

Kingsley Learning Foundation Trust Governance Plan

1. Introduction

KLF 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

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.

Board of Directors/Trustees

Composition: Minimum of 3 Members, including individuals with expertise in education, finance, special needs, and community engagement.

Roles and Responsibilities

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

Committees

- Finance, Audit and Risk: Oversees budget, financial planning, and resource allocation.
- Remunerations: Oversees pay of executives and people related policy.
- Education and Standards (Governing Body): Oversees performance of the schools.

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.

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.
- Attend regular meetings and participate in strategic decision-making.
- Act 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 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 Headteacher, CEO, Chair of Governing Body but may be further escalated to Board level if required.

Chief Executive Officer (CEO)

The CEO is appointed by the Members in consultation with the Board of Directors to fulfil the following:

- Responsible for the operational management and implementation of the Trust's vision.
- Reports to the Board on performance and strategic matters.
- As Accounting Officer, to be accountable to the Education and Skills Funding Agency (ESFA) for the overall operation of the Trust and ensuring effective and compliant use of public funds across all academies.
- Holding Trust senior leaders to account for the educational performance of the individual academies and its pupils, and the performance management of all staff.

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 Headteacher of that academy.

School Leaders (Headteachers)

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 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:
 - o Pupil attendance.
 - o Staff attendance.
 - o Pupil progress.
 - o Pupil behaviour and safeguarding.
 - o Staff CPD.
- School Improvement:
 - o Robust self-evaluation processes to identify areas for improvement.
 - o Regular monitoring and review visits by members of the standards committee and CEO.
 - o Clear pathways for both academies to share best practices and resources.
- Safeguarding and SEND Compliance:
 - o Directors and Governors should ensure academies adhere to all safeguarding and SEND regulations, including the Special Educational Needs and Disability Code of Practice (2015).
 - o Regular safeguarding audits and SEND provision reviews should be reported to the board.

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.

8. Compliance and Risk Management

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

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.

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.

Kingsley Learning Foundation Multi-Academy Trust

MEMBERS: 4

Angela Prodger Debbie Withers Matt Isherwood Debbie Tysoe

BOARD OF DIRECTORS: 7

Robert Orr James Dzimba David Storrs Paul Chambers-Tonner

Debbie Withers Tony McKenna Felicity Dewsbery

1. COMMITTEES

Standards Committee
incl. invited members

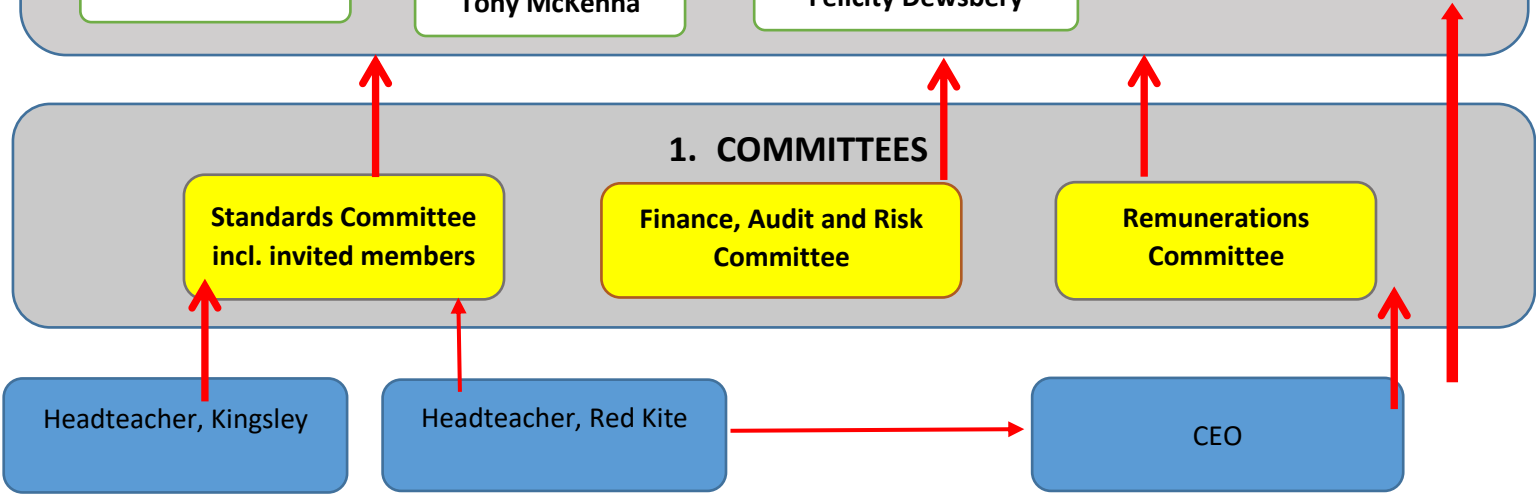
Finance, Audit and Risk
Committee

Remunerations
Committee

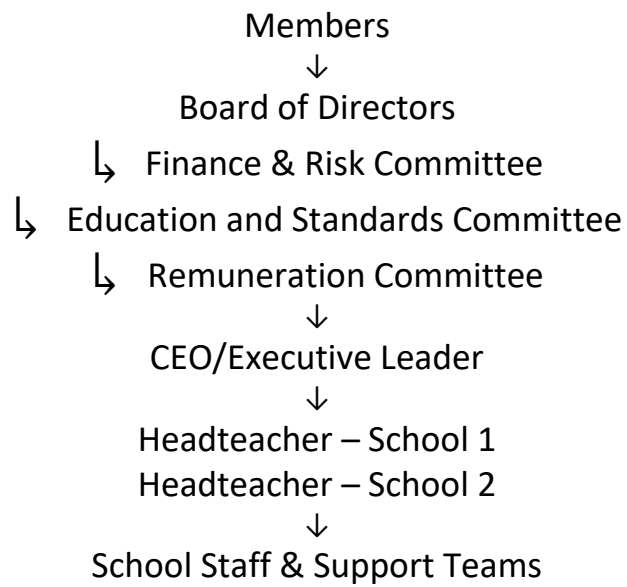
Headteacher, Kingsley

Headteacher, Red Kite

CEO



Visual Representation:



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 a termly reports from the Headteachers.

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.

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. The Governing Body has delegated responsibility subject to the ongoing good or outstanding performance of the academy. 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 Governing Body 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:
 - o 2 Directors /Trustees
 - o 2 staff
 - o 2 parents

- 2 Headteacher governors (one of each respectively from each school)
- CEO
- 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 Headteachers) whose term will be duration of their tenure.

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 numbers 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 bi-annually to ensure it remains up to date with regulatory changes and the Trust's evolving needs.

Terms of Reference-Finance, Audit and Risk

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.

Purpose

- **Finance:** To oversee financial planning, budgeting, and performance, ensuring the academy'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 and is 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, EFO and EDO 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 from the provider.
- The CEO will ordinarily attend every committee meeting in their role as ex-officio committee member.
- The 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.

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.

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 governing 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**
 - o Approve the Trust budget.
 - o Approve the academies budgets.
 - o Monitor financial performance, including income, expenditure, and cash flow.
 - o Monitor any variances from the budget and ensure the ESFA is notified as required.
 - o Review financial forecasts and ensure alignment with strategic goals.
 - o Oversee compliance with the Academy Trust Handbook and other relevant financial regulations.
 - o Review key financial policies, including procurement, reserves, and investment policies.
 - o Prepare the financial statement to form part of the annual report of the Trustees.
 - o Ensure the Trust's commercial and fundraising activities are carried out effectively.
- **Audit Functions**
 - o Review and approve the external audit plan, including scope, fees, and timing.
 - o Assess the effectiveness of internal controls and recommend improvements.
 - o Ensure audit findings are addressed in a timely manner.
 - o Oversee the internal audit process, if applicable, including risk-based audits.
 - o Monitor any whistleblowing incidents and ensure processes are followed.
 - o Ensure compliance with all legal requirements including those associated with the Trust's charitable status.

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.
- Review compliance with regulatory and legal obligations, especially safeguarding, health and safety, and GDPR.
- Oversee business continuity planning and disaster recovery protocols.

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 bi-annually to ensure it remains up to date with regulatory changes and the Trust's evolving needs.

Terms of Reference- Remunerations 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. Academies 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 programs 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 every committee meeting in their role as ex-officio committee member.
- The EFO will ordinarily attend every meeting to report on the financial operations of the academies and of the Trust.

Meetings

- **Frequency:** The Committee will meet 3 time a year (termly) annually, 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 bi-annually to ensure it remains up to date with regulatory changes and the Trust's evolving needs.