Helping people living in extraordinary circumstances to live ordinary lives

Scheme of Delegation

Kingsley Learning Foundation Trust

1. Introduction

Mission Statement

Helping people living in extraordinary circumstances to live ordinary lives.

Vision

To have a positive impact on the lives of our pupils, their families, and the community. We achieve this by keeping an open mind, celebrating all achievements, and persisting in all we do. We will work tirelessly to create a better future for our pupils and their families.

Our Aims

To equip all pupils for adulthood by providing them with valuable opportunities and experiences and helping them acquire new skills.

To offer an engaging, ambitious, and specialised curriculum tailored to each pupil's unique needs, enabling them to reach their full potential and lead fulfilling, active, joyful lives.

Values

Purposeful: We aim to achieve our vision by acting with purpose.

Reflective: We are solution-focused practitioners who continuously reflect on our practice and stay up-to-date with new developments.

Genuine: We act with authenticity, honesty, and transparency. We value diversity and inclusivity and care deeply about our families and colleagues.

Aspirational: We strive for excellence and add value to people's lives. We are brave and take risks.

Joyous: We are passionate about learning and take pride in the achievements of our children, young people and staff across the Trust.

2. Governance Structure

The Kingsley Learning Foundation Trust (KLF) is a multi-academy trust and is the legal entity responsible for the governance of all academies and free schools within the Trust. KLF is a company limited by guarantee and a charitable trust.

KLF works to ensure that it is at all times compliant with all statutory obligations as prescribed by the Department for Education (DfE) and charity and company law as well as other applicable laws and regulations.

The Trust's constitution and objects are set out in its Memorandum and Articles of Association. We are also bound by the requirements of our Master Funding Agreement, as well as by the provisions of the Academy Trust Handbook and a range of other pieces of government guidance and legislation.

KLF has one Board of Directors and one Scheme of Delegation. All governance flows from the KLF Board. The purpose of the Scheme of Delegation is to provide operating clarity about the roles, responsibilities, authorities and expectations of those who work within our governance and executive leadership structures, including:

- The overall accountability of the Board of Directors, supported by its subcommittees
- The responsibility of executive leaders under the leadership of the CEO
- The delegation of specific powers and decisions to committees and executive leaders

This document is subject to formal review by the Board of Directors annually, although they may review and amend elements of it more frequently if circumstances require it.

Members

There will be not less than 3 Members of the Multi-Academy Trust (MAT).

This number will ensure that there will be enough Members who can take decisions via special resolution (which requires 75% of Members to agree) without requiring unanimity and to facilitate majority decisions being taken by ordinary resolution, which requires a majority of Members to agree. Unresolved issues or resolutions will be settled by the casting vote of the Chair of Members.

Members are the subscribers to the Trust's Memorandum of Association, and will have an overview of the governance arrangements of the Trust and have the power to appoint and remove Directors/Trustees. Members can amend the articles and may do so to support stronger governance arrangements.

Matters reserved for the members are:

- To change the name of the Academy Trust
- To change the Objects of the Academy Trust
- To change the structure of the Trust Board, including appointment and removal of Directors
- To amend the Articles of Association
- To pass a resolution to wind up the Academy Trust
- To appoint the external auditors

Board of Directors/Trustees

Composition: Minimum of 3 trustees, including individuals with expertise in education, finance, special needs, and community engagement. The overall responsibility of the Board of Directors (also described as 'trustees') is the general control and management of the administration of KLF. In accordance with the provisions set out in the Articles of Association and Master Funding Agreement, is legally responsible and accountable for all statutory functions and the performance of the academies under its responsibility (as per Company and Charities law).

Roles and Responsibilities

- Set strategic direction and ensure accountability
- Oversee financial management and compliance
- Evaluate performance and support school leaders

The core functions of the Board of Directors across the Trust are:

- Ensuring clarity of vision, ethos and strategic direction
- Holding executive leaders to account for the educational performance of the organisation and its pupils, and the performance management of staff
- Overseeing the financial performance of the organisation and making sure its money is well spent

The Trust Board are accountable to the Members, to the Secretary of State, and to the communities served by our academies. The Trust Board holds the Trust and each academy to account for its performance through the Chief Executive Officer. The Trust Board meets at least three times per year.

Committees

The Board may not delegate their accountability for the performance of the Trust but may delegate some of its responsibilities to subcommittees.

Finance, Audit and Risk: Oversees budget, financial planning, and resource allocation.

The purpose of the committee is to ensure that KLF has sound internal controls (financial, IT and otherwise), risk management and assurance processes that adequately identify and manage risk across all academies in the Trust. To oversee the Trust's financial performance to ensure that it is financially sustainable and that the Trust's money is being spent effectively and in line with the Trust's strategic aims.

Remuneration: Oversees pay of executives and people related policy.

The purpose of the committee is to advise the Board on performance and remuneration issues including the review of proposed salary awards and pay scales used by the Trust and to set the remuneration of the CEO and senior leadership team.

Education and Standards (Governing Body): Oversees performance of the schools.

The purpose of the committee is to exercise the powers of the Board of Directors in respect of holding the Trust senior executives to detailed and technical account for all aspects of school performance and standards. This includes a role to oversee the Trust's safeguarding culture and processes and to ensure

appropriate support, training and challenge is in place for all those involved in safeguarding across the Trust.

Quorum and Trustee Voting

Quorum for Trustee Meetings

- A quorum for a Trustees' meeting or any vote is either three Trustees or one-third (rounded up) of all current Trustees, whichever is greater, provided they are present and eligible to vote.

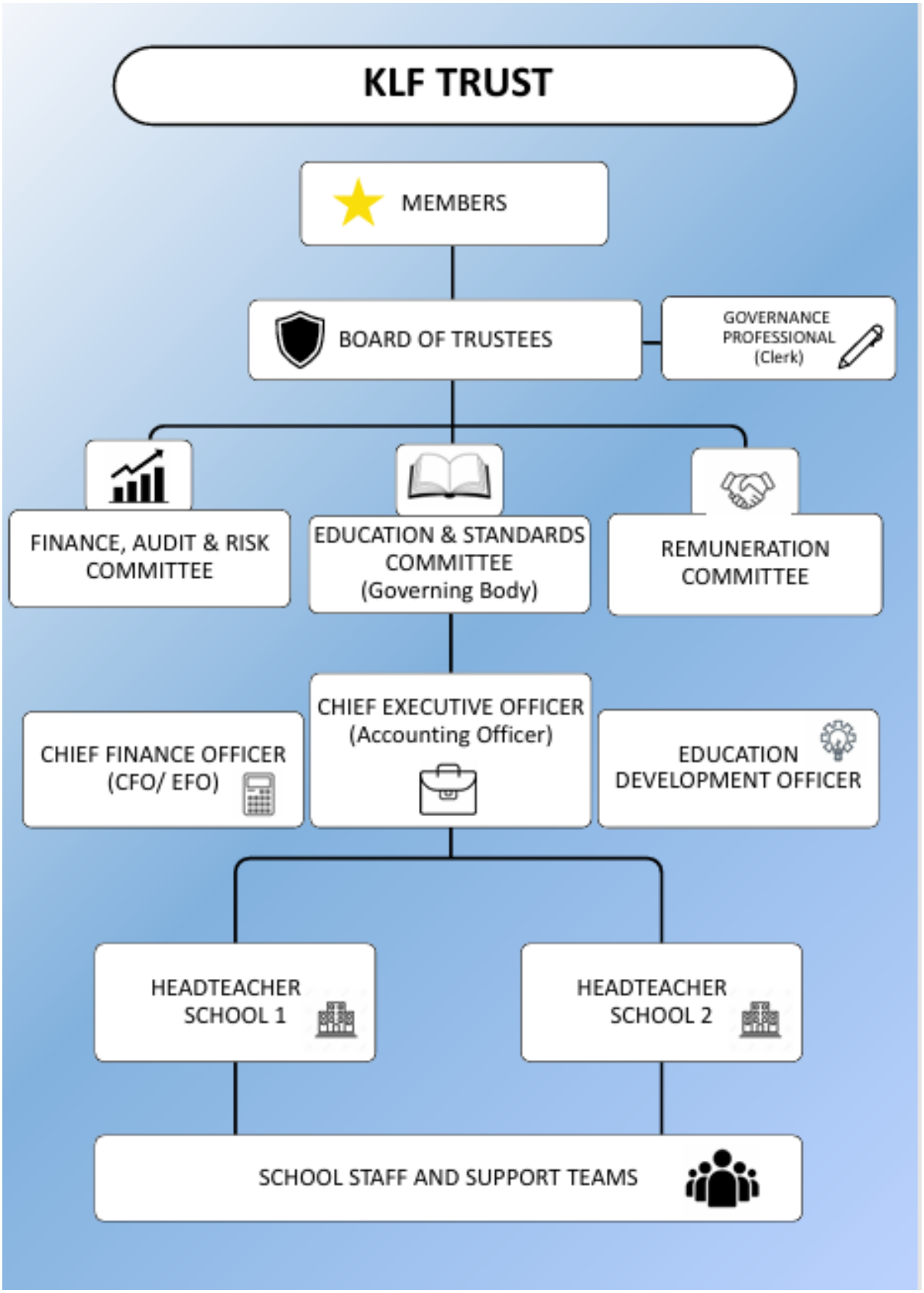
Trustee Actions Despite Vacancies

- Trustees can act even with vacancies, but if their number falls below the quorum, they may only act to fill vacancies or call a General Meeting.

Special Quorum Requirements

- For votes to remove a Trustee or the Chairperson, the quorum is two-thirds (rounded up) of all current Trustees who are present and eligible to vote.

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3. Roles and Responsibilities

The Board of Directors:

Is responsible for making sure that good governance is established and maintained. They will lead the Trust by focusing on:

- Creating a clear vision for the MAT and its academies, and sharing its values
- Developing and monitoring policies, and planning strategically, including setting goals to improve academies
- Ensuring the academies are well-managed and that leaders have the skills and support they need
- Making sure all legal requirements are met
- Keeping a clear and effective system of internal controls
- Managing the Trust's resources, especially monitoring spending based on the improvement plan
- Tracking performance and ensuring that improvement plans are put into action
- Making the academies responsive to the needs of guardians and the community, and increasing accountability through feedback and reports
- Setting standards for behaviour and values within the Trust
- Identifying and managing risks
- Attending regular meetings and participating in strategic decision-making
- Acting in the best interests of the Trust, ensuring transparency and accountability

The Board of Directors will understand and act appropriately in relation to their statutory duties as company Directors as set out in the Companies Act 2006. These comprise the duties to:

- Act within their powers
- Promote the success of the company
- Exercise independent judgement
- Exercise reasonable care, skill and diligence
- Avoid conflicts of interest
- Not to accept benefits from third parties
- Declare any interest in proposed transactions or arrangements

Escalation of Issues to the Board

While most issues will come to the attention of the Board of Directors by means of formal minutes from the committees, there needs to be a number of channels for alerting the Board to issues of concern:

- The executive officers of the Trust are enabled to raise agenda items with the Chair of the Board in relation to their specific spheres of operation
- Designated Lead Directors are authorised to draw the Chair's attention to any concerns they identify in the course of their duties
- Individual Directors can request the addition of an issue to the agenda, this request to be adjudicated by the Chair
- External specialists (auditor) may communicate directly with the Chair or with a committee if required
- Concerns raised by guardians will normally be addressed by the Head teacher, CEO, or Chair of Governing Body but may be further escalated to Board level if required

3A. Governance Professional (Clerk to the Board)

Statutory Requirement

The Trust must appoint a governance professional to support the board of trustees. The governance professional must be someone other than a trustee, principal or chief executive of the trust.

Role and Responsibilities

The governance professional plays a crucial role in supporting effective governance across the Trust. Their responsibilities include:

Compliance and Guidance:

- Providing guidance to ensure the board works in compliance with the appropriate legal and regulatory framework, including the Academy Trust Handbook, charity law, and company law
- Advising the board on the potential consequences of non-compliance with statutory requirements
- Ensuring the board understands its duties and responsibilities under relevant legislation

Procedural Support:

- Advising on board procedures, including meeting protocols, decision-making processes, and quorum requirements
- Ensuring proper notice is given for meetings and that agendas and papers are circulated in accordance with the Trust's governance procedures
- Recording accurate minutes of all board and committee meetings and ensuring these are distributed in a timely manner

Administrative and Organisational Support:

- Managing the board's calendar of meetings and key governance activities
- Maintaining statutory registers, including the conflict of interests register
- Supporting the induction of new trustees and committee members
- Coordinating the annual review of governance arrangements, including trustee skills audits and self-evaluation processes
- Ensuring that governance documents, including this scheme of delegation and committee terms of reference, are kept up to date

Record Keeping:

- Maintaining the conflict of interests register and ensuring it is published on the Trust website
- Keeping accurate records of trustee attendance and participation
- Ensuring proper filing and retention of governance documents in accordance with data protection requirements

Appointment and Accountability

The governance professional is appointed by the board of trustees and is accountable to the board through the Chair. The governance professional will ordinarily clerk all board meetings and committee meetings unless alternative arrangements are agreed by the board.

3B. Chief Executive Officer (CEO) and Accounting Officer

The CEO is appointed by the Members in consultation with the Board of Directors.

CEO Responsibilities:

- Responsible for the operational management and implementation of the Trust's vision
- Reports to the Board on performance and strategic matters
- Holding Trust senior leaders to account for the educational performance of the individual academies and its pupils, and the performance management of all staff
- Day-to-day operational management of the Trust within approved budgets and delegated authorities

Accounting Officer Designation

Statutory Appointment

The board of trustees must appoint a senior executive leader for the trust as the accounting officer. In a multi-academy trust, this should be the chief executive or equivalent, and they may also be appointed as a trustee. This leader should be an employee of the trust.

The CEO of Kingsley Learning Foundation Trust is designated as the Accounting Officer.

Accounting Officer Responsibilities

As Accounting Officer, the CEO has personal responsibility to Parliament and to the ESFA / Department for Education for:

Financial Management and Accountability:

- The overall organisation, management and staffing of the Trust
- Ensuring regularity and propriety in the use of public funds - that expenditure is for the intended purposes and follows the Trust's procedures
- Ensuring prudent and economical administration
- Ensuring efficiency and value for money in the use of public funds
- Ensuring financial systems and controls are robust and effective

Governance and Assurance:

- Advising the board of trustees on all matters of financial propriety, regularity and value for money
- Signing the annual accounts and governance statement
- Ensuring the board receives timely and accurate financial information to enable effective oversight
- Notifying the ESFA / DFE of any instances of irregularity, impropriety or non-compliance with the Academy Trust Handbook

Risk Management:

- Ensuring effective risk management arrangements are in place across the Trust
- Maintaining oversight of internal controls and assurance processes
- Taking appropriate action to address any weaknesses in financial systems or controls

Delegation:

The Accounting Officer may delegate specific financial management responsibilities to the Chief Financial Officer and other senior staff but retains personal accountability for the proper stewardship of public funds. Any such delegation must be clearly documented and does not remove the Accounting Officer's ultimate responsibility.

In the event of any conflict between the Accounting Officer's duties and the board's decisions, the Accounting Officer must advise the board in writing and may need to notify the ESFA / DFE.

The Trust Board of Directors and CEO collectively retain ultimate accountability and responsibility for all aspects of the academies within the Kingsley Learning Foundation (KLF) Trust. The CEO delegates responsibility for specific aspects of the Trust's operations to members of the executive leadership team and the day-to-day management of each academy to the Head teacher of that academy.

3C. Chief Financial Officer (Executive Finance Officer (EFO) in KLF)

Statutory Appointment

The board must appoint a chief financial officer (CFO). They will be responsible for the trust's detailed financial procedures and should play both a technical and leadership role. The CFO should be an employee of the trust.

At Kingsley Learning Foundation Trust, this role is fulfilled by the Executive Finance Officer (EFO), who is designated as the Trust's Chief Financial Officer for the purposes of the Academy Trust Handbook.

Role and Responsibilities

The EFO has day-to-day responsibility for the Trust's financial management and operations. Their responsibilities include:

Financial Management:

- Leading the development of the Trust's annual budget and multi-year financial planning
- Managing the Trust's day-to-day financial operations, including payroll, procurement, and payments
- Ensuring accurate and timely financial reporting to the board, committees, and external bodies
- Managing the Trust's cash flow and banking arrangements
- Overseeing the preparation of annual accounts and supporting external audit processes

Technical Expertise:

- Ensuring compliance with the Academy Trust Handbook and all relevant financial regulations
- Maintaining effective financial systems and controls across all academies
- Developing and implementing financial policies and procedures
- Providing expert financial advice to the CEO, trustees, and senior leaders
- Managing relationships with banks, auditors, and the ESFA / DFE

Leadership and Strategy:

- Contributing to the Trust's strategic planning and decision-making
- Leading the finance team and ensuring appropriate capacity and capability
- Supporting head teachers and academy business managers in financial management
- Identifying opportunities for efficiency and value for money
- Managing the Trust's approach to procurement and contracts

Risk and Assurance:

- Maintaining the Trust's risk register in relation to financial matters
- Ensuring robust internal controls are in place and operating effectively
- Supporting the work of the Finance, Audit and Risk Committee
- Coordinating internal and external audit activities
- Ensuring appropriate insurance arrangements are in place

Accountability:
The EFO reports directly to the CEO (as Accounting Officer) and works closely with the Finance, Audit and Risk Committee. The EFO attends all meetings of the Finance, Audit and Risk Committee to provide financial reports and expert advice.

3D. Education Development Officer (EDO) - Role and Responsibilities
Role Overview

The Education Development Officer (EDO) is a senior member of the Trust's executive leadership team, reporting directly to the CEO. The EDO provides strategic educational leadership, ensures high standards of teaching and learning across all academies, and supports head teachers in driving continuous improvement.

Key Responsibilities

The EDO's responsibilities include:

Educational Standards and Performance:

- Lead development and implementation of the Trust's educational strategy and curriculum framework
- Monitor educational performance and pupil outcomes across all academies
- Analyse pupil progress data to identify trends and areas for improvement
- Support the CEO in holding headteachers to account for educational performance
- Provide expert advice to the Education and Standards Committee

School Improvement:

- Lead school improvement activities across the Trust
- Conduct monitoring and review visits to evaluate quality of education
- Identify and share best practice across academies
- Support headteachers in developing academy improvement plans
- Coordinate peer-to-peer support and collaboration
- Provide direct support and intervention where academies require improvement

Curriculum and Assessment:

- Ensure compliance with statutory curriculum requirements
- Lead development of Trust-wide curriculum policies and frameworks
- Support academies in developing ambitious curricula tailored to pupils' SEND needs
- Oversee assessment practices appropriate to SEND context
- Ensure appropriate provision for EYFS, careers guidance, and preparation for adulthood

SEND and Inclusion:

- Provide expert leadership on SEND pedagogy and best practice
- Ensure compliance with the SEND Code of Practice
- Monitor quality and impact of SEND provision
- Ensure effective use of resources, therapy services, and specialist equipment

Safeguarding:

- Support the Trust's safeguarding culture in collaboration with the CEO and headteachers
- Ensure safeguarding is embedded in all aspects of educational provision
- Monitor safeguarding training and compliance at academy level

Professional Development:

- Lead the Trust's approach to staff CPD in teaching, learning, and SEND
- Identify training needs and coordinate CPD programmes
- Support development of middle and senior leaders
- Monitor impact of CPD on teaching quality and pupil outcomes

Governance Support:

- Provide expert educational advice and reports to the Education and Standards Committee
- Present data, analysis, and recommendations at committee meetings
- Support the committee in holding leaders to account

Stakeholder Engagement:

- Build positive relationships with parents, carers, and families
- Engage with external partners including local authorities and health services
- Represent the Trust in educational networks

Compliance and Quality Assurance:

- Ensure academies meet all statutory requirements relating to education and SEND
- Support preparation for Ofsted inspections
- Monitor compliance with educational policies and procedures
- Maintain oversight of educational risk management

Accountability: The EDO reports directly to the CEO and works closely with headteachers, the executive leadership team, external partners, and the Education and Standards Committee.

3E. Parent Representation

Statutory Requirement
Trusts must either have at least 2 parent representatives on the board of trustees or at least 2 on each of their local governing bodies.

How KLF Trust Meets This Requirement
Kingsley Learning Foundation Trust meets this statutory requirement through parent representation on the Education and Standards Committee (Governing Body). The committee includes 2 parent governors as set out in the committee's terms of reference.
These parent representatives:

- Are elected by the parent body of the Trust's academies
- Serve a term of 4 years, renewable for a further 4 years
- Bring a parental perspective to discussions about educational standards, safeguarding, and school performance

- Are not there to represent individual parent views but to contribute their experience as parents to the committee's work

Election Process:

When a parent governor vacancy arises, the Trust will:

- Publicise the vacancy to all parents across the Trust's academies
- Invite nominations from parents, with candidates providing a brief statement
- Hold an election if there are more candidates than vacancies
- Ensure the process is fair, transparent, and accessible to all parents
- Parent governors have the same responsibilities and duties as other committee members and are expected to act in the best interests of the Trust and all its pupils.

3F. School Leaders (Head teachers)

- Responsible for the day-to-day operational and strategic management of individual academies.
- Ensure high standards of teaching and learning
- Ensuring performance management is enacted in line with Trust policies
- Responsible for safeguarding and health and safety within the individual academy
- Responsible for providing at least termly reports to the Education and Standards Committee
- Maintaining the vision and values of the Trust in their individual academy

4. Conflict of Interests

A conflict of interests register is in place to ensure no conflict of interests between Members and Directors and the academies. The governance professional provides administrative support to both Members and Directors and is responsible for setting up the register. The register will be maintained by the governance professional and will be published on the Trust website.

An item on the Trust Board agenda will always be to ask for any conflict of interests relating to the matters to be discussed at the meeting. The person concerned would then be asked to leave the meeting while that item is discussed.

Directors will carry out an annual skills audit as part of their self-evaluation and incorporate their own development objectives into the Trust Development Plan. The aim of the self-evaluation process is to identify how Trustee skills, expertise and experience are having a positive impact on the development of the Trust and holding the academies to account for their performance. The outcomes of the annual Trustee self-evaluation will be reported to the Trust each year.

5. Meetings and Reporting

Board Meetings: Minimum of three meetings per year, with an agenda circulated in advance
Committee Meetings: At least three per year, with reports to the Board
Annual General Meeting (AGM): Open to stakeholders to present achievements and plans

6. Performance Monitoring

The performance of the Trust will be evaluated and monitored by the following:

- **Self-Evaluation Framework:** annual review of the Trust's performance against strategic goals
- **External Audits:** Regular financial and educational audits to ensure compliance and accountability
- **Internal scrutiny:** Items decided upon by audit risk and finance committee each year to report to Board

- **Key Performance Indicators (KPIs)** to include:
    - Pupil attendance
    - Staff attendance
    - Pupil progress
    - Pupil behaviour and safeguarding
    - Staff CPD
- **School Improvement:**
    - Robust self-evaluation processes to identify areas for improvement
    - Regular monitoring and review visits by members of the Education and Standards Committee and CEO and executive team to individual academies
    - Clear pathways for both academies to share best practices and resources
- **Safeguarding and SEND Compliance:** Directors and Governors should ensure academies adhere to all safeguarding and SEND regulations, including the Special Educational Needs and Disability Code of Practice (2015). Regular safeguarding audits and SEND provision reviews should be reported to the board
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7. Stakeholder Engagement

Directors should ensure feedback is gathered from stakeholders, including guardians, pupils, and staff. The Trust will:

- Engage guardians and the local community to build trust and transparency, ensuring open, accessible, and supportive communication channels tailored specifically to meet the needs of guardians of children with SEND
- Promote the voice of pupils and their self-advocacy, ensuring pupils are consulted and involved in decisions that affect their school experience
- Have regular communication through newsletters, surveys, and meetings to gather feedback and foster collaboration
- Provide opportunities for staff input through surveys and professional development meetings
- Partner with local organisations and stakeholders to enhance support services and support community involvement in the academies
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8. Compliance and Risk Management

The Directors have overall responsibility for the financial health of the MAT.

8A. Statutory Compliance: Audit and Risk Committee

Statutory Requirement

Trusts must have an audit and risk committee to ensure the suitability and compliance of financial systems. If the trust has an annual income of over £50 million, it must be a dedicated committee, otherwise trusts can choose either to keep it as a distinct committee or to include its functions in another committee.

How KLF Trust Meets This Requirement

Kingsley Learning Foundation Trust has an annual income below £50 million. The Trust has chosen to combine the functions of the audit and risk committee within its Finance, Audit and Risk Committee, as permitted for trusts with income below £50 million.

This combined committee fulfils all the statutory requirements of an audit and risk committee, including:

- Reviewing the effectiveness of the Trust's financial systems and controls
- Overseeing internal and external audit processes
- Maintaining and reviewing the Trust's risk register
- Ensuring compliance with the Academy Trust Handbook
- The Finance, Audit and Risk Committee operates as a distinct committee of the board with its own terms of reference, which are reviewed bi-annually by the board of trustees.

Note: If the Trust's annual income exceeds £50 million in future, the board will establish a dedicated audit and risk committee as required by the Academy Trust Handbook.

Finance, Audit and Risk Committee Responsibilities

A Finance, Audit and Risk Committee is established to:

- Ensure the Trust's financial procedures comply with the Academy Trust Handbook
- Monitor the MAT's budget, financial performance, and sustainability
- Review and mitigate key risks (e.g. financial, legal, operational)
- Ensure efficient use of resources, therapy services, and specialist equipment
- Ensure legal compliance by adherence to the Education Act, Charity Law, SEND, Safeguarding and other relevant legislation including Health and Safety requirements
- Regularly review potential risks to the Trust's operations and develop mitigation strategies
- Maintain robust policies and training to ensure the safety of all pupils
- Directors should also regularly review the MAT's Articles of Association to ensure compliance with evolving legislation.

9. Policy Development and Oversight

Directors should ensure that key policies (e.g. safeguarding, SEND, curriculum, behaviour, health and safety, financial regulations, data protection) are regularly updated.
Policies should reflect the unique needs of special schools and be based on evidence-based practices in SEND education.

9A. Delegation of Powers

This Scheme of Delegation is supported by a detailed Trust RACI (Responsible, Accountable, Consulted, Informed) matrix, which provides further clarity on the precise allocation of responsibilities across the Trust. The RACI matrix should be read alongside this Scheme of Delegation to ensure a comprehensive understanding of decision-making authorities, accountabilities, and communication requirements at all levels of the organisation.

Matters Reserved to the Board of Trustees

The board of trustees retains ultimate accountability for the Trust and cannot delegate the following responsibilities:

Strategic and Constitutional:

- Determining the Trust's vision, ethos and strategic direction
- Approval of the Trust Development Plan and annual priorities
- Approval of this scheme of delegation and any amendments to it
- Approval of the Trust's annual budget
- Approval of significant changes to the Trust's structure or operations
- Decisions regarding academy conversions, transfers, or closures
- Approval of the Trust's articles of association (subject to member approval)

Financial:

- Approval of the annual accounts and trustees' annual report
- Approval of financial policies, including the scheme of financial delegation
- Approval of capital expenditure above thresholds set in the scheme of financial delegation
- Decisions on borrowing, loans, or guarantees
- Approval of the Trust's investment strategy and reserves policy

Governance and Compliance:

- Appointment and removal of trustees (subject to the articles of association)
- Appointment of the CEO, CFO, and governance professional
- Approval of committee terms of reference
- Ensuring compliance with all statutory and regulatory requirements
- Approval of the Trust's risk management strategy
- Oversight of safeguarding across the Trust

Policies:

- Approval of key Trust-wide policies, including those relating to safeguarding, health and safety, finance, HR, and data protection

Decisions Delegated to Committees

The board delegates specific responsibilities to its committees as set out in their respective terms of reference. Committees may make decisions within their delegated authority but must report all decisions to the board.

Finance, Audit and Risk Committee:

- Approval of academy budgets (within the overall Trust budget approved by the board)
- Monitoring financial performance and authorising virements within approved limits
- Approval of procurement decisions within delegated financial limits
- Oversight of audit processes and approval of audit plans
- Maintenance and review of the risk register

Education and Standards Committee:

- Monitoring educational performance and standards across academies
- Oversight of curriculum development and implementation
- Monitoring safeguarding arrangements and culture
- Oversight of pupil premium spending and impact
- Approval of educational policies within the committee's remit

Remuneration Committee:

- Setting the remuneration of the CEO and executive leadership team
- Approval of pay policies and structures
- Oversight of performance management for senior executives
- Approval of staffing structures (within budget)

Decisions Delegated to the CEO

The board delegates day-to-day operational management of the Trust to the CEO, including:

- Implementation of board decisions and strategic priorities
- Operational financial management within approved budgets
- Appointment of staff (other than those reserved to the board)

- Management of the executive leadership team
- Oversight of academy performance through head teachers
- Expenditure within delegated financial limits as set out in the scheme of financial delegation
- The CEO may sub-delegate specific responsibilities to members of the executive leadership team and to head teachers, as documented in the Trust's RACI matrix.

Financial Delegation

Detailed financial delegation limits are set out in the Trust's separate Scheme of Financial Delegation, which forms part of this overall scheme of delegation. The financial scheme includes:

- Authorisation limits for different types of expenditure
- Roles and responsibilities for budget management
- Procurement procedures and thresholds
- Requirements for segregation of duties

Withdrawal of Delegation

The board reserves the right to withdraw any delegated powers if:

- An academy is judged by Ofsted to needs attention or requires urgent improvement
- An academy fails to meet performance targets agreed with the board
- There are serious concerns about financial management, safeguarding, or governance
- The board determines that direct oversight is necessary to protect the interests of pupils or the Trust
- In such circumstances, the board will assume direct responsibility for the relevant functions until satisfied that appropriate improvements have been made.

10. Professional Development

The Trust is committed to having a robust plan for staff CPD at all levels of the organisation and in providing:

- **Training for Directors, Governors and staff:** regular training on governance, SEND legislation, and best practices in education
- **Leadership Development:** support programs for emerging leaders within the Trust
- **Access to courses** relating to specific areas of work relevant to pupil needs in the academies
- **Recruitment and retention strategies**
- **Continuous professional development,** especially in SEND-related skills
- **A positive and supportive working environment** that values diversity and inclusion

11. Difference from Maintained Schools

Academies deliberately operate under a different structure of governance from maintained schools, which are supported by local authorities. Governance structures in maintained schools are predominantly determined by legislation, whereas trusts have the ability to set their own approach to better reflect their organisation and local circumstances.

12. Committees as Opposed to Local Governing Boards

Committees exist within the overall governance framework of the trust and have specific delegations, just like other committees of the board. It is important that everybody understands the logic and efficiency of trust governance, and how and why it differs from a 'standalone' school governance model.
Local committee members are not 'governors' as the role is defined for maintained schools.

13. Future Growth and Sustainability

The Directors should explore opportunities for the MAT's growth while ensuring sustainability and high standards and assess potential for collaboration with other special schools or mainstream schools to share best practices and resources.

14. Publication and Review of the Scheme of Delegation

Website Publication

The board of trustees must publish the scheme of delegation on its website.

This scheme of delegation, including all committee terms of reference, is published on the Trust's website at https://www.kingsleylearningfoundationtrust.co.uk/

The published version will be updated within 14 days of any amendments being approved by the board.

Annual Review Process

The scheme should be reviewed annually and reviewed immediately following a change in trust management or organisational structure.

The board of trustees will review this scheme of delegation annually, typically at the autumn term board meeting. The review process will include:

Led by: The Chair of the Board, supported by the governance professional and CEO

Process:

The governance professional will prepare a report highlighting:

- Any changes to statutory requirements or DfE guidance
- Feedback from committees on the effectiveness of current delegations
- Any operational issues identified during the year
- Recommendations for amendments

The CEO will provide input on:

- The effectiveness of current delegation arrangements
- Any changes needed to support operational efficiency
- Alignment with the Trust's strategic priorities
- Each committee will review its own terms of reference and recommend any necessary changes
- The board will consider all recommendations and approve any amendments
- The updated scheme will be published on the Trust website within 14 days

Immediate Review Triggers

The board will undertake an immediate review of this scheme if:

- There is a change in the CEO or other key executive leaders
- There is a significant change to the Trust's organisational structure (e.g. growth, academy joining or leaving)
- There are changes to statutory requirements that affect governance arrangements
- An Ofsted inspection or other external review identifies governance concerns
- The board identifies that current delegation arrangements are not working effectively

Committee Terms of Reference

The board of trustees should review each committee's terms of reference annually. However, the board retains the right to review and amend these more frequently if required. Any amendments to committee terms of reference must be approved by the full board of trustees.

Communication of Changes

When amendments are made to this scheme of delegation:

- All trustees, committee members, and senior leaders will be notified immediately
- The updated scheme will be published on the Trust website
- Training or briefing sessions will be provided if significant changes are made
- The governance professional will ensure all relevant parties understand any changes to their roles or responsibilities

Record Keeping

The governance professional will maintain:

- A version history of the scheme of delegation, showing all amendments and approval dates
- Records of annual reviews, including reports and board decisions
- Evidence of publication on the Trust website
- This ensures transparency and provides an audit trail of governance decision-making.

Terms of Reference - Education and Standards Committee (called the Governing Body)

1. Purpose

The Education and Standards Committee is established to ensure that the highest educational standards are maintained across the Trust's special education settings. The Committee will monitor, evaluate, and promote effective teaching and learning practices that cater to the diverse needs of all pupils.

2. Responsibilities

The Committee will:

Monitor Standards:

- Review academic performance and progress of pupils across the Trust, identifying strengths and areas for improvement by receiving and investigating termly reports from the Head teachers.
- Review and decide on the reinstatement of pupils following suspensions or permanent exclusions, in accordance with statutory timescales and procedures, where the governing board is required to consider the headteacher's decision**.**

Quality Assurance:

- Identify any areas of concern in respect of standards and ensure schools meet regulatory requirements and best practices in special education
- Review the effectiveness of the curriculum in promoting engagement and achievement
- Ensure processes are in place for ensuring the quality of teaching and learning across the Trust
- Monitor school evaluations and action plans
- Monitor outcome measures and effectiveness for pupil premium spending

Safeguarding Oversight:

- Oversee the Trust's safeguarding culture and processes
- Ensure appropriate support, training and challenge is in place for all those involved in safeguarding across the Trust
- Review regular safeguarding audits and ensure any concerns are addressed
- Hold leaders to account for safeguarding compliance

Policy Review:

- Contribute to the revision of educational policies.

Stakeholder Engagement:

- To ensure that effective arrangements are in place across the Trust for pupil and guardian support and representation.

Reporting:

- Report to the Board of Directors on the effectiveness of educational standards and initiatives, and the management of pupil attendance and behaviour
- To review and report to the Board on its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness

External Review:

- Liaise with external bodies (e.g. Ofsted, local authority) regarding inspections and reviews. Prepare for external assessments by ensuring readiness in areas of standards and quality.

Delegation and Withdrawal:
The Governing Body has delegated responsibility subject to the ongoing good or outstanding performance of the academies. This responsibility is ceded to direct responsibility of the Board of Directors if a school is failing to achieve the performance targets agreed with the Board of Directors or if the school fails to maintain a grading of good or outstanding under Ofsted criteria.

3. Authority

The Committee is authorised by the Trust Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to cooperate with any request made by the Committee.

The Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of any person at any Committee meeting with relevant experience and expertise if it considers this necessary.

4. Membership
The Committee will consist of:

- **Chair:** Appointed by the Committee and should not be the Chair of the Trust Board to maintain objectivity
- **Members:** A minimum of 5 Governors, including at least 1 with relevant expertise in special education. The committee should include:
    - 2 Directors/Trustees
    - 2 staff governors
    - **2 parent governors** (meeting the statutory requirement for parent representation)
    - 2 Headteacher governors (one from each school respectively)
    - CEO (ex-officio)
    - Up to 2 Trust appointed community governors (if required)

- **Co-opted Members:** Additional members may be co-opted for specific expertise as needed (e.g. educational psychologists, special educational needs coordinators)
- **Clerking:** The Committee will ordinarily be clerked by the governance professional
- **Term:** Governors' term of office will be 4 years, renewable for a further 4 years with the exception of ex-officio governors (CEO and Head teachers) whose term will be for the duration of their tenure

Parent Governor Elections:
The 2 parent governors are elected by the parent body of the Trust's academies to meet the statutory requirement for parent representation. When a vacancy arises:

- The Trust will publicise the vacancy to all parents
- Nominations will be invited with candidate statements
- An election will be held if there are more candidates than vacancies
- The process will be fair, transparent, and accessible to all parents

5. Meetings

Frequency: The Committee will meet 5 times a year, with additional meetings scheduled as necessary.
Quorum: The quorum for each meeting shall be one half of the number of the Committee rounded up, excluding vacancies.
Agenda and Minutes: The agenda will be circulated in advance, along with any documents required for the meeting. Any interests will be sought prior to beginning the agenda and minutes will be recorded and distributed within 14 days to be approved at the following meeting.

6. Decision Making

Decisions will be made by consensus wherever possible. In the event of a vote, a simple majority will prevail. The Chair will have the casting vote in an equality situation.

7. Review of Terms of Reference

The Terms of Reference will be reviewed annually by the Committee to ensure it remains up to date with regulatory changes and the Trust's evolving needs. Any amendments must be approved by the full Board of Trustees.

Terms of Reference - Finance, Audit and Risk Committee

The Board of Directors (Trustees) of Kingsley Learning Foundation Trust (KLF Trust) has established a Finance, Audit & Risk Committee. These are its terms of reference.

Statutory Compliance Statement
This committee fulfils the Trust's statutory requirement to have an audit and risk committee. The Trust has an annual income below £50 million and has therefore chosen to combine the functions of finance, audit and risk within a single committee, as permitted for trusts with income below £50 million. This committee operates as a distinct committee of the board with its own terms of reference.

Purpose

- **Finance:** To oversee financial planning, budgeting, and performance, ensuring the Trust's financial resources are managed responsibly and effectively
- **Audit:** To review the effectiveness of financial controls and procedures, overseeing internal and external audit processes
- **Risk:** To identify, assess, and manage risks to the Trust, ensuring that mitigation strategies are in place

Membership
Composition: The Committee shall consist of no fewer than 3 members, the majority of whom are Trustees, appointed by the Trust Board
Chair: The Chair is appointed by the Trust Board and should not be the Chair of the Trust Board to maintain objectivity
Ex-Officio and Attendees: The CEO, CFO/EFO (Chief Financial Officer/Executive Finance Officer) and EDO (Education Development Officer) may attend by invitation but must recuse themselves from discussions regarding their own remuneration. Other senior staff or external advisors may be invited as needed
Quorum: The quorum for meetings shall be 3 members of the Committee
Clerking: The Committee will ordinarily be clerked by the governance professional
Voting: Decisions of the Committee shall be taken by a simple majority of those present and voting. The Chair will have a casting vote on an equality of votes.

Attendance
The Committee may ask any senior officer of the academies to attend meetings of the Committee either regularly or by invitation, in order to provide information
The Committee will have at least 1 annual meeting, or part of 1 meeting, with the external auditor and will receive the internal audit report from the provider
The CEO will ordinarily attend every committee meeting in their role as ex-officio committee member and as Accounting Officer
The CFO/EFO will ordinarily attend every meeting to report on the financial operations of the schools and of the Trust
Members are expected to attend all meetings; substitutes may be allowed in exceptional cases

Meetings
Frequency: Generally, meet at least 3 times per year (once per term), with additional meetings as needed
Agenda and Papers: Agenda and papers should be circulated at least 1 week in advance
Minutes and Reporting: Minutes are recorded for each meeting and submitted to the Trust Board. Key recommendations are reported to the board for approval

Reporting
The Committee reports to the Trust Board, summarising discussions, decisions, and recommendations. Provide reports to the board covering financial performance, audit findings, risk status, and overall effectiveness.

Authority
The Committee has the authority to access all necessary information and reports from the academies. It is authorised to seek any information it requires from any employee, and all employees are directed to cooperate with any request made by the Committee.
It can appoint external auditors, commission reports, and call for special audits as needed.
The Committee reports to the Trust Board and has the authority to make decisions relating to its duties set out below.

Responsibilities

The Committee will be responsible for:
Finance Oversight:

- Approve the Trust budget (for recommendation to the Board)
- Approve the academies' budgets (within the overall Trust budget)
- Monitor financial performance, including income, expenditure, and cash flow
- Monitor any variances from the budget and ensure the ESFA is notified as required
- Review financial forecasts and ensure alignment with strategic goals
- Oversee compliance with the Academy Trust Handbook and other relevant financial regulations
- Review key financial policies, including procurement, reserves, and investment policies
- Prepare the financial statement to form part of the annual report of the Trustees
- Ensure the Trust's commercial and fundraising activities are carried out effectively
- Approve procurement decisions within delegated financial limits

Audit Functions:

- Review and approve the external audit plan, including scope, fees, and timing
- Assess the effectiveness of internal controls and recommend improvements
- Ensure audit findings are addressed in a timely manner
- Oversee the internal audit process, if applicable, including risk-based audits
- Monitor any whistleblowing incidents and ensure processes are followed
- Ensure compliance with all legal requirements including those associated with the Trust's charitable status
- Review the effectiveness of the Trust's financial systems and controls

Risk Management:

- Review the Trust's risk management strategy and ensure it is effectively implemented
- Identify and evaluate key risks to the Trust's operations, reputation, and finances
- Ensure a risk register is maintained and updated regularly
- Review compliance with regulatory and legal obligations, especially safeguarding, health and safety, and GDPR
- Oversee business continuity planning and disaster recovery protocols
- Report significant risks to the Board with recommendations for mitigation

NB: The Risk Committee will normally be constituted within the operation of this Committee but is recognised as a distinct Committee in its own right and will be chaired by a member of this Committee other than the named Finance/Audit Chair.

Evaluation and Review

Annually review the effectiveness of the Committee and its adherence to the Terms of Reference

The Terms of Reference will be reviewed annually by the Committee to ensure it remains up to date with regulatory changes and the Trust's evolving needs. Any amendments must be approved by the full Board of Trustees

Terms of Reference - Remuneration Committee

Purpose

- To oversee and determine the remuneration and benefits for the CEO, executive leadership team, and other senior staff members
- To ensure that the Trust's remuneration policies are fair, competitive, aligned with performance, and compliant with applicable regulations
- To maintain oversight of broader staff pay structures to support equitable and effective pay management across the Trust

Responsibilities

Executive Remuneration:

- Set and review the remuneration, bonuses, benefits, and terms of employment for the CEO and members of the executive leadership team
- Ensure remuneration levels are competitive within the sector to attract and retain key staff while being mindful of public sector scrutiny and public accountability
- Consider the outcome of every appraisal of the performance of the CEO and such other senior executives as the Board directs
- Recommend to the Trust Board fair and responsible pay, benefits, and incentives for the CEO and other senior executives, to encourage high performance and reward their contributions to the Trust's success and goals
- Make recommendations to the Board as to the remuneration, benefits and incentives of newly appointed senior executives
- Determine the policy for and scope of pension arrangements, service agreements for executive officers, termination payments and compensation commitments

Benchmarking and Policies:

- Regularly review and benchmark executive pay against relevant comparators and national guidelines (e.g. Academy Trust Handbook, Department for Education guidance)
- Develop and review remuneration policies for senior leadership and recommend any necessary changes to the Trust Board
- Review the Trust's broader staff pay structure to ensure alignment and consistency with the Trust's values and objectives
- Consider, determine and keep under review any strategies and policies for human resources and organisational development
- Consider, determine and keep under review effective arrangements for consultation with staff as a whole and for negotiation and consultation with appropriately recognised Trade Unions and/or other representatives
- Consider, and advise the Board, regarding the staffing structures for each of the academies within the Trust
- Consider the details of restructuring programmes following any necessary approvals in principle by the Trust Board
- Develop strategy and policy in all matters relating to the recruitment, reward, retention, motivation and development of the Trust's staff

Compliance and Reporting:

- Ensure compliance with statutory and regulatory requirements for executive remuneration, including reporting on executive pay and benefits in the Trust's annual report and financial statements
- Monitor and oversee compliance with gender pay gap reporting requirements as necessary
- Undertake the role of the dispute resolution panel to consider appeals against the CEO or Trust decisions
- Ensure effective measures are in place to promote equality and diversity in employment

Membership

Composition: The Committee shall consist of no fewer than 3 members, the majority of whom are Trustees

Chair: The Chair is appointed by the Trust Board and should not be the Chair of the Trust Board to maintain objectivity

Ex-Officio and Attendees: The CEO may attend by invitation but must recuse themselves from discussions regarding their own remuneration. Other senior staff or external advisors may be invited as needed

Quorum: The quorum for meetings shall be 3 members of the Committee

Clerking: The Committee will ordinarily be clerked by the governance professional

Voting: Decisions of the Committee shall be taken by a simple majority of those present and voting. The Chair will have a casting vote on an equality of votes

Attendance

The Committee may ask any senior officer of the academies to attend meetings of the Committee by invitation, in order to provide information.

The CEO will ordinarily attend committee meetings in their role as ex-officio committee member, except when their own remuneration is being discussed.

The CFO/EFO will ordinarily attend meetings to report on the financial implications of remuneration decisions for the Trust.

Meetings

Frequency: The Committee will meet 3 times a year (termly), with additional meetings as needed

Notice: At least 7 days' notice will be given for each meeting, including an agenda and any relevant documents for review

Minutes: The governance professional will minute the proceedings, decisions, and any declarations of interest. Minutes will be circulated to all Committee Members and shared with the Trust Board within 14 working days of the meeting, excluding any sensitive or confidential details.

Authority

- To investigate any activity within its Terms of Reference
- It is authorised to seek any information it requires from any employee and all employees are directed to cooperate with any such request
- To obtain outside legal or other independent professional advice and to secure the attendance of any person with relevant experience and expertise if it considers this necessary

Performance Review

The Committee will review its own performance and effectiveness annually and report the results to the Trust Board

The Terms of Reference will be reviewed annually by the Committee to ensure it remains up to date with regulatory changes and the Trust's evolving needs. Any amendments must be approved by the full Board of Trustees

Appendix: Document Control and Version History

Document Title: Scheme of Delegation for Kingsley Learning Foundation Trust

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Approved by: Board of Trustees

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