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**Terms of Reference for Members,  
Trust Board and Committees**

**February 2023**



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## **Introduction**

Kings Academy Trust (KAT) has three tiers of governance consisting of Members, a Board of Trustees (the “Board”) and Committees.

The Committees of the Board are: -

- Finance and Resources
- Pupil Outcomes
- Audit and Risk
- Local Governing Bodies

The Board delegates certain powers, responsibilities and tasks to these Committees. All Committees must communicate any concern or issue it identifies to the Board of Trustees at the earliest opportunity. At the end of every meeting, committee members should review the proceedings and agree any matters it should bring to the attention of the Board. Conversely, the Board will also review its discussion and communicate with Committees any matters it determines to be of importance.



## **KINGS ACADEMY TRUST MEMBERS**

### **Remit & Structure**

The members of the Trust are akin to the shareholders of a company (except they do not receive dividends). They have ultimate control over the Trust. They have a number of statutory rights and also rights set out in the Trust's Articles of Association (the "Articles"). The Members are aware of, and accept, the Nolan Committee's Seven Principles of Public Life as documented in Appendix 1.

The Trust plans to have five Members, and there shall always be a minimum of three Members in accordance with the Articles of Association.

### **Quorum**

Three persons entitled to vote upon the business to be transacted (each being a Member, proxy of a Member or a duly authorised representative of a Member organisation).

### **Frequency of meetings**

Annually, at the start of the Academic Year.

### **Key Functions**

- To appoint or remove Trustees.
- To control any changes to the Trust's constitution (Memorandum and Articles of Association).
- To receive the Trust's annual audited accounts.
- To appoint the Trust's external auditors.
- The appointment and removal of members.

## **BOARD OF TRUSTEES**

### **Remit & Structure**

Trustees are appointed for the strategic skills, knowledge and expertise they bring to the Board in relevant fields (e.g. education, finance, business). The Trust's Articles of Association state there is a maximum of seven Appointed Trustees (appointed by the Members), but no overall maximum. Whilst the Trust has parents on Local Governing Bodies, there is no requirement to also appoint Parent Trustees to the Board.

The stated aim of the Trust is to have nine Trustees in total.

Trustees set the strategic direction of the Trust, hold the Chief Executive Officer and other executive leaders to account and ensure the Trust adheres to its Funding Agreement and the requirements of the Academy Trust Handbook. As charity trustees, the Board must ensure compliance with charity law. Although Trustees delegate some functions to Committees through these Terms of Reference, the Board remains ultimately accountable.

The Board has established two types of committee: -

- Main Board committees which are established to deal with Trust-wide matters. These are: -
  - Finance & Resources Committee
  - Audit & Risk Committee
  - Pupil Outcomes Committee
- Local Governing Bodies which are established by the Board to support the effective operation of the schools within the Trust (LGBs)

### **Quorum**

Three Trustees, or where greater, any one third (except when the vote is the removal of a Trustee, when the quorum is two-thirds).

### **Frequency of meetings**

At least termly.

## **Terms of Reference**

- To set the values, aims and objectives of the Trust.
- To set the strategic plan for the Trust.
- To review overall progress against the strategic plan and its objectives (particularly in respect of growth and sustainability, facility development, organisation and leadership, and education outcomes), taking action where appropriate.
- To review overall performance of the Trust and individual Schools (particularly in respect of educational outcomes, student welfare, staff development and financial performance terms), taking action where appropriate.
- To set policy and standards, or delegate their approval to Committees or the Executive.
- To oversee and manage risk.
- To agree and establish Committees and delegate powers, responsibilities and tasks to such Committees as the Board sees fit.
- To agree the constitution and membership of all Committees of the Board.
- To appoint a Chair to each Committee.
- To address issues raised to its attention by any of its Committees, in particular where decisions or priority setting is required.
- To be responsible for the selection, appointment and performance review of the Chief Executive Officer (CEO).
- To ensure the Trust's funds are used only in accordance with the law, its Articles of Association, its Funding Agreement and the Academy Trust Handbook.
- To ensure the Trust seeks economy and value for money in the use of its funds.
- To publish annual accounts, including a governance statement and composition of the Board of Trustees.
- To act responsibly, in the interests of the Trust and its academies.

## **Additional Information**

The day-to-day management and responsibility for the running of the Schools in the Trust is delegated by the Board to the CEO, who will also serve as the Accounting Officer for the Trust. The CEO in turn will delegate management responsibilities to School Headteachers (the "Headteachers"). The Headteachers will be supported by local leadership teams in each of the Schools. The CEO will be supported by a Central Executive Team (CET), including a Chief Finance Officer (the "CFO") and Chief Operating Officer (the "COO").

## **FINANCE & RESOURCES COMMITTEE**

### **Remit & Structure**

The Finance and Resources Committee shall be responsible for ensuring Trust's finances and resources are managed effectively, enabling the Trust to deliver against its aims and objectives.

The Committee will review the proposed annual budget and recommend approval to the Trust Board. The Committee will approve any significant expenditure in accordance with specified limits in the Trust's Scheme of Delegation.

The three key areas overseen by the Committee are: -

- Financial operations of the Trust.
- Facilities & Estates including Health & Safety.
- Human Resources.

Membership of the Committee will be a minimum of three Trustees. The Chair must be a Trustee, and at least one committee member must have appropriate financial skills and experience. Members of the Trust's Executive will attend as appropriate.

### **Quorum**

Two Trustees.

### **Frequency of meetings**

Minimum of four meetings in each financial year.

### **Terms of Reference**

#### **Financial oversight**

- To provide guidance and assistance to the CEO and the Trust Board in all matters relating to budgeting and finance.
- To review financial policy statements, including consideration of long-term planning and resourcing.
- To consider each year's annual budget priorities and present that annual budget to the Trust Board for approval.
- To ensure that a three-year financial plan and/or projections for the Trust are in place and to review the plans on an annual basis.
- To review and recommend to the Trust Board the Scheme of Delegation for approval.
- To review and approve any service level agreements and contracts entered into by the school and monitor the service provided.
- To review financial reports as provided by the Chief Finance Officer.
- To monitor spend against forecast and query any significant variance.

- To approve expenditure, award contracts and vire funds where necessary, within limits detailed in the Scheme of Delegation.
- To monitor the Trust's level of reserves and promote prudent investments where appropriate.
- To utilise benchmarking information where available to inform financial KPIs.
- To agree the Trust's insurance arrangements.

### **Human Resources including staffing and pay**

- To agree a draft staffing strategy and oversee its implementation.
- To receive proposed staffing structures for each Academy and the Trust.
- To approve any changes to leadership structures.
- To receive regular reports and updates on employment issues.
- To review strategic information related to HR.
- To approve any redundancies or contract terminations.
- To review staff attendance information and seek assurances on behalf of the Board that appropriate action is being taken to reduce absence.
- To approve a number of HR-related policies, including the Trust's Pay Policy, ensuring it is statutorily compliant and applied equitably and consistently.
- To receive any other reports on HR matters as appropriate, at the discretion of the CEO or Trust Board.
- To constitute pay sub-committees where appropriate to ensure pay decisions are fair and in accordance with Trust policies and procedures.

### **Facilities & Estates**

- To have oversight of third-party contracts in place across the Trust, ensuring robust procedures for awarding contracts are followed.
- To ensure Value for Money in the awarding of contracts.
- To ensure the Trust's premises are suitable for effective learning and provide a safe environment for staff and pupils alike.
- To oversee Health and Safety arrangements across the Trust.
- To receive reports regarding facilities and estates from the COO.

### **Additional Information**

The Committee is an advisory body with no executive powers other than those set out above. However, it is authorised by the Trust to investigate any activity within its Terms of Reference. All Trustees, Members and employees of the Trust are directed to co-operate with any reasonable request made by the Committee.



## **AUDIT & RISK COMMITTEE**

### **Remit & Structure**

The Audit and Risk Committee shall be responsible for overseeing and approving the Trust's programme of internal scrutiny and ensuring that risks are being addressed appropriately through internal scrutiny.

The Committee reports to the Board on the adequacy of the Trust's internal control framework, including financial and non-financial controls and management of risks.

The Committee is also responsible for having oversight of the external audit and findings, and advising the Board such that there is an appropriate, reasonable and timely response by the Trust's management team to findings by external auditors.

Membership of the Committee will be a minimum of three Trustees. The Chair must be a Trustee with appropriate financial skills and experience and must not be the Chair of Trustees. The Accounting Officer and Chief Finance Officer will attend the meetings to provide information and participate in discussions.

### **Quorum**

Two Trustees.

### **Frequency of meetings**

Minimum of three meetings in each financial year.

### **Terms of Reference**

#### **Internal Audit**

- To advise the Board on the appointment, reappointment, dismissal and remuneration of the internal audit service.
- To agree the work programme of the internal audit service.
- To consider the reports of the internal audit service and, when appropriate, advise the Board of material controls issues.
- To monitor the implementation of agreed recommendations relating to internal audit reports.

#### **External Audit and Financial Statements**

- To advise the Board on the appointment, reappointment, dismissal and remuneration of the external auditor.

- To consider the reports of the external auditors and, when appropriate, advise the Board of material controls issues.
- To monitor the implementation of agreed recommendations relating to the external auditor's management letter.
- To establish, in conjunction with the Trust's Executive, relevant performance measures and indicators, to monitor the effectiveness of the external auditor.
- To review the annual financial statements in the presence of the external auditor, including the auditor's formal opinion, the governance statement, consideration of the internal control systems' effectiveness, risk management statements and any relevant issue raised in the external audit management letter.
- To recommend the annual financial statements to the Trust for approval.

### **Risk Management and Internal Control**

- To review the adequacy of the Trust's Risk Management Policy and procedures and regularly review the risk register.
- To ensure that all areas of risk are considered and appropriate mitigations put in place. As a minimum, areas of risk covered should include: -
  - Financial.
  - Growth of Trust.
  - Governance.
  - HR including child protection and safeguarding.
  - Marketing and community including reputational risks.
  - Premises and site risks including health and safety.
  - IT.
- To monitor the implementation of Risk Management Action Plans.
- To review the content of ESFA investigation reports, along with any guidance on reducing the risk of financial irregularity.

### **Fraud Prevention and Detection**

- To review the Trust's arrangements in respect of whistleblowing and anti-fraud and corruption and make recommendations as necessary.
- To ensure that all allegations of fraud and irregularity are properly followed up and control weaknesses addressed, including being notified of all cases.

## **PUPIL OUTCOMES COMMITTEE**

### **Remit & Structure**

The role of the Pupil Outcomes Committee is to lead on educational and wider pupil strategies, monitor progress in achieving these strategies, and provide robust challenge.

Membership of the Committee will be a minimum of three Trustees. The Chair must be a Trustee, and at least one committee member must have appropriate skills and experience from an educational setting. Members of the Trust's Executive will attend as appropriate.

### **Quorum**

Two Trustees.

### **Frequency of meetings**

Minimum of two meetings in each financial year.

### **Terms of Reference**

- To review education standards, working with the CEO, Executive Headteachers and Headteachers to support the academies in achieving their optimum potential for pupils and students.
- To challenge strategies and assist with educational and pastoral aims and objectives.
- To review educational targets.
- To monitor progress towards achieving targets.
- To approve plans for spending Pupil Premium and other ring-fenced grants to achieve the best outcomes and to monitor the impact of this spend.
- To establish working groups where there are concerns about a specific area of performance or delivery. This could be one-off meetings or a series of meetings to establish recommendations or outcomes.
- To communicate any significant concerns about educational performance or any matter relating to outcomes or the safety of pupils and students to the Board of Trustees at the first opportunity.
- To support the Trust's educational leaders and be conversant in each Academy's profile, strengths and areas for improvement.

## **LOCAL GOVERNING BODIES**

### **Remit & Structure**

In order to assist with the discharge of their responsibilities, the Trustees have established either a Local Governing Body (LGB) or Local Governing Body Hub (LGB Hub) for each of its academies as appropriate. Local Governing Bodies are for one school, and LGB Hubs have been created for multiple schools to work together where this has been deemed beneficial.

Each LGB or LGB Hub is a committee of the main Board established pursuant to Articles 100 to 104 (inclusive) of the Articles of Association of the Trust (the 'Articles').

Trustees may review these terms of reference at any time but shall review them at least annually. These terms of reference may only be amended by the Board of Trustees.

Members of the LGB or LGB Hub shall be known as 'governors'

The Trustees have the right to appoint such persons to the LGB or LGB Hub as they shall determine.

The composition of the each LGB or LGB Hub shall be as follows: -

- a. Chair.
- b. Vice Chair.
- c. The Headteacher or Executive Headteacher.
- d. One staff governor.
- e. A minimum one and maximum of two parent governors.
- f. A minimum of three and maximum of five community Governors.

### **Appointment and Removal of Governors**

#### **Staff Governors**

- The Trustees/Directors shall invite nominations from all staff employed under a contract of employment or a contract for services or otherwise engaged to provide services to the school and, where there are any contested posts, shall hold an election by a secret ballot.

- All arrangements for the calling and the conduct of the election and resolution of questions as to whether any person is an eligible candidate shall be determined by the Trustees. The Trustees may delegate the running of the election to the LGB.

### **Parent Governors**

- Parent governors shall be elected by parents of registered pupils at the school. They must be a parent of, or have parental responsibility for a pupil currently at the school or who has attended previously when they are elected.
- The Trustees shall make all necessary arrangements for, and determine all other matters relating to, an election of the parent governors. The Trustees will delegate the running of the election to the LGB or LGB Hub.
- Where a vacancy for a parent governor is required to be filled by election, the Trustees shall take such steps as are reasonably practical to secure that every person who is known to them to be a parent of a registered pupil at the school past or present is informed of the vacancy and that it is required to be filled by election, informed that they are entitled to stand as a candidate, and vote at the election, and given an opportunity to do so.
- Any election of persons who are to be the parent governors which is contested shall be held by secret ballot. The arrangements made for the election of the parent governors shall provide for every person who is entitled to vote in the election to have an opportunity to do so by post or, if they prefer, by having their ballot paper returned to the school by a registered pupil at the school.
- Where the numbers of parents standing for election is less than the number of vacancies, the governors may appoint a person who is the parent of a registered pupil at the school or, where it is not reasonably practical to do so, a person who is the parent of a registered pupil of another school run by the Trust

### **Term of Office**

The term of office for any governor is four years. Governors can vote to re-elect any governor at the end of a four-year term of office providing they are still associated with the academy and remain eligible.

### **Quorum**

The quorum for a meeting of the LGB or LGB Hub , and any vote on any matter at such a meeting, shall be any governors, or where greater, any one third (rounded up to a whole number) of the total number of governors of the LGB at the date of the meeting, which must include at least one governor appointed by the Trust.

### **Frequency of meetings**

Each LGB or LGB Hub shall meet once per term and shall hold termly committees for: -

- Pupil and Staff Welfare including safeguarding/SCR.
- Standards and Effectiveness including KPI.

### **Terms of Reference**

#### **General Principles**

In the exercise of its delegated powers and functions, the governors of the LGB or LGB Hub shall: -

- Ensure that the school(s) operates in accordance with the objects of the Trust, the terms of any trust governing the use of the land which is used for the purposes of the school, any agreement entered into with the Secretary of State for the funding of the academy/School and these terms of reference.
- Promptly implement and comply with any policies or procedures communicated to the LGB or LGB Hub by the Trustees.
- Review its own policies and practices on a regular basis, in view of any advice or recommendations made by the Trustees.
- Work closely with the Trustees and act with integrity, objectivity and honesty in the best interests of the Trust and the school.
- Be open about decisions and be prepared to justify those decisions
- Keep confidential all information of a confidential nature obtained by them relating to the school and the Trust
- Adopt financial prudence in managing the financial affairs of the Trust insofar as these relate to the school and are delegated to them
- Be responsible for appointing the Headteacher of the academy with support from the CEO and undertake responsibility for ensuring all performance management processes have been put in place effectively.
- Each governor shall be required to take part in regular self-review and is accountable for meeting his/her own training and development needs. It is a governor's responsibility to consider if, and raise any concerns where he/she feels that appropriate training and development is not being provided.

- Governors shall be expected to report to the Trust against Key Performance Indicators (KPIs) which have been set for the school(s) and provide such data and information regarding the business of the school(s) and the pupils attending the school(s) as the Trustees may require from time to time.
- A termly learning walk will take place with one Governor and a senior member of staff to look at key areas of the school development plan and see if they can see it in operation and progress being made towards it. The results of this learning walk need to be reported back to full Governors.

**The governing body has the following core strategic functions, and establishes the strategic direction by: -**

- Setting the vision, values, and objectives for the school.
- Agreeing the school improvement strategy with priorities and targets.
- Meeting statutory duties.

**Accountability is ensured by: -**

- Monitoring progress towards targets.
- Monitoring and evaluating school and student progress and attainment.
- Monitoring and evaluating any school action plans or similar.
- Monitoring and evaluating the planning, development and delivery of the curriculum of the school.
- Being a source of challenge and support to the Headteacher and Senior leaders.
- Acting as a link governor on a specific issue, making relevant enquiries of the relevant staff, and reporting to the Governing Body through the committee structure on the progress on the relevant school priority.
- Listening to and reporting to the school's stakeholders: pupils, parents, staff, and the wider community;
- Ensuring the school staff have the resources and support they required.

**Financial probity is assured by:**

- Being aware of spending against the budget.
- Oversee the financial performance of the school making sure its money is well spent.

- Ensuring value for money is obtained.
- Ensuring risks to the organisation are managed.

**For governing bodies to carry out their roles effectively, governors must be: -**

- Prepared and equipped to take their responsibilities seriously.
- Acknowledged as the accountable body by school leaders.
- Supported by the appropriate authorities in that task.
- Prepared to undertake any relevant training to further build knowledge and skills within the governing body.
- Willing and able to monitor and review their own performance.

**Committees**

A committee shall be set up for Standards and Effectiveness in order that KPI data can be reviewed with senior leaders. The school(s) need to collect data on pupil progress, pupil attainment, attendance and behaviour and then share this with Governors at least 7 days in advance of the meeting to give Governors time to prepare. The committee will require 3 Governors to attend. Senior leaders can then be challenged and supported over their KPI data.

A committee shall be set up for Staff and Pupil Welfare including safeguarding. 3 Governors will be on this committee (including a parent and staff governor) and meet termly with the Designated Safeguarding Lead (or nominated deputy). Governors need to be satisfied the Single Central Record is up to date and meets all requirements, that all staff have had appropriate training, and any matters of concern.

**Relationships between the Board and LGB / LGB Hub**

The LGB or LGB Hub shall in carrying out its role;

- Promote high standards and aim to ensure that students and pupils are attending a successful school which provides them with a good education and support their well-being.
- Be responsible to the Trustees for its actions and follow the expectations of governors as laid down by the Trustees.
- Aim to establish that it is competent, accountable, independent and diverse that promotes best practice in governance.



- Aim to ensure that its governors promote and uphold high standards of conduct, probity and ethics.

The Trustees shall support the work of the LGB or LGB Hub by

- Setting a clear strategic vision to allow the LGB or LGB Hub to set and achieve its own aims and objectives within such vision.
- Ensuring that systems are put in place to allow the governors to be presented with timely and good data to allow the LGB or LGB Hub to analyse school performance in order to support and challenge the Headteacher and the senior leadership team of the school.
- Ensuring that the governors have access to high quality training that is relevant to the needs of the school and/or set out in their personal annual CPD plan.

Trustees have the right to amend these terms of reference at any time. Where the Trustees have concerns about the performance of an LGB or LGB Hub they may amongst other actions: -

- Require the relevant LGB or LGB Hub to adopt and comply with a governance action plan in such form as determined by the Trustees.
- Suspend or remove any or all of the matters delegated to the LGB or LGB Hub.
- Suspend or remove any or all of the governors of the relevant LGB Hub.

The Trustees may exercise their powers where: -

- The Trustees (acting reasonably) have concerns about governance or operations at the school(s).
- There is a deficit budget (both revenue and capital) in excess of target set by the Trustees.
- The Trustees (acting reasonably) have concerns about the finances of the school.
- The school has materially or consistently failed to meet key performance indicators set by the Trustees.

The Trustees may vary the matters delegated where: -

- The LGB or LGB Hub acts outside its delegated powers and limitations.
- The LGB or LGB Hub is in breach of these terms of reference.



The Trustees may remove governors where: -

- The school is in material breach of its funding agreements;
- The LGB or LGB Hub is in material breach of these terms of reference or has persistently breached these terms of reference

The circumstances listed above are illustrative only and shall not limit the rights of the Trustees to suspend or remove any or all of the matters delegated to the LGB or LGB Hub.



## **Chairs Group**

The Chair of the Board of Trustees will meet the Chairs of the LGBs for the purposes of: -

- Exchanging information.
- Maintaining alignment of priorities, values and direction.
- Sharing views on strategic matters of mutual interest .
- Identifying opportunities for improvement and growth.

Meetings of the Chairs Group will be held termly and arranged by the Chair of the Board of Trustees.

## **Appendix 1**

### **The Seven Principles of Public Life**

*(Originally published by the Nolan Committee: The Committee on Standards in Public Life was established by the then Prime Minister in October 1994, under the Chairmanship of Lord Nolan, to consider standards of conduct in various areas of public life, and to make recommendations).*

**Selflessness** - Holders of public office should act solely in terms of the public interest. They should not do so in order to gain financial or other material benefits for themselves, their family, or their friends.

**Integrity** - Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might seek to influence them in the performance of their official duties.

**Objectivity** - In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit.

**Accountability** - Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.

**Openness** - Holders of public office should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.

**Honesty** - Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.

**Leadership** - Holders of public office should promote and support these principles by leadership and example.