



KALEIDOSCOPE
Multi Academy Trust

**Terms of Reference for
Kaleidoscope Board of Trustees and
Linked Committees
September 2024**

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Table of Contents

The Board of Trustees/Directors 3

Purpose 3

Terms of Reference 3

Education and Achievement 4

Financial Planning, Controls, Monitoring and Management 5

HR 6

Buildings & Sites, H&S and ICT 6

Procurement 7

Audit & Risk Committee 8

Standards Committee 10

Chairs Forum 13

Church Schools Forum 13

Ad Hoc and Appeals Committees 15

Local Governing Boards (LGBs)16

Introduction 16

Constitution 16

Proceedings 17

Relationship between the Board and LGBs 18

Delegated Powers 19

ANNEX 1: Appointments and Removals 21

ANNEX 2: LGB Proceedings 24

ANNEX 3: Overview of LGB Roles & Activities 26

Terms of Reference for Kaleidoscope Board of Trustees and its Committees

Introduction

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 Chief Finance Officer (CFO) 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 estates.

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 Finance 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 CFO 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.

Recommend to the Board, for approval, following consultation with LGBs, 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. In partnership with LGBs, 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 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, following consultation with LGBs, 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.

The Board 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 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 Board. Terms of reference, constitution, and membership- to be reviewed annually. Quorum: 3 of which the majority must be Trustees. To meet at least termly and as and when required in addition as determined by the committee.

Professional Advisers to the Committee- CEO, CFO, and any additional advisers as appropriate.

Disqualification-any trustee who is a member of staff.

Kaleidoscope Standards Committee

Purpose

The Standards Committee operates under a Scheme of Delegation from the Trust Board. It must at all times adhere to its Terms of Reference. Its deliberations and actions should include proper planning, monitoring, probity and business professionalism in overseeing its management of standards within all Academies within the Trust.

The Standards Committee will make recommendations to the Kaleidoscope Multi-Academy Trust Board for consideration and ratification. This to include the overarching standards and delivery of performance targets for Academies within the Trust.

Terms of Reference

All matters within the scope of standards within individual Academies and policies and strategies that relate to it.

The key areas of delegation cover:

- Review of curriculum, teaching and learning policies across all academies in the Trust
- Reviewing quality standards and targets for each academy
- Reviewing training and development programmes for all staff in the Trust
- Reviewing the appropriate level of skills for all local governors

Scope

(i) Work with the CEO to annually set, monitor and review the standards and performance targets for each Academy in the Trust and recommend to the Kaleidoscope Trust Board any financial implications or support needed to deliver this.

(ii) Work with the CEO to review the School Development Plan for each Academy and monitor and review 3x per year the progress made by Kaleidoscope schools in delivering those standards and performance targets.

(iii) Consider and agree any recommendations from the Chief Executive and the Local Governing Body on the level of support required by an Academy from the Trust to achieve those standards and performance targets.

(iv) Monitor and review teaching and learning policies that effectively deliver the unique ethos and values of Kaleidoscope Multi- Academy Trust.

(v) Monitor the effectiveness of these policies in delivering the required standards and performance targets within each Academy within the Trust, including feedback from Local Governing Bodies. To recommend appropriate action to the Trust Board where Local Governing Bodies have been identified as not implementing Trust policies.

(vi) Where a Local Governing Body has been identified as being ineffective in supporting the Chief Executive, Executive Headteacher/ Headteacher/Head of School in raising standards to invite the Chair and Vice-chair of the Local Governing Body to a meeting of the Standards Committee to reach agreement on a positive course of action to address the concerns.

(vii) Monitor and review the annual skills audit carried out by each Local Governing Body and consider any actions required to strengthen the skills of local governors including challenging the senior leadership on standards and performance targets, the review of implementation of Trust policies on curriculum, teaching and learning and membership of committees established to address HR issues within the Academy.

(viii) Monitor and review staff development programmes across the Trust as a whole and in individual Academies to ensure that staff have the skills to achieve the standards and performance targets that have been set.

Membership

The membership of the Committee will consist of:

- The Chief Executive
- Two other Trustees

Other persons may also be invited to attend for all or part of any meeting, as appropriate. This includes the Chair of a Local Governing Body and members of the Executive Leadership Team when needed.

A Trustee, other than the Chief Executive, Chair or Vice-chair of the Trust Board will be appointed as Chair of the Standards Committee and will lead on feedback on recommendations for consideration by the Trust Board.

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.

(i) The Standards Committee should normally meet termly after the meeting of the Local Governing Body and before Trust Board.

(ii) A special meeting may be called if there is a significant Standards issue requiring a recommendation to be made to the Trust Board. A special meeting can be called by the Chief Executive or Chair of the Committee.

(iii) Quorum for a meeting will be two Trustees (including the Chief Executive Officer).

(iv) Only Trustees on the committee have the right to vote. Decisions taken on a vote will be carried by a simple majority. If the vote is tied, the Chair will have a casting vote.

(v) Any Trustee has the right to attend a meeting of the Committee and participate in the discussion. However, a Trustee who is not a member of the Committee does not have the right to vote.

(vi) The Chair of a Local Governing Body has the right to ask to attend a meeting of the Committee if there is an item that will impact upon an Academy for which the Local Governing Body has responsibility. It is for the Chair of the Committee in consultation with the Chief Executive to determine whether or not that request is agreed.

(vii) The Chief Executive has the right to invite any member of the Executive Leadership Team to attend a meeting of the Committee unless they have a pecuniary interest in matters being discussed.

(viii) Any meeting of the Standards Committee will be fully minuted and recorded. All minutes will be approved and published within fourteen days of the meeting (subject to appropriate deductions) to the agreed recipients – which are likely to include:

- All Trustees;
- the Chairperson of the Kaleidoscope Trust Board; and
- the Chief Executive Officer.

(ix) A copy of these minutes will be stored centrally and will be made available on request to interested parties.

Professional Advisers to the Committee

This will include the CEO and any additional advisors as appropriate - internal (including Executive Leadership Team members or external).

Disqualification

Any Trustee who is a member of staff, other than the CEO (Accounting Officer) should attend, but not be entitled to vote.

Kaleidoscope Chairs Forum

Rationale

The Chairs Forum is established within the Kaleidoscope governance hierarchy to provide a forum for discussion between the Chairs of Local Governing Bodies of each school and allows each of the Kaleidoscope schools to have a direct route of communication to the representatives of the Trust Board. The Chairs Forum will meet regularly (usually three times per academic year) which will therefore allow for discussion of matters arising and clear communication to be established.

Membership and Meetings

The Chairs Forum will consist of 1 consistent representative from each school (usually the Chair of Governors or their directly empowered representative).

A minimum of one week's notice of a meeting should normally be given unless an extraordinary meeting is required. The Kaleidoscope Governance Professional will agree an agenda with the CEO and Chairs Forum Chair.

The Chairs Forum shall appoint a rolling meeting Chair for each agreed meeting, determined by the hosting school for each meeting. The appointed Chair for each meeting will be minuted by the Kaleidoscope Governance Professional.

Roles and Responsibilities

The Chairs Forum will carry out the following key functions and will act to:

1. Provide key information to / from the Local Governing Bodies and the Trust Board.
2. Assist the Trust Board in preparing and analysing information that will support the strategic direction of Kaleidoscope.
3. Discuss and respond to matters arising from Trust Board meetings in areas such as:
 - Progress against key performance indicators and Kaleidoscope development plans;
 - Common financial planning, including the engagement of joint traded services partners;
 - Capital improvement and buildings maintenance plans;
 - PR and communication to external stakeholders;
 - Inspection and Audit;
 - Common self-evaluation and data collection processes, including the review of school data and development plans by the Kaleidoscope CEO and / or external school advisor;
4. Agree a timetable of events – particularly opportunities for the children - to support the Kaleidoscope vision and values;
5. Agree joint governor and staff professional development events – e.g. joint Inset days, joint governor training events and staff meetings;
6. Recommend any significant alignment of joint systems and procedures.

Kaleidoscope Church Schools Forum

Rationale

The Church Schools Forum is established within the Kaleidoscope governance hierarchy to provide a forum for discussion between key Foundation representatives of each school and the Trust and allows for networking and planning in support of its Church Schools.

Kaleidoscope celebrates and supports Church School's visions, values and Christian distinctiveness. Specific Church School focus meetings take place over the year in partnership with key personnel, governance and foundation representatives. We also work in close partnership with the Diocese of Bath and Wells.

Membership and Meetings

The Church Schools Forum will consist of 1 leader, 1 Governor. Trustees may also be invited. Representation should be consistent from each school (usually individuals who are key in the promotion and monitoring of Christian distinctiveness and practice).

Meetings are timetabled with dates agreed at the start of the school year. A minimum of one week's notice of a meeting should normally be given unless an extraordinary meeting is required.

The Church Schools Forum shall appoint Forum Chair on an annual basis determined by the hosting school for each meeting. The appointed Chair for each meeting will be minuted.

Roles and Responsibilities

The Church Schools Forum will carry out the following key functions and will act to:

- Ensure that Kaleidoscope Church Schools are up to date with Church of England and Diocese requirements, policies and procedure. To support the Trust Board, Local Governance and leaders in meeting these.
- Ensure that Kaleidoscope Church Schools celebrate their Christian distinctiveness and enable its children, staff and community to flourish
- Ensure KMAT schools fully meet SIAMs expectations and support monitoring processes to evidence this
- Ensure KMAT Schools follow expected and best practice in Collective Worship and support Church Schools to develop this
- To develop Church Schools policies and procedures across Kaleidoscope schools
- To develop and share best practice for Church Schools
- To review training for Governors and staff
- To provide a supportive forum for Kaleidoscope's Church Schools

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.

Local Governing Bodies (LGBs)

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, Education Skills Funding Agency ESFA and have overall responsibility and ultimate decision-making authority for all the work of the Trust, including the establishing and running of the schools operated by the Trust.

1.2 The following schools are currently operated by the Trust:

- **Ashcombe Primary School**
- **Becket Primary School**
- **Christ Church C of E Primary School (VC)**
- **Crockerne C of E Primary School (VC)**
- **Hutton C of E Primary School (VC)**
- **St Martin’s C of E Primary School (VC)**
- **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 schools. The LGB is a committee of the Trust Board. It is responsible to the Trust Board and must follow the principles, policies and direction of the Kaleidoscope Trust Board - who are the accountable body in law.

1.4 The Trustees may review these terms of reference at any time but they shall 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 - Formerly VC (this applies to joint LGBs where one school is Formerly VC)	Church School - Formerly VA (this applies to joint LGBs where one school is Formerly 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).

It is important that the makeup of the LGB is represented as detailed above and that some appointments are not made which can imbalance the Board. e.g. Parents/staff should not be Co-opted or Foundation Governors. If there are vacancies on the Board, then the above still applies.

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 may attend a meeting of the Local Governing Body.

3.1.2 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.

3.1.3 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;

4.1.2 ensure that all KMAT Policies and Procedures are implemented within their school.

4.1.3 ensure that LGB Meetings follow the KMAT timetable and include the core agenda items and policies as communicated by the Governance Professional (Clerk to the Board).

4.1.4 be responsible to the Trustees for its actions and follow the expectations of governors as laid down by the Trustees;

4.1.5 aim to establish that it is competent, accountable, independent and fully representative of the community it serves, and promotes best practice in governance;

4.1.6 aim to ensure that its governors promote and uphold high standards of conduct, probity and ethics and follow the 7 Principles of Public Life (Nolan Principles)

4.1.7 in the case of Church Schools – demonstrating Christian distinctiveness and working with the agreed policies and principles of the Church of England and Diocese of Bath and Wells

4.1.8 form a panel to review complaints and exclusions.

4.1.9 support the recruitment process.

4.1.10 provide a representative to advise the CEO as part of the Headteacher/Executive

Headteacher/Executive Headteacher appraisal process.

4.1.11 report to the Board through the Governor representative attending the Chairs Forum.

4.1.12 support school leaders

4.2 The Trustees shall support the work of the LGB by:

4.2.1 setting a clear strategic vision for Kaleidoscope and its schools.

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 school performance in order to support and challenge the Executive Headteacher/Headteacher and the Senior Leadership team of the school; 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 an 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 delegated roles.

4.4.2 the Trustees may vary the matters delegated where:

the LGB acts outside its delegated powers and limitations;

the LGB is in breach of these terms of reference;

4.5 The Trustees may remove governors where:

the school is in breach of its funding arrangements (which outlines the provision school must provide);

the LGB is in breach of these terms of reference;

4.6 the circumstances listed in paragraphs 4.4 and 4.5 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;

4.7 on the establishment of a Local Academy Council (LAC).

4.8 The Role of the Local Academy Council (LAC)

4.8.1 Where a school does not operate under 'delegated roles', 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**

5.1 General Principles

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

5.1.1 Ensure that the school 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 school, any agreement entered into with the Secretary of State for the funding of the school 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 school;

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 school and the Trust

5.1.7 Be aware of the headline financial position of the school

5.1.8 Ensure the school is meeting the agreed targets.

5.1.9 Monitor and report that the school website complies with statutory and KMAT requirements, is clear, informative and promotes the school

5.1.10 Monitor and report that KMAT safeguarding procedures and training are in place.

5.1.11 Monitor and report that staff and pupil wellbeing is a high priority.

5.1.12 Monitor and report that the KMAT Health and Safety procedures and training are in place and followed and that health and safety audits are completed

5.1.13 Monitor and report that the school building is safe and well managed.

5.1.14 Monitor and report that the school has a broad and balanced curriculum and meets national and local requirements.

5.1.15 Ensure that the school meets statutory and KMAT requirements for supporting pupils with SEND and promotes best practice

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 school and provide such data and information regarding the business of the school and the pupils attending the school 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 2023.

5.5 For the avoidance of doubt, where a power is not expressly delegated to the CEO, any LGB or Executive Headteacher/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.

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 school 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

Parent governors of the LGB shall be elected by parents of registered pupils at the school. They must be a parent of, or have parental responsibility for, a pupil at the school at the time when they are elected.

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.

Where a vacancy for a parent governor is required to be filled by election, the Trustees shall take such steps as are reasonably practical to secure that every person who is known to them to be a parent of a registered pupil at the school 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. The Trustees may delegate the running of the election to the LGB

Any election of persons who are to be the parent governors which is contested shall be held by secret ballot. The arrangements made for the election of the parent governors shall provide for every person who is entitled to vote in the election to have an opportunity to do so by post or, if they prefer, by having their ballot paper returned to the school by a registered pupil at the school.

Where the 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 school or, where it is not reasonably practical to do so, a person who is the parent of a registered pupil of another school run by the Trust.

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. They must be:

a) a person who lives or works in the community served by the school (This excludes parents);

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 school.

3.2 An employee of the Trust cannot be a co-opted governor.

4 Foundation Governors

4.1 All Church of England Schools must have foundation governors. In the case of a former voluntary controlled school, foundation appointments will make up 25% of the Local Governing Body (LGB) and for a former voluntary aided school there must be more than 50% foundation governors in accordance with the relevant clause in the Supplemental Funding Agreement for the school and with Article 101B of the Articles of Association of the Academy Trust.

4.2 Prior to appointing a foundation LGB member the Academy Trust shall first notify the Bath and Wells Diocesan Board of Education (DBE) of its intention, and shall require the candidate to submit an online application for approval by the DBE (via the Diosys portal). No LGB foundation member may be appointed without the written approval of the DBE.

4.3 The Trustees may delegate the notification to the DBE of its intention to appoint a foundation member and the submission of an application for approval by the DBE to the LGB. Documents and procedures outlining the process can be found on the Diocese of Bath and Wells Website <https://www.bathandwells.org.uk/supporting-children/school-effectiveness/school-governance>.

4.4 An employee of the Trust cannot be a Foundation Governor.

5 Term of Office

5.1 The term of office for any Governor shall be 4 years, except for the Executive Headteacher / Headteacher / Head of School (as applicable) who shall remain on the Local Governing Board until they cease to work at the school

5.2 Subject to remaining individuals eligible to be a particular type of Governor, any person may be reappointed or re-elected to the LGB.

6 Resignation and removal

6.1 A person serving on the LGB shall cease to hold office if:

- They resign their office by giving notice in writing to the clerk of the LGB;
- the Headteacher or a staff governor ceases to work at the school;
- 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 school.

6.2 For the avoidance of doubt, a parent governor shall not automatically cease to hold office solely by the reason of their child ceasing to be a pupil at the school.

7 Disqualification of governors of the LGB

7.1 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.

8 Appointment and removal of Chair and Vice Chair

8.1 The Chair and Vice Chair of the LGB shall be elected by the LGB.

8.2 The term of office for 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.

8.3 The Chair and Vice Chair may at any time resign their office by giving it notice in writing to the Trustees. The Chair or Vice-Chair shall cease to hold office if:

- They cease to serve on the LGB;
- They are employed by the Trust whether or not at the school; or
- In the case of the Vice-Chair, they are appointed to fill a vacancy in the office of the Chair.

8.4 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.

9 Committees

9.1 The business of the LGB should be conducted at a meeting of the full LGB and not in separate committees (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, headline financial position, health and safety, standards, teaching/learning, curriculum, Christian ethos (if a Church School) safeguarding, SEND provision at their school. This should be recorded at minuted LGB meetings, using the Kaleidoscope agendas and pro-formas.

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 Governance Professional 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 Governance Professional (Clerk to the Board) 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 Governance Professional of the LGB and that the governors have access to the appropriate equipment.

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

2.1 The LGB shall meet at least 4 times each year and shall hold such other meetings as may be necessary.

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**

- 5 Any governors who have 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 school and any duty or personal interest (including but not limited to any Personal Financial Interest).
- 6 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.
- 7 A Pecuniary Interest form must be signed annually (or in the case of new governors when they start their role) and any Pecuniary Interests must be declared at the start of all meetings.

8 **Minutes of meetings**

- 8.1 At every meeting of the LGB, the minutes of the last meeting shall be taken as set out on the Kaleidoscope Agenda template and, if agreed to be accurate, shall be signed as a true record. These minutes will allow for the Kaleidoscope format as explained by the Governance Professional.
- 8.2 The Clerk to the LGB shall ensure that a copy of the agenda for every meeting of the LGB, the draft minutes of every such meeting (if they have been approved by the Chair of that meeting), the signed minutes of the previous meeting and any report, document or other paper considered at any such meeting are, within 14 days, to be sent to the Governance Professional for the Trust, Aimee Cooper: acooper@kaleidoscopemat.co.uk

ANNEX 3 - Overview of LGB Roles and Activities (This is detailed in full within the Scheme of Delegation)

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 - The school'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 - Reviewing contextual data - 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 data - Performance data - National averages/floor standards - Ofsted reports - Attendance reports - Training 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 - Support the Headteacher for developing, reviewing, monitoring the school Christian vision and that it is theologically routed. (Church Schools) - 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) - Reviewing monitoring reports - Conducting staff/pupil interviews and questionnaires - Parent & student voice
<p>Reviewing actions</p> <ul style="list-style-type: none"> - Know the improvement targets and strategies - Know the allocation of resources - Know the headline financial position for current and future years - Know how to review progress - Know how Pupil Premium (PP) is used - Know how SEND pupils are supported and achieving 	<p>Reviewing actions</p> <ul style="list-style-type: none"> - School Development/Improvement Plan - View the Financial Management Report - Pupil Premium report - SEND report - School Assessment Workbook - Benchmarking data - MAT visit reports

Undertaking specific responsibilities

LGB Members are encouraged to be linked with key curriculum and/or other areas of interest/work, e.g.:

- Exclusions
- SEN and vulnerable pupils (PP)
- Safeguarding
- Health and Safety

LGB Members may also be involved with:

- Hearing complaints
- Attending grievances & appeal hearing

Undertake key training**Undertaking specific responsibilities**

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.

- Safeguarding Governor meets with - DSL/Leaders 3x per year.
- Health and Safety Governor joins audits 3x per year.
- Attend panels when they arise.
- Undertake required training

Undertake key training

- Be familiar with the KMAT Governor Handbook
- Understand required training accessed on the National College, NGA and Diocese (for Church schools)