



Terms of Reference

Local Governing Committees

For all schools within the Bosco Catholic Education Trust

These Terms of Reference for Local Governing Committees have been approved and adopted by the Bosco Catholic Education Trust.

Approved:	For review:
March 2023	March 2025

1. BOSCO CATHOLIC EDUCATION TRUST MISSION STATEMENT

The Bosco Catholic Education Trust is a Christ-centred family of Catholic academies, within the Diocese of Arundel and Brighton, working together as one body to provide an outstanding education for all. As Catholic schools, we endeavour to develop confident, compassionate and faithful young people. Through partnership, collaboration and mutual support, we seek to enable all those entrusted to our care to become the person God called them to be.

“Serve the Lord joyfully”

2. PURPOSE

- 2.1. Decision making and accountability rests with the “Directors”, who are Directors for charity law purposes and company directors registered with Companies House. The Directors are personally responsible for the actions of the Trust and the Academies and are accountable to the Bishop, Members, the Secretary of State for Education and the wider community for the quality of education and the expenditure of public money.
- 2.2. The Directors delegate aspects of governance and the day-to-day oversight of the school leadership to a “local governing body” (referred to as the “Local Governing Committee”).
- 2.3. A Local Governing Committee (LGC) shall be established for each of the Academies, except where the Trust Board determines in a particular case that more than one Academy should be governed by the same LGC.
- 2.4. The purpose of the LGC is to provide local accountability and day to day support and oversight of the Academy’s leadership team.
- 2.5. The roles and responsibilities of the LGC is set out in the BOSCO MAT Accountability Matrix.

3. CONSTITUTION

- 3.1. A LGC will determine its own number of governors but will not exceed 14 or be fewer than 8;
- 3.2. At least 5 Foundation Governors are to be appointed by the Bishop (or such number to ensure that the Foundation Governors outnumber all other governors by at least 2);
- 3.3. The Headteacher of the Academy;
- 3.4. At least 2 Parent Governors, elected by parents or carers of registered pupils at the Academy and being a parent or carer of a pupil at the Academy at the time when elected;
- 3.5. Up to 1 Staff Governor, elected or appointed through such processes as the LGC may determine;
- 3.6. Other Additional Governors or Co-opted Governors may be appointed by the LGC or the Trust Board to cover any identified gaps in the skill set of the LGC.
- 3.7. Associate Governors may be appointed to the LGC, but they will have a non-voting position and will not be listed within the constitution. They are principally there to provide advice, guidance and information.
- 3.8. The Governors serving on the LGC are accountable to the Trust Board (which is accountable to the Bishop, the Members and the DfE), as well as the communities they serve. For clarity, and to ensure, in particular, that the Bishop is aware of the status of foundation governors at all times, a signed and updated LGC Constitution must be sent to the Director of the Diocesan Education Service and to the CEO of the Trust each time the constitution is changed (see Appendix 1). This must be sent no later than one week after the updated constitution comes into effect.

- 3.9. All Governors must undertake to uphold the object and mission of the Trust and must comply with the approved Bosco Governor Code of Conduct and must make decisions regarding conflicts of interest both on an annual and individual meeting basis.

4. TERMS OF OFFICE

- 4.1 The term of office for any Governor shall be 4 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 to be a particular type of Governor, any person may be re-appointed or re-elected to the LGC.
- 4.2 A Governor shall serve for no more than two terms of office, but this can be extended with approval by the Trust Board.

5. RESIGNATION AND REMOVAL of members of a LOCAL GOVERNING COMMITTEE

- 5.1. A Governor shall cease to hold office if he or she resigns his or her office or is removed by the Bishop or in the case of any Governor who is not a Foundation Governor by the Trust Board (which the Directors reserve the power to do without the need to provide any reasons for removal). Any vacancy on a LGC will trigger an appropriate appointment or election and must be notified to the Trust Board and in the case of a Foundation Governor approved by the Bishop.
- 5.2. Any person who would not be eligible to be a Director in accordance with the Trust's Articles of Association will not be eligible for appointment or election to the LGC and must resign if they become ineligible. Details of eligibility to serve as a Governor are set out in the Governors' Code of Conduct.
- 5.3. If any Governor is also an employee of the Trust and ceases to be employed at the Academy, then that person shall be deemed to have resigned from that Academy's LGC and shall automatically cease to serve on that Academy's LGC on termination of his or her employment.
- 5.4. Where a person who serves on the LGC resigns his or her office or is removed from office, that person, or, where he or she is removed from office, those removing him or her, shall give written notice thereof to the Chair of the LGC, copied to the Clerk to the LGC and to the Trust's CEO.
- 5.5. Governors' conduct is regulated by the Trust's Code of Conduct for Trustees and Governors and this code should be read in conjunction with these Terms of Reference.

6. APPOINTMENT of the CHAIR and VICE-CHAIR

- 6.1. Subject to any direction of the Trust Board, Governors shall each school year (typically at the first meeting of the year) elect a Chair and Vice-Chair from amongst the Foundation Governors.
- 6.2. The Chair and Vice-Chair will cease to hold office if they no longer serve as a Governor. The same person cannot hold more than one of these offices.
- 6.3. The Governance Professional to the LGC shall act as Chair during that part of the meeting at which the Chair and Vice-Chair are elected.
- 6.4. Any election of the Chair and Vice-Chair which is contested shall be held by a secret Ballot.
- 6.5. Further details as to the role and responsibilities of the Chair are set out in the Governor Code of Conduct.

7. MEETINGS

- 7.1. The meetings of the LGC should happen at least once a term and more commonly twice a term, in line with any direction from the Trust Board.
- 7.2. The minutes of the proceedings of a meeting of the LGC shall be drawn up and entered into a book (electronic or otherwise) kept for the purpose by the person authorised to keep the minutes of the LGC and shall be signed (subject to the approval of the members of the LGC) at the same or next subsequent meeting by the person acting as the chair thereof. The minutes shall include a record of:
 - 7.2.1. All appointments of officers made by the LGC: and
 - 7.2.2. All proceedings at meetings of the LGC and of decisions of committees of the LGC which require LGC approval, including the names of all persons present at each such meeting.
- 7.3. The Chair shall ensure that copies of all minutes of all meetings of the LGC shall be provided to the Chief Executive Officer and if requested to the Diocesan Education Service as soon as reasonably practical after those minutes are approved.
- 7.4. Subject to the Bosco Memorandum of Understanding and Bosco Protocol, the LGC may regulate its proceedings as Governors think fit, provided at all times that there is openness and transparency in matters relating to the LGC.
- 7.5. Members of the trust board or executive team may attend any meeting of the LGC. It is expected that all LGCs will also welcome colleagues from other trust schools to observe their meetings from time to time in the spirit of sharing good practice. In the event that the board deems additional capacity is required, the trust board may at any time appoint a director, member of the executive team or LGC member from another school to sit on the LGC as a full voting member of the LGC. This will usually be through a consultative process.
- 7.6. Meetings of the LGC shall be convened by the Governance Professional to the LGC. In exercising their functions under this Scheme of Delegation, the Governance Professional shall comply with any direction:
 - 7.6.1. Given by the LGC; or
 - 7.6.2. Given by the Chair or, in their absence or where there is a vacancy in the office of chair, the Vice-Chair.
- 7.7. Any three Governors may, by notice in writing to the Governance Professional, requisition a meeting of the LGC; and it shall be the duty of the Governance Professional to convene such a meeting as soon as is reasonably practical and to inform the Chief Executive Officer of such a meeting.
- 7.8. Each Governor shall be given at least seven clear days before the date of a meeting:
 - 7.8.1. Notice thereof and sent to each Governor at the email address provided by each Governor from time to time: and
 - 7.8.2. A copy of the agenda of the meeting;
- 7.9. Provided that where the Chair, or, in their absence or where there is a vacancy in the office of Chair, the Vice-Chair, so determines on the ground that there are matters demanding urgent consideration, it shall be sufficient if the notice of a meeting, and the copy of the agenda thereof are given within such shorter period they direct.
- 7.10. The convening of a meeting and the proceedings conducted thereat shall not be invalidated by any reason of any individual not having received notice of the meeting or a copy of the agenda thereof.
- 7.11. A resolution to rescind or vary a resolution carried at a previous meeting of the LGC shall not be proposed at a meeting of the LGC unless the consideration of the rescission or variation of the previous resolution is a specific item of business on the agenda for that meeting.

- 7.12. A meeting of the LGC shall be terminated forthwith if:
 - 7.12.1. The Governors so resolve; or
 - 7.12.2. The number of Governors present ceases to constitute a quorum for a meeting of the LGC in accordance with paragraph 8.1
- 7.13. Where in accordance with paragraph 7.11 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 Governance Professional as soon as 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.
- 7.14. Where the LGC resolves in accordance with paragraph 7.11 to adjourn a meeting before all the items of business on the agenda have been disposed of, the LGC shall before doing so determine the time and date at which a further meeting is to be held for the purposes of completing the consideration of those items, and it shall direct the Governance Professional to convene a meeting accordingly.

8 QUORUM

- 8.1. The quorum for a meeting of the LGC, and any vote on any matter thereat, shall be at four individuals or half the total number on the LGC if the committee is larger than eight. A meeting is or remains quorate only when the majority of governors is comprised of Foundation Governors.
- 8.2. The proceedings of the LGC shall not be invalidated by any vacancy on the committee or any defect in the election, appointment or nomination of any Governor, providing the defect was not dishonestly made.
- 8.3. The LGC may act notwithstanding any vacancies on its committee, but, if the numbers of persons serving is less than the number fixed as the quorum, the continuing persons may only act for the purpose of filling vacancies.
- 8.4. Subject to the Scheme of Delegation, every question to be decided at a meeting of the LGC shall be determined by a majority of the votes of the persons present and entitled to vote on the question. Each Governor will have one vote. Governors who have declared an interest in the question to be decided may not have a vote.
- 8.5. Where there is an equal division of votes, the Chair shall have a casting vote in addition to any other vote they may have.
- 8.6. A resolution in writing, signed by all the persons entitled to receive notice of a meeting of the LGC, shall be valid and effective as if it had been passed at a meeting of the LGC duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more members of the LGC and may include an electronic communication by or on behalf of the member indicating their agreement to the form of resolution providing that the member has previously notified the LGC in writing of the email address or addresses which the Governor will use.
- 8.7. Minutes of meetings of the LGC shall be published, redacting any aspect which is confidential, or it would not be appropriate to disclose in light of requirements of Data Protection legislation.
- 8.8. Any Governor shall be able to participate in meetings of the LGC by video conferencing or by telephone provided that the Governor has indicated prior to the meeting a wish to do so and has provided appropriate details to enable this and the meeting has access to suitable equipment.

9. NOTICES

- 9.1. Any notice to be given to or by any person pursuant to these Terms of Reference and more generally the Scheme of Delegation (including a notice calling a meeting of the LGC) shall be in writing or shall be given using electronic communications to an address for the time being notified for that purpose to the person giving the notice. In the Scheme of Delegation, "address" in relation to electronic communications, includes a number or address used for the purposes of such communications.
- 9.2. A notice may be given by the LGC to its members either personally or by sending it by post in a prepaid envelope addressed to the member at their registered address or by leaving it at that address or by giving it using electronic communications to an address for the time being notified to the LGC by the Governor.
- 9.3. A Governor present, either in person or by proxy, at any meeting of the LGC shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.
- 9.4. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted or, in the case of a notice contained in an electronic communication, at the expiration of 48 hours after the time it was sent.

Appendix 1 – Constitution

DIOCESE OF ARUNDEL AND BRIGHTON
Bosco Catholic Education Trust
Local Governing Committee (LGC) Constitution

1. The name of the school is [SCHOOL NAME].
2. The School was founded by and is part of the Catholic Church. The School is to be conducted as a Catholic School in accordance with Canon Law and the teachings of the Catholic Church, and in conformity with the Trust Deed of the Diocese of Arundel and Brighton and in particular:
 - 2.1. religious education is to be in accordance with the teachings, doctrines, discipline and general and particular norms of the Catholic Church;
 - 2.2. religious worship is to be in accordance with the rites, practices, discipline and liturgical norms of the Catholic Church;
 - 2.3. and at all times the school is to serve as a witness to the Catholic faith in Our Lord Jesus Christ.
3. The School is an Academy in Bosco Catholic Education Trust in the Diocese of Arundel and Brighton and is an exempt charity for advancing the Catholic religion in the Diocese in such ways as the Bishop shall direct.
4. The name of the Local Governing Committee is:

The Local Governing Committee of [SCHOOL NAME]
5. The Scheme of Delegation requires the constitution of the LGC to be determined by the Trust Board and to have such number of Foundation Governors to outnumber all other governors by at least two. Each LGC must have at least two elected local Parent Governors.
6. The updated Local Governing Committee constitution consists of:
 - 6.1. Headteacher / Principal;
 - 6.2. Staff Governor(s);
 - 6.3. Parent Governors;
 - 6.4. Additional governor(s);
 - 6.5. Co-opted governor(s);
 - 6.6. Foundation Governors.
7. The Total number of governors is [X]
8. Foundation governors shall be appointed and may be removed by the Bishop of the Diocese of Arundel and Brighton (or any other person exercising Ordinary jurisdiction in his name including, where the See is vacant or impeded, the person or persons on whom the governance of the See has devolved).
9. The term of office for all governors is four years except any post held ex-officio.
10. This Updated Constitution was approved by the LGC on [_____] (date).
11. This Updated Constitution comes into effect on [_____] (date).

12. The Governors serving on the LGC are accountable to the Trust Board (which is accountable to the Bishop, the Members and the DfE), as well as to the communities they serve. For clarity, and to ensure, in particular, that the Bishop is aware of the status of foundation governors at all times, a signed and updated LGC Constitution must be sent to the Director of the Diocesan Education Service and to the CEO of the Trust each time the constitution is changed. This must be sent no later than a week after the updated constitution comes into effect.

Signed by Chair of LGC:

Signature: _____

Name: _____

Date: _____