

## Terms of Reference for Kaleidoscope Board of Trustees and its Committees

The Board will consult Local Governing Bodies before putting in place any arrangements which directly affect LGBs and individual academies and before taking any decisions on policy or procedural matters except where there is a legal requirement to do so.

### The Board of Trustees ('The Board')

#### Purpose

To advance for the public benefit education in the UK, establishing, maintaining, carrying on, managing and developing schools providing high quality education to students from all backgrounds by offering a broad and balanced curriculum and fostering collaboration across the Trust family of schools, other schools, educational establishments, the wider community for the benefit of the community and in line with schools' vision and values.

In relation to all church academies these are to be conducted in accordance with the principles, practices and tenets of the Church of England both generally and in particular in relation to arranging for religious education and daily acts of worship

Ensure the trust's compliance with charity and company law, its Memorandum and Articles of Association, all other applicable legislation, and Department for Education (DfE) and Education Funding Agreement (EFA) requirements relating to the trust and its academies.

Ensure proper and regular use of public funds and compliance with the Funding Agreement.

Ensure the trust is solvent, well run, and meets the needs of pupils and staff in its academies.

Ensure the trust acts in accordance with its constitution and powers, promote the success of the trust, and exercise sound judgement and diligence in all its affairs.

Ensure all trustees are skilled in understanding, interpreting, and comparing school/academy performance data and are kept fully apprised of the performance of each academy at all times.

Ensure all trustees have the skills, knowledge, and information to assess the trust's financial performance.

Ensure the Chief Executive Officer (CEO) and all senior staff have the skills, knowledge, and experience to run the trust and its individual academies and to effectively manage its financial, human, and physical resources and assets.

## Terms of Reference

Determine, following consultation with Local Governing Bodies (LGB), and approve the trust's mission, vision, strategy and long term business plan for *“advancing for the public benefit education in the United Kingdom by maintaining, managing and developing mainstream academies offering a broad and balanced curriculum, and special educational provision”*. (to be taken from Kaleidoscope Articles)

Determine, following consultation with LGBs, key performance indicators and targets for the trust and its academies: monitor the trust's performance against approved plans and key performance indicators and targets.

Determine, following consultation with LGBs, the trust's approach to, and approve, trust wide policies and procedures for the operation and performance of all academies within the trust.

Determine, following consultation with LGBs, constitutional matters, including procedures where the Board has discretion. Determine and establish arrangements and procedures for:

- Holding six Board meetings a year.
- Appointing and removing the chair and vice chair of the Board
- Appointing trustees to standing committees and ad-hoc committees.
- Appointing and removing the clerk to the Board.
- Appointing trustees and patrons.
- Suspending and removing any trustee or patron appointed by the Board.
- Maintaining and publishing a register of members, trustees, local governors and senior members of staff and their business interests and putting in place measures for avoiding conflicts of interest.

Determine, following consultation with LGBs, and establish arrangements and procedures for:

- Appointing annually the chair of any committee of the Board.
- Appointing annually, following a recommendation from each LGB, the chair of each LGB .
- Appointing Trust Governors to LGBs and for suspending and removing any governor.
- Appointing/electing Parent and Staff Governors.

Determine and establish, following consultation with LGBs, the committees of the Board, including LGBs and their sub-committees, and determine their terms of reference.

Determine, following consultation with LGBs, which functions of the Board will be delegated to committees, including LGBs, the Chief Executive Officer, Headteachers, groups and other individuals

Review, in consultation with LGBs, the constitution, membership, terms of reference and scheme of delegation of the Board and its committees, including LGBs, annually.

Determine and establish, following consultation with LGBs, arrangements for making available agendas, papers, and minutes of meetings of the Board and its committees, including LGBs. [statutory requirement]

Receive reports from any committee, including LGBs, or individual, or group to whom a decision has been delegated and to consider whether any further action by the Board is necessary.

### **Education and Achievement**

Determine and establish, following consultation with LGBs, the trust's overall approach to and arrangements and policies and procedures for:

- Monitoring and evaluating academy performance and improvement.
- Providing support and challenge and holding the CEO and academy Headteachers to account.
- Taking action to secure improvement/ pace of improvement in academies.

Approving, monitoring and evaluating the impact of education related policies and procedures and plans- to include:

- Data requirements to inform LGBs and the Board of standards and attainment in consultation with LGBs;
- Setting Key Performance Indicators (KPI) and challenging targets for each academy in the trust in consultation with LGBs; and
- Trust-wide leadership and management arrangements.

Determine and establish, following consultation with LGBs, the trust's overall approach to, and policies and procedures for:

- Marketing and communications.
- Publication of information about the trust and its academies on the trust's and individual academies websites. [statutory policy]
- Complaints. [statutory policy]

Determine, and establish, following consultation with LGBs, the trust's admissions policy and oversubscription criteria. [statutory policy]

Make arrangements for securing independent admission appeals and independent review panels for exclusion following consultation with LGBs. [statutory policy]

### **Financial Planning, Controls, Monitoring and Management**

Ensure the trust complies with all matters of regularity, propriety, and value for

money in its use of public funds and develops and implements effective financial policies and procedures. Ensure the trust develops effective and efficient systems and procedures for financial planning, internal controls, monitoring and management, propriety, audit, and for observance and compliance with all financial regulations, EFA guidance, and the Academies Financial Handbook.

Appoint external auditors: determine internal audit arrangements: determine action to be taken arising from audit reports.

Determine and establish, following consultation with LGBs, the financial scheme of delegation and financial authorities to the Chief Executive Officer and trust Principal Financial Officer (PFO) and individual academies.

Determine and establish, following consultation with LGBs, the trust's policies and procedures for:

- Accounting practices
- Asset management
- Audit
- Income
- Ordering goods, works and services
- Authorising payroll and pension decisions
- Managing conflicts of interest
- Gifts and hospitality
- Lettings and fees
- Staff severance and compensation payments
- Charging and remissions [statutory policy]

Determine and establish, following consultation with LGBs, banking arrangements.

Determine, establish, and maintain in consultation with LGBs, a 3 year financial plan and an investment policy and strategy. Approve all annual returns to the EFA, Companies House, and for publication on Kaleidoscope section of websites.

Determine and establish, in consultation with LGBs, arrangements for, and approve, a consolidated budget and budgets for each academy and trust-wide services and support for each financial year and end of year financial statements. Receive and consider information about the financial performance of the trust at least 3 times a year. Monitor budgets and significant virements at least termly.

Establish an appeals mechanism for individual academies if the General Annual Grant (GAG) is pooled.

Monitor pupil/students admission numbers overall and in each academy. Determine and establish, following consultation with LGBs, arrangements for organisational change (i.e. changes in the number, age range, size and location of academies).

Determine and establish, in consultation with LGBs, arrangements for bidding for

and allocating capital funding and for allocating funding for the maintenance, improvement, and expansion of the trust's buildings and estate

### Human Resources

Ensure the trust complies with all legislation and develops and implements sound policies and procedures relating to the recruitment and employment of staff. Determine and establish, in consultation with LGBs, arrangements, and a scheme of delegation, for all matters relating to the recruitment and employment of staff to include the development of policies, procedures, and plans:

- To recruit (in compliance with safeguarding requirements), remunerate, retain, performance manage, and develop all staff.
- To establish a central record of recruitment and vetting checks
- To establish trust wide salary, pensions, severance, records, and terms and conditions policies and procedures.
- For conduct, discipline, capability, grievance procedures. [statutory policy]
- For allegations of abuse against staff procedures. [statutory policy]
- For equalities information and objectives for publication. [statutory policy]
- For accessibility. [statutory policy]
- For industrial relations.
- For workforce succession planning.

Establish, following consultation with LGBs, a staffing structure for central/ trust wide staff.

Establish arrangements for the recruitment, appointment, and remuneration, and performance management of the Chief Executive Officer and a Chief Financial Officer.

Establish in partnership with Chairs of LGBs arrangements for the recruitment, appointment, and remuneration, and performance management of academy Headteachers.

### Buildings and Sites, Health and Safety, and ICT

Establish arrangements, following consultation with LGBs, for developing, approving, implementing and reviewing:

- Improvement and maintenance plans for the trust's buildings and sites and ICT
- Premises management policy and plans. [statutory policy]
- Plans for the purchase or disposal of any freehold property, and for granting or taking up of leasehold or tenancy of land or buildings.

Establish arrangements for ensuring, following consultation with LGBs, full compliance with all health and safety legislation and for developing, approving, implementing and reviewing policies and procedures for:

- Health, safety and security. [statutory policy]
- Data protection. [statutory policy]
- Freedom of information. [statutory policy]

Establish arrangements, following consultation with LGBs, for ensuring that health and safety issues are appropriately prioritised for action and staff are appropriately trained.

### **Procurement**

Establish, following consultation with LGBs, the trust's overall approach to, and policies and procedures and arrangements for, the procurement of goods, works, and services for the trust as a whole and for individual academies within the trust.

Determine, following consultation with LGBs, which goods, works, and services will be procured centrally on behalf of all academies in the trust and determine which goods, works, and services may be procured, in line with the trust's procurement and competitive tendering policy and list of approved suppliers, by individual Local Governing Bodies

Ensure a competitive tendering policy is in place and is applied for all relevant procurement.

Ensure compliance with best practice in procurement, the European Procurement Directive, and the requirements and guidance in the academies financial handbook for regularity, propriety, and value for money in procurement.

Approve, following consultation with LGBs, a scheme of delegation for all procurement activity and a manual of guidance and ensure all staff engaged in procurement have the appropriate skills and training to effectively procure and manage contracts for goods, works, and services.

Ensure that any contracts for services provided by a trustee, or persons/bodies related to the trustee, are properly procured and represent value for money.

Ensure that any fees and consultancy rates included within any such contracts are provided with no element of profit, are reasonable, represent value for money and are good use of public funds.

Seek prior, written permission from the EFA, and if required approval from HM Treasury, for any situations where a transaction is irregular, improper or does not provide value for money.

**Membership-** The list of current trustees is set out on the Trust's website.

**Term of Office-** Trustees- 4 years. The CEO holds office ex-officio as long as he/she is in post. Any trustee can be re-elected or re-appointed.

**Organisation-** Chair and Vice-chair appointed annually. Quorum: 3 or one third of the total number of trustees if greater. Two thirds of trustees required to appoint or remove trustees, remove the chair, or appoint parent trustees. To meet at least 3 times a year and additionally as and when required as determined by the Trust Board.

Three trustees may requisition a meeting. One vote per trustee. The Chair has a casting vote.

**Disqualification-** a trustee who is employed by the trust may not be the Chair or Vice chair.

**Professional Advisers to the Board of Trustees-** the CEO of the trust, the PFO and any other member of staff with trust wide responsibilities, as appropriate - and any additional advisers as appropriate.

### **Responsibilities Delegated to the CEO**

The CEO has delegated powers and duties in respect of the overall leadership, management, and achievement of the trust and responsibility for ensuring the implementation of agreed policy.

## Audit and Risk Committee

### Purpose

To provide the Board with assurances over the suitability of, and compliance with, the trust's financial systems and controls.

### Terms of Reference

#### Financial Planning, Controls, Monitoring, Management, Propriety, Audit, and Value for Money

Review the scope, adequacy and effectiveness of the trust's internal financial controls, including internal audit and internal control and management systems; identify risks and agree programme of work to address risks.

The scope of work will be in line with Section 3: Internal Scrutiny, of the Academies Financial Handbook (AFH).

Recommend to the Board, for approval, the most appropriate way of carrying out risk review and the checking of financial controls in line with the trust's stage of development and size through:

- The performance of a supplementary programme of work by the trust's external *auditor or*;
- The appointment of a non-employed trustee with an appropriate level of qualifications and/or experience to check the trust's internal controls, who neither charges, nor is paid by the trust for their work;

Establish and monitor the effectiveness of this approach. Keep under review the appropriateness of this approach as the trust develops and grows: make recommendations to the Board for any change in approach.

Ensure any recommendations for improvement by external auditors, internal audit review, or by external agencies e.g. the EFA or DfE, once agreed by the Board, are carried out. In partnership with LGBs monitor and evaluate the impact of actions taken.

Report on value for money of the trust on a regular basis.

#### Review and report to trustees the management of counter-fraud policy and procedures and review reports of any incidents that may arise.

Review and approve the statements on regularity, propriety, and compliance by the accounting officer to be included in the annual report concerning internal

controls and risk management, prior to consideration by the Board.

Determine and establish, following consultation with LGBs, arrangements for developing, approving, implementing and reviewing the trust's policies and procedures for:

- A code of conduct and ethics for staff.
- A code of practice for trustees/governors.
- Related corporate responsibility policies.

### Risk Management and Business Continuity

Determine and establish, arrangements –for:

- Conducting a comprehensive risk assessment, approving a risk register and risk mitigation plan -reporting termly on risk to the Board.
- Approving and updating a business continuity plan- reporting annually to the Trust Board.
- Approving a whistle blowing policy and keeping under review the adequacy and security of the trust's arrangements for its employees and contractors to raise concerns, in confidence, about possible wrongdoing in financial reporting or other matters.

### Membership

Members of the Audit and Risk Committee shall be appointed by the Board and shall be made up of at least 3 trustees. Additionally persons who are not trustees, with specialist skills and experience, may be appointed by the Board to the Committee provided that trustees are in the majority.

Whenever possible a majority of trustees of the Audit and Risk Committee shall be independent non-executive trustees at least one of whom should have recent and relevant financial experience. The Chair may not be a member of any other committee, nor can they be the Chair of Trustees (AFH, 3.10).

The Committee shall appoint the Audit and Risk Committee chair who shall, whenever possible, be an independent non-executive trustee.

Only members of the Audit and Risk Committee have the right to attend Audit and Risk Committee meetings. However, other individuals such as the CEO (Accounting Officer), the PFO and representatives of external advisers may be invited to attend all or part of any meeting as and when appropriate, but not vote.

The external auditors will be invited to attend meetings of the Audit and Risk Committee on a regular basis.

**Term of Office-** Trustees and co-opted members- 4 years. Trustees/ persons who are not trustees can be re-appointed.

**Organisation-** Chair appointed annually by the Committee. Terms of reference,

constitution, and membership- to be reviewed annually. Quorum: 3 of which the majority must be Trustees. To meet at least 3 times a year, and as and when required in addition as determined by the committee.

**Professional Advisers to the Committee-** CEO (Accounting Officer), PFO, and any additional advisers as appropriate.

**Disqualification-**any trustee who is a member of staff, other than the CEO (Accounting Officer) and PFO who should attend, but not vote.

## Ad Hoc Hearing and Appeal Committees

### Purpose

To form first hearing and/or appeal committees for relevant matters as and when required.

### Terms of Reference

- To make any decisions under the Board's personnel procedures e.g. disciplinary, grievance, capability, redundancy hearings and appeals- where the Chief Executive Officer is the subject of the action.
- To make any decisions under the Board's personnel procedures e.g. disciplinary, grievance, capability, redundancy hearings and appeals- relating to any member of staff with trust wide responsibilities other than the CEO (unless delegated to the CEO).
- To make any appeal hearing decisions under the Board's personnel procedures e.g. disciplinary, grievance, capability, redundancy appeals- relating to academy Headteachers.
- To make any decisions relating to complaints about the operation of academies in line with the trust's complaints procedure.
- To report the outcome of all hearings and appeals to the Board.

**Membership** – The members of Hearing and Appeal Committees shall be appointed by the Board and shall be made up of at least 3 trustees. No person may sit on both committees.

**Disqualification** – The Chief Executive Officer and any trustee with any direct involvement in the focus of any grievance, disciplinary, or capability, redundancy, or any other relevant matter.

**Organisation**- Chair appointed for each hearing/appeal hearing by the Board. Terms of reference, membership, and constitution-to be reviewed annually. Quorum: 3

**Professional Advisers to the Committee**- HR advisers and any additional advisers as appropriate.