leadership team and the wider staff**

Staff and Local Governors are expected to deal with each other with respect and courtesy.

Local Governors must ensure there is a clear understanding of the scope of authority delegated to the Headteacher by the Trustees.

Where the Trustees have given the Head delegated authority, Local Governors should be careful, individually and collectively, not to undermine that authority either by word or action.

Trustees delegate the management to the Headteacher, which includes the management of staff.

If a Local Governor has concerns relating to the performance of a member of staff, he or she should contact the Chair, who will take up the matter with the Headteacher.

#### **10. Breach of the code of conduct**

In the event of a breach of this code of conduct, the matter shall be raised with the Chair and an investigation shall take place.

In the event a breach of this code of conduct is believed to have been made by the Chair, another individual Local Governor (such as the Vice Chair) shall conduct the investigation.

The LGB understands that removal of an individual Local Governor will be used only as a last resort, once all efforts have first been utilised to resolve the matter.

Where there is no other plausible option other than to remove the Local Governor, the Local Governor shall be given notice of their removal.

## Appendix 3    Reserved matters

The Reserved Matters are:

<b>Members</b> (subject to such other consents / requirements as might be required by law or the Funding Agreement)	
1	To change the name of the School 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 pass a resolution to wind up the School Trust
6	To appoint the auditors (save to the extent that the Trustees may make a casual appointment)
<b>Trustees</b> (subject to such other consents / requirements as might be required by law or the Funding Agreement)	
1	To change the name of the schools
2	To determine the educational character, mission or ethos of the schools
3	To adopt or alter the constitution and terms of reference of any committee of the Board of Trustees (including LGBs)
4	To terminate a supplemental funding agreement for an School
5	To establish a trading company
6	To sell, purchase, mortgage or charge any land in which the School Trust has an interest
7	To approve the annual estimates of income and expenditure (budgets) and major projects
8	To appoint investment advisors
9	To sign off the annual accounts
10	To appoint or dismiss the CEO, the Executive Team, the Headteachers, The Governance Professional
11	To settle the division of executive responsibilities between the Trustees on the one hand and CEO, the executive team and the Headteachers on the other hand, and to settle the division of executive responsibilities between those individuals.
12	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)
13	To do any other act which the Articles expressly reserve to the Board of Trustees or to another body
14	To do any other act which the Board of Trustees determine to be a Reserved Matter from time to time