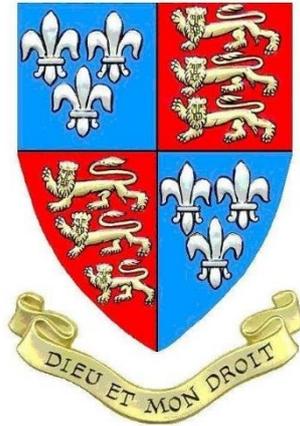


The KEVIET Trust



Terms of Reference

2017-2018

Author: Mr J Lascelles

Designation: CEO

Date: December 2017

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Trust Board Chair: Andrew Harrison

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King Edward VI Education Trust – Overarching Ethos

The overriding goal of the Trust is to become the local choice Multi Academy Trust for the primary and secondary schools of Louth and its surrounding villages: *the Trust has no interest or desire to expand beyond these boundaries as we passionately believe in localism.*

Our core values:

1. To be a force for good in the Louth area
2. Trust Schools should retain their individuality
3. The Trust exists to support schools on their journey towards Outstanding provision
4. Collaboration
 - a. The Trust should be a collaborative experience with leaders from the Primary and Secondary sector sitting on the Trust Board to help shape policy and direction.
 - b. The Headteacher’s Strategy Group is unique to KEVIET. It exists to provide a collaborative policy research and review forum for the Headteachers and Chairs of Governors of the Trust Schools. The group meets to formulate policy around school improvement, educational services and to help shape the future direction of the Trust through its recommendations to the Trust Board.
5. Schools should retain their Local Governing Bodies.

King Edward VI Education Trust-Articles of Association

The KEVIET Articles of Association set out the responsibilities and procedures for the running of KEVIET (which is a charitable company limited by guarantee in accordance with the Companies Act 2006). The Articles provide that:

- The Object of KEVIET is to advance for the public benefit education in the United Kingdom, in particular but without prejudice to the generality of the foregoing by establishing, maintaining, carrying on, managing, developing and raising standards at schools (“the Academies”) offering a broad and balanced curriculum.
- KEVIET will have overall responsibility for the operation of member Academies and will delegate powers to the Governing bodies of those Academies through its scheme of delegation and the principles of earned autonomy.
- KEVIET Academies operate under the principle of earned autonomy so that Outstanding and Good schools with the potential to be Outstanding have a lighter touch whilst schools in RI or Special Measures require greater support and assistance from the centre.
- KEVIET comprises of Academies who agree to work together within the Terms of Reference for KEVIET, which is drawn from representatives of each of the individual Academy’s Governing Bodies/they have a remit to co-ordinate matters of common interest referred collectively by the Governing Bodies.

A list of Member Academies and KEVIET Directors can be found at Annex B. The term of office for KEVIET Directors is 4 years.

The Board of Directors

KEVIET is governed by Directors constituted under a Memorandum of Association and Articles of Association. This Board of Directors (Board) is responsible for ensuring that high standards of corporate governance are maintained. It will exercise its powers and functions with a view to fulfilling a largely strategic leadership role in the running of the Academies. This will allow greater opportunities for collaboration not only with regards to teaching but also in terms of the management of each Academy, including the procurement of goods and services.

The Board is also governed by the terms of any Funding Agreements that are in place, the Academies Financial Handbook and the Treasury publications "Guidance on Codes of Practice for Board Members of Public Bodies" and "The Orange Book: Management of Risk – Principles and Concepts"

Section 1 -Responsibilities of the Board of Directors

1.1 Directors are responsible for addressing such matters as:

- **policy development and strategic planning**, including target-setting to keep up momentum on Academy improvement;
- ensuring **sound management and administration** of the Academies, and ensuring that managers are equipped with relevant skills and guidance;
- ensuring compliance with all **legal requirements**;
- establishing and maintaining a transparent system of prudent and **effective internal controls**;
- managing the Academies financial, human and other **resources** (in particular control over the spending identified in the Academies improvement plans);
- **monitoring performance** and the achievement of objectives, and ensuring that plans for improvement are acted upon;
- helping the Academies to be **responsive to the needs of parents and the community** and making them more accountable through consultation and reporting;
- setting the Academies **standards of conduct and values**;
- assessing and managing **risk** (including preparation of a statement on the Academies' risk management for the annual report and accounts). The risk management process should include preparation of a risk register and a contingency and business continuity plan to deal with crises that could face the Academies;
- ensuring that procedures are in place to ensure that employees of the Academies are paid for work done in accordance with their contracts of employment with the Academies;
- ensuring that the Academies have adequate insurance cover to support its activities as an employer e.g. employers' liability insurance, fidelity insurance, Director indemnity, public liability insurance;

It will be appropriate, in many cases, for the Directors to delegate personnel matters to the **Finance and Estates Committee**. The Board must then ensure that it obtains professional advice in establishing, enacting and enforcing personnel policies to ensure compliance with employment and other relevant legislation.

1.2 The Board of Directors is the clearinghouse and approving body, and will meet at least three times a year. The KEVIET sub committees and Academy Governing Bodies carry out work on behalf of the Board.

1.3 The sub committees support the Board in a range of delegated and preparatory duties and report regularly about the work done and / or make recommendations on matters which the main Board has not delegated.

1.4 The sub committees ensure all relevant Academy policies are in place and amended as and when required and report matters arising to the Board as required.

1.5 As Academies are companies, limited by guarantee with charitable status, the Directors who sit on the

Board are the legal Directors and Trustees of the charity. This confers certain obligations upon the Directors to protect the assets, property and good name of the charity. The legal requirements of Directors are set out below:

1.6 Directors have full responsibility for the company and must:

- act together and in person and not delegate control of the charity to others;
- act strictly in accordance with the Academies' governing documents;
- act in the Academies' interests only, without regard to their own private interests;
- manage the Academies' affairs prudently throughout the life of the Academies;
- not derive any personal benefit or gain from the Academies of which they are Directors and take proper professional advice on matters on which they are not themselves competent.

1.7 In managing the companies' finances, Directors must:

- ensure that bank accounts, financial systems and financial records are operated by more than one person;
- ensure that all the Academies' property is under the control of the Directors;
- keep full and accurate accounting records and prepare accrual accounts giving a true and fair view of the Academies incoming resources and application of resources during the year and of its state of affairs at the year end.

1.8 In applying the Academies income, Directors must spend it solely for the purposes set out in the Academies governing documents and spend it with absolute fairness between persons qualified to benefit from the charity.

1.9 The Board will also be responsible for agreeing the terms of reference for each sub-committee and reviewing these terms of reference annually in the Autumn Term. Their responsibility is to ensure the agreed framework within which each committee operates.

1.10 The Board must also elect the Chair of each KEVIET sub-committee annually, following nomination by each committee. No Director employed by the Academies will act as Chair of a committee.

1.11 The Chair of the Board, in consultation with the Principal of the relevant Academy and the Chair of Governing Body/committee, will take appropriate action when a decision is needed urgently on behalf of the Directors/Governing body.

1.12 The Directors have a duty to take appropriate action when there are weaknesses in the Academies. Where individual Directors/Governors have unresolved concerns about the running of the Academies or a proposed action, they should ensure that these concerns are recorded in minutes.

1.13 The Directors will appoint a Principal to each Academy. The Principals are responsible for the internal organisation, management and control of the Academies, the implementation of all policies approved by the Directors and for the direction of teaching and the curriculum. The Directors formally delegate these powers and functions to the Principal.

Conduct of Directors/Governors

1.14 Directors, Governors and staff are public servants and as such must not use public monies or official business for personal benefit. The Directors/Governors should avoid obtaining goods and services that include elements of private use or accepting excessive hospitality from prospective suppliers. The Treasury rules about the receiving of hospitality and gifts should be followed, as these rules are there to protect staff and Directors/Governors. A register will be maintained to record hospitality and gifts received. This should record, as a minimum, the name of the organisation that gave the hospitality/gift, the date it was received, its nature and approximate value.

- 1.15 Directors/Governors should be aware that the Prevention of Corruption Act places the burden of proof on the recipient of favours.

NB: All duties and responsibilities of Directors/governors detailed in the Financial Handbook (and other governance documents) apply equally to persons who are not Directors/governors of the Academies but who have been appointed to serve on a committee of those Academies in an honorary capacity.

Declarations of Business Interests

- 1.16 It is vital that Directors/governors and staff act, and are seen to act, impartially. All members of the Board and governing bodies are required to complete a declaration of their business interests. It is also required as a matter of good practice, that the Principals and other senior staff complete declarations. Individual declarations should be maintained together in a register.
- 1.17 Where a Director/Governor or member of staff (or related person) has any interest, either pecuniary or non-pecuniary, in a matter to be discussed at a Board meeting the Director, governor or member of staff must declare their interest and withdraw from that part of the meeting.
- 1.18 Where a Director/Governor or related person has a pecuniary interest in a business, and that interest exceeds limits that may be specified in the Academies' Memorandum or Articles of Association, the Academies must not enter into any contract or arrangement (such as the purchase of goods and service) with that business. I.e. The Academies would not be permitted to trade with a company in which a Director/ Governor holds more than 1/100th of the share capital.
- 1.19 It is the responsibility of Directors/governors and staff to ensure that their declarations of business interests are kept up to date at all times, and to amend or update them as necessary. At the start of each relevant meeting Directors should be asked to declare any interests in a matter included on the agenda.

Payments

- 1.20 It is illegal for Board members to receive any remuneration for their work as Directors, other than payment of all reasonable out of pocket travel, accommodation or other expenses legitimately incurred by them in connection with their attendance at meetings acting in the capacity of Director of the Academies.
- 1.21 No Director may hold any interest in property belonging to the Academies. Nor may a Director receive remuneration in respect of any contract to which the Academies is a party.

KEVIET Board Meetings

- 1.22 The Board of Directors will meet a minimum three times a year and will hold an AGM annually. No business can be conducted at any meeting unless a quorum is present. A quorum is usually three (those with full voting rights) or one-third of the total number of Directors with full voting rights, whichever is the greater. For the sake of clarity the CEO shall not be included when establishing whether a quorum is present. All Directors, Members and Auditors must be given fourteen clear days' notice of the AGM and the notice should be accompanied by an agenda specifying the nature of the business of the meeting. For all other Board meetings seven clear days' notice must be given to all Directors and the notice should include an agenda. Papers will be sent to Directors via email. Meetings will still be valid even if any of the usual recipients fail to receive his or her copy of the papers. The Board of Directors may decide to invite Governors of member Academies to attend any meeting of the Board and in such circumstance the said Governors would be entitled to make representations to the Board on any item of business to be conducted but would not be entitled to vote on any item of business normally reserved to the Board of Directors or any of its Board Committees.
- 1.23 Any three Directors may call an additional meeting via notice to the Clerk. Any such meeting should be

convened as soon as is reasonably practicable.

- 1.24 The Board meets as per the calendar agreed by the Trust Board at the final meeting each **year** and an extraordinary meeting may be convened as and when by the Chair.
- 1.25 The Directors will appoint a Clerk to the Board, who will be someone other than a Director or a Principal of the Academies.
- 1.26 In consultation with the Chair, the CEO and CFO, the Clerk shall draw up a schedule of proposed meeting dates for the Board and sub committees. This should be submitted, for approval, to the full Board of Directors at their first meeting of the school year.
- 1.27 The first Board meeting in September will elect the Chair and Vice Chair and agree membership of Committees.

Scheme of Delegation

- 1.28 The Directors must agree a formal schedule of matters reserved for their decision, i.e. those which should not be delegated within the Academies. Beyond this, the Directors will establish separate committees as required, at board level, to deal with specific areas of Academies' business, and should determine the delegated responsibilities to be assigned to those committees. This will ensure that matters can be dealt with in appropriate detail and with sufficient frequency. The KEVIET Board will establish a Finance Committee (incorporating areas relating to Site and human resources, including remuneration -as per Articles 100 -108) and a separate Audit Committee as required (see section 4). The Finance and Estates Committee will establish sub-committees for Staff Discipline/Appeals and Pay and Performance as necessary. Principals' Performance Management will be delegated to the Finance and Estates Committee, the CEO of the Trust's Performance Management will remain with the Board. Curriculum and Standards and ECM will be delegated to the Governing Bodies of member Academies and In addition the KEVIET Board will require Academies' LGB to establish sub committees for Pupil Discipline and Exclusions when necessary.
- 1.29 Where the Directors decide to delegate certain matters for consideration by Governing Body committees, each committee should be chaired by a Governor. The membership of the committee may include persons who are not Governors provided that a majority of the members are Governors. The Directors will ensure that the Board receives adequate feedback on the work of those committees and is able to consider their proposals formally. The establishment of committees does not absolve the Board of its overall responsibility to manage the Academies.
- 1.30 Directors/Governors are at risk of personal liability if they cause loss to the Academies by acting unlawfully, imprudently or outside the terms of the Academies' Terms of Reference.

Core Education Functions of the Board: monitoring of standards

1. To monitor progress towards the development of a KEVIET wide Growth Strategy and Annual Development Plan reviewing these on an annual basis once ratified.
2. To hold KEVIET academies to account, plan and deploy appropriate Trust school improvement support with regards to strategies and interventions developed to improve results and achievements.
3. To receive and review any designated KEVIET wide policies and strategies for curriculum, teaching, learning and assessment, ensuring these are aligned with local policies as appropriate.
4. To monitor the progress, attainment and achievement of KEVIET pupils and students from EYFS & KS1 to KS5, ensuring that targets set in partner academies have the potential to transform education.

5. To make recommendations to the Finance committee regarding spending on KEVIET wide curriculum-related matters, seeking information and advice from LGB to ensure these recommendations were evidence based and reflect needs within partner academies.
6. To receive from each LGB a half termly evaluation of the monitoring of their curriculum, teaching and learning and standards. This may be through copies of minutes of LGB committees and/or requested reports.
7. Ensure no discrimination on the grounds of sex, race, disability, sexual orientation, religion or belief against a child seeking admission and for existing pupils, as per policy.
8. To review these functions annually and propose any amendments to the Board.

Section 2 -KEVIET Procedures

- 2.1 The Board will establish the following sub committees: Finance Committee; Audit Committee (FAC) and Headteachers Strategy Committee.
- 2.2 The terms of reference for each committee of the Board as incorporated herein must be approved by the full Board and reviewed annually in the Autumn Term.
- 2.3 The sub committees will meet as per the agreed calendar with ad-hoc committees meeting as and when required.
- 2.4 The Chair of each Committee is elected annually by that Committee and the appointment must be approved by the Board. No persons employed by the Academies will act as Chair of a Committee. In the absence of a Committee Chair, Vice Chair or clerk the committee will elect a replacement from those present.
- 2.5 Each committee is authorised to invite attendance at its meetings from persons including parents and members of the Academies staff who are not members of the Board, to assist or advise on a particular matter or range of issues. e.g. Premises and Site sub committees. The committees will only operate within their particular areas of delegation.

3.1 Finance Committee Membership

The Committee will be constituted by:

- Chair of the Board
- Accounting Officer (AO)
- Director of Finance
- At least 3 other Board Directors

The Chair may not be an employee of a KEVIET Academy and should be elected annually at a main Directors meeting.

The Committee may invite or co-opt any Governor from any KEVIET Academy to the Committee either on a permanent or ad hoc basis as the Committee thinks fit and in such circumstance any such Governor shall have the same voting rights as the Directors present at the meeting.

The Committee may invite or co-opt Associate Members of staff when appropriate, but the staff member shall not be entitled to vote.

The quorum for each meeting will be 3 Directors or Governors (associate members excluded). Seven clear days' notice of the meeting must be given to all Directors and Committee Members and the notice should include an agenda. Papers will be sent to Directors via email. Meetings will still be valid even if any of the usual recipients fail to receive his or her copy of the papers.

3.2 Timing

Meetings will be held as per the agreed calendar but additional meetings will be held if required. The meeting held at the end of the summer term will ratify the budget for the period of September to August, prior to approval by the Board of Directors. The meeting held in November / December will approve the audited year end accounts, financial statements and accounting policies. These will be ratified by the Board prior to submission to the Secretary of State (by 31 December) and filed with Companies House and the Charity Commission within stated timescales.

3.3 Functions

Finance

1. To lead the development of strategic plans and provide leadership on financial issues.
2. To consider the Academies' annual indicative funding (as notified by DfE) and assess the implications for KEVIET, in consultation with the Finance Director and Principals, in advance of the academic / financial year. Any matters of significance should be drawn to the attention of the Board.
3. To agree and make recommendations to the Board on the broad budget headings and areas of expenditure to be adopted each year.
4. To receive the Academies' proposed annual budget from the Finance Director, consider and recommend the acceptance/non acceptance to the Board of Directors at the start of each academic / financial year. This should include the level and use of contingency funds or balances.
5. To receive, consider and approve (or reject) quarterly budget reports from SBMs including virement requests, major variance reports, staffing costs, allocation of curriculum development costs and forecast operational costs. Submit quarterly overview report to the Board of Directors, highlighting any specific concerns as required.

6. To receive copies of KEVIET Development Plan(s) (and any subsequent updates) and review the financial implication of these. The plans should include detailed objectives, costs and success criteria for measuring success for the coming academic year and outline objectives for the following two years.
7. To annually review and approve the financial procedures policy, ensuring that all the requirements of the Academies Financial Handbook are met/ Report amendments to the Board, as required.
8. To monitor and review financial operation procedures to ensure effective implementation and operation, including progress against the "Financial Imperatives" and, where appropriate, to make recommendations for improvement.
9. To consider financial benchmarking and consider how financial performance could be improved.
10. To provide relevant financial information to other KEVIET Committees as required by them to make decisions on issues within their delegation.
11. To consider and approve (or reject) declaration of Earmarked Funds and Reserve Spend requests.
12. To consider and ratify (or reject) decisions of the Tender Board for KEVIET purchases greater than £40,000, with the Board to give final approval.
13. To prepare the financial statement to form part of the Annual report of the Board of Directors, for filing in accordance with the Companies Act and the Charity commission requirements.
14. To ensure that the Board has considered, signed and published a Statement of Internal Control and Best Value Statement.
15. To approve annual accounts of the School Funds.
16. To ensure adequate insurance cover is in place to support all responsibilities such as employers' liability, fidelity, building, Director's indemnity, public liability insurance etc.
17. To receive Audit reports from the Audit Committee and agree a plan for implementation.
18. To review the KEVIET risk register document on a regular basis.
19. To authorise (or refuse) disposal of an asset in excess of £5,000 in line with Financial Procedures.
20. To authorise (or refuse) requests in writing to ESFA for the acquisition or disposal of freehold land or buildings or the disposal of heritage assets in accordance with the Academies Financial Handbook.
21. To approve write-off of any debts (or liaise with EFA if value of debt is greater than as stated in their guidance).
22. To receive an annual review / summary of all Service Contracting arrangements with a value of over £20,000.
23. Review the annual worth of, and annual cost of the PFI arrangements to ensure value for money is being received.
24. To agree policy for Governors expense allowances.
25. Review regularly the Trusts' policies on fraud and whistle-blowing.
26. Consider (and approve) the Trust's charging and remissions policies.

27. To review these functions annually and propose any amendments to the Board.

Pay and HR Functions

1. Ensure appropriate budgetary provision exists for any staffing changes with approval from the FC prior to recommendation to the said committee.
2. Approve a recruitment pack for use within the Academy Trust; including procedures and principles for internal and external appointments. Ensure that all local and national guidelines in respect of recruitment, equal opportunities and safer recruitment are met.
3. Approve job descriptions and conditions of service for senior staff.
4. Oversee appointments made by Principals within the approved staffing structure (other than the Principal, deputy or assistant Principal and Finance Director appointments which will be the responsibility of the main Board), co-opting other Directors to assist in these matters as required.
5. Produce for approval by the main Board, policies in respect of staffing reductions, including redundancy, early retirement and redeployment in accordance with policies recommended by the DfE;
6. Act as the first committee in respect of a need to reduce staffing in accordance with the redundancy procedure.
7. Recommend to the main Board the criteria to identify staff for compulsory redundancy where necessary.
8. Hear the initial case of any dismissal recommended by the Principal/s.

Pay and Conditions

9. Review the pay policy annually and recommend changes to the FC, for approval by the full Board.
10. Recommend for approval, procedures in respect of leave of absence, job share arrangements, assaults on staff, staff welfare and where applicable relocation expenses.
11. Prepare for approval by the main Board, an appropriate appraisal policy as per the guidelines.
12. Ensure the Academy Trust demonstrates equality of opportunity and inclusion at all times.
13. Identify financial implications for the FC.

Training and Development

14. Review the Staff Training & Development procedures annually.
15. Monitor Directors training.
16. Ensure that Directors involved in recruitment have undertaken the relevant training course and where possible have attended courses relating to personnel matters.
17. Ensure appropriate staff development – to include costs of staff development other than staff costs.
18. Oversee arrangements for in-service training and monitor related spending on it.

Personnel Functions

1. Ensure that procedures are in place (and approved) to cover:
 - Leading HR Insights, strategy and solutions
 - Organisational design and development
 - Resourcing and talent management
 - Learning and talent development including performance and reward
 - Employee Engagement
 - Employee relations
 - Service delivery and information
 - Recruitment (including references and police checks);
 - Performance appraisal and review;
 - Equal opportunities;
 - Disciplinary (including absence policies);
 - Grievance;
 - Staff expenses.
2. The Board of Directors should also ensure that procedures are in place to ensure that employees of the Academies are paid for work done in accordance with their contracts of employment with the Academies.
3. Matters pertaining to Performance Management of Principals will be delegated, in the first instance to the committees within the Governing Bodies structures with the CEO or other senior member of the Executive Team representing the Trust unless instructed otherwise by the Board.
4. Performance Management of the CEO will be undertaken by the Board's CEO review panel which shall comprise any 3 members of the following: Chair of the Trust, Vice Chair of the Trust, Chair of the Finance and Estates Committee, Vice Chair of the Finance and Estates Committee.
5. To review these functions annually and propose any amendments to the Board.

Staffing Committee on Pay

1. Within KEVIET the Finance Committee may establish a sub-group designated as the Staffing Committee on Pay.
2. This committee or the Finance Committee as a whole shall consider and decide upon all matters relating to staff pay as part of the annual review process in accordance with the Trust Pay Policy agreed by the Board of Directors.
3. The Pay Committee shall consist of a minimum of three members of the Finance Committee or other Directors of the KEVIET Board as necessary. It will be chaired by the Chairperson of the Finance Committee.
4. The Committee shall be quorate only when at least three Directors nominated to serve on the Committee are in attendance. The Committee will convene at least once each year in the Autumn Term ideally before 1st December to consider any issues relating to pay and performance management awards.
Additional meetings may be arranged if deemed necessary by the Chairperson of the Committee or the trust CEO.
5. The Principals have the right to attend all meetings of the Committee but will withdraw when the Committee considers the pay of the Principals. (It may be necessary for the Principals or other members to withdraw if they have a pecuniary interest arising from the size of the differential between their pay and that of other Executive Staff members). The Committee will seek the advice of the Heads of School as required in respect of the exercise of any discretionary payments and in particular:
 - (a) for teaching staff, performance-related pay awards on the main pay scale and UPS pay scale;

- (b) for teaching staff, the award of teaching and learning responsibility payments, special needs allowances and incentives for recruitment and retention;
- (c) the award of any exceptional points resulting from performance review;
- (d) for members of the leadership group, any points resulting from performance review, taking into account the advice of the Heads of School in respect of Executive Staff and the Directors responsible for the performance review of the Heads of School;
- (e) for NJC Local Government Services staff, the award of accelerated increments, honorarium payments and appropriate job evaluation.

6. In reaching decisions in respect of pay, the Committee shall have regard to:

- (a) the advice of the CEO, Head of School and/or the relevant appraiser;
- b) the implications of national pay decisions and the relevant legislation (Such as The Employment Relations Act 1999; The Equality Act 2010; the Part Time Workers (Prevention of Less Favourable Treatment) Regulations 2000; The Fixed Term Employees (Prevention of Less Favourable Treatment) Regulations 2002; and the standards for openness and objectivity in public life.
- (c) Similar market / sector salaries paid in other broadly equivalent schools;

Where necessary the Committee shall seek the advice of its HR Support Provider.

- 7. The Committee shall have executive powers within the staffing budget determined by the Board and will take decisions with due regard to the School Teachers' Pay and Conditions Document, the Conditions of Service for School Teachers in England and Wales, the Conditions of Service for Local Government Services staff, and any relevant employment legislation. As indicated in paragraph 1 above, the Committee shall determine pay matters arising as part of the annual review process. The pay of new staff appointed to the school will be determined by the appointment panel in accordance with the Trust's salary policy
- 8. Members of the Staffing Committee on Pay shall not serve on any committee appointed by the Directors to hear an appeal from a member of staff against the decisions made by the Committee.
- 9. A separate group of three Directors from the Finance Committee or the KEVIET Board will form the Pay Appeals Committee whose role will be to hear any appeals brought before them. All appeals will be made in writing to the Chair of the Board.
- 10. The Appeal will be heard by three Directors and they may ask for the member of staff, and the Head of School to give verbal evidence to the panel to support the appeal: if this is necessary.
- 11. The Committee shall review these terms of reference and the whole Trust Pay Policy on an annual basis (usually in the Autumn Term).

4. Audit Committee

4.1 Membership

- 3 members of the Board of Directors
- Accounting Officer
- Director of Finance

The Chair may not be an employee of a KEVIET Academy and should be elected annually at a main Directors meeting.

The Committee may invite or co-opt Associate Members of staff when appropriate, but any such person shall not be entitled to vote.

The quorum for each meeting will be 3 (associate members excluded). Seven clear days' notice of the meeting, including an agenda, must be given to all Directors. Papers will be sent to Directors via email. Meetings will still be valid even if any of the usual recipients fail to receive his or her copy of the papers.

Board members who are not members of the Audit Committee will have the right of attendance, but will not be able to vote. The Clerk will circulate minutes of meetings of the Audit Committee to all members of the Board.

Pending establishment of an Audit Committee at an appropriate point in the development of the Trust, the functions of this Committee will be carried out by the Finance and Estates Committee.

4.2 Timing

Meetings shall be held twice per year but additional meetings will be held if required. The external auditor may request a meeting, if considered necessary. Other meetings of the Audit Committees will be held as required by the trust, or Chair of the committee. The External Auditor will attend as and when required.

4.3 Functions

The Audit Committee is authorised by the Board to investigate any activity within its terms of reference, and to seek any information it requires from staff. Staff are requested to co-operate with the Committee in the conduct of its inquiries. Requests for work, and reports received from internal audit will be channelled through the accounting officer, to whom the Director of Finance reports. The Audit Committee is authorised to obtain independent professional advice if it considers this necessary.

The specific duties of the Committee shall be to:

1. Review the Academies' internal and external financial statements and reports to ensure that they reflect best practice.
2. Review the risks to internal financial control of the Academy Trust and establish a programme of work to address these risks, inform the statement of internal control and, so far as is possible, provide assurance to external auditors.
3. Review the effectiveness of the Academy Trust's internal control system to ensure that the aims, objectives and key performance targets of the organisation are achieved.
4. Ensure that the Academy Trust internal control systems meet, or exceeds, the standards specified in the Government Academies Financial Handbook and complies in all other respects with these guidelines.
5. Ensure the Academy Trust is independently audited by an approved registered auditor.
6. Recommend to the Board the appointment (or reappointment) of the KEVIET auditors, as required.

7. Ensure a copy of the auditor's letter of engagement is submitted to DfE with the annual accounts and Management Letter.
8. Respond to the Auditor's Management Letter and inform the Board of any significant issues.
9. Consider internal reports, including the Auditor's report (which includes RO function) and recommend to the Finance Committee / Board action as appropriate to respond to findings.
10. Review the operation of the Trust's code of practice for Board members and code of conduct for staff.
11. Review annually the Trust's Health & Safety policy, ensuring it meets all requirements of relevant legislation.
12. Oversee Health & Safety issues to ensure compliance with KEVIET policy. Receive Health & Safety reports and recommend action to the Board as required.
13. Review annually the Trusts' delegation of financial responsibilities.
14. Consider any other matters where requested to do so by the Board.
15. Report at least once a year to the Board on the discharge of the above duties as required.
16. To review these functions annually and propose any amendments to the Board.

5. Headteacher's Strategy Group

1. The Headteacher's Strategy Group [HSG] is an advisory board to the Board of Directors and has no formal powers other than those of recommendation.
2. The board consists of the CEO of the Trust and representatives of the Trust's Academies either Head of School and/or Chair of Governors for each school.
3. Any Director may attend and contribute to these strategy meetings.
4. The HSG's remit is to research and plan out various initiatives that would be beneficial to the broader Trust and its family of schools. In working up these recommendations the HSG must consider the following:
 - i. Any recommendations should have been widely researched and reviewed by Trust Headteacher's/Heads of School.
 - ii. Have involved consultation with affected parties, where appropriate, to help build recommendations that are genuinely collaborative and therefore more likely to succeed.
 - iii. Have used current research and an element of peer review to help inform proposals.
5. The HSG should submit its proposals to the Board as part of the Trust's broader development plan and growth strategy, although additional proposals may be submitted at other times outside of these frameworks depending upon need.
6. The Board will review the functions of the HSG annually.

6.0 Local Governing Body Terms of Reference

The Context of the Local Governing Body

The goal of the King Edward VI Education Trust is to support the local governing body of each Academy in their work; help to retain the school's individuality and to delegate as much control and responsibility to schools as possible so that they remain masters of their own destiny but within a strong local support network.

Local Governing Bodies are committees of the Academy Trust and enjoy the specific responsibilities delegated to them via the Trust. Irrespective of this delegation of power the overall accountability for the performance, organisation and management of the school resides with the Trust. Only in exceptional circumstance would the Trust consider removing some or all of the powers or personnel on the local governing body; these could include but are not limited to, serious safeguarding concerns, serious leadership weaknesses, or the placing of the school in an OFSTED category. In reality this is not very different from the previous powers that Local Authorities retained to remove Governing Bodies and install Interim Executive Boards: they were rarely used.

Roles and Responsibilities

"Governing bodies should play a strategic role, focusing strongly on holding the headteacher to account and avoiding being drawn into *direct involvement* in *operational matters*. It is essential to have skilled governors, but equally important to emphasise that the skills required are those to create robust accountability, not to do the school's job for it. For example, a governor with financial expertise should use their skills to scrutinise the school's accounts, not to help prepare them" DfE Governors Handbook page 9.

6.1 Membership

The LGB should have the following **minimum** membership:

- 1 x Trust Director
- 2 x elected Parent Governors
- 2 x elected Staff Governors; 1 teaching staff and 1 support staff
- 1 x Foundation/Diocesan/Trust Governor
- Head of School

The LGB may choose to appoint/co-opt other such Governors for their skills as they think fit, but must obtain Board approval for any such appointment.

The Chair and Vice Chair may not be employees of a KEVIET Academy and should be elected annually at the first LGB meeting of the school year, such appointments to be approved by the Trust Board.

The committee may invite non-members to meetings to assist or advise on a particular matter or issue. These additional attendees shall not be entitled to vote on any matters.

The quorum for each meeting will be 3 or 1/3 of Governors, whichever is the greater (Head of School and associate members excluded). Seven clear days' notice of the meeting, including an agenda, must be given to all Governors. Papers will be sent to Governors via email. Meetings will still be valid even if any of the usual recipients fail to receive his or her copy of the papers.

Every matter to be decided upon will be determined by a majority vote; each member of the committee that is present at the meeting shall be entitled to one vote. Where there is an equal division between votes, the chair will have the deciding vote.

Board members who are not members of the LGB will have the right of attendance and will be able to vote. The Clerk will circulate minutes of meetings of the LGB to all Governors and members of the Board.

A register of attendance shall be kept for each meeting and will be published on an annual basis.

6.2 Timing

Meetings shall be held six times per year (each half term) but additional meetings will be held if required. The LGB may be invited to attend any Board meeting but will only be entitled to vote at any such meeting on items of business within the normal remit of the LGB. Governors will be entitled to make representations but will have no voting rights in respect of any matter normally reserved to the Trust Board or any of its Committees.

6.3 Functions

The LGB may choose to organise itself as one Committee or may choose to delegate tasks or responsibilities to focused groups that may look more deeply at Curriculum and Standards and ECM (Every Child Matters) issues – these groups will effectively operate as sub-committees and report back to the LGB.

Core Functions: Curriculum and Standards

1. Monitoring the standards and progress of the academy, relating to pupils and their learning.
2. Using attainment and achievement data provided by the academy to evaluate the impact of teaching and learning on the levels of attainment.
3. Monitoring the progress of pupils in the academy and reporting this information back to the board, advising them in respect of targets for pupil achievement.
4. Analysing performance trends that might be present within the academy and nationally.
5. Mapping performance and progress data onto set national standards.
6. Having knowledge of the educational needs of pupils within the academy and monitoring pupil performance data of specific groups of pupils, e.g. pupils with special educational needs and disabilities.
7. Understanding the targets that have been set within the academy and challenging underperformance within the academy against these targets and more general expectations.
8. Ensuring that the curriculum is balanced, broadly based and effective, using a variety of different sources, such as attainment data and information from academies within the MAT regarding the effectiveness of the curriculum, in order to improve the curriculum.
9. Reviewing the academy's policies which relate to standards, e.g. behaviour, assessment and attendance policies, and recommending amendments to the board.
10. Monitoring and then advising the board on school improvement work, leadership standards and governance effectiveness.
11. Obtaining progress reports of post-Ofsted action plans and any other formal evaluation reports related to the quality and effectiveness of learning within the trust, in order to further inform and develop the trust's improvement plans and strategies.
12. Ensuring that there are effective procedures in place for the quality assurance of teaching and learning, the curriculum, inclusion and the sharing of good practice.
13. Ensuring that the highest possible standards are set, achieved and maintained.
14. Identifying areas of concern regarding performance and standards within the trust, implementing action plans with the consultation of the board where necessary.
15. Reviewing its own progress on a regular basis, taking into account its own performance, constitution and terms of reference to make sure that the committee is operating at its full potential.
16. Monitoring and advising the board on the achievement of the MAT's intervention strategies and plans.

Core Functions: ECM

1. Ensuring that the academy works to achieve the five ECM objectives – Healthy, Safe, Enjoy/Achieve, Positive Contribution, Economic Well Being
2. Ensuring that the academy makes effective provision for those with SEN, including review of annual SEN Information report.
3. Ensuring that the academy has an admissions process in place including appropriate testing arrangements that can identify children of a grammar school standard.
4. Ensuring that the academy has an appeals process in place.
5. Monitoring safeguarding procedures to ensure a duty of care
6. Ensuring that there are effective procedures in place regarding pupil support, attendance and discipline.

7. Remaining informed on the attendance rates and ensuring that there are procedures in place to fulfil statutory requirements, especially regarding children missing from education.
8. Ensuring that the academy has an appropriate Behaviour Policy in place
9. Ensuring that the academy meets the government's statutory requirements
10. Establishing sub-committees when required to do so, including Pupil Discipline/Exclusion and Complaints Panels
11. Monitoring and evaluation of its own progress on a regular basis, taking into account its own performance, constitution and terms of reference to make sure that the committee is operating at its full potential.

Annex A -Process for KEVIET Election of Chair / Vice-Chair of the Board and Chair of Committees

The process for KEVIET elections should be as follows:

1. The clerk will ensure that all Directors have an opportunity to nominate themselves as Chair/ Vice-Chair by calling for nominations in advance of the elections.
2. All nominations should be received within the published timescale each year, and duly seconded by another Director.
3. Nominations can be accepted from a Director who is unable to attend the election meeting, subject to the Clerk having received written confirmation of their desire to stand.
4. The agenda for the meeting at which the positions are to be voted on should list those Directors standing for election for each position.
5. If no nominations are received in advance of the meeting, nominations may be accepted at the meeting, subject to confirmation being received by the Clerk that a candidate is willing to stand.
6. In the event of only one nomination being received and duly seconded for a particular position, the clerk will ask for a show of hands to determine the board's acceptance of this nomination
7. Where there are contested positions, elections should be carried out by secret ballot at the first Director's meeting of the Academic Year (September), so that the positions are allocated at the start of the school year. Where there is more than one nomination, candidates will be required to provide a short "statement" for consideration by other Directors.
8. The election process will be managed by the Clerk, who will chair this part of the meeting but who will not have any vote. Ballot papers will usually be issued by the Clerk at the election meeting. However, a Director not able to attend the vote will be given the opportunity to vote in advance by secret ballot. In this case, any ballot papers received in advance of the elections will be opened by the Clerk at the time of the formal ballot.
9. Should there be a tie in the number of votes for any position; the ballot should immediately be carried out again. If a second ballot results in a tie, the tied candidates should draw lots to determine the outcome.
10. Any Director not wishing to vote for any of the nominees may choose to abstain, but the total number of Directors voting must at least equal the designated quorum(i.e. three Directors, or, where greater, any one third of the total number of Directors holding office at the date of the meeting). In the event this figure is not reached, the election will be postponed until a future meeting.
11. Candidates for each position will be asked to remove themselves from the room during voting for that position.
12. Formal appointment of the new post holders should take place at the start of the first Director's meeting of the new academic year (September). This part of the meeting should be chaired by the outgoing Chair and a formal hand-over of responsibilities should take place at this meeting.
13. The term of office for all Chair / Vice-Chairs should be one year although a Chair/Vice Chair can be reappointed for more than one consecutive term. If a Director is elected as Chair/ Vice-Chair and his or her term of office as a Director is due to end before that determined for the office of the Chair / Vice-Chair, then the Chair or Vice-Chair's term of office ends when the Director's term of office ends.
14. If the position for Chair or Vice-Chair becomes vacant during the year, the Board must elect a new Chair/ Vice-Chair at their next meeting.
15. Any Director who is paid to work at one of the KEVIET academies or who is a pupil at one of the Academies is not eligible to stand for election for the office of Chair / Vice-Chair of the Board or any Committee.

Annex B – Current KEVIET Member Academies and KEVIET Directors

King Edward VI Education Trust Governance Structure Overview

Members : Margaret Johnson

Andrew Harrison

Rev Nick Brown (as current vicar of St James Church)

Susan Locking (as current Warden of the King Edward VI Almshouse, School and Educational Charity, at Louth, known as The Foundation)

- The Members are responsible for the ethos of The Trust and the Trust Articles of Association
- Meets Once per year at AGM
- Appoint Auditors and Approve Accounts

Directors: Andrew Harrison (Chair)

Andy Claypole

Dale Crombleholme

Sean Chesman (Vice Chair)

Rev Nick Brown

Allison Jay

Prof the Lord Norton of Louth (also Warden of KEVIGS)

James Lascelles (CEO) (ex-officio)

KEVIET Member Academies:

1. King Edward VI Grammar School, Edward Street, Louth, LN11 9LL

Governors: Sean Chesman (Chair)

Alistair Jeffrey

Patrick Wilkerson

Helen Dunning

Robert Maltman (Vice Chair)

Simon Tighe

Paul Reeve

Jonathan Todd

Annex C -Management Structure

A unified management structure has been put in place and this will help the way the Academies are run. The structure now consists of four levels: the Board of Directors, Local Governors, the Senior Managers and the Management Team. The aim of the management structure is to devolve responsibility and encourage involvement in decision making at all levels.

The Directors are responsible for setting general policy, adopting an annual plan and budget, monitoring the Academies by the use of budgets and making major decisions about the direction of the Academies capital expenditure and senior staff appointments.

The Senior Managers are the Head Teacher / Principals, Deputy Heads, Assistant Heads and the Financial/Operations Director. These managers control the Academies at an executive level, implementing the policies laid down by the Board and reporting back to them. As a group the Senior Managers are responsible for the authorisation of spending within agreed budgets and the appointment of staff, though appointment Boards for posts in the Management Team must always contain a Director. Some spending control is devolved to members of the Management Team, with limits above which a Senior Manager must countersign. (As per the Academies' finance policy)

The Management Team includes the Senior Management, the Heads of Year and the Subject Leaders. These managers are responsible for the day to day operation of the Academies, in particular organising the teaching staff, facilities and students.

The Directors have considered the need for a specific internal audit function and have decided to appoint an internal auditor which includes giving advice on financial matters and performing a range of checks on the Academies financial systems. The internal auditor will report to the Board on a regular basis but at least twice per year.

These arrangements can provide reasonable, but not absolute, assurance that assets are safeguarded, transactions are authorised and properly recorded, and that material errors or irregularities are either prevented or would be detected within a timely period.

Annex D –The Role of the Internal Auditor

The Role of the Internal Auditor (IA) is to provide the Directors with an on-going independent oversight of the academies financial affairs. The Internal Auditor is charged with providing the Board with independent assurance that:

- the financial responsibilities of the Directors are being properly discharged;
- resources are managed in an efficient, economical and effective manner;
- sound systems of internal financial control are being maintained and financial considerations are fully taken into account in reaching decisions.

Performance of the Internal Auditor

The conditions of DfE grant, and the financial procedures which the DfE expect the Academies to follow, are described in the DfE Academies Financial Handbook, which expands upon the Academies' funding agreement with the Secretary of State. Further details may be set out from time to time in financial circular letters, and in the annual funding letters. The main purpose of the Internal Auditor is to ensure that these requirements are followed.

Internal Auditors are often consulted before significant financial decisions are taken and provide a useful source of advice for Academies. However, the Internal Auditor also performs a wider role by visiting the Academies on a regular basis or as directed by the Board and undertaking a series of detailed tests to confirm the operation of the main financial systems.

- 1 Written records of the checks performed by the Internal Auditor should be maintained.

Annex E : TRUST CALENDAR OF MEETING DATES

STRATEGY BOARD 6.30pm	FINANCE & ESTATES 6pm	KEVIGS LGB 6.30pm
Mon 25 September Tues 7 November Thurs 7 December (AGM) Wed 13 th December Thurs 8 February Thurs 5 July	Thurs 19 October Tues 21 November (Thurs 7 December-Pay) Thurs 25 January Thurs 8 March Thurs 10 May Thurs 28 June	Thurs 28 September Thurs 23 November Thurs 1 February Thurs 15 March Thurs 17 May Thurs 21 June
LMR	LMR	N=1
3 or 1/3 directors	3 Other than the Head	3 with the Head/SLT member
Rev Brown (member) Mr Chesman Mr Claypole Mr Crombleholme Mr Harrison (member) Miss Jay Mr Lascelles Lord Norton Plus Members for AGM only: Mrs M Johnson Mrs S Locking	Rev Brown Mr Claypole Mr Crombleholme Mr Harrison Miss Jay Lord Norton Mr Lascelles Mr Tighe	Rev Brown Mr Chesman Mr Claypole Mr Crombleholme Mrs Dunning (co-opted governor) Mr Harrison Miss Jay Mr Jeffrey (Foundation governor) Mr Lascelles Mr Maltman (parent governor) Lord Norton Mr Reeve (staff governor) Mr Todd (teaching staff governor) Mr Tighe (parent governor) Mr Wilkerson (co-opted governor)
Mrs Mowbray	Mrs Mowbray Mr Sopp	Mr Hunkin <i>Mrs Reeve</i> <i>Mrs Mowbray</i> Mr Robertson <i>Mr Neal</i> Mr Taylor