



Terms of Reference for the Board of Directors  
and all statutory committees  
and Scheme of Delegation of non-financial  
powers and duties to the Local Governing Bodies and  
Headteachers of Oakgrove, Middleton, Monkston and  
Kents Hill Park Schools

For the financial year 2021 – 2022

Approved October 2021  
(interim update January 2022)



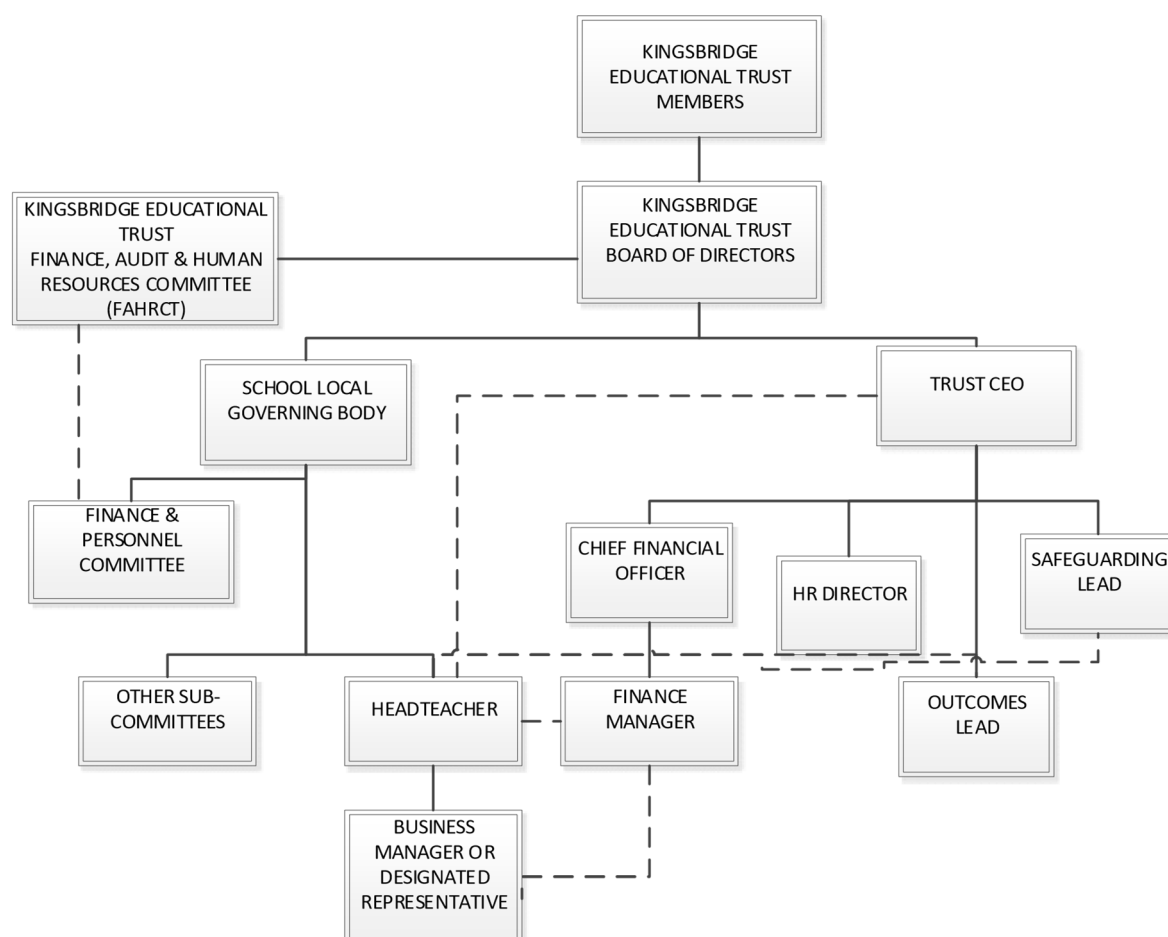
## Scheme of Delegation – Introduction

Oakgrove School, Middleton Primary School, Monkston Primary School and Kents Hill Park School (the Schools) are all part of Kingsbridge Educational Trust, a multi-academy trust (MAT), which is responsible to the Department for Education (DfE) for all its schools. The Trust is governed by the requirements of the various Academy Funding Agreements between itself and the Education Skills Funding Agency (ESFA), and also by the Charities Acts, the Companies Act, and the provisions of its own Memorandum and Articles of Association as well as the Academies Trust Handbook.

Under the Trust’s Articles it has established a Finance, Audit and Human Resources Committee, and a Local Governing Body (LGB) for each of the schools. The Trust has delegated to LGBs much of its responsibility for the strategic direction of each school and also for monitoring performance in all fields, including financial. The LGBs in turn delegate some of their authority to the sub-committees that they establish and to the Headteachers of their respective schools.

The Trust Board of Directors (BoD) also delegates some of its authority to the Trust Chief Executive Officer (CEO)/Executive Headteacher who in turn may delegate authority to other directors/senior leads within the executive function of the Trust.

The following diagram shows the relationship of the parties to the scheme of delegation:



## Terms of Reference

### **The Board of Directors**

The Board of Directors (BoD) is responsible for ensuring that high standards of corporate governance are maintained. It will exercise its powers and functions with a view to fulfilling a largely strategic leadership role in the running of the Academies. This will allow greater opportunities for collaboration, not only with regards to teaching, but also in terms of the management of each Academy, including the procurement of goods and services.

The BoD is also governed by the terms of any Funding Agreements that are in place, the ESFA's Academies Trust Handbook and the Treasury publications "Guidance on Codes of Practice for Board Members of Public Bodies" and "The Orange Book: Management of Risk – Principles and Concepts".

### **Section 1 – Responsibilities of the Board of Directors**

1.1 Directors are responsible for addressing such matters as:

- **Policy development and strategic planning**, including target-setting to support and ensure school improvement;
- ensuring **sound management and administration** of the Schools, and ensuring that managers are equipped with relevant skills and guidance;
- ensuring compliance with all **legal requirements**;
- establishing and maintaining a transparent system of prudent and **effective internal controls**;
- the Trust's MAT Development Plan (MDP);
- managing the Schools' financial, human and other **resources** (in particular control over the spending identified in the MDP);
- **monitoring performance** and the achievement of objectives, and ensuring that plans for improvement are acted upon;
- helping the Schools to be **responsive to the needs of parents and the community** and making them more accountable through consultation and reporting;
- setting the Schools' **standards of conduct and values**;
- assessing and managing **risk** (including preparation of a statement on the Schools' risk management for the annual report and accounts). The risk management process should include preparation of a risk register and a contingency and business continuity plan to deal with crises that could face the Schools;
- ensuring that employees of the Schools are paid for work done in accordance with their contracts of employment with the Trust;
- ensuring that the Schools have adequate insurance cover to support their activities.

It will be appropriate, in many cases, for the Directors to delegate personnel matters to the Finance, Audit and Human Resources Committee of the Trust (FAHRCT) or LGB as appropriate. The Board must then ensure that it obtains professional advice in establishing, enacting and enforcing personnel policies to ensure compliance with employment and other relevant legislation.

1.2 The Board of Directors will meet at least three times a year.

1.3 The LGBs and sub-committees support the BoD in a range of delegated and preparatory duties and report regularly about the work done and/or make recommendations on matters which the BoD may not delegate.

- 1.4 The LGBs and sub-committees ensure that all relevant School policies are in place and amended as and when required and report matters arising to the Board as required.
- 1.5 The Trust is established as a charity and this confers certain obligations upon the Directors to protect the assets, property and good name of the Trust. The legal requirements of Directors are set out below.
- 1.6 Directors have full responsibility for the Trust and must:
- act together and in person and not delegate control of the Trust to others;
  - act strictly in accordance with the Trust's governing documents;
  - act in the Trust/Schools' interests only, without regard to their own private interests;
  - manage the Trust/Schools' affairs prudently throughout the life of the Schools;
  - not derive any personal benefit or gain from the Schools of which they are Directors; and
  - take proper professional advice on matters on which they are not themselves competent.
- 1.7 In managing the Trust's finances, Directors must:
- ensure that bank accounts, financial systems and financial records are operated by more than one person;
  - ensure that all the Schools' property is under the control of the Directors;
  - keep full and accurate accounting records; and
  - prepare accrual accounts giving a true and fair view of the Trust/Schools' incoming resources and application of resources during the year and of its state of affairs at the year end.
- 1.8 In applying the Trust's income, Directors must spend it solely for the purposes set out in the Trust's governing documents and spend it with fairness between persons qualified to benefit from the charity.
- 1.9 The BoD, whilst delegating the appointment of the Chair of the Finance, Audit & Human Resources Committee (FAHRCT) annually to the FAHRCT, specify that the Chair of the Committee must not be an employee of the Trust.
- 1.10 The Chair of each committee is elected annually.
- 1.11 The Chair of the BoD, in consultation with the CEO, Headteacher of the relevant School and the Chair of the LGB/committee, will take appropriate action when a decision is needed urgently on behalf of the Directors/LGB.
- 1.12 The Directors have a duty to take appropriate action when there are weaknesses in the Trust Schools.
- 1.13 The Directors will appoint a Headteacher to each School. The Headteachers are responsible for the internal organisation, management and control of the Schools, the implementation of all policies approved by the Directors and for the direction of teaching and the curriculum. The Directors formally delegate these powers and functions to the Headteachers.

### **Conduct of Directors/Governors**

- 1.14 Directors, Governors and staff are public servants and as such must not use public monies or official business for personal benefit. The Directors/Governors must avoid obtaining goods and services that include elements of private use or accepting excessive hospitality from prospective suppliers. The Treasury rules about the receiving of hospitality and gifts should be followed, as these rules are there to protect staff and Directors/Governors. A register will be maintained to record hospitality and gifts received. This should record, as a minimum, the name of the organisation that gave the hospitality/gift, the date it was received, its nature and approximate value.

- 1.15 Directors/Governors should be aware that the Prevention of Corruption Act places the burden of proof on the recipient of favours.

NB: All duties and responsibilities of Directors/Governors detailed in the Trust Financial Handbook (and other governance documents) apply equally to persons who are not Directors/Governors of the Trust/Schools but who have been appointed to serve on a committee of the Trust or those Schools in an honorary capacity.

### **Declaration of Business Interests**

- 1.16 It is vital that Directors/Governors and staff act, and are seen to act, impartially. All members of the Board and LGBs are required to complete a declaration of their business interests. It is also required as a matter of good practice, that the Headteachers and other senior staff complete declarations. Individual declarations should be maintained together in a register.
- 1.17 Where a Director/Governor or member of staff (or related person) has any interest, either pecuniary or non-pecuniary, in a matter to be discussed at a Board meeting the Director, Governor or member of staff must declare their interest and withdraw from that part of the meeting.
- 1.18 Where a Director/Governor or related person has a pecuniary interest in a business, and that interest exceeds limits that may be specified in the Trust's Memorandum or Article of Association, the Schools must not enter into any contract or arrangement (such as the purchase of goods and service) with that business, i.e. The Schools would not be permitted to trade with a company in which a Director/Governor holds more than 1/100<sup>th</sup> of the share capital.
- 1.19 It is the responsibility of Directors/Governors and staff to ensure that their declarations of business interests are kept up to date at all times, and to amend or update them as necessary. At the start of each relevant meeting Directors/Governors should be asked to declare any interests in a matter included on the agenda.

### **Payments**

- 1.20 It is illegal for Board members to receive any remuneration for their work as Directors, other than payment of all reasonable out of pocket travel, accommodation or other expenses legitimately incurred by them in connection with their attendance at meetings acting in the capacity of Director of the Trust.
- 1.21 No Director may hold any interest in property belonging to the Trust. Nor may a Director receive remuneration in respect of any contract to which the Trust or Schools within it are a party.
- 1.22 Members of the Local Governing Bodies shall also be bound by sections 1.20 and 1.21.

### **Board of Directors (BoD) meetings**

The Board of Directors will meet a minimum of three times a year and will hold an AGM annually. No business can be conducted at any meeting unless a quorum is present. A quorum is three (those with full voting rights) or one-third of the total number of Directors with full voting rights, whichever is the greater. Fourteen days' notice must be given prior to the meeting to all Directors (in the case of the AGM notice must also be given to all Members and the Auditors).

- 1.23 Any three Directors may call an additional meeting via notice to the Clerk to the BoD. Any such meeting should be convened as soon as is reasonably practicable.
- 1.24 The Directors will appoint a Clerk to the BoD, who will be someone other than a Director or a Headteacher of any of the Schools.

- 1.25 In consultation with the Chair and Headteachers, the Clerk shall draw up a schedule of proposed meeting dates for the Board and sub committees. This should be submitted, for approval, to the full Board of Directors at their meeting which is held in July.
- 1.26 The BoD meeting in September will elect the Chair and Vice Chair, and agree membership of Committees.

### **Scheme of Delegation**

- 1.27 The Directors must agree a formal schedule of matters reserved for their decision, i.e. those which should not be delegated within the Schools. Beyond this, the Directors will establish a FAHRCT, at Board level, to deal with specific areas of Trust/Schools' business, and should determine the delegated responsibilities to be assigned to the committee. This will ensure that matters can be dealt with in appropriate detail and with sufficient frequency.
- 1.28 Where the Directors decide to delegate certain matters for consideration by LGB committees, each committee should be chaired by a Governor. The membership of the committee may include persons who are not Governors provided that a majority of the members are Governors. The Directors will ensure that they receive adequate feedback on the work of those committees and are able to consider their proposals formally. The establishment of committees does not absolve the BoD of its overall responsibility to manage the Schools.
- 1.29 Directors/Governors are at risk of personal liability if they cause loss to the Schools by acting unlawfully, imprudently or recklessly.

### **Section 2 – KET procedures**

- 2.1 The BoD will establish the following sub-committee:
- Finance, Audit and HR Committee of the Trust (FAHRCT)
  - And any other sub-committees it feels is appropriate
- The Governing Bodies of each School must establish a Finance & Personnel Committee (terms of reference agreed by the BoD) and any other sub-committees they wish.
- 2.2 The terms of reference for each committee of the BoD and sub-committees of the LGB must be approved by the BoD and reviewed annually.
- 2.3 The FAHRCT will meet as follows to discuss relevant business:
- Finance and HR Committee business – once a term, minimum
  - Audit Committee business – once each term
- 2.4 No persons employed by the Trust will act as Chair of a committee or sub-committee. In the absence of a Chair or Clerk of any committee the committee will elect a replacement from those present.
- 2.5 Each committee is authorised to invite attendance at its meetings from persons including parents and members of the Schools' staff who are not members of the Board, to assist or advise on a particular matter or range of issues.
- 2.6 The committees will only operate within their particular areas of delegation.
- 2.7 The Chair of each Committee will ensure that minutes are signed at the next meeting to confirm that they are accurate. Copies of the agenda, the approved minutes (subject to confidentiality exclusions), and papers for each meeting should be made available at each School for anyone to read.

## Delegation of Authority

The schedule set out below specifies the way in which the non-financial responsibilities and duties identified by, or imposed upon, the Trust by the ESFA's Academies Financial Handbook (AFH), the Trust's Funding Agreement and by statute law, are allocated and how authority has been delegated.

Directors/Governors do not incur any personal liability in respect of anything done honestly, reasonably and in good faith in exercising their power to spend a School's budget share, or delegating that power to the Headteacher. The Governing Body is accountable for all actions taken in its name by individuals to which it has delegated functions.

Where the Headteacher delegates tasks to other members of staff, the Headteacher remains accountable to the Local Governing Body, and to the Trust.

This scheme of delegation, upon adoption by the Board of Directors, will be distributed to each Local Governing Body and Headteacher within the Trust as well as any key personnel affected by these arrangements.

Adopted by the Board of Directors on 7<sup>th</sup> October 2021  
(Interim update adopted by the Board of Directors , January 2022)



	<u>Responsibility</u>	<u>Kingsbridge Educational Trust Members</u>	<u>Kingsbridge Educational Trust Board of Directors (BoD)</u>	<u>Academy Local Governing Body (LGB)</u>	<u>Headteacher of each Academy</u>	<u>CEO/Executive Team and centralised function</u>	<u>Comments</u>
<b>1. Director/Governance training</b>							
1.1	Appointing and removing Members of the Academy Trust.	Members can agree by passing a special resolution to appoint or remove Members (as set out in the Articles).					
1.2	Establishing the Academy's Board of Directors, Local Governing Body and regulations for its conduct and business.	Members establish the Board of Directors (BoD) and approve subsequent Director appointments in accordance with Articles.	<p>BoD establishes the number of Governors required and the nature of the appointments and sets out the regulations for conduct of business by the LGB.</p> <p>BoD can appoint co-opted Directors and assign voting rights.</p>			CEO is ex-officio.	

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1.3	Appointing Governors to the Schools' Local Governing Bodies.		BoD appoints Governors to the Schools' LGBs.	LGB can nominate persons for appointment by the BoD.  LGB can appoint co-opted governors and assign voting rights.		CEO can nominate persons for appointment by the BoD.	Parent Governors and Staff Governors are appointed in accordance with the election procedure.
1.4	Appointing Chairs and Vice Chairs.		BoD appoints Chair and Vice Chair of the BoD.  FAHRCT appoints Chair	Governing Body appoints Chairs and Vice Chairs of LGBs, the F&PC and any other committee or subcommittee they wish.			Chairs cannot be employees of the Trust.

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1.5	Establishing committees and sub-committees.		<p>Terms of reference for the School LGB, F&amp;PC &amp; FAHRCT are set by the BoD.</p> <p>BoD approves establishment of any non-statutory LGB subcommittees and terms of reference.</p>	The LGB must establish the F&PC and may propose any other committee or subcommittee it considers necessary setting out its terms of reference and submitting to the BoD for approval.			Model Terms of Reference for committees are available from the BoD.
1.6	Removing a Director.	Members can remove a Director.	The BoD can recommend removal of a Director to the Members.				

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1.7	Removing a Governor from the School LGB.		BoD can remove a Governor.	The LGB can recommend removal of a Governor to the BoD.			
1.8	Maintaining a register of pecuniary business interests of Directors and Governors.		The Clerk to the BoD will maintain a register of interests and will report the completion of the register or any non-compliance to the BoD.	The Clerk to the LGB will maintain a register of interests and will report the completion of the register or any non-compliance to the LGB.			All Governors / Directors have a duty to disclose interests.  Senior Staff and staff with budgetary responsibility are also required to sign declarations of interest and a separate register kept by the school and monitored by LGB
1.9	Director / Governance training			Responsibility for ensuring all statutory training is undertaken across LGBs.		Advises BoD and LGB on training requirements. Coordinate training requirements.	

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1.10	Maintaining a register of Gifts and Hospitality.		<p>BoD sets the Trust policy for accepting and recording gifts and hospitality.</p> <p>The Clerk will maintain a register and will report any noncompliance to the BoD.</p>	The Clerk to the LGB will maintain the register and will report any non-compliance to the LGB.	Will decide, within the parameters of Trust policy, whether to allow any offers of gifts or hospitality to be accepted.		All Directors/Governors have a duty to disclose gifts or hospitality received or offered.

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<b>2. HR</b>							
<b>2.1</b>	Suspension / Dismissal / Appeal of CEO		Suspension – Panel or Chair of the Board.  Dismissal – Panel of Directors.  Appeal – separate Panel of Directors.				
<b>2.2</b>	Suspension / Dismissal / Appeal of Headteacher and SLT			Suspension – Chair of LGB.  Dismissal – Panel of Governors, including at least one Director.  Appeal – separate Panel of Governors including at least one Director.			

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<b>2.3</b>	Suspension / Dismissal / Appeal of other staff			Dismissal – Panel of Governors if outside of the probation period.  Appeal – Separate Panel of Governors.	Suspension – Headteacher of the Academy.  Dismissal if within the probation period - Headteacher in conjunction with HR Director.		
<b>2.4</b>	Suspension/ Dismissal / Appeal of centralised staff		Dismissal – Panel of Directors outside of the probation period.  Appeal – separate panel of Director  Appeal – separate panel of Directors			Suspension – CEO Dismissal if within the probation period - CEO in conjunction with HR Director.	In the case of staff employed across the central function and one or more schools, the employment with the largest proportion leads the suspension / dismissal.  If the employment is 50/50 then a joint decision is made using an equal number of Directors/governors.

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2.5	Compliance with all equalities legislation.		Oversight of equalities Legislation. Appoint Director with equalities oversight.		Ensure equalities Legislation is followed.	Retain oversight.	
2.6	Potential unfair dismissal/grievance / discrimination claim (against Headteacher)					Manage the process involving Local Governing Body and Board of Directors meetings.	
2.7	Review/approve senior posts or more than three non-senior posts		FAHRCT to review/approve staffing structure within the budget set for each year and any subsequent additional senior or more than three non-senior posts	Review/approve staffing structure for each academic year as per the budget set for each year and subsequent additional senior or more than three non-senior posts.	Headteacher recommends changes to the staffing for senior or more than three non-senior posts to LGB		



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<b>3. Compliance</b>							
<b>3.1</b>	<p>Compliance with all safeguarding legislation.</p> <p>Website compliance</p> <p>Compliance with all Companies House / ESFA / Funding Agreement requirements.</p>		<p>Oversight of safeguarding legislation. Delegation to LGB of annual safeguarding report. Appoint Director with safeguarding oversight.</p> <p>Ensure Trust website fully compliant.</p>	<p>Appoint safeguarding lead on an annual basis. Ensure annual safeguarding review completed.</p> <p>Ensure website fully compliant with statutory regulations.</p>	<p>Ensure all safeguarding procedures are in place and robust.</p> <p>Work with Local Governing Body to ensure compliance.</p>	<p>Advises BoD &amp; LGBs on relevant safeguarding legislation. Retain oversight.</p> <p>Advises Trust / LGBs on website compliance regulations.</p> <p>Advise and action all compliance information / requirements.</p>	<p>Any safeguarding concerns will be reported back to BoD through LGB reporting structure.</p>

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<b>3.2</b>	Compliance with all SEND legislation		Oversight of SEND legislation.  Delegation to LGB of annual SEND report.	Appoint SEND lead on an annual basis.  Ensure annual SEND report commissioned.	Ensure all SEND procedures are in place and robust.	Advises BoD & LGBs on relevant SEND legislation.	
<b>4. Admissions / Exclusions</b>							
<b>4.1</b>	Co-ordination of admissions		Ensure all statutory requirements are met in relation to admissions and admission appeals.	Approve any request for a proposal to change the admissions policy. Ensure consultation requirements are met.  Approve and adopt the admissions policy on an annual basis.  To maintain an oversight of admissions and undertake the statutory functions on behalf of the Board.	All statement / EHCP admissions consultations to be reviewed by HT.		

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<b>4.2</b>	Pupil exclusions		<p>Ensure all statutory requirements are met in relation to exclusions.</p> <p>Directors may sit on the Pupil Disciplinary Committee at a Trust School.</p>	<p>To maintain an oversight of exclusions and undertake the statutory functions on behalf of the Board.</p> <p>LGB to establish a Pupil Discipline Committee to consider exclusions in accordance with the DFE Guidance on Exclusions.</p>	To decide whether a pupil should be excluded (fixed term or permanent).	Advise BoD and LGBs on relevant exclusions legislation.	Governors may sit on a Pupil Discipline Committee at another Trust school.
<b>5. Academic progress</b>							
<b>5.1</b>	Academic progress		Receive termly progress reports from all centres. Appoint Director with academic achievement oversight.	Oversight of / Responsible for monitoring of academic progress of all pupils. Responsibility for standards in each school and setting of progress targets.	Responsibility for pupil progress and ensuring pupil progress targets are met.	Meets with HTs on a half termly basis to discuss pupil progress and produce report.	

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<b>6. Teaching, Learning &amp; Assessment</b>							
<b>6.1</b>	Teaching, Learning & Assessment		Receive termly reports from all centres on teaching quality: strengths / areas for development.	Oversight of / responsibility for monitoring teaching standards in each centre.	Responsibility for teaching standards & ensuring high quality provision.	Meets with HTs on a half termly basis to discuss teaching quality.	
<b>7. Performance Management</b>							
<b>7.1</b>	HT performance management		Hear appeals.	Approve salary changes.		Performance manage HT with Chair of LGB. Recommend salary changes to LGB.	
<b>7.2</b>	CEO performance management	Hear appeals against CEO performance management /salary.	Organise CEO performance management /salary recommendation through delegated committee/ powers. BoD to approve any changes.				

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<b>8. Information and Communications Systems</b>							
<b>8.1</b>	Controlling systems, security and privacy of data.		BoD approves an Information Management Policy to ensure legal compliance and security of data.	LGB to adopt policy.  Oversees safeguards and protocols to minimise the risk of loss or corruption of data or of unauthorised access to data.		ICT function is responsible to the CEO/CFO for information management procedures.	
<b>8.2</b>	Complying with General Data Protection Regulation (GDPR) and other related legislation.		BoD approves the Combined Data Protection and Freedom of Information (FOI) policy for the MAT.	Ensures appropriate protocols and procedures are in place to ensure compliance.	Headteacher will liaise with the Data Controller (CFO) to prepare draft replies to all queries relating to the School.	Data Controller (CFO) will update the registration for all new schools, change of address etc and oversee compliance.  Data Controller (CFO) liaises with relevant School to prepare any required response.  CEO/Executive Headteacher reviews queries and responses.	A register of queries and replies will be maintained.

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<b>9. Health and Safety</b>							
<b>9.1</b>	Health & Safety		Ensure a clear written overarching statement is in place which promotes the correct attitude towards safety of staff, visitors and pupils.	Ensure appropriate policy & procedures are in place and sign off any authority required as a result.	Responsible for effective management of health & safety.	CFO liaises with schools to ensure policy and procedures are compliant.	

## Terms of Reference for the Local Governing Body (each Academy) 2021-22

### Introduction

#### 1. Membership

The Local Governing Body shall consist of:

- Two Parent Governors (minimum)
- Two Staff Governors
- Minimum of 4 further Governors
- The Headteacher

#### 2. Quorum

The quorum for a meeting shall be three or one third (whichever is greater) of the total number of Governors holding office at the date of the meeting who are not employees of the Trust. The Chair will always have the casting vote where applicable.

#### 3. Meetings

The Local Governing Body shall meet at least once a term and otherwise as required.

#### 4. Duties

The duties of the Local Governing Body of the academy so far as they relate to financial matters or matters that may impact on the academy's finances include:

1. Recruiting new governors as vacancies arise subject to ratification by the Board of Directors (BoD).
2. Conducting the process for the election of staff and parent governors.
3. Holding at least three Governing Body meetings a year.
4. Establishing an F&PC Committee.
5. Identifying any sub-committees and seeking authorisation from the BoD to their terms of reference.
6. Appointing or removing the Chair and Vice Chair of any committee or subcommittee
7. Appointing and removing a Clerk to the Governing Body.

8. Delegating certain financial functions to committees, groups and individuals (subject to the Trust Regulations for the Conduct of Business of the Local Governing Body). The delegation must be reviewed and re-authorised annually.
9. Receiving reports from any individual or committee to whom a decision has been delegated and to consider whether any further action by the Local Governing Body is necessary.
10. Recommending the annual budget for adoption by the Board of Directors (BoD).
11. Taking an overview with the Headteacher and CEO of publicity and marketing strategy.
12. Monitoring and reviewing staffing numbers and approving additional posts not already identified in the staffing organisational structure.
13. Monitoring and reviewing the schools educational provision including performance outcomes, curriculum breadth, quality of teaching, safeguarding, pupil parental satisfaction and financial health.
14. Reviewing all building plans and maintenance programmes.
15. Reviewing and approving any local policies where responsibility has been delegated by the Board of Directors such as rates to be charged for letting School property.
16. Keeping the Health and Safety Policy and its practice under review and to make revisions where appropriate and authorising expenditure to improve safety provision.



## Terms of Reference for the Finance and Personnel Committee (each Academy) – 2021-22

### Introduction

#### 1. Membership

The Finance and Personnel Committee shall consist of:

- Three Governors (minimum) who are not employees of the Trust
- Headteacher
- Business Manager or designated representative (as required)
- Finance Manager (as required)

#### 2. Quorum

The quorum for a meeting shall be three Governors who are not employees of the Trust. The Chair, who will not be a staff member, will always have the casting vote where applicable.

#### 3. Meetings

The Finance and Personnel Committee shall meet a minimum of three times during the academic year and otherwise as required.

Exceptionally, the Finance and Personnel Committee may make decisions by email, subject to the thresholds contained within the KET Financial Handbook.

#### 4. Duties

The specific duties of the Committee shall be to work in conjunction with the Headteacher and Business Manager (BM) or designated representative of the School and with the Chief Executive Officer (CEO) and Chief Financial Officer (CFO) of the Trust. The Committee will provide guidance and make recommendations to the Local Governing Body on financial and staffing matters in line with the scheme of delegation.

The Committee responsibilities include the following:

1. Monitoring compliance with Trust, the Local Governing Body and DfE Academy Finance requirements.
2. Reporting to the Local Governing Body any decisions made in accordance with powers delegated by the Local Governing Body, including decisions made on academy assets including depreciation and removal of items from asset register.
3. Considering a termly budget position statement, including virement decisions, and reporting significant anomalies from the anticipated position to the Governing Body; making recommendations where necessary.
4. Reviewing the draft budget taking account of priorities of the School Development Plan and presenting this to the Governing Body for approval.
5. Monitoring expenditure within all voluntary funds held on behalf of the Local Governing Body.
6. Ensuring that the principles of “Best Value” in line with the Trust’s Financial Handbook are applied to all services and goods purchased and works contracted for.

7. Reviewing draft financial statements and presenting these to the Local Governing Body for approval.
8. Considering and responding appropriately to recommendations made by the auditors and internal auditors.
9. Undertaking self-review at the end of each academic year to assess whether priorities have been achieved, making recommendations to the Local Governing Body on committee membership, terms of reference, delegated powers and priorities for the coming year.
10. Monitoring and reporting on the School's use of Pupil Premium.
11. Considering progress on personnel-related aspects of the School Development Plan and post-OFSTED action plan, including staffing structures.
12. Considering budget implications of pay awards, and making recommendations to the Local Governing Body.
13. To consider and approve the annual review of teachers' performance related pay ensuring, not only that due process has been followed in a fair and equitable manner, but also that total cost of the awards recommended can be afforded within the School's budget.
14. Considering proposals for all capital building projects in the light of available funding and presenting draft project plans and options to the Local Governing Body for decision.
15. Reviewing Trust policies on issues relating to finance and staffing, including Health and Safety, and in consultation with the Headteacher, make recommendations to the Local Governing Body for the implementation of policies.
16. Drafting and reviewing any local policies arising from Trust policies – e.g. a detailed lettings policy in support of the overall lettings policy – for approval by the Local Governing Body.

## Finance, Audit & Human Resources Committee (FAHRCT) – Terms of Reference (Trust) 2021-22

### Introduction

#### 1. Membership

Chair of the BoD  
4 further Directors who are not employees of the Trust  
Director of HR  
Chief Financial Officer (CFO)  
Accounting Officer (CEO)  
Chair of F&PC Committee of each School

#### 2. Quorum

The quorum for a meeting shall be four Directors who are not employees of the Trust.  
The Chair will always have the casting vote where applicable.

#### 3. Meetings

Meetings will be held at least once a term with additional meetings held as required. The meeting held at the end of the summer term will ratify the budget for the period of September to August, prior to approval by the Board of Directors. The meeting held in November/December will approve the audited year end accounts, financial statements and accounting policies. These will be ratified by the Board prior to submission to the Secretary of State (by 31 December) and filed with Companies House and the Charity Commission within stated timescales.

Audit meetings shall be held once a term but additional meetings will be held if required. The external auditor may request a meeting, if considered necessary. Other Audit meetings will be held as required by the Trust, or Chair of the committee. The External Auditor will attend when required.

#### 4. Financial matters

1. To regularly monitor and review the 5% charge delegated from each school budget for central services and advise the BoD accordingly.
2. To lead the development of strategic plans and provide leadership on financial issues.
3. To consider the KET's annual indicative funding (as notified by DfE) and delegation of funding to individual Schools, and assess the implications for the KET, in consultation with the CFO and Headteachers, in advance of the academic/financial year. Any matters of significance should be drawn to the attention of the Board.
4. To agree and make recommendations to the Board on the broad budget headings and areas of expenditure to be adopted each year.

5. To receive the KET's proposed annual budget from the Chief Financial Officer, consider and recommend the acceptance/non acceptance to the Board of Directors at the start of each academic/financial year. This should include the level and use of contingency funds or balances.
6. To receive, consider and approve (or reject) monthly budget reports from the CFO including virement requests, major variance reports, staffing costs, allocation of curriculum development costs and forecast operational costs. Submit overview report to the Board of Directors, highlighting any specific concerns as required.
7. To consider any appeals to Executive team salary reviews carried out by the CEO.
8. To receive copies of MAT Development Plan(s) (and any subsequent updates) and review the financial implication of these. The plans should include detailed objectives, costs and success criteria for measuring success for the coming academic year and outline objectives for the following two years.
9. To annually review and approve the Trust Financial Handbook (TFH), ensuring that all the requirements of the ESFA's Academies' Trust Handbook are met. Report amendments to the Board, as required.
10. To monitor and review financial operation procedures to ensure effective implementation and operation, including progress against the 'Financial Imperatives' and, where appropriate, to make recommendations for improvement.
11. To consider financial benchmarking and consider how financial performance could be improved.
12. To provide relevant financial information to other KET Committees as required by them to make decisions on issues within their delegation.
13. To consider and approve (or reject) declaration of Earmarked Funds and Reserve Spend requests.
14. To consider and give outline approval (or reject) KET purchases greater than the thresholds outlined in the TFH.
15. To prepare the financial statement to form part of the Annual report of the Board of Directors, for filing in accordance with the Companies Act and the Charity Commission requirements.
16. To ensure that the Board has considered, signed and published a Statement of Internal Control and Best Value Statement.
17. To approve annual accounts of the School Funds.
18. To ensure adequate insurance cover (or RPA as appropriate) is in place to support all KET responsibilities such as employers' liability, fidelity, building, Directors' indemnity, public liability insurance etc.

19. To review the KET risk register document on a regular basis.
20. To receive and review a Health and Safety report from the CFO once a term.
21. To authorise (or refuse) requests in writing to ESFA for disposal of an asset(s) in excess of the threshold set within its Financial Procedures.
22. To approve write-off of any debts (or liaise with ESFA if value of debt is greater than as stated in their guidance).
23. To receive an annual review/summary of all Service Contracting arrangements with a value of over £20,000.
24. To agree guidance for Governors expense allowances.
25. Review annually the Trust's policies on fraud and whistle-blowing.
26. Consider (and approve) the Trust's charging and remissions policies.
27. To review these functions annually and propose any amendments to the Board.

#### **5. Audit matters**

The Audit Committee is authorised by the Board to investigate any activity within its terms of reference, and to seek any information it requires from staff. Staff are requested to cooperate with the Committee in the conduct of its enquiries. Requests for work and reports received from internal audit will be channelled through the Accounting Officer, to whom the Chief Financial Officer reports. The Audit Committee is authorised to obtain independent professional advice if it considers this necessary.

The specific duties of the Committee shall be to:

1. Review the Trust's/Schools' internal and external financial statements and reports to ensure that they reflect best practice.
2. Review the risks to internal financial control of the KET and establish a programme of work to address these risks, inform the statement of internal control and, so far as is possible, provide assurance to external auditors.
3. Review the effectiveness of the Trust's internal control system to ensure that the aims, objectives and key performance targets of the organisation are achieved.
4. Ensure that the Trust's internal control systems meet, or exceeds, the standards specified in the DfE Academies Financial Handbook and complies in all other respects with these guidelines.
5. Ensure the Trust is independently audited by an approved registered auditor.

6. Recommend to the Board the appointment (or reappointment) of the KET auditors, as required. Ensure a copy of the auditor's letter of engagement is submitted to DfE with the annual accounts and Management Letter.
7. Respond to the Auditor's Management Letter and inform the Board of any significant issues.
8. Consider internal reports, including the Auditor's report and recommend to the FAHRCT / BoD action as appropriate to respond to findings.
9. Review the operation of the Trust's code of practice for Board members and code of conduct for staff.
10. Review annually the Trust's delegation of financial responsibilities.
11. Consider any other matters where requested to do so by the BoD.
12. Report at least once a year to the Board on the discharge of the above duties as required.
13. To review these functions annually and propose any amendments to the BoD.

## 6. HR matters

The specific duties of the Committee initially shall be to:

1. Work to harmonise contracts across different Trust Schools to ensure equality of roles and pay.
2. Work to centralise key policies regarding staffing and human resources issues.
3. To review and recommend HR policy and strategy and to monitor the impact on organisational performance.
4. As and when required, offer HR advice to academies within the Trust.