



The Key Educational Trust

Scheme of Delegation

The Policy is reviewed annually by the
Trust Board

History of Document

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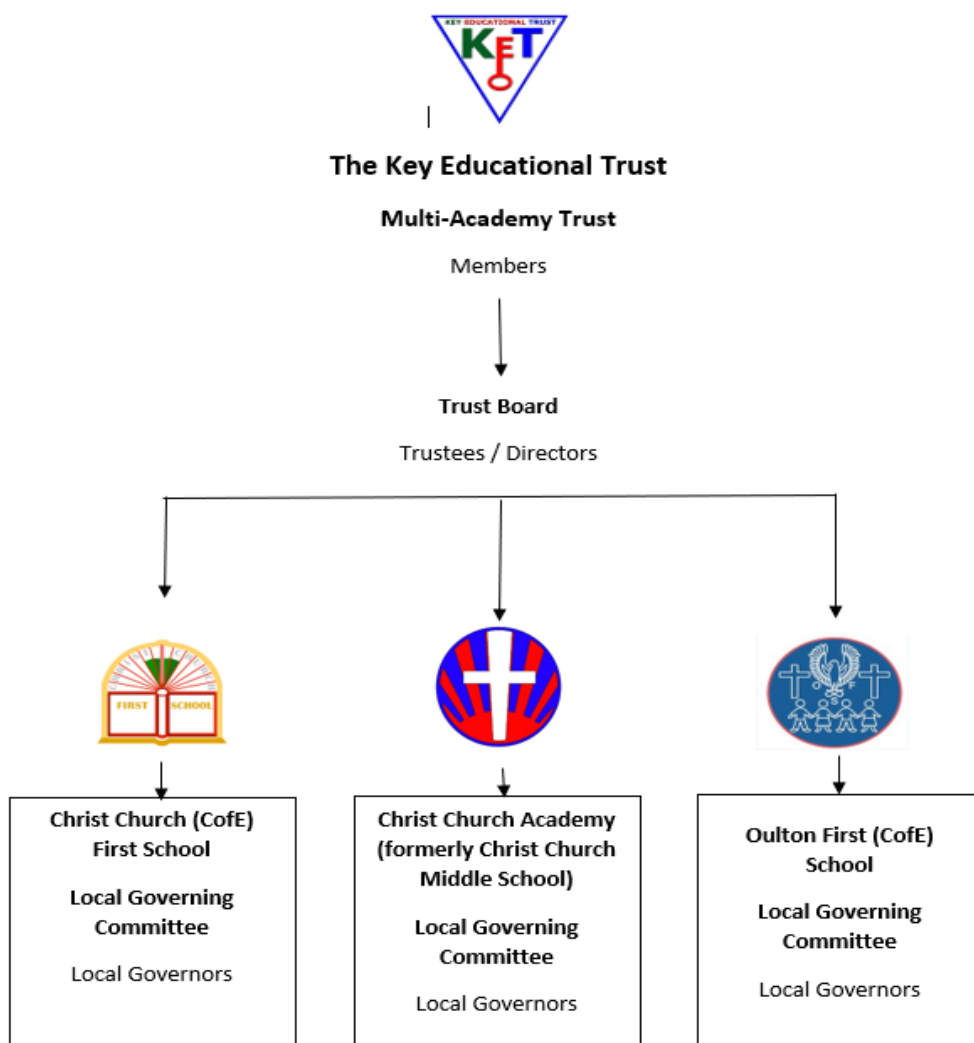
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Introduction

The Key Educational Trust (KET) Board of Directors is accountable in law for all major decisions relating to its academies. However, this does not mean that the board is required to carry out all the trust's governance functions and decision-making responsibilities. Many are delegated to the chief executive officer (CEO), the board's committees, and to local governing boards. A clear scheme of delegation defines lines of responsibility and accountability within the KET.

This Scheme of Delegation provides and overarching Scheme of Delegation for all decision making in the KET (**Appendix 1**) and a separate Scheme of Delegation for Financial Powers as referred to in the Academies Financial Handbook (**Appendix 2**).

1. Governance Structure of The Key Educational Trust



2. Code of Conduct for Members, Directors/Trustees and Local Governing Committees

The Key Educational Trust (KET) has a code of conduct, which sets out the expectations on, and commitment required from, members, directors and local school governors in order for the KET to properly carry out its work within the schools and the wider community. Each has their own roles and responsibilities, but all are expected to respect and uphold the following seven Principles of Public Life as defined by the Nolan Committee:

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.

3. The Purpose of a Scheme of Delegation

The KET scheme of delegation will:

- Promote a culture of honesty and accountability
- Ensure the senior leadership of the Trust (CEO/Trust Business Manager (TBM) is clear about which decisions the trust board of directors remain in control of
- Identify responsibility for the appointment and performance management of the CEO and school headteachers
- Ensure that the role of the Trust senior leadership team (CEO/TBM) is fully understood throughout the KET
- Identify responsibility for policy and practice in each school
- Identify responsibility for oversight of educational performance in each school
- Identify responsibility for oversight of each school's budget
- Identify responsibility for assessment of risk in each school

As the KET grows and matures through welcoming new schools to the Trust, the workings of the KET are likely to change, both in terms of governance and management. The Scheme of Delegation (SoD) will therefore be reviewed annually, with changes made as necessary to reflect the changing circumstances and ensure that the KET continues to best meet the needs of its academies. All involved in governance of the KET will always be made aware of any changes and what these mean in practice.

4. KET Roles and Responsibilities

4.1 Members

The members of the KET are guardians of its governance structure although they have no day-to-day role in the running of the school. The members appoint directors/trustees to ensure that the trust's charitable object is carried out and can remove them if they fail to fulfil this responsibility.

4.2 Directors/Trustees

The KET is a charitable company and so Directors/Trustees are both charity trustees (within the terms of section 177(1) of the Charities Act 2011) and company directors. Because trustees are bound by both charity and company law, the terms 'trustees' and 'directors' are often used interchangeably. The KET uses the term directors.

The board of directors is responsible for the general control and management of the administration of the KET and, in accordance with the provisions set out in the Memorandum and Articles of Association and its funding agreement, is legally responsible and accountable for the three core governance functions including the performance of all schools within the trust. It must also approve a written scheme of delegation of financial powers that maintains robust internal control arrangements. The board of directors has the right to review and adapt its governance structure at any time which may, where necessary, include removing delegation.

The board of directors is the employer of all staff employed within the KET.

4.3 Trust Board Committees

The KET directors have established three committees:

- Finance Committee
- Risk and Audit Committee
- Strategic Committee

All of the KET committees have delegated responsibilities but all decisions made will be deemed decisions of the trust board. There will always be at least 3 directors on each committee and the responsibilities are set out in the terms of reference.

4.4 Chief Executive Officer (CEO)

The KET CEO has the delegated responsibility for the operation of the KET including the performance of all of its schools. The CEO therefore performance manages the school

headteachers, with support from the Trust Board of Directors and academy Local Governing Committees. The CEO is also the accounting officer so has overall responsibility for the operation of the KET's financial responsibilities and must ensure that the organisation is run with financial effectiveness and stability; avoiding waste and securing value for money.

4.5 Local Governing Committees

Each school in the KET has a local governing committee to carry out some of the school level governance functions, including in particular the statutory requirement to ensure the protection and safeguarding of its pupils. It will also closely monitor school finances and school performance.

The local governing committee is a committee appointed by directors who will hold them to account as well as listen to issues they raise. Directors have the power to appoint and remove local governing boards although such action will be unlikely where schools are performing well.

4.6 Principal / Executive Headteacher / Headteacher

The headteacher is responsible for the day to day management of the school and is managed by the CEO. The headteacher may then further delegate such functions to individual members of staff. However, the headteacher reports to the Local Governing Committee on matters which have been delegated to it.

5. Terms of Reference

The Key Education Trust governance structure described above is supported by Terms of Reference for the Members, Trust Board, Trust Board Committees and Local Governing Committees. This section contains copies of the current Terms of Reference for each.

5.1 Members Terms of Reference



KET Members Terms of Reference

Constitution

As a charity and company limited by guarantee, the Key Educational Trust (the Trust) is governed by a board of directors (the Board). The Board is the Trust's accountable body and has overall responsibility, with ultimate decision-making authority for all the work of the Trust, including the establishing and running of the Academies.

The Members of the Trust are akin to the shareholders of a company (except that 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 the KET Scheme of Delegation.

The statutory rights of the Members are:

- (i) The right to remove Trustees
- (ii) The right to amend the Articles
- (iii) The right to receive annual account
- (iv) The right to appoint the auditors

The rights of the Members under the Articles are:

- (i) The appointment of Trustees
- (ii) The appointment and removal of Members

What members do

- (i) subscribers to the memorandum of association (where they are founding members)
- (ii) may amend the articles of association subject to any restrictions created by the funding agreement or charity law
- (iii) may, by special resolution, appoint new members or remove existing members other than, where there is one, the foundation/sponsor body and any members it has appointed
- (iv) have powers to appoint trustees/directors as set out in the Trust's articles of association and powers under the Companies Act 2006 to remove trustees/directors
- (v) may, by special resolution, issue direction to the trustees/directors to take specific action

(vi) appoint the Trust's external auditors and receive (but do not sign) the audited annual report and accounts (subject to Companies Act)

(vii) have power to change the company's name and, ultimately wind it up

Membership

- (i) The Academy Trust must have at least three members, although the Department for Education's (DfE) strong preference is that trusts should have at least five members to ensure:
 - a wider and more diverse range of perspectives
 - b ensures decisions can be made via special resolution rather than through unanimity
- (ii) current and potential members must not be subject to a direction under section 128 of the Education and Skills Act 2008, which prohibits individuals from taking part in academy trust management
- (iii) members must not be employees of the Trust, not occupy a staff establishment role on a voluntary basis
- (iv) the Trust aim is to for the majority of members to be independent of the Trust Board of Directors

Meetings

- (i) The Committee shall meet termly 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;
- (ii) 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.
- (iii) A register of attendance shall be kept for each committee meeting and published in the annual report

Authority

- (i) Whilst responsibility to conduct the Trust's strategic business sits with the trustees, if the governance of the trust by the board of trustees/directors becomes dysfunctional, the members will have a strong interest in ensuring the board has plans to address the issues, or otherwise to remove the board or individual trustees/directors and re-appoint trustees with the skills necessary for effective governance.
- (ii) It is important, therefore, for members to be kept informed by trustees about trust business so they can be assured that the board is exercising effective governance. This must include providing the members with the trust's audited annual report and accounts.

Review of Terms of Reference

The Members / Trust Board shall review these terms of reference on an annual basis

5.2 Trust Board of Directors Terms of Reference – to be added



KET Board of Directors Terms of Reference

Constitution

This document defines the roles of, the terms of reference the Trust Board of Directors. The Board will review these Terms of Reference together with the membership at least once every twelve months.

These Terms of Reference may only be amended by the Board. The functions, delegations, duties and proceedings of committees set out in these Terms of Reference shall also be subject to any regulations made by the Board from time to time.

The trustees of the academy trust are both charity trustees and company directors. The Trust refers to them as directors. Collectively the directors form the Board of Directors (the **Trust Board**) of KET Academy Trust (the **Academy Trust**).

Focus of Directors

The Trust directors focus on three core functions:

- (viii) ensuring clarity of vision, ethos and strategic direction
- (ix) holding the executive leaders of the academies within the Trust to account for the educational performance of the organisation and its pupils, and the performance management of staff
- (x) overseeing and ensuring effective financial performance

The Trust Directors must apply the highest standards of conduct and ensure robust governance, as these are critical for effective financial management. They should follow the Governance Handbook and be compliant with the Academy Trust Handbook by implementing:

- (i) strategic leadership that sets and champions vision, ethos and strategy
- (ii) accountability that drives up educational standards and financial performance
- (iii) people with the right skills, experience, qualities and capacity
- (iv) structures that reinforce clearly defined roles and responsibilities
- (v) compliance with statutory and contractual requirements
- (vi) evaluation of governance to monitor and improve its quality and impact.

Membership

- (v) the Trust's articles of association set out the conditions determining the minimum number of directors the Trust will have
- (vi) all trust should ensure there are reserved places for parents, carers or other individuals with parental responsibilities in their governance structure; these places are to be filled by holding elections as appropriate. Trusts with multiple academies

should have at least two such places on the board or at least two such places on each local governing body where the trust has established them.

- (vii) the Trust Board should identify the skills and experience it needs, including financial knowledge and appoint directors that cover the required skills and knowledge.
- (viii) the Key Educational Trust Board of Directors has established two types of committee:
 - i Trust Board Committees, established to deal with trust-wide matters such as finance, risk and audit, strategy
 - ii Local governing committees, established by the Board to support the effective operation of the academies within the Trust
- (ix) a Clerk to the Trust Board will be appointed

Voting

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

Meetings

- (iv) the Trust Board shall meet at least five times per year and dates of meetings are shared at the start of each academic year
- (v) a register of attendance shall be kept for each committee meeting and published in the annual report
- (vi) meetings of the Trust Board will focus on:
 - i. setting the values, aims and objectives of the Trust
 - ii. strategic planning
 - iii. reviewing overall progress against the strategic plan and its objectives (particularly in respect of growth and sustainability, facility development, organisation and leadership, and education outcomes), acting where appropriate
 - iv. reviewing overall performance of the Trust and individual Schools (particularly in respect of educational outcomes, student welfare, staff development and financial performance terms)
 - v. the setting of policy and standards
 - vi. addressing issues raised to its attention by any of its committees, in particular where decisions or priority setting is required.

Authority

- (i) The Trust Board will be responsible for the selection, appointment and performance review of the Chief Executive Officer (the CEO)
- (ii) Day to day management and responsibility for the running of the Trust is delegated to the CEO, who will also serve as the Accounting Officer for the Trust.

- (iii) The CEO will delegate management responsibilities to the Academy Principal/Executive Headteachers who will be supported by local leadership teams in each of the academies within the Trust. The CEO will be supported by a central management team, including the Trust Business Manager.

General

- (i) Reviewing or investigating any other matters referred to the Committee by the Trust Board.
- (ii) Drawing any significant recommendations and matters of concern to the attention of the Trust Board. To satisfy itself that adequate arrangements are in place to secure value for money.

Review of Terms of Reference

The Trust Board shall review these terms of reference on an annual basis

5.3 Trust Board Committees Terms of Reference

The Key Educational Trust Finance Committee – Terms of Reference



KET Finance Committee Terms of Reference

Constitution

The Board of Directors (the **Trust Board**) of KET Academy Trust (the **Academy Trust**) has established a committee of the Trust Board to be known as the Finance Committee (the **Committee**). The Committee will report to the Trust Board.

Aims

- (i) initial review and recommendation to the Trust Board of the annual consolidated budget
- (ii) regular monitoring of overall actual expenditure and income against budget
- (iii) ensuring the annual consolidated accounts are produced in accordance with the requirements of the Companies Act 1985 and the DfE guidance issued to academies
- (iv) authorising the award of contracts up to the amount stated in the Scheme of Delegation (see Scheme of Delegation Policy)
- (v) to review the financial policies of the trust and where necessary make recommendations to the Trust Board
- (vi) Review and make recommendation to the Trust Board on any pay awards and pay progression

Membership

- (x) The Committee will be appointed by the Trust Board and, including the CEO of the Academy Trust, will comprise no more than five and no fewer than three members. A majority of the Committee will be Directors;
- (xi) The Trust Board will appoint one of the members of the Committee as its chair (the **Chair**);
- (xii) A Clerk to the Committee will be appointed

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. On an equality of vote the Chair will have a casting vote.

Meetings

- (vii) The Committee shall meet termly 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;
- (viii) Meetings can be requested by the external or internal auditors if they consider one necessary;
- (ix) 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.
- (x) A register of attendance shall be kept for each committee meeting and published in the annual report

Authority

- (iv) The Committee is authorised by the Trust Board to carry on 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;
- (v) The Committee is authorised by the Trust Board to obtain independent legal or other professional advice and to secure the attendance of any person at any Committee meeting with relevant experience and expertise if it is considered necessary.

Duties

Funding

- (i) To consider each of the Academies indicative funding, notified annually by the Department for Education (DfE) and to assess its implications for the relevant Academy. This will be in consultation with the Principal/Executive Headteacher and Trust Business Manager, in advance of the financial year, drawing any matters of significance or concern to the attention of the Trust Board.
- (ii) To consider and recommend acceptance or non-acceptance of the Academies budgets each financial year.

Budgeting

- (i) To contribute to the formulation of the Academies strategic plans, through the consideration of financial priorities and proposals, in consultation with the relevant Principal/ Executive Headteacher and the Trust Business Manager and with the stated and agreed aims and objectives of the relevant Academy.
- (ii) To receive and make recommendations on the broad budget headings and areas of expenditure to be adopted each year. This will include the level and use of any reserves or balances, ensuring the compatibility of all such proposals with the development priorities set out in strategic plans.
- (iii) To liaise with and receive reports from appropriate committees and make recommendations to those committees about the financial aspects of matters being considered by them.

- (iv) To consider the spending plans of other committees and report back and advise the Trust Board.
- (v) To delegate the day to day management of the approved budget to relevant the Principal/Executive Headteacher, within agreed authorisation limits.
- (vi) To consider requests for supplementary expenditure and make appropriate recommendations to the Trust Board.
- (vii) To consider and act upon matters not covered by other sub-committees.
- (viii) To review financial policy including consideration of long-term planning and resourcing in accordance with each of the Academies' development plans.

Expenditure

- (i) To monitor and review expenditure on a regular basis and ensure compliance with the overall financial plan for the relevant Academy, and with the financial regulations of the DfE, drawing any matters of concern to the attention of the Trust Board.

Financial Procedures

- (ii) To 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 make recommendations for improvement.
- (iii) To prepare the financial statement to form part of the annual report of the Trust Board to stakeholders and for filing in accordance with requirements of the Companies Act, Charity Commission and Funding Agreement (including the Academy Trust Handbook)
- (iv) To approve the Investments Policy to manage, control and track financial exposure, and ensure value for money; to review the trust's investments and investment policy on a regular basis.

General

- (iii) Reviewing or investigating any other matters referred to the Committee by the Trust Board.
- (iv) Drawing any significant recommendations and matters of concern to the attention of the Trust Board. To satisfy itself that adequate arrangements are in place to secure value for money.

Annual Report

To prepare an annual report for submission to the Board on the work of the Finance Committee.

Review of Terms of Reference

The Trust Board shall review these terms of reference on an annual basis

The Key Educational Trust Risk and Audit Committee – Terms of Reference



KET Risk and Audit Committee Terms of Reference

Constitution

The Board of Directors (the **Trust Board**) of KET Academy Trust (the **Academy Trust**) has established a committee of the Trust Board to be known as the Risk & Audit Committee (the **Committee**). The Committee will report to the Trust Board.

Aims

- (i) To facilitate good communication between the Academy Trust and its external and internal auditors;
- (ii) To increase the credibility and objectivity of financial reporting;
- (iii) To strengthen the independence of the audit function;
- (iv) To improve the quality of the accounting and auditing functions;
- (v) To test the robustness of the Academy Trust's management of risk.

Membership

- (xiii) The Committee will be appointed by the Trust Board and, including the CEO of the Academy Trust, will comprise no more than five and no fewer than three members. A majority of the Committee will be Directors;
- (xiv) The Trust Board will appoint one of the members of the Committee as its chair (the **Chair**);
- (xv) A Clerk to the Committee will be appointed

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. On an equality of vote the Chair will have a casting vote.

Meetings

- (xi) The Committee shall meet termly 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;

- (xii) Meetings can be requested by the external or internal auditors if they consider one necessary;
- (xiii) 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.

Authority

- (vi) 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;
- (vii) The Committee is authorised by the Trust Board to obtain independent legal or other professional advice and to secure the attendance of any person at any Committee meeting with relevant experience and expertise if it is considered necessary.

Duties

Financial and Internal Audit

- (i) To review the effectiveness of the financial and other internal control systems;
- (ii) To ensure that all significant losses have been properly investigated and that the internal and external auditors and where appropriate the relevant authorities have been informed;
- (iii) To oversee the Trust's policy on fraud and irregularity, including being notified of any action taken under that policy.

External Audit

- (i) To make recommendations to the Board on: the appointment and, if necessary, the dismissal of the External Auditor; the audit fee; and any non-audit services from the External Auditor;
- (ii) To guide the External Auditor on the nature and scope of the audit;
- (iii) To receive and consider the External Auditor's management letter in connection with the audit of the Trust's Annual Accounts and the management response;
- (iv) To consider elements of the annual financial statements in the presence of the External Auditor, including the auditor's formal opinion, the statement of the members' responsibilities and any corporate governance statement.

Internal Audit

- (i) To advise on the appointment of the Internal Auditor and, if necessary, on their resignation or dismissal;
- (ii) To receive and approve a rolling, forward Plan for the Internal Auditor;
- (iii) To receive and approve an Annual Plan of activity for the Internal Auditor;

- (iv) To receive and consider the final report of each internal audit assignment, activity or investigation undertaken on behalf of the Trust by the Internal Auditor;
- (v) To review the work of the Internal Auditor in conjunction with the receipt of an annual report prepared by the Internal Auditor, the report to include an opinion on the degree of assurance that can be taken from the system of control;
- (vi) To consider any internal audit matters not specifically covered above;
- (vii) To review central policies developed prior to being presented to the Trust Board.

Monitoring and Co-ordination of Internal and External Audit

- (i) To monitor the effectiveness of internal and external audit, including monitoring of any matters affecting their independence or objectivity;

- (i) To promote co-ordination between the internal and external auditors.

Reports of an Audit Nature

To receive and consider any reports of an audit nature prepared by OFSTED, Regulators and any other similar bodies.

Value for Money

To satisfy itself that adequate arrangements are in place to secure value for money.

Economy, Efficiency and Effectiveness

To assure itself satisfactory arrangements are in place to promote economy, efficiency and effectiveness.

Risk Management

To advise the Board on Risk Management by:

- (i) Ensuring familiarisation with the concept and requirements of risk management;
- (ii) Acting as a catalyst for risk management activity across the Trust;
- (iii) Ensuring appropriate audit work on risk management is performed;
- (iv) Collecting information on risks and risk management;
- (iv) Considering the Due Diligence documentation of schools joining the Academy Trust, making recommendations to the Board as appropriate.

Annual Report

To prepare an annual report for submission to the Board on the work of the Audit Committee. This will incorporate an opinion on the effectiveness of the internal control system and the pursuit of value for money, together with an assurance on risk management.

Review of Terms of Reference

The Board shall review these terms of reference annually.

The Key Educational Trust Strategy Committee – Terms of Reference



KET Strategy Committee Terms of Reference

Constitution

The Board of Directors (the **Trust Board**) of KET Academy Trust (the **Academy Trust**) has established a committee of the Trust Board to be known as the Strategy Committee (the **Committee**). The Committee will report to the Trust Board.

Aims and Responsibilities

- (xi) making and reviewing a contingency and business continuity plan setting out what the academy trust would do to ensure the continued operation of the trust
- (xii) develop and evolve a forward looking long-term strategic vision for the Trust and set priorities
- (xiii) develop, implement and monitor a strategy for Trust growth
- (xiv) ensure that innovative and challenging School Improvement Plans are developed and implemented across the Trust
- (xv) consider and review the impact that political, educational and financial changes may have on the strategic vision
- (xvi) monitor the programme of work being undertaken by committees
- (xvii) consider recommendations made by committees and working parties, and ensure that the committees are working in a co-ordinated and coherent way to ensure best practice
- (xviii) ensure cohesive partnership working across the academies within the Trust

Membership

- (xvi) The Committee will be appointed by the Trust Board and, including the CEO of the Academy Trust, will comprise no more than five and no fewer than three members. A majority of the Committee will be Directors;
- (xvii) The Trust Board will appoint one of the members of the Committee as its chair (the **Chair**);
- (xviii) A Clerk to the Committee will be appointed

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. On an equality of vote the Chair will have a casting vote.

Meetings

- (xiv) The Committee shall meet termly 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;
- (xv) 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.
- (xvi) A register of attendance shall be kept for each committee meeting and published in the annual report

Authority

- (viii) The Committee is authorised by the Trust Board to carry on 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;
- (ix) The Committee is authorised by the Trust Board to obtain independent legal or other professional advice and to secure the attendance of any person at any Committee meeting with relevant experience and expertise if it is considered necessary.

General

- (v) Reviewing or investigating any other matters referred to the Committee by the Trust Board.
- (vi) Drawing any significant recommendations and matters of concern to the attention of the Trust Board. To satisfy itself that adequate arrangements are in place to secure value for money.

Annual Report

To prepare an annual report for submission to the Board on the work of the Strategy Committee.

Review of Terms of Reference

The Trust Board shall review these terms of reference on an annual basis

5.3 Local Governing Committee Terms of Reference (DRAFT)



The Key Educational Trust Terms of Reference – Local Governing Committee (“LGC”)

1. Terms of Reference

- These terms of reference are drafted and maintained by The Key Educational Trust. The Directors may make amendments to these terms of reference from time to time, as described in the Trust’s Articles of Association (“Articles”).
- The Terms of Reference will be reviewed at least annually by the Directors.
- If amendments are made, the Trust shall notify the Chair of each LGC, who shall be expected to make the other Governors aware of such changes. The clerk will also be informed.

2. The Trust and LGC

- The Trust is a charitable company limited by guarantee and is ultimately responsible to the DfE pursuant to the Funding Agreements.
- The Directors are the charity trustees responsible for the general control and management of the administration of the Trust in accordance with the provisions set out in the Articles.
- The LGC shall be a Committee of the Directors as described in the Articles.
- Directors will determine who shall appoint Chair and Vice-Chair of the LGC based on educational performance of the respective schools. Generally, Directors will appoint these roles in schools judged to be Inadequate and may choose to delegate to the LGC in other instances. This may be judged on a case-by-case basis and the LGC will be informed of arrangements.

3. LGC - Governors

Membership of the LGC shall be determined in accordance with the following provisions:

- The total membership shall be not fewer than 3 and not greater than 12, except in exceptional circumstances when Directors may choose to appoint above the maximum 12 Governors (for example, to fill an identified skills gap and/or to aid succession planning).
- The membership of the LGC shall be comprised as follows:
 - the Headteacher/Head of School.
 - 2 elected Parent Governors.
 - 1 Staff Governor (in the event the Staff Governor ceases employment, their role will be immediately vacated upon termination of contract).
 - **Voluntary Controlled schools:** up to 3 Foundation Governors, provided the total number of Foundation Governors does not exceed 25% of the total number of Governors. In the event of a reduction in a number of other Governors categorised (e.g., the resignation of an Appointed Governor), it is acceptable that the number of

Foundation Governors remains the same i.e., no Foundation Governors are expected to step down.

- **Voluntary Aided schools:** up to 7 Foundation Governors, provided the total number of Foundation Governors outnumber all other Governors by two Governors.
- Appointed Governors (who are appointed by the Directors) up to the maximum allowed total 12 Governors (depending on above stipulations).

In addition, any Director may attend a meeting of the LGC and will count towards the quorum and receive a vote on any matters for decision.

4. Governors' Term of Office

- All terms of office – apart from the Headteacher/Head of School – will be 4 years. The Headteacher/Head of School role is ex officio.
- Any Governor shall hold and vacate office in accordance with the terms of their appointment but the length of their term of office shall not exceed four years (except in the case of the Headteacher/Head of School).
- Subject to remaining eligible to be a Governor, any Governor may be reappointed for consecutive periods.
- Where a Governor has previously served as a Governor of the school prior to Academy conversion, the term of office shall continue (and will thus not reset).

5. Resignation & Removal of Governors

- A Governor may at any time resign their office by giving notice in writing to any or all the following:
 - The clerk.
 - The Headteacher/Head of School and Chair of Governors.
- A Governor shall cease to hold office if they are removed by the person or persons who appointed them. This provision does not apply in the case of the Parent or Staff Governor.
- The Directors may terminate the appointment of any Governor whose presence or conduct is deemed by the Directors not to be in the best interests of the Trust or the individual school.
- Any Staff Member shall automatically cease to hold office if they cease to be employed at the school. However, a Parent Governor shall not automatically cease to hold office solely by reason of the child (of whom that Parent Governor is a parent or carer) ceasing to be a pupil at the school.

6. Persons ineligible to be Governors

- No person shall be qualified to be a Governor unless they are aged 18 or over at the date of their election or appointment. No current pupil from within the Trust shall be a Governor.
- A Governor shall cease to hold office if they
 - Become incapable by reason of mental disorder, illness, or injury of managing or administering their own affairs.
 - Are absent without the permission of the Chair from all their meetings held within a period of six months and the Governors resolve that this office be vacated.
 - Would be disqualified from acting as a charity trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision).

- A person shall be disqualified from holding or continuing to hold office as a Governor:
 - If their estate has been sequestrated and the sequestration has not been discharged, annulled, or reduced.
 - If they are the subject of a bankruptcy restrictions order or an interim order.
 - If at any time when they are included in the list of teachers and workers with children or young persons whose employment is prohibited or restricted under section 1 of the Protection of Children Act 1999.
 - If at any time they are disqualified from working with children under section 28, 29, 29A and 29B of the Criminal Justice and Court Services Act 2000.
 - If they are a person in respect of whom a direction has been made under section 142 of the Education Act 2002.
 - Where they have, at any time, been convicted of any criminal offence, excluding any that have been spent under the Rehabilitation of Offenders Act 1974 as amended, and excluding any offence for which the maximum sentence is a fine or a lesser sentence except where a person has been convicted of any offence which falls under section 72 of the Charities Act 1993.
 - If they have not complied with the Trust's DBS procedure as detailed in the Safer Recruitment policy. Governors are required to have an Enhanced Disclosure and Barring Service Certificate and Section 128 check.
 - Where a person becomes disqualified from holding or continuing to hold office as a Governor and they are, or are proposed, to become such a Governor, they shall upon becoming so disqualified give written notice of that fact to the Clerk to the LGC.

7. Appointment of the Clerk to Governors

- The Clerk to Governors shall be appointed by the Board of Directors by recommendation from the CEO. The Clerk shall not be a Governor.
- Where the Clerk fails to attend a meeting of theirs, Governors can appoint any one of their number or any other person (apart from the Headteacher/Head of School) to act as Clerk for the purposes of that meeting.
- Where the LGC is dissatisfied with the Clerk, they can make representations to the CEO for a replacement Clerk, stating their reasons for dissatisfaction.

8. Appointment of Chair and Vice Chair of LGC

- **Good/outstanding schools:** The Chair and Vice-Chair of the LGC shall be elected by the LGC for a term of between 1-4 years, as determined by the LGC.
- **RI/Inadequate schools:** The Chair and Vice-Chair of the LGC shall be appointed at the start of each academic year by the Directors from among the Local Governors.
- Staff Governors are not eligible to be appointed as Chair or Vice-Chair.
- Where the Trust considers that there is not a suitable Chair or Vice-Chair from among the Governors, the Trust will either appoint a Director to fulfil the role until such time as a suitable Governor can be found or will appoint a person with the requisite skills and experience externally.
- If both the Chair and the Vice-Chair are absent from any meeting of the LGC, the LGC shall appoint a Chair from their number for the purpose of that meeting. This person cannot be a member of staff.

9. Responsibilities of Local Governors

- The role of Governors is to carry the Trust vision, policies, and priorities forward, based on the specific qualities and community characteristics of each school. The Governors are expected to question and challenge school leadership and to hold them to account.
- In particular, and subject to the limitations set out above and in the Scheme of Delegation, the Directors delegate the running of the school to the LGC and specifically the following duties:

Vision and Accountability

- To carry forward the Trust's vision, in a way appropriate to the specific qualities and community characteristics of each school.
- Implementation of actions required to comply with statutory regulations and the Funding Agreements.

Implementation of the Trust policies.

- Holding school leadership to account for academic performance, quality of care and provision of the school.

Finances and Assets

- Ensuring school level resource is applied appropriately.
- Consideration of the school's required funding and support to the Directors in relation to the annual budgetary process.
- Following LGC scrutiny, the budget is to be submitted to the Directors for approval and, for the avoidance of doubt, the school budget shall not be effective until such times it has been approved by the Directors.
 - Seeking value for money and being able to demonstrate that value for money has been achieved.
 - Monitoring and reviewing expenditure on a regular basis and ensuring compliance with the overall financial plan for the school.
 - Maintenance of or putting in place appropriate arrangements for the maintenance of the school estate in accordance with the guidelines established by the Trust.
 - Implementation of the Trust's procurement policies.
 - Observing proper levels of delegation and protocols.

Governance

- The Governors are **not** charity trustees within the terms of section 97(1) of the

Charities Act 1993 (although a Governor may also be a Director).

- Each Governor shall always act in the best interests of the Trust and school.
- The Governors must keep confidential all information of a confidential nature obtained by them relating to the school and the Trust.
- The Directors reserve the right to withdraw delegated powers from the LGC and disband it at any time.
- On appointment, each Governor shall be required to state that they are familiar and agree to comply with:
 - ✦ All Trust policies and procedures as relevant to the role of a Governor, including the Induction Policy, Code of Conduct and Safeguarding and Child Protection Policy (and any other Trust documents as appropriate and/or as requested from time to time).
 - ✦ The Articles of Association.
 - ✦ the Funding Agreements.
 - ✦ these Terms of Reference.
 - ✦ any terms of reference for sub-committees (e.g., Governors' Pay Committee, as detailed within the Pay Policy).
- Each Governor shall be required to carry out training to ensure their skills and knowledge are up to date, including safeguarding training upon induction and regularly thereafter (in line with Keeping Children Safe in Education September 2022).
- It is a Governor's responsibility to consider if, and raise any concerns where, they feel that appropriate training and development is not being provided.

Christian Distinctiveness

- Governors in Voluntary Controlled and Voluntary Aided schools are expected to confirm they will uphold the distinctively Christian nature of the school.

Personnel

- Governor involvement (where applicable) in the appointment of school staff is detailed within the Scheme of Delegation, which in turn refers to the Trust's Appointment of Staff grid. This will be regularly reviewed by Directors.
 - The terms of reference for the Governors' Pay Committee is reviewed annually as part of the Pay Policy.
 - Monitoring local HR activity and policy, including the process for local performance reviews for members of staff.
- The Chair of the LGC will be offered the opportunity to be involved in the performance management of the Headteacher/Head of School. The time and date for this meeting will be determined by the Trust.

10. Meetings of the LGC

- The LGC shall meet at least 3 times in every academic year and shall hold such other meetings as may be necessary. The clerking of a maximum of 3 meetings will be supported via the top-slice; clerking of any additional meetings will be covered by individual school budget.
- All formal meetings shall be convened by the Clerk to the LGC, who shall send written notice of the meeting and a copy of the agenda at least seven clear days in advance of the meeting.
- A special meeting of the LGC shall be called by the Clerk whenever requested by the Chair. Where there are matters demanding urgent consideration, the Chair or, in their absence, the Vice-Chair, may waive the need for seven days' notice of the meeting and substitute such notice as they think fit.
- The convening of a meeting and the proceedings conducted shall not be invalidated by reason of any individual not having received written notice of the meeting or a copy of the agenda.

11. Quorum for LGC Meetings

- Meetings of the LGC shall be quorate if three or one-third of members are present (whichever is greater).
- If the number of Governors assembled for a meeting of the LGC does not constitute a quorum, the Chair (or Vice-Chair in their absence) shall determine if the meeting should be held. If, during a meeting of the LGC, the number of Governors present ceases to constitute a quorum, the Chair (or Vice-Chair in their absence) shall determine if the meeting shall be terminated forthwith.
- If, for lack of a quorum, a meeting cannot be held or cannot continue, the Chair shall, if they think fit, determine the time and date at which a further meeting shall be held and shall direct the Clerk to convene the meeting accordingly.

12. Proceedings of LGC Meetings

- Every item to be decided at a meeting of the LGC shall be determined by a majority of the votes of the Governors present and voting on the question. Every Governor shall have one vote. Where there is an equal division of votes the Chair of the meeting shall have a second or casting vote.
- A Governor may not vote by proxy.
- No resolution of the Governors may be rescinded or varied at a subsequent meeting unless consideration of the rescission or variation is a specific item of business on the agenda for that meeting.

13. Decisions Outside of LGC Meetings

- Decisions may, at times, be required outside of LGC meetings. In such circumstances, the Chair of the LGC may use "Chair's action" to approve an item delegated to the LGC which – if not approved – could have a seriously detrimental effect on the School/Trust, its staff, or pupils (or other stakeholders).

14. Minutes and Publication

- Draft minutes are considered as approved for the public record at the point at which the Chair of the LGC approves them.
- At every meeting of the LGC the minutes of the last meeting shall be scrutinised and, if agreed to be accurate, shall be signed by the Chair as a true record.

- The Clerk to the LGC shall ensure that a copy of the agenda for every meeting of the Governors, the draft minutes of every such meeting (if they have been approved by the Chair of that meeting), the signed minutes of every such meeting and any report, document or other paper considered at any such meeting are, as soon as is reasonably practicable, made available to the school upon request.
- All documents are stored electronically.

15. Delegation of Functions and Committees

- The terms of reference for the Governors' Pay Committee are contained within the Pay Policy.
- There are no other LGC sub-committees in effect.
- Governors may meet informally throughout the year as they see fit. Such meetings will not be formally minuted and attendance at such meetings will not count towards an individual Governors' formal (and published) attendance record.

16. Conflicts of Interest

- The income and property of the school must be applied solely towards the provision of the Objects as detailed in the Articles of Association. The restrictions which apply to the Directors regarding having a Personal Financial Interest shall also apply to the Governors.
- The procedure detailed within the Articles of Association shall apply to the LGC always provided that, in the case of a Personal Financial Interest for a Governor who is not also a Director, the LGC may meet to authorise the benefit.
- All Governors shall complete a declaration of interests form on joining the LGC (this may be via electronic means e.g., GovernorHub declaration) and then each academic year thereafter.
- Any Governor who has any duty or personal interest (including but not limited to any Personal Financial Interest) which conflicts or may conflict with their duties as a Governor shall disclose that fact to the Governors as soon as they become aware of it and notify the Chair at the start of any meeting where that conflict relates to an agenda item. A Governor must absent themselves from any discussions of the Governors in which it is possible that a conflict will arise between their duty to act solely in the interests of the school and any duty or personal interest (including but not limited to any Personal Financial Interest).

Appendix 1 – Overarching Scheme of Delegation

Appendix 2 – Delegation of Financial Powers