



Kingsley Learning Foundation

Multi-Academy Trust

Scheme of Delegation

1. AIMS OF THE MULTI-ACADEMY TRUST

- i. We believe that children / students and their families should be at the centre of everything we do
- ii. We aim to offer an outstanding education to all the pupils in all our schools. Our vision and values will underpin all that the Multi Academy Trust does.
- iii. We aim to realise the potential of every pupil in every school and to prepare them for a successful future in which each young person can make the most of their abilities.
- iv. We aim to support our families through training, advocacy and direct support. We recognise the complexity of the challenges faced by families and seek to work in partnership with families to reduce the burden on them
- v. Through the centralisation of business functions we seek to free the leadership of each academy to focus unstintingly on the learning and teaching, safeguarding, care and support required by all of our learners and their families. The policies and procedures of each member academy will reflect this approach
- vi. We aim to provide strong, ambitious and inspirational leadership in every school so that every pupil and every member of staff is encouraged to achieve more than they thought possible.
- vii. We aim to set challenging targets for all our schools and to use key data sets to drive progress.
- viii. We aim to use the most effective new technologies to drive attainment and progress.
- ix. We aim to offer the very best CPD in Learning & Teaching, in Leadership and Management and in extra-curricular activities to all our staff.
- x. We aim to develop a co-operative and collaborative ethos across our schools so that best practice is shared in the best interests of all pupils and all staff.
- xi. We aim to deliver all of the above within a pre-determined budget, which is audited and gives best value for money.
- xii. We aim to become a centre for the specialised training of Learning Support Assistants (SEN)

2. It is the Multi-Academy Trust's stated intention and preference that:

- The Board and Governing Body will work collaboratively and in partnership to achieve the objectives of the Multi-Academy Trust.
- The Board will make decisions, (where appropriate in consultation with the Governing Body) on matters which affect all academies in the trust:
- The Governing Body and Headteachers will have prescribed delegation of responsibility and decision-making within the framework of the scheme of delegation for the strategic direction and day-to-day operation of their academies *unless there is a cause for concern*. The Multi-Academy Trust recognises the existing expertise and local knowledge that resides in individual member academies. Where there is a conflict between the autonomy of the Governing body and the Board, the Board, in its guardianship of the objectives of the Trust, takes precedence on all matters.
- The Board will put in place effective arrangements for monitoring and evaluating the performance of Governing Body and academies. This will include annual performance review of the Governing Body and of each serving Governor.
- The Board will take action, including the full or partial withdrawal of delegated authorities to individuals, groups and Governing Body should the individual, group, or Governing Body, fail to carry out their duties and responsibilities effectively.
- Interim governance arrangements of good schools/academies joining the trust will be established to facilitate the admission process. At the end of the interim period the governance of the new academy will adhere to the Multi-Academy trust governance model.
- The Board will consult and take account of the views of Governing Body on arrangements for the recruitment and appointment of governors, and on arrangements for the introduction of the trust's multi-academy governance arrangements before any decisions are made.
- The Board will consult and take account of the views of Governing Body before putting in place any arrangements which directly affect individual academies. However the Board will make decisions that are in the interests of the entire Trust and this will take precedence over the interests of any individual academy within the trust.
- Governing Body will report regularly and frequently to the Board and will make available all relevant data and information on performance.

3. The Academy Trust

The Academy Trust is responsible for *Red Kite Special Academy, Kingsley Special Academy* and any schools that join the Academy Trust in the future (the "**Academies**").

The Academy Trust will enter into a master funding agreement and separate supplemental funding agreements for each Academy under section 1 of the Academies Act 2010 with the Secretary of State for Education in relation to the funding of the Academies (together, the "**Funding Agreement**").

The Funding Agreement places a number of requirements on the Academy Trust including the requirement to comply with the Department for Education's (the "**DfE**") Academies Financial Handbook (the "**Handbook**").

There are a number of roles involved in the running of any multi-academy trust and these are as follows:

- the Members;
- the Directors;
- Governing Body
- the Chief Executive Officer (CEO)
- the Headteachers of each Academy who have responsibility for the day to day running of that Academy.
- The Executive Finance Officer

4. Members

4.1 The role of the Members

The Members are members of the Academy Trust for the purposes of the Companies Acts.

In simple terms, the Members "own" the Academy Trust. They have a number of statutory rights, including the right to remove Directors, the right to amend the Articles and the right to receive the annual accounts. They also have the right to appoint all Directors under the Articles.

The Members do not have any specific duties imposed on them but they are required to provide a guarantee that if the Academy Trust is wound up and its assets do not meet all of its liabilities, they will contribute £10.

The Members will often meet just once a year at the annual general meeting, if the Academy Trust decides that one is necessary, or they may just meet as and when required (for example if any amendments to the Articles are required).

4.2 The appointment of the Members

Members are appointed in accordance with the Articles of Association.

On appointment, all Members shall be required to complete a consent to be a member. The Company Secretary shall update the register of Members as appropriate. Companies House does not need to be notified of appointments or removals/resignations of Members.

5. DIRECTORS

5.1 Capacity of Directors

Each Director is:

- (a) a director of the Academy Trust at company law. The Directors are responsible for the governance and supervision of the Academy Trust and its committees (including the Governing Body) and executives (including Headteachers); and

(b) a charity trustee with responsibility for protection of the assets of the Academy Trust.

The Directors manage the affairs of the Academy Trust and are responsible for its day to day operation.

5.2 The appointment of Directors

The Directors shall be appointed in accordance with the Articles of Association.

On appointment, all Directors shall be required to:

- a) complete a Director declaration
- b) complete an AP01 form for submission by the Clerk to Companies House (either in paper form or electronically).
- c) Disclosure and Barring Service clearance

The Clerk shall update the register of Directors in the statutory books.

5.3 Constitution of the board of Directors (the "Board")

The Articles require there to be a minimum of 7 Directors, and up to a maximum of 9, all of whom are appointed by the members of the Multi-Academy Trust.

The Board of Directors may co-opt up to two additional directors to address any skills gap identified. The appointment of co-opted directors will be reviewed annually by the members who may elect to retain or remove the co-opted directors.

The Directors shall elect a Chair and Vice-Chair from among their number each academic year.

5.4 Meetings of the Board

The Directors shall hold at least three meetings in every school year. Meetings will normally be held towards the end of each term and the dates published at the beginning of each academic year.

All meetings of the Directors shall be convened and conducted as provided by the Articles.

Each meeting of the Directors shall, in respect of the Academies and the Academy Trust, cover the following:

- a) a report on the financial position, including income and expenditure and financial commitments against agreed budgets;
- b) whether adequate financial monitoring of budgets and activities is being undertaken;
- c) progress on any action identified to improve financial arrangements;
- d) significant contracts proposed to be entered into;
- e) details of any significant matters affecting:
 - (i) staff
 - (ii) pupils' welfare or education; including a review of each academy's performance as evidenced in the individual academy's self-evaluation framework and reported termly (three times per year) by the CEO and Headteacher
 - (iii) assets;

In consultation with the Chair, the Clerk to the Board of Directors shall prepare an annual plan for the meetings of the Directors.

5.5 Accountability of Directors

The Directors are chiefly accountable to:

- (a) the beneficiaries of the Academy Trust (students at the Academies and their parents) and to the local community for the quality of education and pastoral care at the Academies, for matters of health and safety and for safeguarding and promoting the welfare of the students;
- (b) the DfE, the Education and Skills Funding Agency and specifically the Secretary of State under the terms of the Funding Agreement;
- (c) the Secretary of State (in his role as principal regulator in respect of charity matters) for operating the Academy Trust for the public benefit, for the prudent management of the Academy Trust and its financial efficiency, and for compliance with legislation including charities legislation;
- (d) the employees of the Academy Trust for their working environment, and for compliance with the contract of employment and employment law requirements and matters of health and safety; and
- (e) other regulatory authorities for compliance with regulated responsibilities to which the Academy Trust and the Academies are subject.

5.6 Powers, functions and responsibilities of Directors

The business of the Academy Trust shall be managed by the Directors, fulfilling a largely strategic role, who may exercise all of the powers of the Academy Trust, as set out in the Articles.

As directors of the company and charity trustees, the Directors have a number of duties and responsibilities towards the management of the Academy Trust and its finances. In summary, the Directors are responsible for:

- (a) carrying on the Academy Trust in accordance with the objects of the Academy Trust as set out in the Articles and safeguarding its assets;
- (b) running the Academies and directing the education, pastoral care, financial and other policies of the Academies in accordance with the Articles and the Funding Agreement (including the Handbook);
- (c) ensuring sound management and administration of the Academy Trust, and ensuring that managers are equipped with the relevant skills and guidance;
- (d) financial controls and the financial management of the Academy Trust in accordance with the provisions of the Handbook, which sets out in detail provisions for the financial management of each Academy including guidance on financial systems and controls and accounting and reporting requirements;
- (e) setting standards of conduct and values, monitoring performance and the achievement of objectives, and ensuring that plans for improvement are acted upon;
- (f) risk management, that is identifying, quantifying and devising systems to minimise the major risks affecting the Academy Trust; and
- (g) ensuring the Academy Trust and the Academies are conducted in compliance with the general law including legal responsibilities in relation to ownership and maintenance of the properties

The Directors are required to:

- (a) act together and in person and not delegate overall responsibility for the Academy Trust to others;
- (b) act strictly in accordance with the Academy Trust's Articles;
- (c) act in the Academy Trust's interests only and without regard to their own private interests;
- (d) manage the Academy Trust's affairs prudently;
- (e) not take personal benefit from the Academy Trust unless expressly authorised by the Articles or the Charity Commission; and
- (f) take proper professional advice on matters on which they are not themselves competent.

The Directors should also hold the CEO and Headteachers accountable. They should offer support, constructive advice, be a sounding board for ideas, a second opinion on proposals and help where needed, but will also challenge, ask questions, seek information and improve proposals where appropriate and at all times act in the best interests of the Academy Trust.

The Directors shall have regard to the framework for inspecting schools in England under section 5 of the Education Act 2005 (as amended) issued by the Office for Standards in Education, Children's Services and Skills (Ofsted)

The duties and responsibilities of the Directors are explained in further detail in the separate document entitled *Guidance for prospective Directors: What does academy conversion mean for me* and *The Essential Trustee: What You Need to Know (CC3)*, published by the Charity Commission, which can be found here: <https://www.charitycommission.gov.uk/publications/cc3.aspx>.

The Directors shall have regard to the Handbook, which shall be circulated to all Directors.

5.7 Delegation of powers of Directors

The Directors may delegate such of their powers or functions that they can legally delegate and which they consider would be desirable to delegate.

Delegation can be made to:

- (a) Academy Trust committees (committees with functions related to the Academy Trust) including a Finance, Audit and Risk Committee, whose remit includes the usual auditing functions;
- (b) the Governing Body
- (c) any Director holding executive office;
- (d) the CEO and Headteacher.

However, every act of delegation shall be a delegation of powers and duties, and not a delegation or shedding of responsibilities.

6. RISK MANAGEMENT

The charities statement of recommended practice (SORP 2005, as revised 2008) (the statement of accounting practice which charities must comply with) and the Charities (Accounts and Reports) Regulations 2008 (SI 2008/629) require the Directors to make a statement in their annual report that confirms the major risks to which the Academy Trust is exposed (as identified by the Directors) have been reviewed and that systems have been established to mitigate those risks.

The Directors are therefore responsible for:

- (a) identifying the major risks that apply to the Academy Trust, including:
 - (i) operational risks (employment issues, health and safety, fraud, service quality and development etc);
 - (ii) financial risks (accuracy of financial information, cash flow, reserves, over-reliance on funding sources etc);
 - (iii) external risks (changes in government policy, economic factors, demographic changes, adverse publicity etc); and
 - (iv) regulatory risks (compliance with legislation, changes in policies of the regulators etc).
- (b) making decisions (based where appropriate on advice from professional advisors) as to how to respond to those risks; and
- (c) making appropriate statements regarding the management of risks in the annual report.

The Board of Directors shall prepare and approve:

- (a) a risk management policy;
- (b) a contingency and business continuity plan;
- (c) a fraud policy;
- (d) a whistleblower policy, for approval by the Directors.

The Audit Committee shall prepare a risk register for approval by the Board of Directors, together with nominated Directors and the Principal Finance Officer; along with a procedure by which the risk register shall be subject to regular review and made available to all staff. The risk register shall have named individuals assigned to manage each area.

7. THE MANAGEMENT OF CONFLICTS OF INTEREST

All Directors are required to complete a declaration of business interests form on appointment and on an annual basis (including a nil return). Such declarations shall include:

- (a) all business and financial interests such as directorships, shareholdings, and other appointments of influence within a business or other organisation; and
- (b) interests of related persons such as parents, spouses, children, personal and business partners where influence could be exerted by that person over a Director or member of staff.

The Clerk shall be responsible for maintaining a register of business interests including nil returns.

Each meeting of the Directors shall include a standing agenda item for those attending to declare any changes to their declarations of interest.

No Director shall receive any payment for their work as a Director, other than payment of reasonable out-of-pocket travel, accommodation and other expenses which shall be subject to the prior written approval from the EFO.

8. THE CLERK / COMPANY SECRETARY

The Clerk/ Company Secretary is appointed and removed by the Directors.

The Clerk/ Company Secretary is the chief administrator with respect to the Academy Trust's administration affairs.

The Clerk/ Company Secretary shall not be a Director or a Headteacher of an Academy. However, if the Clerk fails to attend a meeting of the Directors, the Directors may appoint any one of their number or any other person to act as Clerk for the purposes of that meeting.

9. COMMITTEES

The Directors may appoint committees with functions related to the Academy Trust. The constitution, membership and proceedings of any committee shall be determined by the Directors under terms of reference.

Each committee shall be chaired by a Director.

Membership of a committee may include persons who are not Directors provided that a majority of the members of the committee are Directors.

Governing Body functions as a committee of the Board of Directors.

Except in the case of Governing Body, no vote on any matter shall be taken at a meeting of a committee of the Directors unless the majority of members of the committee present are Directors.

The Directors shall ensure that they receive adequate feedback on the work of any committees.

Committees will act in an advisory capacity to the Directors, except where powers have been specifically delegated to them by the Directors. The specific committees to be appointed are as follows:

- Finance, Audit and Risk committee;
- Remunerations committee
- Performance and Standards Committee (Governing Body)

The terms of reference of each committee of the Directors must be approved by the full Board of Directors and reviewed at least once in every twelve months (appendices A, B and C).

They provide the sole agreed framework within which each committee operates.

10. GOVERNING BODY

The Funding Agreement requires the board of Directors to establish a Governing Body to provide advice to the Directors on the functioning of the Academies.

All governors serving on Governing Body are appointed to that role by the Board of Directors and derive their authority from the powers delegated by the Board.

Membership of the Governing Body must include a minimum of two elected parents of a pupil (one from each member academy) at the Academies and one member of staff of the academies. As with all governors, elected governors are subject to confirmation interview conducted by Directors.

The Governing Body is a committee of the Board, and it operates under terms of reference. These terms of reference will confirm what powers the Directors have delegated to the Governing Body. Governing Body have delegated responsible for determining the curriculum and Learning and Teaching Policy of their individual academy, subject to the ongoing good or outstanding performance of the Academy. This responsibility is ceded to direct responsibility of the Board of Directors if the school is failing to achieve the performance targets agreed with the Board of Directors or if the school fails to maintain a grading of good or outstanding under Ofsted criteria.

The structure and membership of the Governing Body will be agreed upon taking into consideration the unique status of each individual academy. The number of positions on the Governing Body is 10 and will be structured as follows:

- Trust Appointed Governors x2
- Directors/Trustees x2
- Parent Governors x2
- Staff Governors x2
- Headteachers x2

The Governing Body shall have a Chair and a Vice-Chair elected by the governors and subject to approval by the Board of Directors.

The length of service of all Governors (including the Chairman and Vice-Chairman) shall be three years, renewable for a further three years. Existing governors at a school before it converts to an Academy within the Academy Trust may be permitted (at the discretion of the Directors) to serve out the balance of their term as governors (Interim transition).

The functions and proceedings of the Governing Body shall be subject to regulations (or the constitution and terms of reference) made by the Directors. The constitution and terms of reference of the Governing Body may be amended by the Directors from time to time.

11. STAFF APPOINTMENTS AND PERFORMANCE MANAGEMENT

The Chief Executive Officer (CEO), Executive Finance Officer (EFO) and the Headteachers shall be appointed by the Directors.

The senior leadership team at each Academy shall be appointed by the Directors, or by delegated authority to the Governing Body, following consultation with the respective Headteacher.

The teaching staff at each Academy shall be appointed by the respective Headteacher following consultation with the Governing Body.

The non-teaching staff at the Academies shall be appointed by the respective Headteacher following consultation with the Governing Body.

The performance management of the Headteacher shall be carried out by the Remuneration Committee in consultation with the Chair of the Governing Body.

The CEO's, EFO's and Headteacher's pay will be determined by the Remuneration Committee.

The performance management of all other employees, including the EFO, will be carried out by the Headteachers (who may delegate to appropriate managers). The Headteacher shall be responsible for making pay recommendations to the Remuneration Committee for approval.

The Academy Trust is responsible (through the Governing Body) for establishing a written performance management policy to govern implementation of teacher and support staff performance management following consultation with staff. Such consultation may be carried out by the Executive Headteacher on behalf of the Academy Trust.

The Academy Trust (through delegation to the Governing Body) must review the performance management policy each year.

The Academy Trust must make a copy of the policy available to each Academy, any of the staff, anyone inspecting the Academies' performance management system or to an authorised external adviser.

Key responsibilities of Governing Body:

- Ensuring that there is local adaptation/adoption of central policies and functions on behalf of the Board of Directors.
- To hold the Headteacher to account for the educational performance and student progress
- To be accountable for ensuring compliance
- To be aware of academy performance and challenges through regular visits and good management reporting
- To understand the Academy strengths and development needs and to agree strategic planning priorities with the Headteacher subject to approval by the Board of Directors
- To ensure effective relationships with students, parents and partner agencies
- To reflect and respond to the needs and opportunities within the community

Governing Body will work with the Headteacher and the Board of Directors to ensure

- Staffing capacity and professional development is appropriate
- Quality assurance is effective and appropriate targets are in place
- Student progress meets trust expectations, from different groups and in general
- Pupil premium expenditure has an effective impact on reducing gaps between groups and the average.
- Student admissions, attendance and exclusions information is regularly reviewed
- Every school is 'adding value' to each student to educate following the 'no one left behind' mantra
- Staff absence, recruitment, and retention are regularly reviewed

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 five and no fewer than three members, a majority of whom will be Trustees. 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.

Attendance

The Committee may ask the Chief Executive Officer (CEO) and any other senior officer of the academies to attend meetings of the Committee either regularly or by invitation, in order to provide information.

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 five 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 seven 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 Chief Executive Officer and Headteacher 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 Chief Executive Officer 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 & Risk 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 Chief Executive Officer 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.

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 five 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 seven 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 EFA, and to assess its implications for the Academy Trust, in consultation with the Chief Executive Officer 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 ESFA 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

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.

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 five 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 seven 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 (Chief Executive Officer, 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 Chief Executive Officer 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 Chief Executive Officer 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 disputed resolution panel to consider appeals against the Chief Executive Officer 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