Local Governing Bodies: Constitution and Terms of Reference

Ascendancy Partnership Trust

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1 Introduction

This constitution and terms of reference have 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 such that the Trust is well-informed by the local context and its parent community.

The LGB monitors the school's key performance indicators and acts as a critical friend to the Headteacher, providing challenge where appropriate. It approves local adaptions to statutory school-level policies and statutory Trust-level policies designated as "adapt".

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.

Tasks may include hearing appeals and collective grievances, and undertaking compliant panel responsibilities where delegated in accordance with relevant Trust policies and the Scheme of Delegation.

3 Composition of Local Governing Bodies (LGB)

Trustees delegate the recruitment of Local Governors to the relevant LGB on the understanding that each LGB shall include:

- the Headteacher of the School
- at least two elected parents of a pupil at the School (**Parent Local Governors**)[1] (a **Parent** includes any person with parental responsibility or care for a pupil, student, or child);
- up to two employees of the School, and if two, ideally 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 to co-opt with the aim being to have a total of between 7 to 10 governors.

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 first term. In the charity sector NGA advises that governors serve no more than two terms of office (eight years) in any one school. Therefore, no Governors shall serve more than two terms, in line with good practice.

Every person wishing to become a Local Governor will be required to make disclosures for the purposes of a criminal records check by the Disclosure and Barring Service (**DBS**) and declare any conflicts of interest.

Those persons who were governors of a relevant predecessor school shall be deemed to have been appointed Local Governors for the purposes of this constitution and terms of reference (unless they

[1] This is a requirement of the Articles.

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 Members, Trustees and Governors Code of Conduct
- prepare for and make an active contribution at meetings of the LGB
- champion the School in the local and parent community
- familiarise themselves with these terms of reference, and the Trust's Scheme of Delegation
- familiarise themselves with the School's policies
- visit the School both during school hours (with prior arrangement with the Headteacher) and for events to get to know the School and to be visible to the School community; and
- where possible attend training sessions for Local Governors, and annually complete the online statutory training packages for at least:
    - Prevent Duty
    - KCSIE
    - Safeguarding Children
    - Fraud Awareness
    - GDPR in Education
    - Sexual Harassment Awareness
    - Equality Diversity Inclusion
    - Whistleblowing
    - Cyber Training (but must be the correct training for insurance purposes) - NCSC Cyber Security Training Schools

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 and a subsequent term with Trustee approval. Any reappointment thereafter would be exceptional and only with Trustee prior approval. 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 responsibilities of the Chair include the following:

- chairing meetings of the LGB
- setting the agenda for meetings in liaison with the Headteacher, Vice-Chair and Clerk
- reporting to the Trustees in writing following each LGB meeting, if requested
- giving an oral summary of the LGB's deliberations if requested at meetings of the Board of Trustees; and

- providing a direct link between the LGB and the Trustees. (The school's Link Trustee will be the normal contact with 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, ideally in consultation with the Vice-Chair of the LGB (or the Link Trustee in their absence), shall take appropriate action on behalf of the LGB. The decisions taken and the reasons for urgency shall be explained 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 and the subsequent term with Trustee approval. Any reappointment thereafter would be exceptional and only with Trustee prior approval.

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 assisting the Chair and deputising for the Chair in their absence.

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

If electing two staff 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.

Staff governors act as any other governor does. They are there to operate and make decisions in the best interest of their school and the pupils, not their own or other staff interests.

5.4 Parent Local Governors

Parent Local Governors for each LGB shall be elected in accordance with the process laid out in the Articles of Association paragraphs 54-56.

5.5 Other Responsibilities

In order to fulfil their role and to be aligned with good practice, LGBs may delegate functions, such as Safeguarding Governor, to one or more Lead Governor(s).

5.6 Clerk to the Local Governing Body

The 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:

- convening meetings of the LGB including sending notices and papers of meetings
- attending meetings of the LGB and ensure minutes are produced
- maintaining a register of members of the LGB including their terms of office and report any vacancies to the LGB

- maintaining a register of business interests of LGB members
- maintaining a register of Local Governors' attendance at meetings and report on non-attendance to the LGB
- keeping information about governors on the website and GIAS up to date
- Maintaining a register of governors' training and supporting their access to training
- supporting the LGB with the recruitment of governors and organising their inductions
- reporting to the Trust as required on the discharge of the Clerk's functions
- working with the headteacher and policy leads to keep policies up to date, available and published appropriately
- performing such other functions as shall be determined by the Trust or 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 and failed to engage in LGB business over a continuous period of two full school terms, 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 LGB Clerk
- 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**

Full Board meetings of the LGB will be held at least three times a year, with no more than six meetings per year including any committee meetings, but excluding any meeting called exceptionally.

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 (non-voting) 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 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 scheduled within seven days of the date on which the meeting was originally to be held or was so terminated and the rescheduled meeting shall be undertaken as soon as possible.

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 people in the meeting are able to participate in discussion 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.

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. The combined total number of LGB and committee meetings should not exceed 6 per year., excluding any meeting convened exceptionally.

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 Governance Professional 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, section 1 (Governance Structure) on the Scheme of Delegation is 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 Schools. 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 made available to Trustees of the Trust, all Local Governors, the Clerk to the LGB, and others at the discretion of the Chair of the Trustees 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 **on 15 July 2026**

Date of next review: July 2027

Appendix 1 Reserved matters (as per scheme of delegation)

The Reserved Matters are:

Members (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)
Trustees (subject to such other consents / requirements as might be required by law or the Funding Agreement)	
7	To change the name of the schools
8	To determine the educational character, mission or ethos of the schools
9	To adopt or alter the constitution and terms of reference of any committee of the Board of Trustees (including LGBs)
10	To terminate a supplemental funding agreement for a School
11	To establish a trading company
12	To sell, purchase, mortgage or charge any land in which the School Trust has an interest
13	To approve the annual estimates of income and expenditure (budgets) and major projects
14	To appoint investment advisors
15	To sign off the annual accounts
16	To appoint or dismiss the CEO, the Executive Team, the Headteachers, The Governance Professional
17	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 as per the scheme of delegation.
18	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)
19	To do any other act which the Articles expressly reserve to the Board of Trustees or to another body
20	To do any other act determined to be a Reserved Matter from time to time once approved in accordance with the Scheme of Delegation.