

Kingsley Learning Foundation

Multi Academy Trust

Governance Plan

January 2024

1. Introduction

Vision

Kingsley Learning Foundation is created to expound and develop the values and practice that have been developed at Kingsley School and to mirror this in the Red Kite Academy and in any future partnerships. A century of excellence in special school provision has moulded a distinctive approach to supporting children with complex learning difficulties and their families, and our vision is to offer this wealth of experience and understanding to as many as possible. The essential features of this distinctive approach are:

- Multi-directional curriculum
- Availability for Learning
- Neuro-science driven behavioural approach
- Specialist methodologies
- 24/365 child-centred, family-focused ethos

Multi-directional Curriculum

A Multi-directional curriculum is active in addressing learning and development across all facets of the learner's presentation. Engagement with academic learning is couched in a context of overcoming specific disability and engendering social skills and flexibility. A single activity posited as a learning task is engineered to ensure that it affords broader opportunities to develop the child holistically, often drawing on expertise beyond that of a narrow teaching skill-set (e.g. therapeutic or specialist sensory disciplines).

Availability for learning

Securing engagement and motivation as a learner is an absolute prerequisite in overcoming specific learning disabilities and it is crucial to ensure that the learner is available for learning while involved with the cognitive task. This is achieved through meticulous preparation of the learning environment and attending to the fundamental needs of the learner (Maslow) before attempting to engage with the higher functions of cognition. We do not therefore, attempt to instruct pedagogically until that point where the learner is truly available for learning.

Neuroscience-driven behavioural approach

Understanding dysregulation requires extensive knowledge of the neuroscientific processes that impact on the individual's ability to function. The educator takes responsibility and accountability for the outcomes of dysregulation and therefore, in a precise and premeditated manner, triggers those responses most likely to secure a positive engagement i.e. learning. Foreknowledge of the likely outcomes of these triggers empowers the educator to avoid or resolve any issues that detract from the process of learning.

Specialist methodologies

Underpinned by quality-first teaching, the deployment of specialist methodologies associated with specific conditions enable the learner to overcome those barriers to achievement which are essentially 'of' their condition. This necessitates a highly trained workforce with access to leading edge thinking and materials for every condition addressed in the specification of the school.

24/365 child-centred, family-focused ethos

The challenges faced by the families of children with disabilities place a burden of stress and capacity that threaten the resilience of every family member. By adopting a 24/365 ethos, the school takes ownership of responsibility for the difficulties in the child's presentation at all times. As well as addressing specific problems within the child's routine the school will focus on training and equipping families to overcome the challenges that they face and working with partner organisations to address the full range of complexity faced by the family.

The Kingsley Learning Foundation is the collaboration of the Kingsley Special Academy Trust and the Red Kite Special Academy Through its Memorandum and Articles of Association, we have established its governance arrangements.

The Board of Directors will fulfil their strategic functions with particular reference to:

- setting the vision, aims and objectives of the Multi-Academy Trust, especially in relation to ensuring the quality and range of education provision for all pupils
- agreeing the policies and targets for achieving those aims and objectives
- monitoring and evaluating the progress that each Academy is making towards achieving those aims and objectives through a process of continuous improvement
- ensuring that all pupils are safe and secure, and that all appropriate safeguards are in place for children and adults
- being a source of support and challenge to the Governing Body, Senior Leadership Teams and the Academies generally
- running the Trust properly, including in relation to the security of all Trust assets, especially property.

The unrelenting focus of the Board of Directors will be on ensuring the quality and range of education provision for all pupils and their families. In practice, this will mean that discussion and consequent decisions and actions in various contexts such as the meetings of the Board and its committees will always focus on responding to the question:

'How are we ensuring the quality and range of education provision for all pupils through a process of continuous improvement including being a source of support and challenge to the Senior Leadership Teams and the Academies generally?'

Crucially, the Board of Directors will be responsible for ensuring that high standards of corporate governance are established and maintained. The Board will exercise its powers and functions with a view to fulfilling a strategic leadership role in the running of the Academy, addressing such matters as:

- Developing a strategic over-arching vision for the MAT and member academies and articulating the values of the MAT
- Policy monitoring and development, and strategic planning, including target-setting to establish and maintain momentum on school improvement
- Ensuring sound management and administration of the Academies, and ensuring that leaders and managers are equipped with the relevant skills and guidance
- Ensuring compliance with legal requirements
- Establishing and maintaining a transparent system of prudent and effective internal controls
- Management of the Trust's financial, human and other resources, especially control over the spending identified in the Trust's improvement plan (which informs the improvement plans and financial management plan of each of the academies severally)
- Monitoring performance and the achievement of the Trust's objectives, and ensuring that plans for improvement are acted upon
- Ensuring the Academies are responsive to the needs of parents/carers and the community and making them more accountable through consultation and reporting
- Setting the Trust's standards of conduct and values
- Assessing and managing risk.

2. Structure of the Multi Academy Trust (MAT) and Board of Trustees

2.1 The Trust

There will be 5 members of the MAT. This number will ensure that there will be enough members who can take decisions via special resolution (which requires 75% of Members to agree) without requiring unanimity and to facilitate majority decisions being taken by ordinary resolution, which requires a majority of Members to agree. Unresolved issues or resolutions will be settled by the casting vote of the Chair of Members.

Members are the subscribers to the Trust's Memorandum of Association, and will have an overview of the governance arrangements of the Trust and have the power to appoint and remove Directors / Trustees. Members can amend the articles and may do so to support stronger governance arrangements.

The Members of the Trust have responsibility for evaluating the performance of the Board of Directors, including implementing termly skills audits and establishing/updating any subsequent plans.

2.2 Trust Strategic Priorities

In identifying and planning the strategic priorities for the Trust, the Board of Directors will ensure that each Academy maintains its annual Academy Development Plan as well as maintaining an overarching Trust Development Plan. The development of these strategic plans will be premised on:

- Data outcomes and analysis
- Headteachers' reports
- National/regional/local agendas
- Specific reports by designated lead directors
- The views of external consultants.

The development plan will seek to reconcile with the key initiatives of the Local Authority's priority planning (where appropriate, and in particular in relation to enhancing the local offer). Liaison with partner trusts will also provide an invaluable source of information to inform strategic planning.

The Board of Directors will be briefed on the progress of each academy in their termly meetings by the CEO and Governing Body representatives. The Governing Body will receive termly reports from the Headteachers and minutes of these meetings will be circulated to the Board of Directors.

Furthermore, the Trust will set targets for each Academy, informed by summative achievement data and evaluations from the Annual Monitoring Plan. The targets will focus whole school outcomes, outcomes of vulnerable groups as well as targets against children's progress in their learning trajectories. Headteachers will report on progress against these targets three times per year.

2.3 Concerns and Board intervention

Should an issue arise in any of the Trust's academies, or performance or progress is deemed insufficient¹, the Board of Directors will have the power to immediately disband the Governing Body and either oversee the Academy itself or put in place a new Governing Body. The CEO will provide a report to the Board of Directors on the issue and they will be asked to attend a meeting of the Board of Directors. These actions will be taken within twenty working days.

While it is permissible for Members to be Directors, we will retain a clear distinction between the two layers to ensure that Members, independent of Directors, provide oversight and challenge. Therefore, we will ensure that it is always clear in which capacity they are acting especially when being involved in key decisions. This could be crucial if Members are thinking about amending the articles of association.

The Board of Directors will be responsible under the Multi-Academy Trust's Articles of Association for controlling its management and administration. It will have responsibility for directing the affairs of the Trust, and for ensuring that it is solvent, well-run, and delivering the Trust's charitable outcomes for the benefit of the public.

The Board of Directors will therefore have wide responsibilities under statute, regulations and the funding agreement. Principally, it will be responsible for ensuring that the Trust funds are used only in accordance with the law, its Articles of Association, its Funding Agreement and as set out in the Academies Financial Handbook (2016). The Board of Directors will have discretion over its use of the Trust's funds, which it must discharge reasonably and in a way that commands broad public support. It will be responsible for

¹ The term 'insufficient' avoids the OFSTED designation 'requires improvement' as this would be only one source of information that might trigger an intervention by the Board. The Board will also have regard to the Academies' annual achievement data, Headteachers' reports, Designated Lead Directors' reports, the Annual Monitoring Plan evaluations, the views of the external consultant and staff and parent / carer questionnaires.

the proper stewardship of those funds, including regularity and propriety, and for ensuring economy, efficiency and effectiveness in their use, which are the three key elements of value for money.

2.4 Charitable Trust

Multi Academy Trusts are companies limited by guarantee and exempt charities. The Board of Directors will be subject to the duties and responsibilities of Charitable Trustees and Company Trustees as well as any other conditions that the Secretary of State agrees with them. These responsibilities are mutually reinforcing and are there to ensure the proper governance and conduct of the Trust. The key requirements are reflected in the Articles of Association, the Funding Agreement, and the Academies Financial Handbook (2016).

The Board of Directors will provide details of the Trust's governance arrangements in the governance statement published within its annual accounts. This will include a consideration of the composition of the Board in terms of skills, effectiveness, leadership and impact, conducted by means of an annual skills audit and board performance evaluation. Similar processes will also be instituted in respect of the Governing Body and set within an overall Trust Self-Evaluation Framework. This statement will also include what the Board has done to review and develop their governance structure and composition of the Board of Directors.

The Board of Directors will understand and act appropriately in relation to their statutory duties as company Trustees as set out in the Companies Act 2006. These comprise the duties to:

- act within their powers
- promote the success of the company
- exercise independent judgement
- exercise reasonable care, skill and diligence
- avoid conflicts of interest
- not to accept benefits from third parties
- declare interest in proposed transactions or arrangements.

These duties will be especially relevant when entering into transactions with connected parties. There will be in place an effective Conflict of Interests Policy (Annex 1) which will apply to all Trustees and Directors.

The Financial Scheme of Delegation (Annex 2) provides more details of the financial responsibilities of the Board of Directors.

When more Directors are appointed, Companies House will be advised within 14 days of appointment and the DfE within 14 days of any change (appointment or removal) of any Director or Member of the Trust and the DfE will be sent pen portraits of new Members or Directors.

2.5 Escalation of Issues to the Board

While most issues will come to the attention of the Board of Directors by means of formal minutes from the committees there needs to be a number of channels for alerting the Board to issues of concern.

- The executive officers of the Trust are enabled to raise agenda items with the Chair of the Board in relation to their specific spheres of operation.
- Designated Lead Directors are authorised to draw the Chair's attention to any concerns they identify in the course of their duties.
- Individual directors or governors can request the addition of an issue to agenda, this request to be adjudicated by the Chair and Chair of Governors.
- External specialists (education consultant, auditor) may communicate directly with the Chair or with a committee if required.
- Concerns raised by parents / carers will normally be addressed by the Headteacher, CEO, Chair of Governing Body or the Governing Body but may be further escalated to Board level if required.

Kingsley Learning Foundation Multi-Academy Trust

MEMBERS: 5

Angela Prodger Debbie Withers Eunice Lumsden Debbie Tvsoe Matt Isherwood

BOARD OF DIRECTORS: 9

Debbie Withers John Scott Paul Chambers-Tonner Perdy Tungate Berry Shad

John Henrys Robert Orr Robert Quincey []

COMMITTEES

Finance, Audit and Risk Committee Remunerations Committee

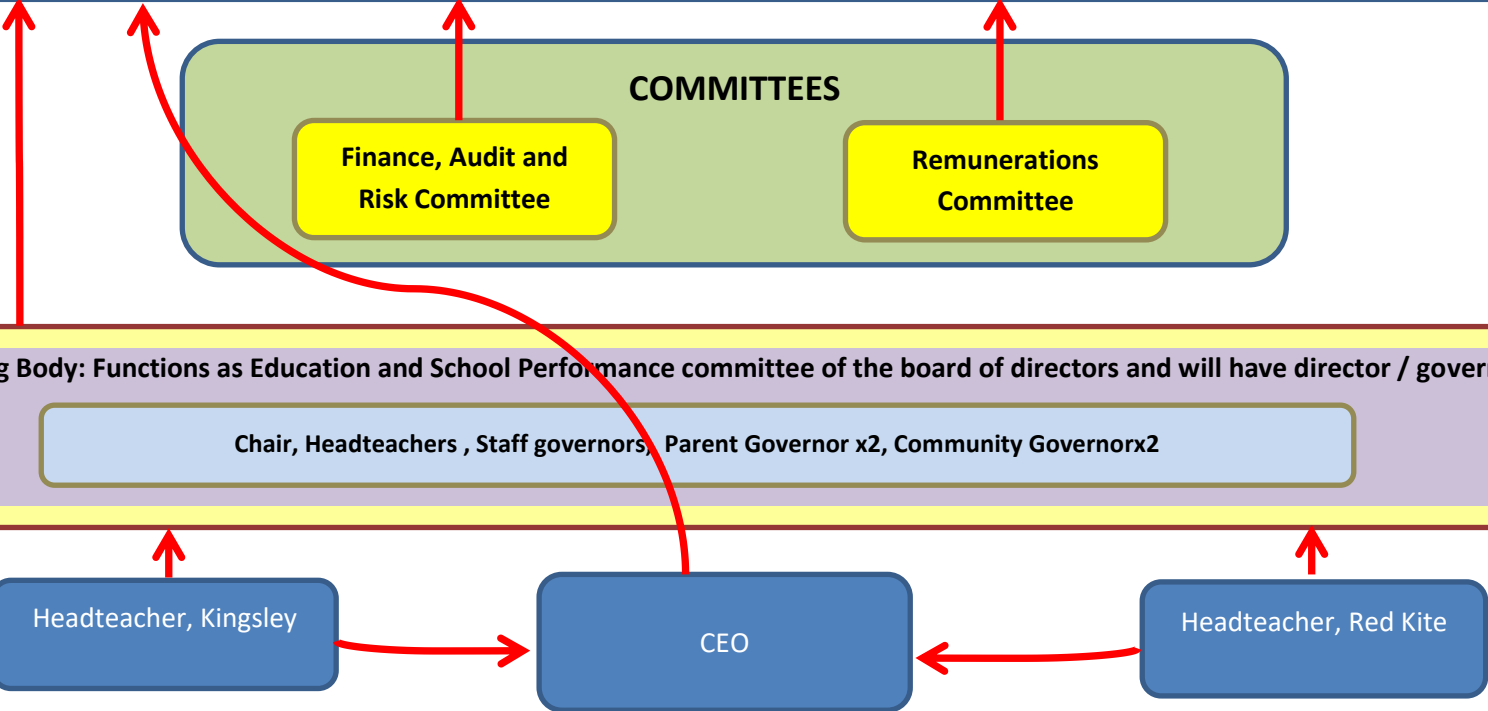
Governing Body: Functions as Education and School Performance committee of the board of directors and will have director / governors

Chair, Headteachers, Staff governors, Parent Governor x2, Community Governorx2

Headteacher, Kingsley

CEO

Headteacher, Red Kite



3. The Board of Directors

When fully constituted, the Board will consist of a total of 9 Directors including a Chair of the Board (elected from amongst the directors annually). The Board will be of appropriate size and composition to meet the likely demands of running the Trust. Overleaf is the structure of the Multi-Academy Trust Governance Plan showing Members and Directors, together with the format of the Governing Body. New member academies will operate within this model of governance. The structure ensures that there is good communication between the Chair of the Board, the Board of Directors and the Governing Body, and allows for additional advisors to contribute to the Committees as required.

Pen portraits of all Members and Directors are provided as an addendum to this Governance Plan, which will be updated when new Directors are appointed or Directors resign.

3.1 Composition and role

The Members will ensure the composition of the Board of Directors is sufficient to fulfil the requirements of their role, with the commitment, experience and skills to be effective. In particular, we will ensure that, (and provide appropriate training via NGA and external consultants), collectively the Directors are able to:

- Use pupil attainment data, including that contained in the Headteachers' regular reports to the Directors and other sources such as the Ofsted Academy/school performance dashboard, Academies' /schools' performance tables. This will help ensure that the Directors are able to access, interrogate and use productively those sources of data which may not be included in the Headteacher's regular reports to the Directors in order to ensure a high degree of independent challenge to the Governing Body, Senior Leadership Teams and the Headteachers more specifically.
- Build a productive and supportive relationship with the Governing Body, Headteachers and Senior Leadership Teams, and have the confidence to hold them to account for the Academies' performance.
- Be independent of mind, with the confidence and experience to drive through change and sustain performance and opportunity.
- Provide secure strategic and operational financial leadership and challenge to secure improving quality and range of provision, including the provision of estate, human and operational resources.

- Use financial and workforce data to inform decision-making about the Trust's spending commitments, to ensure appropriate and effective use of public money.
- Maintain the highest professional standards as a Director, exemplifying the 'Nolan Principles'.

3.2 Induction

When new Trustees are appointed, they will be provided with an 'induction pack' which sets out the key features of their role and the Academy generally. Each new Trustee will also have access to a mentor from an already appointed Trustee to help them to begin to perform effectively

3.3 Training

The Board of Trustees, together with the Local Governing Body, will participate in periodic training as part of a continuous support and training cycle to ensure that governance compliance, education policy and performance management standards are current and that the CEO and Headteachers can be held to account.

We have engaged with parties who have the skills identified to fulfil the roles of Trustees and Board members. This will facilitate Directors to have a guiding influence in shaping the ethos of both the Multi Academy Trust and its member schools. The Board of Directors is responsible for key submissions to the DfE and EFA and the development of policies for the Trust and academies. They will also identify the Designated Lead Directors for the identified facets of the Multi-Academy Trust's operations. The Directors will not be employees of the MAT at any level thus complying with the good governance model as directed by the DfE.

3.4 Term of office and succession

Directors will serve a term of office of three years, renewable for a further term of three years. This reflects the specialist knowledge required to oversee special schools and the relative scarcity of people equipped with skills and experience that address the needs of the Trust. In exceptional circumstances (e.g. extreme difficulty in identifying an appropriate replacement) a Director may be asked to serve a third term of office.

In the final year of a terminal term of office a director will, in discussion with the Chair and with members, identify a successor for their role, inviting them

to attend meetings and enabling them to acquire fundamental knowledge of the Trust and its workings.

3.5 Designated Lead Directors

In addition to there being Chairs for each of the committees, there will also be the following Designated Lead Directors for key aspects of the Academy's work as follows:

- Governance
- Human Resources
- Standards and Performance
- Finance and Audit
- Leadership and Management
- Safeguarding and Inclusion
- Legal Compliance, including Risk Management
- Representation
- Human Resources / Recruitment / Staffing

The Designated Lead Directors will act strategically in respect of their specific areas, advocating a vision at Board level for the aspect for which they are responsible, championing the Board's vision for the specific area and monitoring / holding accountability for the delivery of that vision within the settings. The Designated Lead Directors will serve on the relevant committees. The Chairs of each of the committees will also act as the Designated Lead Director for at least one key aspect of the Academy's work as listed above which is part of the remit for that committee.

Designated Lead Directors will access training in the specific discipline for which they have designated e.g. the Designated Lead Director for safeguarding will undertake training as a designated safeguarding lead (DSL). Drawing on this training, their own professional experience and expertise, and specific induction into the school's own management systems they will offer an informed, challenging and critical dimension to the monitoring process. In discharging their responsibilities they will attend and participate in the schools' management meetings related to their discipline at least three times per year and they will hold particular responsibility for reporting on the efficacy of the schools' systems.

Designated Lead Directors will perform a quality assurance function through engagement with key stakeholders (parents/carers, staff, agencies etc). They will test and challenge the judgements that inform the school's self-

evaluation framework, elaborating on and further challenging the head teacher is reporting in relation to their area. These functions will be embedded in the annual monitoring plan and will seek to ensure that the schools maintain momentum in the improvement of their performance in key aspects. Furthermore, the Designated Lead Directors will liaise with the school external consultants, validating judgement in ensuring an element of moderation with best practice nationally. Designated Lead Directors will also perform a key function in escalating to Board level any concerns that they identify in the course of carrying out their duties.

3.6 Company Secretary / Clerk

The Members and the Board of Directors will use the services of a Company Secretary to the Trust who will administer the Members and Board of Directors meetings and ensure that all the necessary legal procedures are followed. Each meeting will be formally recorded by a Clerk to the Trust so that it is clear what matters were discussed and what actions approved. They will also be responsible for the collation and distribution of formal documents produced and circulated both before and after the meeting. The Board of Directors, together with the Local Governing Bodies, will participate in regular training as part of a continuous support and training cycle to ensure that governance compliance, strategic policy and performance standards are consistent with the delivery of outstanding education provision.

3.7 Specific areas which the Board of Directors will oversee include:

The MAT Trustees will keep specific and significant responsibilities within the remit of the Board of Directors and its three committees in the first instance. Individual Academies within the MAT will be supported at the level appropriate to their position established through Ofsted reporting, LA Monitoring and detailed evidence in the form of a current Self Evaluation Form, School Improvement Plan and Financial reporting. A graded level of support to ensure high quality provision, including governance will be applied to enable more responsibility to be devolved. There will be clear areas and levels of delegation established from the outset.

- Approval and monitoring of each of the Academy's self-evaluation and improvement plans
- Approving specific policies developed by committees
- Performance management/appraisal of the Headteachers, and how leadership is distributed across the school, and the overall performance of all staff

- Recommending the Academies' budget for approval
- Approving variations between budgets over certain limits, as set out in the Financial Scheme of Delegation in Annex 2
- Approving the annual reports and accounts
- Approving significant accommodation/facilities plans
- Approving annually the staffing structures of the academies
- Decisions involving controversial, significant or unusual discretion
- Recruiting and appointment of key members of staff (Governing Body will retain responsibility for recruitment of teachers, LSA's, admin and support staff, operating within the Trust's staffing structure and the budgetary restraints laid down by the Board of Directors through the Remunerations Committee)

3.8 Delegation to Committees and Individuals

Some responsibilities (clarified within the Scheme of Delegation and the Terms of Reference of the Committees) will be delegated to committees or individuals. To ensure sound financial control, the financial scheme of delegation specifies the responsibilities of the Board of Trustees with regard to which financial functions it chooses to delegate to a committee and which to an individual. Where responsibility has been delegated, all decisions taken will be properly recorded for reporting to the Board of Directors as and when it requires.

3.9 Board Self-Evaluation

To help to ensure that the Board of Directors have an unrelenting focus on ensuring the quality of education provision for all pupils, the Board will engage in ongoing and regular self-evaluation using the following key questions as prompts. Each of these key questions will be reinforced, as appropriate, by supplementary questions in order to identify precise areas for improvement.

- Right skills: do we have the right skills on the Board of Directors and committees including the Governing Body?
- Effectiveness: are we as effective as we could be in ensuring high quality teaching and at least good outcomes for all students?
- Strategy: Does the Multi Academy Trust maintain a clear overall vision? Do the individual Academies have a clear vision?
- Accountability of the executive: do we hold the Academy leaders to account?

- Engagement: are we properly engaged with our Academy communities, the wider education sector and the outside world?
- Role of Chair: does our Chair show strong and effective leadership?
- Impact: are we having a positive impact on outcomes for pupils?

There will be on-going self-evaluation with a more formal self-evaluation process taking place during each Academy year. Suitable and effective training will be provided as required.

The Directors will fully adhere to the spirit and the letter of the 'Nolan Principles' of selflessness, integrity, objectivity, accountability, openness, honesty, and leadership. These principles are the basis of the ethical standards expected of all public office holders, including Directors and Members of the MAT.

We will ensure that there are fewer than 20% of Directors and members who are LA influenced. Every Trust Member and Director will apply for and obtain an enhanced Disclosure and Barring Service (DBS) check.

3.10 Directors' Visits to Schools

A key set of activities for all Directors will be to establish and then maintain an excellent knowledge and understanding of key aspects of the Trust in order to fulfil their strategic functions as described above, including with regard to Academy and Trust self-evaluation. One important way of doing this will be for Directors to visit the Academies regularly, especially during the 'working day' i.e. when the pupils are in school. These visits will be carefully arranged and managed as part of an overall programme of Directors' visits and will be aligned with the Directors' annual calendar of activities. In particular, the visits will have a clear focus, helping Directors to see whether the Academy is implementing the policies and improvement plans they have approved and how they are working in practice. Visits will also provide an opportunity to talk with pupils, staff and parents/carers to gather their views.

We will therefore set out very clearly the details of the policy regarding Directors' visits to the Academy. This policy will take account of the following:

- Directors have a 'right of access' to any of the Trust's Academies
- Visits will be undertaken as part of a strategic programme (and as part of the Annual Monitoring Plan)

- before visiting an Academy, the Director(s) will carry out certain actions such as informing the Academy of the visit and seeking approval of the arrangements
- after visiting the Academy, the Director(s) will carry out certain actions such as completing a visit report.

Throughout, great care will be taken to ensure that all Directors fully understand their strategic role and so do not begin to 'stray' into matters, which are the responsibility of the Senior Leadership Teams and specifically the Headteacher. Directors are not Academy managers and will not interfere in the day-to-day running of the Academy; this is the role of the Headteacher. Great care will be taken to ensure that Directors do not act as 'inspectors' and it will not be their role to assess the quality or method of teaching or learning. If Directors wish to spend time within a classroom, they will need to be very clear why they are doing so.

To ensure the Directors maintain their role as strategic leaders, we will focus on the Ofsted inspection framework as a key prompt and signpost to develop strategic planning and practice. We fully recognise that Ofsted will use the appropriate details within the framework to assess the effectiveness of the Board of Directors and governance generally. The framework will therefore be central to our thinking about our role and priorities.

We will use the National Governors' Association's Governor Mark quality standards for Governing Bodies as a framework guide for the Governing Body to achieve sustainable excellence in school governance within the leadership and management structure and the development of clear calendar of governance activities including reporting to the Board of Directors.

4. Committee Structure

We will have the committees (as shown below) with a clear scheme of delegation that identifies all and any delegated authority, who will be directly accountable to the Board of Directors. These committees cover the range of activities which will need to be undertaken by Directors. Each committee will normally have 5 members and co-opted advisers as required who will have the range of skills and expertise needed to accept and fulfil the responsibilities as noted below. We will consider, as and when needed, co-opting specialist advisers, governors and employees onto committees who can vote on that committee, although we will ensure that the majority of the

voting committee members will be Directors. This will provide the Board with the opportunity to ensure that there is enough capacity and capability to address key areas such as safeguarding, school improvement, estates, finance, HR, etc.

The Board of Directors will retain overall accountability to the Secretary of State regardless of the powers it delegates to any committee and will require clear reporting from the committee Chair via accurate minutes and attendance at Board meeting as appropriate.

4.1 Finance and Audit Committee (terms of reference in Appendix C)

The main purpose is to monitor and manage the funding and budget as delegated to the MAT. To scrutinise all financial decisions and ensure legal responsibilities are met in accordance with the Academies Handbook and other DfE requirements.

Responsibilities:

- Compliance with the DfE's/ESFA's financial regulations including as set out in the Academy Handbook and the Trust's Funding Agreement.
- Review the Trust's financial plans, and the financial plans for the individual academies, each term, taking account of priorities in the MAT Improvement Plan and Academy Improvement Plans.
- Consider budget implications of staff pay awards, and make recommendations to the Board of Directors.
- Make decisions in respect of service level agreements.
- Establish, maintain and monitor progress with regard to the Asset Management and Premises Development plans.
- Establish and maintain a comprehensive risks and issues register, reporting to the Board of Directors on significant issues and risks as they arise.
- Compliance with all legal requirements including those associated with the Trust's charitable status.
- Ensure that appropriate operational systems (including ICT, health and safety, safeguarding) are in place to ensure the effective and efficient running of the Academies.

4.2 Remunerations committee (terms of reference in Appendix D)

Responsibilities:

- Ensure that performance management policies and procedures (compliant with statutory requirements) are in place and are applied
- Receive the performance management report for each academy and ensure that progressions are aligned with Trust policy and compliant with financial planning for the Trust
- Oversee the staffing structure for each Academy and align with the aims and objectives of the Trust (This is in respect of the structure: affordable, appropriate to demands etc and not concerned with specific recruitments etc which remain within the remit of the schools)
- Determine pay scales and ranges for posts across the member academies and ensure they comply with the MAT's Equality Policy
- Adjudicate on pay appeals (Unless specifically delegated, the committee has no authority to bind the Board. In this instance this would be a recommendation to the Board who have final say i.e. no further recourse to appeal within the Trust)

4.3 Education and School Performance committee (The Governing Body) (terms of reference in Appendix B)

The Governing Body will be established as a committee of the Board of Directors, will operate as the Education and School Performance Committee overseeing both academies, and will consist of 9 governors as follows:

- Headteachers x2 (ex-officio governors).
- 2 Directors from the Board
- 2 staff governors (one from each school) – elected from the staff team able to represent the views of all staff and with the understanding of, and commitment to, the Trust's vision and objectives.
- 2 parent governors (one from each Academy)
- 4 other/community governors who will be appointed by the Board of Directors– independent members of the community with knowledge and skills in education and/or specifically Special Educational Needs, or who will have an area of expertise that will inform the governance of the academy and able to represent the views of, and liaise with the local community of the individual academies, its people and businesses for the betterment of the School and its pupils.

The Governing Body will meet five times per year. The Governing Body will present a written report to the committees of the Board of Directors addressing each element of the remit of that committee. The Chair of the Governing Body will also liaise closely with each of the Designated Lead Directors as listed above.

The main purpose is to implement the MAT school development and improvement strategies through the monitoring and review of attainment, achievement and progress data

Responsibilities:

- To ensure a focus on continuing progress for all children
- Establish and maintain the Academy Improvement Plan, including an overview of the curriculum and the approach to teaching and learning
- Review the Academy's progress towards meeting targets as set out in the Academy Development Plan
- Review pupil attainment and Academy performance data and identify appropriate actions arising from this review
- Establish and review the effectiveness of engagement with parents/carers
- Ensure that all safeguarding processes are in place and monitor and review effectiveness
- Review the effectiveness of interdisciplinary working within the Academy and with outside agencies

Support and Challenge of the Headteachers

The CEO will attend each of the schools at least once per week to monitor and support the Headteacher and the SLG. The CEO will participate in learning walks, attend SLG meetings, meet with Headteacher to challenge judgements and track progress of the School Improvement Plan, review safeguarding procedures (including examination to the Single Central Record). The CEO will support the Headteacher with the routine and intermittent challenges of leadership and management, functioning as a co-leader but without encroaching on the authority delegated to the Headteacher (in the KLF Authority Matrix). The CEO will review all key documentation, pre-approving SIP, SEF and Headteacher reports. Throughout all interactions with the schools and their leadership the tone of the CEO will be that of 'critical friend', affording challenge and support. Most importantly, the role of the CEO, supported by the central Trust team of CFO and EDO (Chief Financial Officer and Education Development Officer) is to ensure adherence to the values and ethos of the Trust and compliance with its strictures.

The Board of Directors have responsibility for the performance management and appraisal of the CEO and Headteachers of each academy. In order to do this, there will be identified a group of Directors who will lead on this matter with the final decision to be considered and made by the Board of Directors. Directors will conduct this process in consultation with an external school improvement consultant. When developing our detailed procedures for this, we will take full account of the findings and recommendations as set out in the National College for Teaching and Leadership's report: 'Effectively managing Headteacher performance' (January 2014). We will use an external adviser with the appropriate expertise and knowledge of the Academies to support the process of performance management/appraisal of the Headteachers.

The Designated Lead Director for Strategy, Standards and Curriculum will liaise with the external adviser and will develop specific objectives for the Headteacher and the Senior Leadership Team of each Academy. The Board of Directors, through its committee structure, will have an oversight of the process of managing the performance of all staff in the Academies.

APPENDIX A:

Kingsley Learning Foundation

Terms of Reference

Governing Body / Standards and Performance Committee

The Board of Directors (Trustees) of Kingsley Learning Foundation (KLF Trust) has established the Governing Body to function as the Standards and Performance Committee. These are its terms of reference.

Membership

The Committee will be appointed by the Trust Board and will comprise no more than eleven and no fewer than 7 members, (2 Director/ governors, 2 staff Governors, one from each school, 2 parent Governors, one from each school, up to 4 Community Governors directly appointed by the Board, 2 Headteachers and CEO, these three officers being ex-officio governors). The Trust Board will appoint one of the members of the Committee as its chair.

The Committee will ordinarily be clerked by the Company Secretary / Clerk.

Voting

The quorum for each meeting shall be one half of the numbers of the Committee rounded up. Decisions of the Committee shall be taken by a simple majority of those present and voting. The Chair will have a casting vote on an equality of votes.

Meetings

The Committee shall meet at least 5 times per year on such dates as shall be determined by the Committee and at such other time as the Clerk shall specify at the request of any member of the Committee.

Unless otherwise agreed, notice of each meeting confirming the venue, date and time together with an agenda shall be sent to each member of the Committee and any other person invited or required to attend no fewer than seven working days prior to the date of the meeting.

Minutes

The Clerk will minute the proceedings and resolutions of the Committee and ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly.

Minutes of each Committee meeting will be sent to all members of the Committee and the Trust Board within 14 working days of the meeting.

Authority

The Committee is authorised by the Trust Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires

from any employee and all employees are directed to cooperate with any request made by the Committee.

The Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of any person at any Committee meeting with relevant experience and expertise if it considers this necessary.

Duties

The duties of the Committee shall be:

- to ensure that the highest possible standards are set and maintained across the Academy Trust
- to receive a termly report from the CEO and Headteachers regarding standards and performance of each Academy against key performance indicators
- to identify any areas of concern in respect of standards and performance and to implement an action plan with the Leadership Team
- to ensure that the Academies' curriculum is balanced and broadly based
- to scrutinise and review Trust and Academy policies for recommendation to the Trust Board
- to ensure that effective processes are in place for the quality assurance of teaching and learning, the curriculum, inclusion and the sharing of good practice across the Trust
- to support the CEO in the creation, implementation and monitoring of the Trust and Academy self-evaluation /development plans and any post-Ofsted action plan
- to advise the Board of Directors with respect to targets for student achievement across the Trust
- to ensure that effective arrangements are in place across the Academy Trust for pupil and parent support and representation, for pupil attendance and for behaviour and motivation
- to review, on a regular basis, its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness

APPENDIX B:

Kingsley Learning Foundation

Terms of Reference

Finance/Audit /Risk Committee

The Board of Directors (Trustees) of Kingsley Learning Foundation (KLF Trust) has established a Finance / Audit Committee. These are its terms of reference.

Membership

The Committee will be appointed by the Trust Board and will comprise no more than five and no fewer than three members, of whom a majority will be Trustees. The CEO and the Executive Finance Officer will serve as ex-officio members of the committee.

The Board will appoint one of the members of the Committee as its Chair. The Committee will ordinarily be clerked by the Company Secretary / Clerk.

Attendance

The Committee may ask any senior officer of the academies to attend meetings of the Committee either regularly or by invitation, in order to provide information.

The Committee will have at least one annual meeting, or part of one meeting, with each of the external auditor and the head of internal audit without the senior executives being present.

The CEO will ordinarily attend every committee meeting in their role as ex-officio Director.

The CFO will ordinarily attend every meeting to report on the financial operations of the schools and of the Trust.

Voting

The quorum for each meeting shall be one half of the members of the Committee rounded up. Decisions of the Committee shall be taken by a simple majority of those present and voting. The Chair will have a casting vote on an equality of votes.

Meetings

The Committee shall meet three times per year on such dates as shall be determined by the Committee from time to time and at such other time as the Clerk shall specify at the request of any member of the Committee.

Unless otherwise agreed, notice of each meeting confirming the venue, date and time together with an agenda shall be sent to each member of the Committee and any other person invited or required to attend no fewer than seven working days prior to the date of the meeting.

Minutes

The Clerk will minute the proceedings and resolutions of the Committee and ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly.

Minutes of each Committee meeting will be sent to all members of the Committee and the Trust Board within fourteen working days of the meeting.

Authority

The Committee is authorised by the Trust Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to cooperate with any request made by the Committee.

The Committee is authorised by the Trust Board to obtain outside legal or other independent professional advice and to secure the attendance of any person at any Committee meeting with relevant experience and expertise if it considers this necessary.

Duties

The duties of the Committee shall be to:

- develop a financial strategy for the Trust and consider policies, procedures or plans required to realise such strategy
- consider the Trust's indicative funding, once notified by the ESFA, and to assess its implications for the Academy Trust, in consultation with the CEO and the Executive Finance Officer, in advance of the financial year, drawing any matters of significance or concern to the attention of the Trustees
- to receive Academies' budgets for approval
- consider and recommend acceptance/non-acceptance of the Trust's budget to the Trustees
- consider and recommend acceptance/non-acceptance of each academy's budget to the Trustees
- monitor any variances from the budget and ensure the EFA is notified as required;
- receive and make recommendations on the broad budget headings and areas of expenditure to be adopted each year, including the level and use of any contingency fund or balances, ensuring the

compatibility of all such proposals with the development priorities set out in the Trust development plan

- liaise with and receive reports from other Trust committees to make recommendations to those committees about the financial aspects of matters being considered by them
- monitor and review income and expenditure on a regular basis and ensure compliance with the overall financial plan for the Trust, drawing any matters of concern to the attention of the Board
- monitor and review procedures for ensuring the effective implementation and operation of financial procedures, on a regular basis, including the implementation of bank account arrangements and, where appropriate to make recommendations for improvement
- prepare the financial statement to form part of the annual report of the Trustees
- ensure the Trust's commercial and fundraising activities are carried out effectively
- Establish and maintain a comprehensive risks and issues register, reporting to the Board of Directors on significant issues and risks as they arise.
- Ensure compliance with all legal requirements including those associated with the Trust's charitable status.
- examine and review new initiatives for financial development, including fundraising
- oversee significant investment and capital financing decisions
- approve and keep under review the Academy Trust's investment policy
- approve and keep under review the Academy Trust's reserves policy
- promptly notify the Board of all financial matters of which the Committee has knowledge and which may materially affect the current or future position of the Trust
- advise generally on the provision of resources and services to the Trust

- review, on a regular basis, its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness

NB The Risk Committee will normally be constituted within the operation of this committee but is recognised as a distinct committee in its own right and will be chaired by a member of this committee other than the named Finance / Audit Chair.

APPENDIX C:

Kingsley Learning Foundation

Terms of Reference

Remunerations Committee

The Board of Directors (Trustees) of Kingsley Learning Foundation (KLF Trust) has established a Remunerations Committee. These are its terms of reference.

Membership

The Committee will be appointed by the Trust Board and will comprise no more than five and no fewer than three members, of whom a majority will be Trustees.

The Board will appoint one of the members of the Committee as its Chair.

The Committee will ordinarily be clerked by the Company Secretary / Clerk.

Attendance

The Committee may ask any senior officer of the academies to attend meetings of the Committee by invitation, in order to provide information.

The CEO will ordinarily attend every committee meeting in their role as ex-officio Director.

The CFO will ordinarily attend every meeting to report on the financial operations of the schools and of the Trust.

Voting

The quorum for each meeting shall be one half of the members of the Committee rounded up. Decisions of the Committee shall be taken by a simple majority of those present and voting. The Chair will have a casting vote on an equality of votes.

Meetings

The Committee shall meet three times per year on such dates as shall be determined by the Committee from time to time and at such other time as the Clerk shall specify at the request of any member of the Committee.

Unless otherwise agreed, notice of each meeting confirming the venue, date and time together with an agenda shall be sent to each member of the Committee and any other person invited or required to attend no fewer than seven working days prior to the date of the meeting.

Minutes

The Clerk will minute the proceedings and resolutions of the Committee and ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly.

Minutes of each Committee meeting will be sent to all members of the Committee and the Trust Board within fourteen working days of the meeting.

Authority

The Committee is authorised by the Trust Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to cooperate with any request made by the Committee.

The Committee is authorised by the Trust Board to obtain outside legal or other independent professional advice and to secure the attendance of any person at any Committee meeting with relevant experience and expertise if it considers this necessary.

Duties

The duties of the Committee shall be to:

- to consider, determine and keep under review a framework or policy for the remuneration, benefits and incentives of the Trust Executive Officers (CEO, the Executive Finance Officer, the Trust premises Manager and the Company Secretary / Clerk) and such other members of the Executive Team as the Trust Board shall from time to time direct
- in determining that framework, to seek evidence of the remuneration, benefits and incentives paid to executives in comparable employment within the commercial and voluntary sectors
- to consider the outcome of every appraisal of the performance of the CEO and such other senior executives as the Board shall from time to time direct
- to make recommendations to the Trust Board as to the remuneration, benefit and incentives that should be paid to the CEO and such other senior executives as the Trust Board shall from time to time direct with a view to ensuring that they are encouraged to enhance their performance and are, in a fair and responsible manner, rewarded for their individual contributions to the success of the Trust and its progress towards fulfilling its objectives
- to make recommendations to the Board as to the remuneration, benefits and incentives of newly appointed senior executives
- to determine the policy for and scope of pension arrangements, service agreements for executive officers, termination payments and compensation commitments

- to consider, determine and keep under review any strategies and policies for human resources and organisational development
- to consider, determine and keep under review effective arrangements for consultation with staff as a whole and for negotiation and consultation with appropriately recognised Trade Unions and/or other representatives.
- to undertake the role of the dispute resolution panel to consider appeals against the CEO or Trust decisions
- to ensure effective measures are in place to promote equality and diversity in employment
- to consider, and advise the Board, regarding the staffing structures for each of the Academies within the Trust
- to consider the details of restructuring programs following any necessary approvals in principle by the Trust Board
- to develop strategy and policy in all matters relating to the recruitment, reward, retention, motivation and development of the Academy Trust's staff
- to consider other topics, as defined by the Trust Board from time to time
- to review, on a regular basis, its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness