



KALEIDOSCOPE
Multi Academy Trust

**Terms of Reference for Local
Governing Bodies
September 2020**

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1. INTRODUCTION

1.1 Kaleidoscope Multi-Academy Trust (the “Trust”) is governed by a Trust Board (the “Trustees”) who are accountable to the Department for Education and have overall responsibility and ultimate decision making authority for all the work of the Trust, including the establishing and running of the academies operated by the Trust.

1.2 The following academies are currently operated by the Trust:

Ashcombe Primary School
Becket Primary School
Christ Church C of E Primary School
Crockerne C of E Primary School
Hutton C of E Primary School
St Martin’s C of E Primary School
Worle Village Primary School

1.3 In order to assist with the discharge of their responsibilities, the Trustees have established a Local Governing Body (“LGB”) for each of the Academies. The LGB is responsible to the Trust Board.

1.4 The Trustees may review these terms of reference at any time but shall be review them at least annually.

1.5 These terms of reference may only be amended by the Trust Board.

2 CONSTITUTION OF THE LGBs

2.1 Members of the LGBs shall be known as “Governors”.

2.2 The composition of the LGBs shall include up to 12 Governors, as follows:

Non-Church School	Church School - VC	Church School - VA
The Headteacher Up to 3 further Staff Governors Up to 4 Parent Governors Up to 4 Co-opted Governors	The Headteacher Up to 2 further Staff Governors Up to 3 Parent Governors Up to 3 Co-opted Governors Up to 3 Foundation Governors (25%)	The Headteacher 1 further Staff Governor Up to 2 Parent Governors Up to 1 Co-opted Governor Up to 7 Foundation Governors. (There must be more than 50% Foundation Governors in a VA School).

2.3 The Trustees reserve the right to appoint such persons to the LGB as they shall determine from time to time.

2.4 The procedure for the appointment and the removal of governors shall be as set out in Annex 1.

3. PROCEEDINGS OF THE LGB

- 3.1 The proceedings for meetings of the LGB shall be as set out in Annex 2.
 - 3.1.1. Any Trustee of the Academy Trust may attend a meeting of the Local Governing Body.
 - 3.1.2 Any member of the LGB may request the chair to invite persons who are not members of the LGB to attend its meetings.
 - 3.1.3 Each member of the LGB shall have one equal vote. Where there is an equal division of votes, the chair of the LGB will have the casting vote.
 - 3.1.4 All decisions reserved for the LGB shall be determined by the Board and will be reviewed at least annually.

4. RELATIONSHIP BETWEEN THE BOARD AND LGB

- 4.1 The LGB shall in carrying out its role shall:
 - 4.1.1 promote high standards and aim to ensure that students and pupils are attending a successful school which provides them with a good education and supports their well-being;
 - 4.1.1 be responsible to the Trustees for its actions and follow the expectations of governors as laid down by the Trustees;
 - 4.1.2 aim to establish that it is competent, accountable, independent and fully representative of the community it serves, and promotes best practice in governance;
 - 4.1.3 aim to ensure that its governors promote and uphold high standards of conduct, probity and ethics;
 - 4.1.4 monitor school budgets to ensure that they are managed with the utmost financial probity and within the budget and parameters set by the Trust Board.
- 4.2 The Trustees shall support the work of the LGB by:
 - 4.2.1 setting a clear strategic vision to allow the LGB to set and achieve its own aims and objectives within such vision;
 - 4.2.2 ensuring that systems are put in place to allow the governors to be presented with timely and good data to allow the LGB to analyse Academy performance in order to support and challenge the Headteacher and the senior leadership team of the Academy; and
 - 4.2.3 ensuring that the governors have access to high quality training.

- 4.3 Without prejudice to the Trustees' other rights to remove any governor and the Trustees rights to amend these terms of reference at any time, where the Trustees have concerns about the performance of a LGB they may amongst other actions:
- 4.3.1 require the relevant LGB to adopt and comply with a governance action plan in such form as determined by the Trustees;
 - 4.3.2 suspend or remove any or all of the matters delegated to the LGB;
 - 4.3.3 suspend or remove any or all of the governors of the relevant LGB;
- 4.4 The Trustees may require a governance action by virtue of the fact that:
- 4.4.1 the RAG Rating causes sufficient risk, causing the Trust Board to remove earned autonomy.
- 4.5 The Trustees may vary the matters delegated where:
- 4.5.1 the LGB acts outside its delegated powers and limitations;
 - 4.5.2 the LGB is in breach of these terms of reference;
- 4.6 The Trustees may remove governors where:
- 4.6.1 the Academy is in breach of its funding arrangements;
 - 4.6.2 the LGB is in material breach of these terms of reference or has persistently breached these terms of reference.
- 4.7 The circumstances listed in paragraphs 4.4, 4.5 and 4.6 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.
- 4.8 Where an academy loses its 'Earned Autonomy' status (through the RAG Rating), the LGB transfers to a Local Academy Council (LAC).
- 4.9 **The Role of the Local Academy Council (LAC)**
- 4.9.1 Where a school does not operate under 'Earned Autonomy', the trust board will establish an advisory Academy Council in a school and will appoint the chair and ensure parents are represented. The Academy Council will:
 - Seek to understand how the school is led and managed: the Headteacher will report termly on how the school is fulfilling the trust's ethos, vision and strategy
 - Act as the panel when reviewing the head's decisions on exclusions, and parents' complaints
 - Be the consultative body for the school's stakeholders
 - Represent the school's stakeholders
 - Forge links with the community
 - Act as an ambassador for the school

5 DELEGATED POWERS

General Principles

- 5.1 In the exercise of its delegated powers and functions, the governors of the LGB shall:
- 5.1.1 ensure that the Academy is conducted 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 Academy, any agreement entered into with the Secretary of State for the funding of the Academy and these terms of reference;
 - 5.1.2 promptly implement and comply with any policies or procedures communicated to the LGB by the Trustees;
 - 5.1.3 review its own policies and practices on a regular basis, in view of any advice or recommendations made by the Trustees;
 - 5.1.4 work closely with the Trustees and act with integrity, objectivity and honesty in the best interests of the Trust and the Academy;
 - 5.1.5 be open about decisions and be prepared to justify those decisions;
 - 5.1.6 keep confidential all information of a confidential nature obtained by them relating to the Academy and the Trust; and
 - 5.1.7 adopt financial prudence in monitoring the financial affairs of the Trust in so far as these relate to the Academy and are delegated to them.
- 5.2 Each governor shall be required to take part in regular self-review and is accountable for meeting their 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.
- 5.3 Governors shall be expected to report to the Trust against Kaleidoscopes RAG Rating document, which have been set for the Academy and provide such data and information regarding the business of the Academy and the pupils attending the Academy as the Trustees may require from time to time.
- 5.4 The powers retained by the Trust and delegated from the Trustees to the LGBs are detailed within the Kaleidoscope Scheme of Delegation 2020.
- 5.5 For the avoidance of doubt, where a power is not expressly delegated to the CEO, any LGB or Headteacher it will be deemed to have been retained by the Trust regardless of whether it is specified in the Scheme of Delegation.
- 5.6 Kaleidoscope Scheme of Delegation may be reviewed by the Trustees at any time but shall be reviewed at least annually. Trustees reserve the right to remove or alter any delegation at any time, whilst having due regard to, but not being bound by, the views of the LGB.
- 5.7 Notwithstanding the application of any provision of these terms of reference, if the Chair or Acting Chair of the LGB is of the opinion that a matter of urgency exists, and a delay in exercising the function would likely seriously detrimental to the interests of the

Academy, any pupil or their parent or other person they may take action without reference to the CEO or Trustees; but they shall do so only after taking account of the views of the CEO and any action taken must be reasonable and proportionate. Any such action taken must be reported to the CEO as soon as is reasonably practical.

ANNEX 1 – Appointment and Removal of Governors

1 Staff governors

- 1.1 The Trustees 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 Academy and, where there are any contested posts, shall hold an election by a secret ballot.
- 1.2 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.

2 Parent governors

- 2.1 Parent governors of the LGB shall be elected by parents of registered pupils at the Academy. He or she must be a parent of, or have parental responsibility for, a pupil at the Academy at the time when he or she is elected.
- 2.2 The Trustees shall determine all other matters relating to, an election of the parent governors. The Trustees may delegate the running of the election to the LGB. Documents and procedures outlining this process are located on the Kaleidoscope Drive.
- 2.3 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 Academy is informed of the vacancy and that it is required to be filled by election, informed that he/she is entitled to stand as a candidate, and vote at the election, and given an opportunity to do so.
- 2.4 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 he/she prefers, by having their ballot paper returned to the Academy by a registered pupil at the Academy.
- 2.5 Where the number of parents standing for election is less than the number of vacancies, the Trustees may appoint a person who is the parent of a registered pupil at the Academy or, where it is not reasonably practical to do so, a person who is the parent of a registered pupil of another Academy run by the Trust.
- 2.6 An employee of the Trust cannot be a parent governor.

3 Co-opted governors

- 3.1 The LGB has delegated responsibility to appoint Co-opted Governors. He or she must be:
- a) a person who lives or works in the community served by the Academy;
or
 - b) a person who, in the opinion of the Trustees, has the necessary skills set and is committed to the government and success of the Academy.
- 3.2 An employee of the Trust cannot be a co-opted governor.

4 Term of office

- 4.1 The term of office for any governor shall be 4 years, save for the Headteacher of the Academy (as applicable) who shall remain a governor until he or she ceases to work at the Academy.
- 4.2 Subject to remaining eligible to be a particular type of governor, any person may be re-appointed or re-elected to the LGB.

5 Resignation and removal

- 5.1 A person serving on the LGB shall cease to hold office if:
- a) He/she resigns their office by giving notice in writing to the clerk of the LGB;
 - b) the Headteacher or a staff governor ceases to work at the Academy;
 - c) the Trustees terminate the appointment of a governor whose presence or conduct is deemed by the Trustees, at their sole discretion, not to be in the best interests of the Trust or the Academy.
- 5.2 For the avoidance of doubt, a parent governor shall not automatically cease to hold office solely by reason of their child ceasing to be a pupil at the Academy.

6 Disqualification of governors of the LGB

A person shall be disqualified from serving on the LGB if he/she would not be able to serve as a Director in accordance with Articles 68-80 of the Articles.

7 Appointment and removal of Chair and Vice Chair

- 7.1 The Chair and Vice Chair of the LGB shall be elected by the LGB.
- 7.2 The term of office of the Chair and Vice Chair shall be 1 year. Subject to remaining eligible to be a governor, any governor may be re-appointed as Chair or Vice Chair of the LGB.

- 7.3 The Chair and Vice Chair may at any time resign their office by giving notice in writing to the Trustees. The Chair or Vice Chair shall cease to hold office if:
- a) He/she ceases to serve on the LGB;
 - b) He/she is employed by the Trust whether or not at the Academy; or
 - c) in the case of the Vice Chair, he/she is appointed to fill a vacancy in the office of the Chair.
- 7.4 Where the Chair is absent from any meeting or there is at the time a vacancy in the office of the Chair, the Vice Chair shall act as the chair for the purposes of the meeting. Where the Vice Chair is also absent from the meeting or there is at the time a vacancy in the office of Vice Chair, the governors of the LGB shall elect one of their number to act as chair for the purposes of that meeting.

8 Committees

- 8.1 It is not a requirement to establish committees within the LGB (with the exception of the ad hoc establishment of a Pay, Complaints, and Exclusion Committee). All Governors should be informed of the resources, staffing, buildings, finance, health and safety, standards, teaching/learning, curriculum, Christian ethos (if a Church School) safeguarding, SEND provision at their school. This should be by report at minuted LGB meetings.
- 8.2 The LGB may delegate to a sub-committee or any person serving on the LGB, sub-committee, the Headteacher or any other holder of an executive office, such of their powers or functions as they consider desirable. Any such delegation may be made subject to any conditions either the Trustees or the LGB may impose and may be revoked or altered. The person or subcommittee shall report to the LGB in respect of any action taken or decision made with respect to the exercise of that power or function at the meeting of the LGB immediately following the taking of the action or the making of the decision.
- 8.3 The LGB may appoint individuals who are not members of the LGB to a committee, provided that such individuals are in a minority.

ANNEX 2 – Proceedings of the LGB

1 Meetings

- 1.1 The LGB shall meet at least 4 times each year and shall hold such other meetings as may be necessary.
- 1.2 Meetings of the LGB shall be convened by the clerk to the LGB, who shall send the governors written notice of the meeting and a copy of the agenda at least seven clear days in advance of the meeting. 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 he thinks fit. The LGB Agenda shall follow the Kaleidoscope LGB Agenda – sent by the Clerk to the Kaleidoscope Board. This will ensure all statutory business and policies are addressed as detailed within the Academies Year Planner and Kaleidoscope Policy document.
- 1.3 Any governor shall be able to participate in meetings of the governors by telephone or video conference provided that they have given reasonable notice to the clerk of the LGB and that the governors have access to the appropriate equipment. (until COVID-19 restrictions are lifted all meetings will be conducted remotely).
- 1.4 The convening of a meeting and the proceedings conducted thereat shall not be invalidated by reason of any individual not having received written notice of the meeting or a copy of the agenda thereof or any defect in the election, appointment or nomination of any person serving on the LGB.

2 Quorum

The quorum for a meeting of the LGB, and any vote on any matter at such a meeting, shall be over 50% of the governors of the LGB, 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.

3 Voting

- 3.1 Every matter to be decided at a meeting of the LGB shall be determined by a majority of the votes of the governors present and entitled to vote on the matter. Every governor shall have one vote. Where there is an equal division of votes, the Chair of the meeting shall have the casting vote. A governor may not vote by proxy.
- 3.2 Any governor who is also an employee of the Trust shall withdraw from that part of any meeting of the LGB at which their remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement are to be considered.
- 3.3 A resolution in writing, signed by all the governors shall be valid and effective as if it had been passed at a meeting of the governors duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the governors.

4 Conflicts of Interest

- 4.1 Any governors who has or may have any direct or indirect duty or personal interest (including but not limited to any Personal Financial Interest (as defined below)) which conflicts or may conflict with their duties as a governor of the LGB shall disclose that fact to the LGB as soon as he becomes aware of it. A person must absent himself from any discussions of the LGB in which it is possible that a conflict will arise between their duty to act solely in the interests of the Academy and any duty or personal interest (including but not limited to any Personal Financial Interest).
- 4.2 A governor of the LGB has a Personal Financial Interest if he, or any child, stepchild, parent, grandchild, grandparent, brother, sister or spouse of the governor or any person living with the governor as their or her partner, is in the employment of the Trust or is in receipt of remuneration or the provision of any other benefit directly from the Trust or in some other way is linked to the Trust or the Academy.

5 Minutes of meetings

- 5.1 At every meeting of the LGB the minutes of the last meeting shall be taken as the first agenda item after any apologies and, if agreed to be accurate, shall be signed as a true record. These minutes will follow the Kaleidoscope format as explained by the Clerk to the Board.
- 5.2 The clerk to the LGB 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 Company Secretary of the Trust.

ANNEX 3 - Overview of LGB Roles and Activities

Key Activities	Typical Inputs
<p>Understanding the Trust's vision & ethos</p> <ul style="list-style-type: none"> • The Trust's [vision and ethos statement] • The school's vision and ethos statement (this includes and builds upon the Trust's) 	<p>Understanding the Trust's vision & ethos</p> <ul style="list-style-type: none"> • The Trust's vision & ethos audit
<p>Understanding the community</p> <ul style="list-style-type: none"> • Understanding what services currently exist & where the gaps are • Understanding local issues & needs • Understanding how the school relates to the wider learning community 	<p>Understanding the community</p> <ul style="list-style-type: none"> • Community audit • Parent & student voice • PTA/Friends of the school etc.
<p>Understanding the school</p> <ul style="list-style-type: none"> • Student attainment & progress • Curriculum • Student behaviour, attendance & safety • Quality of teaching & learning • Continuing Professional Development (CPD) 	<p>Understanding the school</p> <ul style="list-style-type: none"> • Kaleidoscope KPI sheets • Performance data • National averages/floor standards • Ofsted reports • School Self-Evaluation (SEF) • School visits from MAT & external advisors
<p>Working with the Headteacher</p> <ul style="list-style-type: none"> • Assist in setting priorities for school improvement • Positively challenge and proactively support the Headteacher and Leadership Team 	<p>Working with the Headteacher</p> <ul style="list-style-type: none"> • School Development/Improvement Plan • Local aspirations and community needs • School Self-Evaluation (SEF)

<p style="text-align: center;">Reviewing actions</p> <ul style="list-style-type: none"> • Know the improvement targets and strategies • Know the allocation of resources • Know how to review progress • Know how Pupil Premium (PP) is used • Know how SEN pupils are supported and achieving
<p style="text-align: center;">Undertaking specific responsibilities</p> <p>LGB Members are encouraged to be linked with key curriculum and/or other areas of interest/work, e.g.:</p> <ul style="list-style-type: none"> • Exclusions • SEN and vulnerable pupils (PP) • Safeguarding • Health and Safety <p>LGB Members may also be involved with:</p> <ul style="list-style-type: none"> • Hearing complaints • Attending grievances & appeal hearing



<ul style="list-style-type: none"> • Parent & student voice
<p style="text-align: center;">Reviewing actions</p> <ul style="list-style-type: none"> • School Development/Improvement Plan • The school budget and monitoring reports • Pupil Premium report • SEN report
<p style="text-align: center;">Undertaking specific responsibilities</p> <p>LGB Members with link responsibilities are expected, in line with good practice, to be familiar with the policy relating to their area of work and the status of their area within the school. They may conduct audits and support with reviewing risk assessments. Where audits have taken place, they will monitor that any actions are completed.</p>

