



Local Governing Boards’ Terms of Reference

This document is taken directly from the Odyssey Collaborative Trust Scheme of Delegation and must not be changed or amended in any way.

Updates and amendments will come directly from the Trust Central Team.

If Governors have any queries or concerns about the Terms of Reference for Local Governing Boards, please contact a member of the Trust Central Team in the first instance.

7.7 Local Governing Boards

- 7.7.1 All academies will have an LGB unless the Board of Trustees determine otherwise. The LGB will have duties delegated to it by the Board of Trustees and it will be the responsibility of the Board of Trustees to ensure that the LGB is exercising these functions in line with the relevant duties. The LGB will have a role as determined by the Board of Trustees.
- 7.7.2 The Board of Trustees may limit the level of delegation to the LGB where it has concerns about the performance of the school, for example, in the case of an unplanned overspend, adverse Ofsted judgement, sudden unexpected dips in academic performance, attendance or standards of behaviour. Where this is the case, the Trustees and/or members of the Trust central team will meet with the Head Teacher and/or representatives of the LGB to outline reasons, areas of limitation and conditions for restoration to full delegated powers.
- 7.7.3 The Board of Trustees will, in consultation with the LGB determine and implement of the admissions policy and arrangements for the school in accordance with admissions law and DfE codes of practice.

7.7.4 Constitutional Framework

7.7.4.1 The LGB composition shall be as follows:

A minimum of 7 governors and a maximum of 11 including:

Head Teacher of the school (if they choose to do so);

One staff governor;

At least two elected parent governors;

At least three community governors co-opted by the LGB. Co-options require ratification by the Board of Trustees.

7.7.4.2 The total number of governors, including the Head Teacher, who are staff employed at the school shall not exceed one third of the total number of governors.

7.7.4.3 The LGB shall agree the numbers of governors it wishes to appoint in each category with the Trust, and thereafter endeavour to ensure that any vacancies against the agreed composition are filled as soon as is reasonably practical.

7.7.4.4 Any change in the composition of the LGB shall require a vote at a meeting of the LGB and the subsequent agreement of the Trust.

7.7.4.5 When the Trust or the LGB determine the school requires additional support, the Trust may appoint additional governors to the LGB.

7.7.5 Meetings of the LGB

7.7.5.1 The Trust CEO and/or their representatives, and all trustees, have the right to attend any LGB meeting where this is deemed appropriate by the Trust. They will give the Chair five working days' notice. They will not form part of the LGB composition or have voting rights.

7.7.5.2 Other members of the school's leadership team, or wider staff team, and members of the Trust central team, may attend if agreed by the Chair of the LGB and when relevant to the agenda or for their own professional development.

7.7.5.3 The LGB will appoint a Clerk to Governors. The Clerk will work within the DfE Clerking Competency Framework and will be appraised annually. The appointment of the Clerk requires the approval of the Board of Trustees.

7.7.5.4 Meetings will be convened by the Clerk to the LGB, who will give written notice of the meeting and a copy of the agenda at least 5 working days before the meeting.

7.7.5.5 Minutes will be prepared by the Clerk and approved by the Chair within 10 working days of the meeting.

7.7.5.6 At every meeting of the LGB the minutes of the last meeting shall be taken as the first agenda item after any apologies, except in cases where the Governors present decide otherwise, and, if agreed to be accurate, shall be signed as a true record.

- 7.7.5.7 The Clerk to the LGB will ensure that a copy of the agenda for every meeting of the Governors, the approved draft minutes of those meetings and any report, document or other paper considered at any such meeting are made available to the Trust central team. All approved minutes and details of attendance at meetings will be published on the school website.
- 7.7.5.8 For a meeting to be quorate there must be at least one third of the total number of governors present.
- 7.7.5.9 Every matter to be decided at a meeting of the LGB shall be determined by a majority of the votes of those governors present and entitled to vote. Every governor shall have one vote. Where there is an equal division of votes the Chair of the meeting shall have the casting vote. A governor may not vote by proxy.
- 7.7.5.10 No resolution of the Governors may be rescinded or varied at a subsequent meeting unless consideration of the rescission or variation is a specific item of business on the agenda for that meeting.
- 7.7.5.11 Any Governor who is also an employee of the Trust shall withdraw from that part of any meeting of the LGB at which his remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement are to be considered.
- 7.7.5.12 A resolution in writing, signed by all the Governors (or all of the members of a committee of the Governors), shall be valid and effective as if it had been passed at a meeting of the Governors or (as the case may be) a committee of Governors duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the Governors (or the members of a committee, as the case may be).
- 7.7.5.13 Meetings will be closed meetings.
- 7.7.5.14 A meeting of the LGB shall be called by the Clerk whenever requested by the Chair or at the request in writing by any three Governors. Where there are matters demanding urgent consideration, the Chair or, in their absence, the Vice-Chair may waive the need for five working days' notice of the meeting and substitute such notice as they think fit.
- 7.7.5.15 The convening of a meeting and the proceedings conducted shall not be invalidated by reason of any individual not having received written notice of the meeting or a copy of the agenda.

7.7.6 Appointment of LGB Governors

- 7.7.6.1 The LGB will need the skills and experience to drive school improvement. Important therefore that The Board of Trustees carry out a skills audit of prospective governors.
- 7.7.6.2 The Term of Office of any governor will be four years, with a maximum of three terms, unless there are either exceptional circumstances agreed by the Board of Trustees, or that governor brings specific skills required by the LGB.
- 7.7.6.3 When appointing governors, the LGB shall endeavour to ensure that the appointee brings, or agrees to develop, skills that fill gaps or complement the skills of the existing governors.
- 7.7.6.4 Parent governors will be appointed by the LGB following an election process if there is more than one applicant.
- 7.7.6.5 Community governors will be appointed by the LGB and may include anyone in the school's community that the LGB considers brings appropriate skills, knowledge and experience to the LGB. This includes parents and members of staff.
- 7.7.6.6 Community governors who are parents of children at the school are not parent governors and are not required to be elected. Community governors may also be staff employed at the school but the LGB must ensure that these appointments must not result in the LGB staff governors comprising more than one third of the total LGB.
- 7.7.6.7 The Chair and the Vice Chair of the LGB are elected by the governors and must not include school staff governors.

- 7.7.6.8 All governors will receive a Code of Conduct, which they will read and sign on appointment and annually thereafter. LGBs will use the Trust Code of Conduct that has been adopted from the current NGA model Code of Conduct.
- 7.7.6.9 All governors must be subject to a satisfactory enhanced DBS check.
- 7.7.6.10 No person shall be qualified to be a Local Governor unless they are aged 18 or over at the date of his/her election or appointment.

7.7.7 Resignation and Removal of LGB Governors

- 7.7.7.1 Resignation. A governor serving on the LGB shall cease to hold office if:
 - 1 They resign their office by giving notice in writing to the Clerk to the LGB.
 - 2 The Head Teacher or staff governor ceases to work at the school.
 - 3 They are absent without permission of the Governors from all their meetings held within a period of six months and the Governors resolve that their office be vacated.
- 7.7.7.2 A parent governor shall not automatically cease to hold office if their child no longer attends the school. They may serve the remainder of their term of office.
- 7.7.7.3 Removal. Trustees or LGBs may remove any governor, whose presence or conduct is deemed not to be in the best interests of the Trust or the school, in accordance with the guidance of principles and personal attributes in the DfE Governance Competency Framework and the Trust Code of Conduct.
- 7.7.7.4 Governors will also cease to hold office if they are absent from all their meetings, held within a six-month period, without permission from the LGB.

7.7.8 Conflict of Interest of LGB Governors

- 7.7.8.1 Any governor who has, or may have, any direct or indirect duty or personal interest (including, but not limited to, any personal financial interest defined below) which conflicts, or may conflict, with their duties as a LGB governor shall disclose that fact to the LGB as soon as they become aware of it. They must absent themselves 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 their duty or personal interest (including, but not limited to, any personal financial interest).
- 7.7.8.2 A governor of the LGB has a personal financial interest if they, or any child, step child, grandchild, parent, step parent, grandparent, sibling, step sibling, spouse or partner is in the employment of the Trust, or in receipt of remuneration or any other benefit directly from the Trust, or is linked to the Trust or the school in some other way.

7.7.9 Responsibilities of LGB Governors

- 7.7.9.1 The LGB shall ensure that its governors have, between them, the skills, experience, knowledge and personal characteristics required to carry out their responsibilities effectively.
- 7.7.9.2 Guidance on developing an effective governing body can be found in the DfE Governance Handbook, Governance Competency Framework and from the NGA.
- 7.7.9.3 LGBs will follow all Trust policies.
- 7.7.9.4 The LGB shall review its performance annually, reporting the outcome to the Trust. Where areas for improvement are identified these should be filled by relevant training and/or recruitment. If the LGB require any support or guidance they should contact the Governor Link Trustee in the first instance.
- 7.7.9.5 Statutory and other roles of governance are the responsibility of the Trust. These roles are delegated to LGBs, but are accountable to the relevant Trust Committee as indicated.

Statutory area of responsibility

LGB role	Reporting to
SEND	Trust Education Committee
Safeguarding	Trust Education Committee
Pupil Premium	Trust Resource and Audit Committee

Best Practice area of responsibility

LGB role	Reporting to
Looked After Children	Trust Education Committee
Behaviour & Attendance	Trust Education Committee
Assessment	Trust Education Committee
Health & Safety	Trust Resource and Audit Committee
HR	Trust Resource and Audit Committee

7.7.9.6 LGBs should organise themselves so they can easily report on the areas set out in the list above to the Trust Committees as indicated, when required.

7.7.10 Committees

7.7.10.1 LGBs must manage the school budget plan as approved by the Trust, maintain a register of pecuniary interests for governors and staff, and operate a System of Internal Control (SIC). Meetings should follow Section 11.2 of the OCT Financial Regulations, Governance and Administration Document. This may be delegated to relevant sub-committees.

7.7.10.2 The LGB may establish sub-committees that may include individuals who are not governors of the LGB provided that such individuals are in the minority. The sub-committee will report to the LGB in respect of any actions taken or decisions made at the LGB meeting immediately following the taking of those actions or the making of those decisions.

7.7.11 Delegated Powers

7.7.11.1 The Trust's School Financial Delegated limits, below, define the operational limits of each school. The LGB may impose one or more stricter requirements at its discretion. Revisions to the Financial Delegated limits or the School Finance Policy must be authorised by the Trust.

Section A: Procurement - requirements for obtaining Quotes and Tenders		
below £5,000	Obtain at least one quote and then place official order (good practice to obtain 3 quotes)	Schools must comply with the Academies Financial Handbook and the OCT Tendering and Procurement Policy.
£5,000 to £30,000	Obtain at least 3 written quotes (Governors may waive this requirement in exceptional circumstances but must inform the OCT Chief Financial Officer in writing of reason) and then place official order	
£30,000 +	Seek tenders as required in Academies Financial Handbook and the OCT Tendering and Procurement Policy.	
Above EU procurement thresholds (approx £140,000 for services or supplies, £3.5m for works)	Seek tenders as required in Academies Financial Handbook and the OCT Tendering and Procurement Policy.	

Section B: Levels of delegated authority			
Item	Authorised Person	Authorised Limit	Additional Notes
Official Orders and contracts	CEO or CFO	5000	
	Resource and Audit Committee or Chairs of Resource and Audit Committee and Trustees	10000	Minute ref to be recorded on order
	Full Board of Trustees	>10000	Minute ref to be recorded on order
Invoices not preceded by an official order or where the invoice(s) exceed the order value	CEO or CFO	5000	
	Resource and Audit Committee or Chairs of Resource and Audit Committee and Trustees	10000	Minute ref to be recorded on invoice
	Full Board of Trustees	>10000	Minute ref to be recorded on invoice
Journals – values are for each item, not for each journal form.	CFO	5000	Report at Resource and Audit Committee meeting on all journals processed
	Chair of Resource and Audit Committee or Chair of Trustees	10000	
	Full Board of Trustees	>10000	Minute ref to be recorded on journal
Budget journals (virements) – values are for each item, not for each journal form.	CFO	5000	Report at each Resource and Audit Committee meeting on all virements processed
	Chair of Resource and Audit Committee or Chair of Trustees	10000	
	Full Board of Trustees	>10000	Minute ref to be recorded on virement form
Inventory Write Offs	CFO	500	
	Resource and Audit Committee	10000	Minute ref to be recorded on inventory
	Full Board of Trustees	>10000	Minute ref to be recorded on inventory
Inventory Sales	CFO	500	
	Resource and Audit Committee	10000	Receipt and minute ref to be recorded on inventory
	Full Board of Trustees	>10000	Receipt and minute ref to be recorded on inventory
Bad Debt Write Offs	CFO	100	
	Resource and Audit Committee	1000	Minute ref to be recorded on write off request
	Full Board of Trustees	As per section 5.19 of the Academies financial handbook	Minute ref to be recorded on write off request

Section C: Delegation of functions to the Chairs of Trustees and Resource and Audit Committee in cases of urgency

The Chair of Trustees, together with the Chair of Resource and Audit Committee have the power to carry out functions of the Board of Trustees if a delay in exercising a function is likely to be seriously detrimental to the interests of the trust, a trust school, a pupil at a trust school or their parents, or a person who works at a trust school. This power excludes matters related to the alteration and closure of schools, change of school category, change of school name, approval of the budget, discipline policies and admissions. Any action taken under this power must be reported to the Full Board of Trustees.

7.7.12 Appraisal

In the case of Head Teachers of individual schools, the Chair of the LGB and one other governor will sit on the appraisal panel of the Head Teacher, with advice and support provided by the Trust CEO and/or SIO, to ensure that performance management and pay reviews are carried out in line with Trust policy for all staff.

7.7.13 Inspection

The LGB will represent the government function for the school in an Ofsted inspection.

7.7.14 Governor self-review and improvement

Each individual governor shall take part in regular self-review and is accountable for meeting their own training and development needs. It is the responsibility of each governor to consider if, and raise any concerns where, they feel that appropriate training and development is not being provided.

7.7.15 LGB Remit Summary

The following table outlines a number of further powers and responsibilities of the LGB;

1	To appoint, elect, suspend or remove governors.
2	To elect or remove the chair.
3	To elect or remove the vice chair.
4	Establishment and membership of committees, their Terms of Reference and Remits. The LGB can delegate review of the Terms of Reference and Remits to each committee, including selection panels for deputy Head Teacher recruitment.
5	To decide on additional attendees at sub-committee or full governors' meetings (FGB)
6	To decide the arrangements for FGB meetings (Trust and legal minimum 3 per year).
7	To establish and maintain a current register of Pecuniary and Business Interests of governors, Head Teacher and other staff involved in the financial management of the school.
8	To ensure that the school meets for 380 sessions in a school year.
9	To approve the school annual budget plan.

10	To recruit a new deputy Head Teacher.
11	To determine the arrangements for the appointment of all other staff.
12	To recruit staff on the leadership spine.
13	To appoint, manage and dismiss the Clerk to Governors.
14	To participate in the school self-review process including review of the LGB effectiveness.
15	Setting the Individual School Range with advice from Trust CEO and approval of The Board of Trustees.
16	To decide whether or not to delegate functions to individuals or sub-committees.
17	To monitor and review pupil attendance.
18	To delegate school level policies to sub-committees and to approve, review and amend those policies.
19	Set the aims and objectives of the School.
20	Determine the educational vision of the School.
21	Determine the School's development plan whilst ensuring that the strategic aims and objectives of the Trust are implemented and embedded therein.
22	Adopt and implement all statutory policies and The Odyssey Collaborative Trust policies.
23	Maintain a fixed asset register and notify the Trust of any changes to fixed assets used by the School.
24	Establish and regularly monitor a school risk register.
25	Maintain the School's estate in accordance with any guidelines established by the Trust.
26	Monitoring the school budget.
27	Ensure that effective arrangements are put in place in relation to performance of management of staff.
28	Put in place effective arrangements for the engagement and involvement of parents in the decision making.

7.7.16 Context of the LGB within the overarching legal responsibilities of the Trust

7.7.16.1 The Trust is a charitable company limited by guarantee. It has entered into a Master Funding Agreement and a Supplemental Funding Agreement in relation to the School both entered into with the Secretary of State (together the 'Funding Agreements').

7.7.16.2 The Board of Trustees are responsible for the general control and management of the administration of the Trust in accordance with the provisions set out in the Articles of the Trust.

7.7.16.3 The LGB is a Committee of the Board of Trustees established pursuant to the Articles of the Trust.

7.7.16.4 Legal responsibility for the School lies with the Board of Trustees. It is governed by the Board of Trustees, who have delegated certain powers to the School's LGB.

7.7.16.5 Subject to provisions of these Terms of Reference, the Companies Act 2006, the articles, and to any directions given by special resolution of the Board of Trustees, the business of the School shall be managed by the LGB who may exercise all the powers as delegated by the Board of Trustees.

7.7.16.6 The Board of Trustees will assess the capacity of the LGB of its sponsored academies. They may then establish a School Improvement Board or a smaller, more strategic LGB until such times as the school is judged to be good or better. Following that judgement, the LGB will be reconstituted in line with the Memorandum and Articles of Association of The Odyssey Collaborative Trust Ltd.

7.7.17 Responsibilities of the Head Teacher

Subject to responsibilities of the LGB and the policy statements of the Trust, the Head Teacher shall be responsible to the LGB for:

- 1 Implementing the agreed policies and procedures laid down by the Board of Trustees and LGB. This includes the implementation of all statutory regulations;
- 2 Advising the LGB on strategic direction, forward planning and quality assurance including standards and finance;
- 3 The leadership and management of the school;
- 4 The day to day admission of pupils;
- 5 The maintenance of good order and discipline by the pupils including their suspension and/or exclusion within the framework laid down by the LGB;
- 6 All such additional functions as may be assigned under the job description or contract of employment.

7.7.18 Amendments to these Terms of Reference

This document has been approved by the Board of Trustees and shall be subject to review at the first meeting of the Board of Trustees in each academic year and may be subject to amendment by them.

7.7.19 Copies of Terms of Reference

A copy of this document, and of any rules, shall be given to every Governor and shall be available for inspection upon request by members of staff during normal office hours at the offices of the school and the Trust.