





Lumen Learning Trust

Learning together for a brighter future

Local Governing Bodies Constitution and Terms of Reference

DATE APPROVED BY LUMEN LEARNING TRUST	Autumn 2025		
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SIGNED EXECUTIVE PRINCIPAL	Mary Ellen McCarthy 	DATE	08/12/2025
SIGNED CHAIR OF DIRECTORS	Jo Roberts 	DATE	08/12/2025

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1 Introduction

- 1.1 This document has been made by the directors (the "**Directors**") of Lumen Learning Trust (the "**Academy Trust**") in exercise of the powers conferred on them by Article 100 of the Academy Trust's articles of association (the "**Articles**"). It accompanies the Scheme of Governance, Management and Delegation (the "**Scheme**") made by the Directors in relation to the Academy Trust.
- 1.2 The Academy Trust is responsible for the following academies (the "**Academies**"):
- 1.2.1 Darley Dene Primary School;
 - 1.2.2 Ewell Grove Primary & Nursery School;
 - 1.2.3 Riverbridge Primary School;
 - 1.2.4 Saxon Primary School;
 - 1.2.5 Southfield Park Primary School;
 - 1.2.6 The Echelford Primary School;
 - 1.2.7 Walton Oak Primary School.
- 1.3 The Funding Agreement requires the board of Directors to establish an 'Advisory Body', which is usually the Local Governance Board (a "**LGB**") in respect of each academy to provide advice to the Directors on the functioning of that academy. This document sets out, among other things, the functions which the Directors wish to delegate to the LGBs.

2 Purpose

- 2.1 To assist the Academy Trust's decision making, by enabling more detailed consideration to be given to the best means of fulfilling the Directors' responsibilities in relation to the operation of the Academy.
- 2.2 To make appropriate comments and recommendations on matters relevant to the Academy's operation to the Directors on a regular basis through their contributions at Directors' meetings (CoGs at Board level, and Academy representation at Committee level).

3 Remit

- 3.1 Broadly the role of an LGB is as a committee of the Board of Directors, providing focused governance for an Academy at a local level. LGBs will support the Directors and Executive Principal in monitoring the Academy's Key Performance Indicators as identified in each academy's development plan and self-evaluation document.
- 3.2 In relation to each Academy, the LGB will act in an advisory capacity to the Academy Trust, the Executive Principal and to the Academy Headteacher except where powers have been specifically delegated to them by the Academy Trust. The LGB will undertake such duties as are delegated to it in relation to the day-to-day governance of the Academy.
- 3.3 The LGB shall have the roles set out in Appendix A and any others which the Directors of the Academy Trust agree shall be carried out by the LGB and which is communicated in writing to Chair of the LGB.
- 3.4 The LGBs carry out their functions in relation to their respective Academies on behalf of the Directors and in accordance with policies determined by the Directors.
- 3.5 The act of delegation from the Directors to the LGBs shall be a delegation of powers and duties, and not a delegation shedding of responsibilities.

4 Constitution of Local Governing Bodies

- 4.1 Each LGB shall comprise a maximum of 11 members ("**Local Governors**") to include:
- 4.1.1 the Headteacher of the Academy;
 - 4.1.2 the Executive Principal (at the discretion of the EP);
 - 4.1.3 at least two elected parents/guardians of a pupil at the Academy ("**Parent Local Governors**");
 - 4.1.4 up to two employees of the Academy, elected by the employees of the Academy ("**Staff Local Governors**");
 - 4.1.5 such other members as the Directors decide.
- 4.2 Each LGB shall have an LGB Chair and an LGB Vice Chair.
- 4.3 Length of service of all Local Governors (including the LGB Chair and LGB Vice-Chair) shall be four years/ other term of Local Governors.
- 4.4 Subject to remaining eligible to be a Local Governor, any Local Governor retiring may be reappointed or re-elected.
- 4.5 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 B or as prescribed by the Directors from time to time, and shall make disclosures for the purposes of a check by the Disclosure and Barring Service as requested.

5 Local Governors - appointment and particular responsibilities

- 5.1 LGB Chair
- 5.1.1 The LGB Chair shall be appointed by the Directors.
 - 5.1.2 The Directors shall be entitled to remove the LGB Chair from office at any time although this would be without prejudice to the individual's position as a Local Governor.
 - 5.1.3 The LGB Chairs shall meet on a termly basis prior to each full Board of Directors' meeting with the Executive Principal and the Academy Headteachers to discuss the work of the LGB in the context of the school's development. This constitutes the Trust's Education Committee.
 - 5.1.4 Subject to paragraph 5.1.2, the LGB Chair shall serve in such capacity for 2 years but shall be eligible for reappointment at the end of that term.
 - 5.1.5 The LGB Chair shall be a Director of the Academy Trust (as an "**Academy Director**") for as long as they remain in office as LGB Chair.
 - 5.1.6 The responsibilities of the LGB Chair include the following:
 - (a) to chair meetings of the LGB;
 - (b) to attend the termly Education Committee along with the other CoGs, Academy Headteachers and Executive Principal
 - (c) to report to the Directors verbally at the meetings of the Board of Directors which follow each LGB meeting;
 - (d) to be the school's Link governor for Safeguarding;

- (e) giving an oral summary of the LGB's deliberations if necessary at meetings of the Board of Directors; and
- (f) to provide a direct link between the LGB and the Directors of the Academy Trust.

5.1.7 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 Directors, in consultation with the Executive Principal and LGB Chair, 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 Board of Directors and of the LGB

5.2 LGB Vice-Chair

5.2.1 The LGB Vice-Chair shall be appointed by the Directors. In the absence of both the LGB Chair and the LGB Vice-Chair at a meeting, the LGB will elect a temporary LGB Chair from among those present at the meeting.

5.2.2 The Directors shall be entitled to remove the LGB Vice-Chair from office at any time although this would be without prejudice to the individual's position as a Local Governor.

5.2.3 Subject to paragraph 5.2.2, the LGB Vice-Chair shall serve in such capacity for term of Vice-Chair two years but shall be eligible for reappointment at the end of that term.

5.2.4 The responsibilities of the LGB Vice-Chair include the following:

- (a) to deputise for the LGB Chair in his or her absence;
- (b) to provide a link between the LGB and the Directors of the Academy Trust.

5.2.5 Where it appears to the LGB Vice-Chair that:

- (a) the circumstances set out in paragraph 5.1.7 apply; and
- (b) the LGB Chair (whether by reason of a vacancy in the office or otherwise) would be unable to exercise the function in question before the detriment referred to in that paragraph is suffered, the reference in paragraph 5.1.7 to the Chair shall be read as if it were a reference to the LGB Vice-Chair.

5.3 Staff Local Governors

5.3.1 The staff governors of each LGB shall be elected by the staff of the relevant Academy.

5.3.2 Staff governors are elected by the staff of the school to represent the staff body on the LGB and bring with them professional experience and knowledge. They share the views and **where, appropriate**, the concerns of staff with the Governance Board and act as a conduit between staff and the Governance Board.

5.3.3 A staff governor ceases to hold office when they cease to work at the school.

5.4 Parent Local Governors

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

- (a) Where a vacancy arises the LGB will write to all parents of pupils at the Academy 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 which may make them suitable for the role.

- (b) In the event that the number of nominees equals or is less than the number of vacancies on the LGB, the LGB can choose to appoint all (or any) of those nominated.
- (c) If there are more nominees than places available, the LGB will write to all parents of pupils at the Academy asking them to vote for their preferred candidate.
- (d) The Directors reserve the right to appoint parent governors, with a specific skill set following a selection and interview process.

5.4.2 A Parent Local Governor should be a parent or guardian of a registered pupil at the relevant Academy or where this is not reasonably practical, a person who is the parent of a child of compulsory school age.

5.4.3 The responsibilities of a Parent Local Governor is to act as a representative parent on the LGB and not a delegate of the parents.

5.5 Other responsibilities

5.5.1 Each LGB may appoint from among its members, individuals with specific responsibilities which include:

- (a) a Local Governor with responsibility for Special Educational Needs;
- (b) a Local Governor with responsibility for Safeguarding and Looked After Children; and
- (c) a Local Governor representative on the Directors' Business and Management Committee

5.6 Ceasing to be a Local Governor

5.6.1 The office of a Local Governor shall be vacated if:

- (a) any event or circumstance occurs which would disqualify them from the office of a Director of the Academy Trust under the Articles were he or she to hold such office; or
- (b) he or she has, without the consent of the LGB, failed to attend LGB meetings or conduct a governor monitoring visit for a continuous period of six months, beginning with the date of the first such meeting he or she failed to attend or the date of their last recorded monitoring visit; or
- (c) he or she resigns their office by notice to the Academy Trust or
- (d) he or she does not act within the expectations set out in the Lumen Code of Conduct, specifically conduct that undermines the effectiveness of the LGB and/or the wellbeing of the school workforce. The threshold of any such conduct is the joint responsibility of the Chair of Directors and Executive Principal (via delegated responsibility by the Board of Directors) to review and enforce at their discretion.

5.7 Clerk to the LGB

5.7.1 The Directors shall appoint a Clerk to the LGB who may not be a Local Governor. In the absence of the Clerk, the LGB shall elect a replacement for the meeting.

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

- (a) convene meetings of the LGB including sending notices and papers of meetings;
- (b) attend meetings of the LGB and ensure minutes are produced within two weeks of the meeting;

- (c) maintain a register of members of the LGB and report any vacancies to the LGB;
- (d) maintain a register of Local Governors' attendance at meetings and report on non-attendance to the LGB;
- (e) report to the LGB as required on the discharge of the Clerk's functions; and
- (f) perform such other functions as shall be determined by the LGB from time to time.

5.7.3 Attendance at each LGB meeting, issues discussed and recommendations for decisions shall be recorded. The written record shall be forwarded by the Clerk to the LGB to the Governance Professional and Clerk to Directors in sufficient time for its inclusion in the agenda and papers of the next meeting of the Directors. This is to provide information to the Board and to seek ratification of the decisions and recommendations.

6 Convening meetings of the LGB

- 6.1 Meetings of the LGB will be held in each term.
- 6.2 There is no quorate attendance requirement for meetings of the LGB.
- 6.3 Meetings will be held in person at the school site.
- 6.4 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 days in advance of each meeting. However, where the Chair so determines on the ground that 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.
- 6.5 Any two Local Governors may requisition a meeting by giving written notice to the Clerk that includes a summary of the business to be transacted and it shall be the duty of the Clerk to convene a meeting as soon as reasonably practicable.
- 6.6 The meetings of the Local Governors will be closed meetings. The Local Governors may invite persons who are not Local Governors (including but not limited to 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 such meeting. As a committee of the Directors any Director can attend a Local Governing meeting. Requests may be made by any person, to attend an LGB meeting. Any requests would be considered at the discretion of the LGB Chair in conjunction with the Headteacher. In granting a wish to attend the attendee should be aware that the Chair retains the right to ask the attendee to leave the meeting at any point.

7 Voting at meetings of the LGB

- 7.1 Decisions are reached through discussion and mutual agreement; a simple voting procedure determines the outcome of questions requiring approval.
- 7.2 Every question to be decided upon at a meeting of the LGB 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.
- 7.3 Where there is an equal division of votes, the Chair shall have a casting vote.
- 7.4 Governors will respect the confidence of items of business which an LGB decides and not disclose what individual governors have said or how they have voted within a meeting,

8 Personal interests of Local Governors

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

8.2 Any Local Governor who has any duty or personal interest which conflicts or may conflict with his/her duties as a Local Governor shall:

8.2.1 disclose that fact to the LGB as soon as he /she becomes aware of it. A Local Governor must absent him or herself from any discussions of the LGB in which it is possible that a conflict will arise between his/her duty to act solely in the interests of the Academy and such duty or personal interest;

8.2.2 withdraw from any meeting for that item unless expressly invited to remain in order to provide information; and

8.2.3 withdraw during the vote and have no vote on the matter;

8.2.4 Advice given by the governors is incidental to their professional expertise and is not given in their professional capacity.

9 Committees of the LGB

9.1 Subject to paragraph 3.3, 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.

9.2 The establishment of any committees other than temporary ad hoc committees required to deal with specific issues, must be agreed in advance with the Directors.

10 Alterations

10.1 This constitution and these terms of reference may be altered by a majority resolution of the Directors of the Academy Trust.

11 Circulation list

11.1 This constitution and the terms of reference shall be circulated to Directors of the Academy Trust, all Local Governors, the Clerk to the LGB, and others at the discretion of the Chair of the Directors of the Academy Trust or a LGB Chair. This constitution and the terms of reference were approved and adopted by a resolution of the Directors of the Academy Trust passed at a meeting held on 31st March 2025 and have effect from that date.

12 LGB Meeting Papers

12.1 The LGB meeting papers for all Lumen schools will be available for viewing by governors on Governor Hub to enable the sharing of best practice across the Trusts schools.

12.2 Minutes of meetings will be considered to be draft until approved and signed by the Chair at the next meeting. Governors noting any discrepancy should contact the clerk to correct any inaccuracies prior to the signing of the final version of the minutes.

12.3 Governors acting as an LGB representative on Directors committees will have an awareness that the Lumen Learning Trust is a limited company and as such there will be items openly discussed at these meetings that maybe of a commercially sensitive nature. As such governors will be asked to carefully consider the confidential nature of some discussions and where they are unsure whether information can be shared more widely to refer to the Executive Principal or Clerk.

Appendix A Delegated authority between Academy Trust and LGB

1 General

- 1.1 Supporting the Executive Principal in the creation, implementation of the Academy Trust's vision, aims and objectives.
- 1.2 Tailoring Trust template documents to local arrangements.
- 1.3 Ensuring that the Academy implements and monitors the policies approved by the Directors.
- 1.4 Assisting the Academy Trust in ensuring that the Academy is operated efficiently and in accordance with the Directors' agreed principles of governance.

2 Monitoring and Evaluation

- 2.1 Monitoring of Academy KPIs through the use of the Academy's development plan and self- evaluation.
- 2.2 Ensuring that effective processes are in place for monitoring the quality assurance of teaching and learning, the curriculum, inclusion and the sharing of good practice across the Academy Trust.

3 Governance

- 3.1 Ensuring that there is effective communication between the Academy Trust and Local Governance Board.
- 3.2 Making arrangements for the Appointment of Staff, Parent and Local Governors.
- 3.3 Appointing from its number, Local Governors with specific responsibilities for SEN, Safeguarding, Looked After Children and representation on the Business Management Committee.
- 3.4 Establishing an Exclusions Committee and Appeals Panel for reviewing relevant decisions.
- 3.5 Establishing an Appeals Panel in respect of staff redundancies or disciplinary procedures as required.
- 3.6 Consulting with the Directors on any proposals to establish any sub committees other than temporary ad hoc sub committees required to deal with specific issues.

4 Pupils

- 4.1 Ensuring that effective arrangements are in place for pupil support and representation at the Academy.
- 4.2 Ensuring effective arrangements are in place for pupil recruitment.
- 4.3 Ensuring that pupil attendance and monitoring systems are in place to enable access to education.
- 4.4 To establish arrangements for reviewing decisions of the Executive Principal regarding exclusions.

5 Community and Parents

- 5.1 Supporting the Academy Headteacher in ensuring relevant and appropriate extended school provision for the Academy (e.g. Breakfast Club, After School care etc).
- 5.2 Supporting the Academy Headteacher and Executive Principal in ensuring appropriate support is in place for staff well-being.
- 5.3 Supporting the Academy Headteacher and Executive Principal in taking action as per Surrey County Council's advice "Keeping Schools Safe". This may include warning letters and parental bans from the school site on rare occasions.

- 5.4 Being aware of the systems in place in line with the Academy Trust's strategy at the Academy for effective communication with pupils, parents/carers, staff and the wider community.
- 5.5 Being aware of the mechanism whereby the Academy can receive and react to parental feedback and the impact and outcomes.

Appendix B Local Governor Declaration

To: The Directors
Lumen Learning Trust
Briar Road
Shepperton
Middlesex
TW17 0JB

Dear Sirs

Lumen Learning Trust - appointment as a Local Governor

I confirm that I wish to be a Local Governor in respect of Lumen Learning Trust in accordance with the Terms of Reference for Local Governing Bodies prescribed by the Directors of the Academy Trust 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 Academy Trust's Articles of Association).

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 Directors of the Academy Trust from time to time).

Yours faithfully

Signed:

Name:

Date: