

# KENILWORTH MULTI ACADEMY TRUST GOVERNANCE ARRANGEMENTS

## VISION

### *ASPIRING TO EXCELLENCE*

As the Kenilworth Multi Academy Trust (KMAT), we are proud of our schools, which provide an excellent all-round education, giving all young people the confidence to be successful and make progress.

Learning is at the heart of the KMAT and our curriculum provision will be personalised, inclusive and adapted to meet the needs of all learners. All students will do well, irrespective of their prior attainment and socio-economic profile.

The curriculum and co-curriculum provision will stimulate a passion for independent learning and the development of broader life skills, as well as embracing academic skills. All students will be supported, and their differences will be recognised, respected and valued.

Students will be encouraged to reflect on issues that are important to them and to articulate their opinions and to use all learning opportunities to become more reflective, resilient and resourceful in coping with the ever-changing pressures on them.

Our schools are at the heart of their communities, serving the needs of young people living in their localities and acting as a hub for the benefit of the community.

As the KMAT we will use the strengths and expertise throughout our schools to provide excellent Continuing Professional Development (CPD) opportunities for all staff leading to sustained improvement in student outcomes across the Trust. We will build on nationally awarded accreditations within our schools (Teaching School, School Direct, World Class School, Quality Inclusion Mark, National Support School, National Leader of Education, National Leader of Governance) to develop and integrate system leadership school improvement, within and beyond the KMAT.

The KMAT is committed to embedding system leadership and school improvement in all our schools and will want to be sure we have the right vision and ethos to bring about positive outcomes for all students when we consider our expansion plans.

## **Terms of Reference for Members of the KMAT**

A Multi Academy Trust (MAT) is a charitable company limited by guarantee. A Member is a member of the company. Each Member is bound by an undertaking. The Trust's Members have authority for:

- Collectively appointing and removing other Members and the Chair and Vice Chair of the Board Trustees
- Ratifying the Annual Accounts
- Making changes to the Trust's Articles of Association

## **Membership**

The KMAT Members will comprise of 3 individuals at the outset, increasing to 5 by 2020, none of whom may be an employee of any of the schools within the Trust. One of the KMAT Trustees will also sit on the KMAT Members' Board; this will be the Chair of the KMAT Board.

Initial appointments to the KMAT Members' Board will be made by the KMAT Trustees in accordance with the Trust's Articles of Association, The Academies Financial Handbook and the DfE's Governors' Handbook.

The normal term of office for Members will be four years.

## **Quorum**

A minimum of three of the appointed Members must attend a meeting for decisions to be made one of which must be the KMAT Trustee.

## **Meetings**

The Members will meet normally once a year, for the purpose of ratifying the KMAT Annual Accounts, but may meet more frequently as required.

The Members will appoint a chair from among their number, but this should not be the Trustee Member.

In the absence of a clerk, the Members shall choose a clerk for that meeting from within their number.

The draft minutes of the meeting will be circulated as soon as they are available to all Members. Final approved minutes, excluding confidential items, will be available to public viewing.

Any decisions taken must be determined by most Members present. Only Members can vote.

## **Terms of Reference for the Kenilworth Multi Academy Trust Board (KMAT Board)**

A Multi Academy Trust (MAT) is a charitable company limited by guarantee; the governors have duties as directors under company law and trustees under charity law.

Responsibilities as a charitable trustee:

- Duty of compliance
- Duty of prudence
- Duty of care

Responsibilities as company directors:

- Duty to act within powers
- Duty to promote success of the company
- Duty to exercise independent judgement
- Duty to exercise reasonable care, skill and diligence
- Duty to avoid conflicts of interest
- Duty to not accept benefits from third parties
- Duty to declare an interest in a proposed transaction or arrangement

### **Primary Purpose**

1. To set the KMAT's strategic aims and targets.
2. To challenge, monitor and evaluate the performance of all schools within the Trust against these strategic aims and targets and ensure the quality of educational provision.
3. To ensure the implementation of statutory requirements, including:
  - a. managing the KMAT's finances,
  - b. overseeing and ratifying key decisions of each member school,
  - c. ensuring the curriculum is balanced and broadly based,
  - d. ensuring all schools appoint staff and review staff performance and pay in accordance with both the school's and the KMAT's Development Plan.

4. Act as a critical friend, both supporting and challenging the Executive Head and the leadership teams and the Local Governing Bodies, within individual schools.
5. Hold the Executive Head, Head Teachers or Heads of Schools to account to ensure that all groups of pupils achieve and progress.
6. To consider safeguarding and equality implications when undertaking all functions.

## **Membership**

1. The KMAT board is likely to comprise of 7 Trustees/Directors/Governors (these terms are interchangeable and from hereon will be referred to as Trustees) at the outset, increasing to a maximum of 11 as the Trust expands. The Chair and Vice Chair of Trustees can be removed or appointed by the KMAT Members, all other Trustees can be removed or appointed by the KMAT Trustees Board.
2. Only one Trustee may be a paid employee of the KMAT or one of its schools. This will be the Executive Head who will also be the Accounting Officer for the purposes of reporting to the Department for Education.
3. One of the KMAT Trustees will also sit on the KMAT Members' Board; this is likely to be the Chair of the KMAT Board.
4. A KMAT Trustee will be the chair of each Local Governing Body (LGB). This will be an appointment by the KMAT Board.
5. It is our understanding at the time of writing this document, that the KMAT will not include parent Trustees. Provision for parent governors will be made within LGBs.
6. The normal term of office for Trustees will be four years.

## **Quorum**

1. A minimum of half the appointed Trustees must attend a meeting for decisions to be taken, one of these should be the Executive Head.
2. If the Executive Head is unable to attend the meeting, his or her deputy should attend instead. He or she will not have voting rights.

## **Meetings**

1. The KMAT Board will normally meet once every term, but in the first year of operation is likely to meet once every half term. Additional meetings can be requested. Meeting frequency will be reviewed annually.
2. In the absence of the Chair and Vice Chair, the Trustees shall choose an acting chair for that meeting from among their number.

3. In the absence of the clerk the KMAT shall choose a clerk for that meeting from among their number (someone who is not the Executive Head).
4. The draft minutes of each KMAT Board meeting will be circulated as soon as they are available to all Trustees. Final approved minutes, excluding confidential items, will be available to public viewing.
5. Any decisions taken must be determined by a majority vote of Trustees present. Only Trustees can vote.
6. Regular attendance at meetings is expected of all Trustees. Non-attendance at three meetings or more within an academic year may necessitate a conversation about continuing in role.
7. Other employees of the KMAT or one of its schools may be asked to attend KMAT Board meetings to provide the KMAT Board with information or to answer questions. These are likely to include the KMAT Finance Director and Heads of Schools, but this list is not exhaustive.

## **Terms of Reference**

### **1. Ensuring clarity of vision, ethos and strategic direction**

- a. To agree any expansion of the Kenilworth Multi Academy Trust
- b. To recruit new Members (in consultation with existing Members) and Trustees
- c. To agree any constitutional matters, including procedures, where the KMAT Board has discretion
- d. To establish the constitutions of LGBs and agree levels of delegation of authority and terms of reference
- e. To appoint, suspend or remove a Trustee, Local Governor, Clerk, Executive Head or Head Teacher.
- f. Participate in all senior appointments to the KMAT and individual schools within the Trust, and other post as required.
- g. To receive reports from local Child Protection (Safeguarding) Link Governors and SEND Link Governors on a termly basis to ensure the KMAT and each individual school are fulfilling their statutory responsibilities.
- h. To ensure that the KMAT and each LGB complies with the requirements of the Freedom of Information Act and the General Data Protection Regulations (2018).
- i. To review KMAT wide policies and procedures identified in the MAT's policy review programme

**2. Holding the Executive Head, Head Teachers and Heads of School to account for the educational performance of the MAT and its pupils, and the performance management of staff:**

- a. To review and monitor staff CPD across the MAT.
- b. To monitor, review and challenge the impact of quality of rates of pupil progress and standards of achievement across the MAT and by comparing the performance of individual schools against each other and national benchmarks. This will include whole school analyses and identified groups of students.
- c. To ensure each LGB set priorities for school improvement and generate a school improvement plan. The KMAT Board to receive, monitor and evaluate the impact of individual school development plans against the KMATDP.
- d. To consider recommendations for external reviews of individual schools or the KMAT (eg Ofsted), agree actions because of such reviews and regularly evaluate the implementation of the plan to understand the impact.
- e. To actively promote equal opportunities.

**3. Overseeing the financial performance and making sure its money is well spent:**

- a. To ratify the first formal detailed budget plan of the financial year for each school (following approval by each LGB) and to receive termly updates of expenditure/income against budget from the KMAT Finance Director.
- b. To ensure that the KMAT's financial policies and procedures comply with statutory and Department for Education (or Education and Skills Funding Agency) requirements in accordance and compliance with the latest version of the Academies Financial Handbook.
- c. To monitor the use of resources to deliver a high standard of education for all pupils in line with the KMAT Development Plan (KMATDP) and ensure that all spending represents value for money and follows best practice principles.
- d. To approve all capital projects and monitor expenditure and progress on a regular basis.
- e. To establish a policy which decides what expenses should be paid to Members, Trustees and Local Governors to ensure that they are not out of pocket for the work they do for the KMAT or individual schools within the Trust.

- f. To delegate powers to spend the delegated budget and any other funds as agreed to the Executive Head, each LGB or each Head Teacher as appropriate and the amount to be delegated.
- g. To ensure that the KMAT and each school within it has segregation of duties in place to avoid fraud and corruption.

## **Terms of Reference for Local Governing Bodies(LGBs) within the KMAT**

The constitution and membership of each LGB may be determined by the KMAT Board. Delegation of authority to a LGB will be on the basis of 'earned autonomy'. For schools within the KMAT that are not performing successfully, there may be no powers delegated and an advisory body may be set up as an alternative to an LGB.

The ability to give more power, or remove power, is not static; levels of delegation can, and will, be reviewed to meet changing circumstances.

In a successful school, the following LGB arrangements are likely to be in place.

### **Membership**

1. Each LGB is likely to have between 7 and 11 governors. With the exception of the Chair, the LGB may determine the actual number and composition.
2. It is likely that only one member of the LGB will be a Trustee of the KMAT, unless the Executive Head is also a member of the LGB. This will be the Chair of the LGB and will be appointed by the Trust.
3. The LGB will elect a Vice Chair from within their number.
4. The term of office for governors on the LGB shall be 4 years.
5. Each LGB will have parent, staff and community representatives who have the right skills, experience, qualities and capacity. The composition of each LGB may vary but is likely to comprise the following:
  - a. Chair of LGB (also a Trustee of KMAT and appointed by the KMAT Board)
  - b. The Head Teacher / Head of school (staff governor)
  - c. Elected staff governor (representative for both teaching and support staff)
  - d. Two appointed parent governors from the local parent body with specific skills
  - e. Remaining governors will be co-opted for their specific skills and experience by the LGB
  - f. LGB can allow or request staff or other parties to attend, present or give representation as required, however they will not have voting rights.

### **Primary Purpose**

1. To set the school's strategic aims and targets in line with the schools own development and improvement plans, which in turn will be aligned with those of the KMAT.
2. To challenge, monitor and evaluate the schools' performance against its own strategic aims and targets and those of the KMAT.

3. To act on matters delegated by the KMAT.
4. Ensure the implementation of statutory requirements, including managing the school's delegated finances and making sure the curriculum is balanced and broadly based.
5. Act as a critical friend, both supporting and challenging the Head Teacher.
6. Hold the school to account to ensure that all groups of pupils achieve and progress.
7. To consider safeguarding and equality implications when undertaking all functions.

### **Quorum**

1. A minimum of 5 Governors must attend a meeting for decisions to be taken, one of these should be the Head Teacher.
2. If the Head Teacher is unable to attend another senior member of staff should usually attend in his, or her, place to provide information. He or she will not have voting rights.

### **Meetings**

1. The LGB will normally meet once every half term, but additional meetings can be requested.
2. In the absence of the Chair and Vice Chair, the LGB shall choose an acting chair for that meeting from among their number.
3. In the absence of the clerk the LGB shall choose a clerk for that meeting from among their number (someone who is not the Head Teacher).
4. The draft minutes of each LGB meeting will be circulated as soon as they are available to all governors. Final approved minutes, excluding confidential items, will be available to public viewing.
5. Any decisions taken must be determined by a majority of votes of governors present. Only governors can vote.
6. Regular attendance at meetings is expected of all governors. Non-attendance at 3 meetings within an academic year or more may necessitate a conversation about continuing in role.

### **Terms of Reference**

1. To generate and set a school vision statement, with values aligned to the needs and context of the school. This should be in support of the KMAT vision set by the Trust Board.
2. To receive reports from both the Child Protection Link Governor and the SEND Link Governor on a termly basis to ensure the school is fulfilling its statutory responsibilities.
3. To ensure that the GB complies with the requirements of the Freedom of Information Act and the General Data Protection Regulations (2018) at a school level
4. To approve the first formal detailed budget plan of the financial year for ratification by the KMAT and to monitor expenditure and income on an on-going basis throughout the year.
5. To ensure the most effective use of resources to achieve a high standard of education for pupils in line with the School Development Plan (SDP).
6. To operate within the headline budget delegated by the KMAT and to generate a detailed local budget, and manage costs within it .
7. To make recommendations to the KMAT regarding decisions due to be taken that may have financial implications, beyond the budget that has been delegated, to ensure the economic, efficient and effective use of resources.
8. To ensure that the school has segregation of duties in place to avoid fraud and corruption in line with the policies of the KMAT.
9. To carry out the KMAT's statutory responsibilities in relation to health and safety
10. To carry out the KMAT's statutory responsibilities in relation to the security of school premises and equipment
11. To carry out the KMAT's statutory responsibilities in relation to staffing and employment
12. To make recommendations to the KMAT on the school's staffing structure and staff-related issues.
13. To review, monitor and evaluate the curriculum offer and receive regular updates and make changes as required to achieve the school's improvement plan within the approved budget. To report changes to the KMAT Board.
14. In line with the principles of the KMATDP, to approve the School Development Plan (SDP) for ratification by the KMAT Board.
15. To monitor and evaluate targets for school improvement as determined by the KMAT Board
16. To review policies and procedures within the school's policy review programme and in accordance with its delegated powers.

17. Review and monitor teacher CPD and any nationally accredited awards eg Teaching School, School Direct, National Support School, World Class School, Quality Inclusion Mark.
18. To approve proposals for school residential trips that have not been undertaken before, for ratification by the KMAT Board.
19. To monitor and review the impact of quality of teaching on rates of pupil progress and standards of achievement on a whole school basis and with reference to specific groups including, but not limited to, pupil premium students, pupils with Special Educational Needs, looked after children, the most able pupils and underachieving students.
20. To monitor the implementation of action plans following external reviews eg Ofsted, for consideration by the KMAT Board.
21. To monitor and review careers information, advice and guidance (CIAG).
22. To identify and celebrate pupil achievements.

## **FINANCES**

### **KMAT Functions and Top Slicing**

There will be certain roles which will work across all schools in the KMAT; these may include the Executive Head, the Finance Director, finance and HR support staff. The employment of these personnel will be shared across all schools and it is proposed that this is split based on a number of factors. These could include:

- a. the amount of support each school requires,
- b. SLA's in place,
- c. the benefit each school derives from the KMAT roles
- d. the number of students in each school at the time of the October Census.

The actual split will be calculated and apportioned by the Trust Board at the start of each financial year in the light of previous years' expenditure and anticipated future spend and in support of the KMATDP.

In the interim, KMAT-wide costs eg Executive Head, Finance Director salaries etc, will be shared between Kenilworth School and Westwood Academy on an agreed basis.

In addition, the KMAT needs to have funds in place to cover those things that were previously covered by the Education Services Grant held by local authorities. These may include, but are not limited to:

- School improvement
- Statutory and regulatory duties
- Education welfare services
- Central support services
- Asset management
- Premature retirement/redundancy cost

To fund these responsibilities, by 2020 the KMAT board will top slice an element of each school's delegated budget on an annual basis, dependent on the agreed budget required for the KMAT.

## **Growth and Expansion Plans**

The KMAT is committed to embedding system leadership and school improvement in all our schools and will want to be sure we have the right vision and ethos to bring about positive outcomes for all students when we consider our expansion plans.

The KMAT board believes that system leadership and cross-school working is best achieved when schools are geographically close to enable staff to travel easily between sites, share CPD activities and to allow KMAT staff to have a physical presence as required at any school.

Schools that are located near to each other provide greater opportunities for shared curriculum and extra curriculum activities and strengthens smooth transition from primary to secondary phase.

It is therefore the intention of the KMAT board to remain locally focused and to look to include cross phase provision in any expansion plans, subject to the recruitment and / or engagement of appropriate primary specialists.

## **Sponsoring Academy**

As the KMAT will be established with schools currently rated as Outstanding and Good and with nationally recognised system leadership already in place, the KMAT would be very keen to be a sponsoring academy trust. However, the Trustees would want to establish the school improvement capacity and effectiveness before sponsoring a school or academy rated as Inadequate or Requiring Improvement. It is envisaged that this take a period of at least twelve months. The KMAT Board would be keen to work with the Regional Schools Commissioner (RSC) to identify potential schools who could benefit from the expertise within the KMAT.