



Terms of Reference

For Members, Trustees and Committees

Version Number

V1

Date Adopted by Trustees

3rd July 2026

Scheduled Review Date

July 2027

Statutory or Best Practice Policy

Statutory

School or Trust Policy

Trust

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1. Values and Principles

- 1.1 As a charity and company limited by guarantee, Kernow Learning Multi Academy Trust (the “Trust”) is governed by a Board of Trustees (the “Trustees”) who have overall responsibility and ultimate decision making authority for all the work of the Trust, including the establishing and running of the academies run by the Trust.
- 1.2 Kernow Learning’s Boards and Committees will at all times:
 - a) Act in accordance with the Trust’s Articles of Association and Scheme of Delegation;
 - b) Observe the highest standards of impartiality, integrity, and objectivity in regards to the governance of Kernow Learning;
 - c) Be accountable to its stakeholders and regularity bodies for its activities;
 - d) Engage in a partnership with the Trust Leadership Team to support excellent management of the Trust, excellent educational outcomes, and school improvement
- 1.3 The Trustees may review these terms of reference at any time but shall be review them at least annually.
- 1.4 These terms of reference may only be amended by the Board of Trustees.
- 1.5 In carrying out work, the Boards, Committees, and Local Governing Bodies will follow the Seven Principles of Public Life, known as “the Nolan Principles”, and will therefore comply with:
 - The Articles of Association;
 - The Academy Trust Handbook;
 - These Terms of Reference;
 - The Scheme of Delegation;
 - The relevant Trust Codes of Conduct;
 - All relevant other Trust policies.

2. Members’ Board

2.1 Members’ Liability

- 2.1.1 All Members of Kernow Learning share equally with the other Members the responsibility of being ‘guardians’ of the governance of the Trust. Whilst the Trustees will manage the business of the Trust and exercise all the powers of the Trust on a day-to-day basis, the Trustees are ultimately accountable to the Members for this. There is a distinct separation between the Trust’s Members’ Board and the Board of Trustees. The Members’ role is discrete and one of oversight.

2.2 Composition

- 2.2.1 The Members’ Board shall comprise:
 - a) The Diocesan Corporate Member
 - b) One person appointed by the Diocesan Corporate Member (whether corporate or individual)
 - c) The Chair of Trustees
 - d) Any person appointed under Article 15A of the Articles of Association.
- 2.2.2 The quorum for a meeting of the Members’ Board is a majority of the total Members
- 2.2.3 Member voting is undertaken in line with articles 36-44 of the Articles of Association.
- 2.2.4 The current Members are all recorded on the Trust website and on Get Information About Schools.

2.3 Responsibilities

- 2.3.1 In general terms, the responsibilities of the Kernow Learning Members are to:

- a) Being a 'guardian' of the Trust by safeguarding and promoting the values and ethos of the Trust;
- b) Ensure that the Trust's charitable objective is being met and that the Trust is acting within its Objects as set out in the Articles of Association and, further, to enforce the provisions of the Articles, if necessary, against other Members and/or the Trust;
- c) Hold the Trust Board to account for the effective governance of the Trust and ensure that the Trustees are carrying out governance functions and performing well;
- d) Safeguard publicly funded community resources and ensure that the Trust is spending public money wisely;
- e) Support the Trust and be an advocate for it;
- f) Carry out their business effectively, including induction of new Members and a commitment to the continued professional development of Members;
- g) Direct the Trustees, where deemed appropriate, to take a specific action;

2.3.2 The Members also ultimately have the power to wind-up the Trust

2.4 Powers

2.4.1 Powers of the Members' Board:

- a) To review and amend the Articles of Association of the Trust;
- b) To change the Objects of the Trust as set out in the Articles of Association (which would require Charity Commission and Secretary of State consent);
- c) To change the name of the Trust;
- d) To change the structure of the Trust Board;
- e) To appoint (and where necessary remove) one or more Trustees to the Trust Board in accordance with the Trust's Articles of Association;
- f) To appoint (and where necessary remove) Members when required;
- g) To appoint (and where necessary remove) external independent auditors to the Trust;
- h) To receive an annual report from the Trustees and the Executive Principal on the Trust's performance, progress against strategic priorities and governance;
- i) To receive the annual accounts, paying particular attention to the governance statement within the annual report;
- j) To pass a resolution to wind up the Trust.

2.5 Meeting schedule

2.5.1 The Members meet at least once at the Annual General Meeting (AGM) in each academic year, in line with Articles 19 and 20 in the Articles of Association.

2.6 Reporting

2.6.1 Within 14 days of each meeting, the Members will:

- a) Produce and agree minutes of its meetings, identifying:
 - a. Decisions made
 - b. Recommendations to the Trust Board
 - c. Any items for the information of the Trust Board

2.6.2 The minutes will be sent to the Trust Board within 21 days following each meeting of the Members' Board

3. Board of Trustees

3.1 Trustees' Liability

- 3.1.1 All Academy Trustees are both charity trustees and company directors.
- 3.1.2 The Articles of Association state that the Trust will indemnify a Trustee against any claim brought against them in their capacity as a director in certain conditions as set out in the Articles of Association (Article 6.3 and 136) . This is backed by Kernow Learning's insurance arrangements.
- 3.1.3 The Board of Trustees cannot delegate its responsibilities. It can, however, determine what decisions it will take for itself, what will be delegated to committees, groups, or individual Trustees (eg. the Chair) and what will be delegated to the Trust's executive officers; this is set out in the Trust's Scheme of Delegation. The Trustees' must also consider when and from whom they should take professional advice.
- 3.1.4 In determining whether delegation is appropriate, the Trustees will have regard to the following principles:
 - a) Non-executive powers must be exercised by the Trustees personally and may not be delegated;
 - b) Except when it is impractical to do so, executive powers should be delegated to the Chief Executive Officer, the Chief Operating Officer, and the Chief Financial Officer;
 - c) Delegation should help to secure improvement, effective working, and increased efficiency; and
 - d) Every act of delegation is only a delegation of powers and does not relieve the Trustees of responsibility.
- 3.1.5 Delegation can be made to:
 - a) The Finance, Risk and Audit Committee;
 - b) The Ethos, Curriculum and Standards Committee
 - c) Local Governing Bodies;
 - d) Any individual Trustee;
 - e) Executive officers of the Trust (which in turn may delegate to further individuals).

3.2 Composition

- 3.2.1 The Board of Trustees will comprise:
 - a) No less than three Trustees
 - b) Up to six Trustees appointed by Members (Article 50)
 - c) Up to two Trustees appointed by the Diocesan Corporate Member (Article 50A).
(no fewer than three Trustees appointed under Articles 50 and 50A so that the total number of Trustees appointed under these Articles always out numbers all other Trustees by at least two)
 - d) Any number of co-opted Trustees, appointed by the Board of Trustees under Article 58.
 - e) The CEO can be appointed as a Trustee by the Members if the CEO is in agreement.
- 3.2.2 Where Trustees are employees, or elected members, of a Local Authority (or have been so within the last four years), their total number shall not exceed 19.9% of the total number of Members. Upon any resolution put to the Directors, the maximum aggregate number of votes exercisable by any Directors who are Local Authority Associated Persons shall represent a maximum of 19.9% of the total number of votes cast by the Directors on such a resolution and the votes of the other Directors having a right to vote at the meeting will be increased on a pro-rata basis.
- 3.2.3 The total number of Trustees employed by the Trust shall not exceed one third of the total number, including the Chief Executive Officer (see Article 58)

- 3.2.4 The quorum for a meeting of the Board of Trustees is three Directors, or, where greater, any one third (rounded up to a whole number) of the total number of Directors holding office at the date of the meeting, who are in each case present at the meeting and entitled to vote on the matters to be resolved.
- 3.2.5 The term of office for any Trustee shall be four years (The time limit does not apply to any role that is held ex officio)
- 3.2.6 The current Trustees are all recorded on the Trust website and on Get Information About Schools.

3.3 Responsibilities

- 3.3.1 The responsibilities of the Board of Trustees is to:
 - a) Establish the vision, strategy, ethos, and values for Kernow Learning, setting standards for conduct and values;
 - b) Ensure the Trust acts in accordance with the objects of the Trust as set out in the Articles of Association;
 - c) Design strategy and structure for the governance operation and development of the Trust including a clear strategy for growth, ensuring capacity is built to support additional schools effectively;
 - d) Monitor performance against, and achievement of, objectives, ensuring that plans for improvement are acted upon;
 - e) Monitor the efficacy of the policies of the Trust;
 - f) Safeguard the assets of the Trust;
 - g) Delegate the running of the Trust and its schools to the Trust Executives, ensuring that they are equipped with the necessary skills and guidance;
 - h) Hold the Trust Leadership Team to account, ensuring that senior leaders are challenged to improve the education of pupils, intervening with standards or performance is not progressing according to plan;
 - i) Oversee Financial Controls and Financial management of the Trust in accordance with the Academy Trust Handbook, delegating this responsibility to the Board's Finance Committee;
 - j) Oversee Risk Management, that identifies, quantifies, and minimises potential risks affecting the Trust. This responsibility will be delegated to the Board's Audit and Risk Committee;
 - k) Ensure the work of the Trust and its schools are conducted in compliance with statutory responsibilities and general law;

3.4 Powers

- 3.4.1 The Board of Trustees provides the framework for the governance, operation and development of the Trust through its strategies, policies, structures, systems, ethos, and vision.

3.5 Meeting schedule, reporting and voting

- 3.5.1 The Board of Trustees shall meet a minimum of three times in any academic year in line with Article 109
- 3.5.2 At the last meeting of each academic year, the Board of Trustees will elect a Chair and Vice Chair(s) from within their number for the upcoming year. This cannot be an employee of the Trust.
- 3.5.3 Each Trustee will have one vote and decisions will be determined by a majority of the votes of the Trustees present.
- 3.5.4 Where there is an equal division of votes, the Chair will have a casting vote in addition to any vote they may have already cast (Articles 120 and 121).

- 3.5.5 Decisions outside of meetings must be recorded at the following Trustee meeting.
- 3.5.6 Within 14 days of each meeting, the Board will:
 - a) Produce and agree minutes of its meetings;
 - b) Provide a summary document identifying the key discussion points and the decisions made.

3.6 The role of the Chair

- 3.6.1 The main role of the Chair, supported by the Vice Chair(s), is to chair the meetings of the Board of Trustees. He or she also provides leadership to the Trustees and acts as the main point of contact between the Trustees and the Trust Leadership Team.

4. Finance, Audit and Risk Committee

4.1 Composition

- 4.1.1 The Finance, Audit and Risk Committee will comprise of:
 - a) A Minimum of three Trustees (employees of the Trust should not be Finance committee members, but the Accounting Officer, Chief Operating Officer and Chief Financial Officer should attend to provide information and participate in discussions);
 - b) At least one Trustee with recent or relevant accountancy experience;
 - c) At least one Trustee with recent audit experience
- 4.1.2 The Chair of Trustees should not be Chair of the Finance Committee.
- 4.1.3 The Chair of the Committee will be decided by the full Trust Board.
- 4.1.4 Any Trustee may attend a meeting of the Finance Committee as an observer.
- 4.1.5 The quorum for a meeting of the Finance Committee is three members of the committee.
- 4.1.6 Each committee member present in person shall be entitled to one vote.
- 4.1.7 The Committee's current members are noted on the Trust website.

4.2 Responsibilities

- 4.2.1 The responsibilities of the Finance, Audit and Risk Committee are to:
 - a) Maintain an oversight of the Trust's current and projected financial performance as well as financial, governance, health and safety, estates, risk management and internal control systems;
 - b) Monitor the integrity of the financial statements of the Trust, including its regulatory returns and any other formal statements relating to its financial performance and position, and review and report to the Board of Trustees on significant financial reporting issues and judgements which those statements contain, having regard to comments report to it by the auditor;
 - c) Advise the board on the effectiveness and resources of the external/internal auditors or scrutineers to provide a basis for their reappointment, dismissal, retendering, or remuneration. Considerations may include:
 - a. the auditor's sector expertise;
 - b. their understanding of the Trust and its activities;
 - c. whether the audit process allows issues to be raised on a timely basis at the appropriate level;
 - d. the quality of auditor comments and recommendations in relation to key areas;
 - e. where relevant the personal authority, knowledge and integrity of audit partners and their staff to interact effectively with, and robustly challenge, the trust's managers;

- f. the auditor's use of technology.
 - d) Review and challenge the application of significant accounting policies and changes to them;
 - e) Review methods used to account for significant, contentious or unusual transactions where different approaches are possible;
 - f) Review whether the Trust has adopted appropriate accounting policies and made appropriate estimates and judgements, taking in account external auditors views on the financial statements;
 - g) Consider the Trust's indicative funding, notified annually by the ESFA, and to assess its implications for the Trust, in consultation with the Officers, in advance of the financial year, drawing any matters of significance or concern to the attention of the Board of Trustees;
 - h) To receive and make recommendations on the broad budget headings and areas of expenditure to be adopted each year, including the level and use of any contingency fund or balances, ensuring the compatibility of all such proposals with the development priorities.
 - i) Review the clarity and completeness of disclosures in the Trust's financial statements, and the context in which these are made
 - j) Review all statements which contain financial information and require Board approval
 - k) Ensure there is co-ordination between internal audit and external audit and any other review bodies that are relevant;
 - l) Consider the reports of the auditors and, when appropriate, advise the Trust Board of material control issues;
 - m) Review aspects of health and safety and estates, in line with the Academies Handbook
 - n) Encourage a culture within the Trust whereby each individual feels that he or she has a part to play in guarding the probity of the Trust, and is able to take any concerns or worries to an appropriate member of the management team or in exceptional circumstances directly to the Board of Trustees.
- 4.2.2 Where the Committee is unsatisfied with any aspect of the finances, financial reporting, or control systems, it will report its views to the Board.
- 4.2.3 The Committee will support the Accounting Officer in providing assurance to the ESFA and to Parliament that public funds have been used appropriately via the Accounting Officer's Annual Statement on regularity, propriety and compliance, and the governance statement within the audited accounts which demonstrates the Trust's ability to secure value for money.
- 4.2.4 In relation to external audit, the Committee will:
- a) Review the external auditor's plan each year
 - b) Review the annual report and accounts
 - c) Review the auditor's findings and actions taken by the Trust's Executive Leaders in response to those findings
 - d) Produce an annual report of the committee's conclusions to advise the board of trustees and members.
- 4.2.5 In relation to internal scrutiny, the Committee will:
- a) Take delegated responsibility on behalf of the Board of Trustees for examining and reviewing all systems and methods of control both financial and otherwise including risk analysis and risk management; and for ensuring the Trust is complying with the overall requirements for internal scrutiny, as specified in the Academy Trust Handbook.

- b) Conduct a regular review of the Risk Register
- c) Agree an annual programme of internal audit, which is objective and independent, covering systems, controls, transactions, and risks.
- d) Advise the Trustees on the adequacy and effectiveness of the Trust's systems of internal control, governance, and risk management processes,
- e) Consider the appropriateness of executive action following internal audit reviews and to advise the Board on any additional or alternative steps to be taken
- f) Consider the effectiveness of controls in place for Health and Safety
- g) Have full understanding of the Trust's Estates Strategy
- h) Oversee the annual review of the Trust's Risk Register

4.3 Authority

- 4.3.1 The Committee is authorised by the Trust Board to:
- a) Carry out any activity authorised by these Terms of Reference; and
 - b) Seek any appropriate information that it requires from any officer of the Trust. All officers shall be directed to co-operate with any request made.
 - c) Request any information it requires from any employee, external audit, internal audit, or other assurance provider.
 - d) Obtain outside legal or independent professional advice it considers necessary, normally in consultation with the Accounting Officer and/or the Trust Board.

4.4 Meeting schedule

- 4.4.1 The Trustee's Finance, Audit and Risk Committee shall meet at least three times per year on a termly basis.
- 4.4.2 The Committee Chair, or any two committee members, may call a meeting by giving no less than 14 days prior notice.
- 4.4.3 If the Committee Chair is absent from a meeting, the committee members shall choose another member, who is also a Trustee, to act as Chair for that meeting.

4.5 Reporting

- 4.5.1 Within 14 days of each meeting, the Committee will:
- a) Produce and agree minutes of its meetings, clearly showing;
 - a. Decisions made
 - b. Recommendations to the Trust Board
 - c. Any items for the information of the Trust Board
- 4.5.2 The minutes are available following Finance, Audit and Risk meetings and feed into the next Trust Board Meeting.

5. Ethos, Curriculum and Standards Committee

5.1 Composition

5.1.1 The Ethos, Curriculum and Standards Committee will comprise of:

- a) A Minimum of three Trustees (employees of the Trust should not be Ethos, Curriculum and Standards Committee members, but the Chief Executive Officer and Deputy Chief Executive Officer should attend to provide information and participate in discussions);

- b) At least one Trustee with recent or relevant education experience;
- 5.1.2 The Chair of Trustees should not be Chair of the Ethos, Curriculum and Standards Committee.
- 5.1.3 The Chair of the Committee will be decided by the full Trust Board.
- 5.1.4 Any Trustee may attend a meeting of the Ethos, Curriculum and Standards Committee as an observer.
- 5.1.6 The quorum for a meeting of the Ethos, Curriculum and Standards Committee is two members of the committee.
- 5.1.7 Each committee member present in person shall be entitled to one vote.
- 5.1.8 The Committee's current members are **noted on the Trust website**.

5.2 Responsibilities

- 5.2.1 The Ethos, Curriculum and Standards Committee has responsibility for monitoring, ethos, standards, pupil achievement and progress, including:
 - a) Ensuring a strong Christian ethos within our Church schools and that our Trust and schools' ethos are aligned with the Church of England's Vision for Education.
 - b) Ensuring that the Trust has a mechanism for Church schools to work together and establish, maintain and develop a high quality of network, partnership and monitoring which can also be used across the Trust with regards to supporting personal development, ethos and values.
 - c) Analysing pupil progress and achievement;
 - d) Monitoring Trust improvement plans;
 - e) Evaluating the impact of the Trust on the attainment and progress of pupils, including by groups of pupils;
 - f) Monitoring the standards achieved by Kernow Learning schools;
 - g) Reviewing achievement and assessment data;
 - h) Monitoring to ensure that the visions and values of Kernow Learning are embedded in all areas of the curriculum.
- 5.2.2 The Ethos, Curriculum and Standards Committee has responsibility for the Trust's success in promoting inclusion, including:
 - a) Evaluating the impact of Pupil Premium funding and the Trust strategy relating to disadvantaged pupils;
 - b) Monitoring implementation and the impact of Trust policies in the identification, assessments, and provision for pupils with Special Educational Needs and Disabilities.
- 5.2.3 The Ethos, Curriculum and Standards Committee has responsibility for monitoring and advising the Board of Trustees on:
 - a) Data
 - b) SEND and inclusion;
 - c) Attendance;
 - d) Admissions;
 - e) Safeguarding arrangements;
 - f) Partnership working;
- 5.2.4 The Ethos, Curriculum and Standards Committee has responsibility for monitoring the Trust's policies in relation to the ethos, curriculum, pupil welfare, behaviour and discipline, ensuring that the Trust carries out its legal responsibilities in relation to reviewing exclusions.
- 5.2.5 The Ethos, Curriculum and Standards Committee will receive reports to enable monitoring of, and to advise the Board of Trustees of:
 - a) Data on attainment and achievement for all of the Trust's schools;
 - b) School improvement work and leadership;
 - c) Overall performance of the schools;

- d) Leadership standards;
- e) Effectiveness of local governance and their monitoring of delegated areas.
- f) In the case of Church schools, SIAMS reports.

5.3 Authority

5.3.1 The Committee is authorised by the Trust Board to:

- a) Carry on any activity authorised by these Terms of Reference; and
- b) Seek any appropriate information that it requires from any officer of the Trust and all officers will be directed to co-operate with any request made.

5.4 Meeting schedule

- 5.4.1 The Trustee's Ethos, Curriculum and Standards Committee shall meet at least three times per year on a termly basis.
- 5.4.2 The Committee Chair, or any two committee members, may call a meeting by giving no less than 14 days prior notice.
- 5.4.3 If the Committee Chair is absent from a meeting, the committee members shall choose another member, who is also a Trustee, to act as Chair for that meeting.

5.5 Reporting

5.5.1 Within 14 days of each meeting, the Committee will:

- a) Produce and agree minutes of its meetings clearly showing;
 - a. Decisions made
 - b. Recommendations to the Trust Board
 - c. Any items for the information of the Trust Board

5.5.2 The minutes are available following Ethos, Curriculum and Standards meetings and feed into the next Trust Board Meeting.

6. Local Governing Bodies

6.1 Local Governance

In order to assist with discharging their responsibilities, the Trustees have established a Local Governing Body ("LGB") in each of the Academies. The LGB shall be a committee established pursuant to Articles 100 to 103 (inclusive) of the Articles of Association of the Trust.

6.2 Composition

- 6.2.1 The Trustees have the right to appoint such persons to the LGB as they shall determine from time to time.
- 6.2.2 The composition of a Local Governing Body is as follows:
 - Executive Headteacher or Headteacher
 - One staff governor elected in accordance with clauses 6.3.1.1, 6.3.1.2 and 6.3.1.3
 - Two parent governors elected in accordance with clauses 6.3.2.1 – 6.3.2.5
 - Up to three community governors appointed by the Trustees or Local Governing Body in accordance with clauses 6.3.3.1 and 6.3.3.2. Consideration can be given to appointing additional community governors through a request to the Trust Board.
- 6.2.3 Where the school is a Church of England school, the school will also have foundation governors;
 - (a) not less than 25% of its members appointed by the Directors, with the consent of the Diocesan Corporate Member if the Academy was previously a voluntary controlled school.

(b) all its members appointed by the Directors, with the consent of the Diocesan Corporate Member if the Academy was previously a voluntary aided school or the Local Governing Body is appointed for more than one Academy and one of these Academies was previously a voluntary aided school;

6.2.4 A representative(s) of the Kernow Learning Executive Team may attend.

6.2.5 The quorum for a meeting of the LGB, and any vote on any matter at such a meeting, shall be any three governors, or, where greater, any one third (rounded up to a whole number) of the total number of the LGB at the date of the meeting, which must include at least one governor appointed by the Trust.

6.3 Appointment of Governors

6.3.1 Staff Governors

6.3.1.1 The Trustees shall invite nominations from all staff employed under a contract of employment or a contract for services or otherwise engaged to provide services to the school and, where there are any contested posts, shall hold an election by a secret ballot.

6.3.1.2 Where there are no nominations, a member of the Shared Services Team can be nominated if the staff at the school are in agreement.

6.3.1.3 All arrangements for the calling and the conduct of the election and resolution of questions as to whether any person is an eligible candidate shall be determined by the Trustees. The Trustees may delegate the running of the election to the LGB.

6.3.2 Parent Governors

6.3.2.1 Parent governors of the LGB shall be elected by parents of registered pupils at the school. He or she must be a parent of, or have parental responsibility for, a pupil at the school at the time when he or she is elected.

6.3.2.2 The Trustees shall make all necessary arrangements for, and determine all other matters relating to, an election of the parent governors. The Trustees may delegate the running of the election to the LGB.

6.3.2.3 Where a vacancy for a parent governor is required to be filled by election, the Trustees shall take such steps as are reasonably practical to secure that every person who is known to them to be a parent of a registered pupil at the school is informed of the vacancy and that it is required to be filled by election, informed that he/she is entitled to stand as a candidate, and vote at the election, and given an opportunity to do so.

6.3.2.4 Any election of persons shall be held by secret ballot. The arrangements made for the election of the parent governors shall provide for every person who is entitled to vote in the election to have an opportunity to do so by post or electronically or, if he/she prefers, by having his or her ballot paper returned to the school by a registered pupil at the school.

6.3.2.5 Where the number of parents standing for election is less than the number of vacancies, the Trustees may appoint a person who is the parent of a registered pupil at the school or, where it is not reasonably practical to do so, a person who is the parent of a registered pupil of another school run by the Trust.

6.3.3 Community Governors

6.3.3.1 Community Governors of the LGB can be appointed by the Local Governing Body or Trust Board. Community Governors must be:

1. A person who lives or works in the community served by the schools; or

2. A person who, in the opinion of the LGB or Trustees, is committed to the governance and success of the school

6.3.4 The term of office for any governor shall be four years, save the Executive Head/Headteacher shall remain a governor until they cease to hold that role.

6.3.5 Subject to remaining eligible to be a particular type of governor, any person may be re-appointed or re-elected to the LGB.

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

- a) They resign their office by giving notice in writing to the clerk of the LGB;
- b) the Executive Headteacher, Headteacher or staff LGB member ceases to work at the school (or ceases to work for our Trust, if the staff Governor is a Shared Services Team employee);
- c) the Trustees terminate the appointment of a governor whose presence or conduct is deemed by the Trustees, at their sole discretion, not to be in the best interests of the Trust or the school.
- d) They refuse to sign off the Governor Code of Conduct and/or school safeguarding policy on an annual basis.
- e) They do not engage with the induction process and safeguarding checks are unable to be completed.

The Trustees may remove a governor (of any category) for any of the reasons set out above using the following process (where a governor has not engaged with the induction process and safeguarding checks are unable to be completed, they will automatically be removed without a process needing to be followed). The process below can be amended by the Trustees without notice to suit the specific situation:

- Trustees arrange to hold a meeting with a view to remove the governor.
- Potential removal is listed as an agenda item for the meeting.
- At the meeting, Trustees outline the reason for the potential removal, giving as much information as possible and any evidence.
- The governor in question is given the opportunity to argue against their removal at the meeting.
- Trustees vote on the proposed removal and if there is a majority in agreement, governor is removed.
- Governor is offered the chance to appeal the removal.
- Any request to appeal the decision will be added to the agenda for the next meeting and the same process as outlined above will be held.
- The decision following an appeal will be final.

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

6.3.8 A person shall be disqualified from serving on the LGB if he or she would not be able to serve as a Trustee (or Director) in accordance with Articles 68-80 of the Articles of Association.

6.3.9 Where a school is identified as 'causing a concern' either as a result of the category the school is placed in by Ofsted or as a result of concerns being identified/raised by the Trust, then the school and governors are required to take the relevant action. They are expected to ensure that they work in partnership with the Trust to address the concerns, and that an appropriate level of progress is made. If however, the Trust Board do not feel that the required level of progress is being made or there is a serious concern in relation to the way the school is managed or governed which is likely to prejudice standards or performance then relevant

action/ intervention will be taken by the CEO/ Chair of the Trust Board. Intervention may include consideration of a reduction in the school's level of autonomy and/or include changes at governor level (which could mean that the Trust Board stands down the current Local Governing Body and appoints a Securing of Governance Board).

6.4 Appointment and removal of the Chair

- 6.4.1 A Governor shall be elected to the role of Chair for a period of one year and the Trustees should be notified each time a new Chair is appointed. (This does not alter their term of office). The Chair may be removed from office by the Trustees at any time and Trustees can also appoint an LGB Chair.
- 6.4.2 The Chair may at any time resign their office by giving notice in writing to the Trustees. The Chair shall cease to hold office if:
 - a) They cease to serve on the LGB;
 - b) They are employed by the Trust whether or not at the school.
- 6.4.3 Where the Chair is absent from any meeting or there is at the time a vacancy in the office of the Chair, the Vice Chair (where one has been elected) can undertake this role. Where the Vice Chair is also absent from the meeting or there is at the time a vacancy in the office of Vice Chair, the governors of the LGB shall elect one of their number to act as chair for the purposes of that meeting.

6.5 Committees of the LGB

- 6.5.1 Subject to the prior agreement of the Trustees, the LGB may establish subcommittees who may include individuals who are not members of the LGB, provided that such individuals are in a minority.
- 6.5.2 The LGB may delegate to a subcommittee or any person serving on the LGB, subcommittee, the Executive Head or Headteacher or any other holder of an executive office, such of their powers or functions as they consider desirable. Any such delegation may be made subject to any conditions either the Trustees or the LGB may impose and may be revoked or altered. The person or subcommittee shall report to the LGB in respect of any action taken or decision made with respect to the exercise of that power or function at the meeting of the LGB immediately following the taking of the action or the making of the decision.

6.6 Voting

- 6.6.1 Every matter to be decided at a meeting of the LGB shall be determined by a majority of the votes of the governors present and entitled to vote on the matter. Every governor shall have one vote. Where there is an equal division of votes, the Chair of the meeting shall have the casting vote. A governor may not vote by proxy.
- 6.6.2 Any governor who is also an employee of the Trust shall withdraw from that part of any meeting of the LGB at which his or her remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement are to be considered.
- 6.6.3 A resolution in writing, signed by all the governors (including confirmation via e-mail) shall be valid and effective as if it had been passed at a meeting of the LGB duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more governors. Decisions outside of meetings must be recorded at the following LGB meeting.

6.7 Conflicts of Interest

- 6.7.1 Any governor who has or may have any direct or indirect duty or personal interest, including but not limited to any personal financial interest which conflicts or may conflict with their duties as a governor of the LGB shall disclose that fact to the LGB as soon as they become

aware of it. A person must absent themselves from any discussions of the LGB in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the school and any duty or personal interest (including but not limited to any personal financial interest).

- 6.7.2 A governor of the LGB has a personal financial interest if he or she, or any child, stepchild, parent, grandchild, grandparent, brother, sister or spouse of the governor or any person living with the governor as their partner, is in the employment of the Trust or is in receipt of remuneration or the provision of any other benefit directly from the Trust or in some other way is linked to the Trust or the school.

6.8 Delegated powers

6.8.1 General Principles

- 6.8.1.1 In general, governors have responsibility to monitor, challenge and support the schools in the following areas:
- a) Standards
 - b) Safeguarding
 - c) Stakeholders
 - d) Statutory Inspection of Anglican and Methodist Schools (“SIAMS”) in the case of Church School
- 6.8.1.2 In the exercise of its delegated powers and functions, the governors shall:
- a) ensure that the school is conducted in accordance with the object of the Trust, the terms of any trust governing the use of the land which is used for the purposes of the school, any agreement entered into with the Secretary of State for the funding of the Academy and these terms of reference;
 - b) promptly implement and comply with any policies or procedures communicated to the LGB by the Trustees from time to time;
 - c) review its own policies and practices on a regular basis, in view of any advice or recommendations made by the Trustees;
 - d) work closely with the Trustees and act with integrity, objectivity and honesty in the best interests of the Trust and the school;
 - e) be open about decisions and be prepared to justify those decisions;
 - f) keep confidential all information of a confidential nature obtained by them relating to the school and the Trust.
- 6.8.1.3 Each governor shall be required to take part in regular self-review and is accountable for meeting his or her own training and development needs. It is each governor’s responsibility to consider if, and raise any concerns where, he or she feels that appropriate training and development is not being provided.
- 6.8.1.4 Governors shall be expected to report to the Trust against KPIs which have been set for the school and provide such data and information regarding the business of the school and the pupils attending the school as the Trustees may require from time to time.

6.8.2 Levels of Delegation

- 6.8.2.1 The powers retained by the Trust and delegated from the Trustees to the LGBs shall be as detailed in the Trust’s Scheme of Delegation.
- 6.8.2.2 For the avoidance of doubt, where a power is not expressly delegated to any LGB, it will be deemed to have been retained by the Trust regardless of whether it is specified in the Scheme of Delegation. The Terms of Reference and the Appendices may be reviewed by the Trustees at any time but shall be reviewed at least annually. Trustees reserve the right to remove or alter

any delegation at any time, whilst having due regard to, but not being bound by, the views of the LGB.

6.8.3 Delegation to the Executive Head or Headteacher

- 6.8.3.1 Subject to the responsibilities of the LGB and the policy statements of the Trust, the Executive Head or Headteacher shall be responsible to the LGB for:
- a) implementing the agreed policies and procedures laid down by the LGB including the implementation of all statutory regulations;
 - b) advising the LGB on strategic direction, forward planning and quality assurance;
 - c) the leadership and management of the school;
 - d) advising the LGB (and/or the admissions committee, where applicable) on the admission of pupils;
 - e) managing the delegated budget and resources;
 - f) advising the LGB on the appointment of any Deputy, Senior Assistant, or Assistant Headteacher and such other senior posts;
 - g) the appointment of all other staff and (except to the extent directed otherwise by the Trustees), the allocation of duties, appraisal and discipline of all staff;
 - h) the maintenance of good order and discipline by the pupils including their suspension and/or exclusion within the framework laid down by the Trustees; and,
 - i) all such additional functions as may be assigned under the job description or contract of employment.

6.9 Meetings and meeting schedules

- 6.9.1 The LGB shall meet at least once in every term and shall hold such other meetings as may be necessary.
- 6.9.2 Meetings of the LGB shall be convened by the clerk to the LGB, who shall send the governors written notice of the meeting and a copy of the agenda at least seven clear days in advance of the meeting. Where there are matters demanding urgent consideration, the Chair may waive the need for seven days' notice of the meeting and substitute such notice as they think fit.
- 6.9.3 Any governor shall be able to participate in meetings of the LGB by telephone or video conference provided that they have given reasonable notice to the clerk of the LGB and that the LGB have access to the appropriate equipment.
- 6.9.4 The convening of a meeting and the proceedings conducted thereat shall not be invalidated by reason of any individual not having received written notice of the meeting or a copy of the agenda thereof or any defect in the election, appointment or nomination of any person serving on the LGB.
- 6.9.5 At every meeting of the LGB, the minutes of the last meeting shall be taken as the first agenda item after any apologies and, if agreed to be accurate, shall be signed as a true record.
- 6.9.6 The clerk to the LGB shall ensure that a copy of the agenda, the draft minutes of every such meeting (if they have been approved by the Chair of that meeting), the signed minutes of every such meeting and any report, document or other paper considered at any such meeting are, as soon as is reasonably practicable, made available to the Company Secretary of the Trust.

- 6.9.7 Governors are expected to attend regularly and be punctual. Governors will be asked to resign their position if they fail to attend 3 meetings without providing accepted apologies in an academic year, or if they are repeatedly late.

6.10 Reporting

- 6.10.1 Within 14 days of each meeting, the LGB will:
- a) Produce and agree minutes of its meetings;
 - b) Provide a summary document identifying:
 - a. New risks to the school
 - b. Key performance information
 - c. Any other items for the information of the Trust Board
- 6.10.2 The summary document will be completed for the Trust Board within 21 days following each LGB meeting.

7. Complaints Panel/Committee

To be read in conjunction with the Trust's Complaints Policy/Procedures.

7.1 Role and purpose

- 7.1.1 The role of the Complaints Panel/Committee is to review the way a complaint has been dealt with at stages 1 and 2 of the Kernow Learning Complaints Policy, and to decide on fact and evidence presented whether the complaint has been dealt with:
- a) Fully and correctly;
 - b) In part;
 - c) Not at all;
 - d) Incorrectly.

7.2 Composition

- 7.2.1 The panel/committee will comprise of three members from either the Board of Trustees, a Local Governing Body, or Senior Leader. Any members who are a school Senior Leader should not be connected to the school that the complaint is related to.
- 7.2.2 Where the complaint is about a member of staff from the Trust's Shared Services teams, the panel/committee will consist of members from the Board of Trustees or any of the Trust's Local Governing Bodies.
- 7.2.3 The Chair of the panel/committee will usually be a Trustee. Where a Trustee is not available, the Chair will be appointed by the panel/committee on an ad hoc basis.
- 7.2.4 Panel/committee members should seek advice from the Chair of the panel/committee should any potential conflict of interest arise.
- 7.2.5 The Company Secretary (Clerk) or nominated deputy will also attend the hearing to keep a record of the proceedings.

7.3 Format of the panel/committee hearings

- 7.3.1 The review panel will normally be conducted through a consideration of written submissions but reasonable requests to make oral representations will be considered sympathetically.
- 7.3.2 The format of the panel/committee hearing will be as follows:
- a) The complaint will be outlined to the Panel
 - b) The Investigating Officer may add any additional information that is required
 - c) Members of the Panel may ask questions at any stage in the process

- d) The Panel will consider its' decision with the clerk to take notes
- e) The decision of the Panel will be communicated in writing within five working days
- f) There is no further right of appeal to the Trust and all complainants will be advised of their right to make representations to the DfE if they wish to refer their complaint. Please see the Complaints Policy.

7.4 Decisions, outcomes and reporting

- 7.4.1 Panel/committee members should be made fully aware of the impact their decision may have on the school and the Trust as a whole.
- 7.4.2 If attending the panel meeting, complainants are entitled to be present for the hearing, however the deliberations stage and reaching a decision will be held in private.
- 7.4.3 The result of the panel/committee hearing will be made in writing to the complainant within 5 working days of the hearing.

7.5 Interpreters and person support requirements

- 7.5.1 The Trust will be responsible for ensuring that, where the Complainant has informed the Trust in advance, an interpreter and other support requirements are provided as necessary.

8. Exclusions Panel/Committee of the Local Governing Body

To be read in conjunction with the Trust's Exclusion Policy/Procedures.

8.1 Role and purpose

- 8.1.1 The Local Governing Body will meet, to consider and decide on the reinstatement of a suspended or permanently excluded pupil within 15 days of receiving notice of a suspension or permanent exclusion from the headteacher if:
 - a) The exclusion is permanent
 - b) The exclusion is a suspension which would bring the pupil's total number of school days of exclusion to more than 15 in a term, or
 - c) It would result in a pupil missing a public examination or national curriculum test.
- 8.1.2 The Local Governing Body can either:
 - a) Decline to reinstate the pupil; or
 - b) Direct the reinstatement of the pupil immediately, or on a particular date.

8.2 Composition

- 8.2.1 The Local Governing Body panel will include as a minimum the Chair of the Local Governing Body, SEND Governor and the Safeguarding Governor (if these governors are parents at the school where the exclusion has been made, Trustees or Governors from other schools, may be asked to take their place on the panel). Also invited will be the Trust Safeguarding Lead, the clerk, parents (where requested, a representative or friend), the headteacher, the child's social worker if the child has one, the VSH if the child is LAC. Taking into account the child's age, they may also wish to make representation.
- 8.2.2 The Chair shall be appointed by the panel on an ad hoc basis.

8.3 Format of the panel/committee hearings

- 8.3.1 Please refer to the exclusion policy.

8.4 Decisions, outcomes and reporting

- 8.4.1 Panel members should be made fully aware of the impact their decision may have on the school, the Trust, the pupil, and the pupil's family.
- 8.4.2 Parents/carers and the Headteacher/presenter are entitled to be present for the hearing, however the deliberations stage and reaching a decision will be held in private.
- 8.4.3 The result of the panel hearing will be made in writing to the parents.
- 8.4.4 All meetings of the panel will be minuted and documented by an officer from the Trust's Shared Services teams.
- 8.4.5 The minutes will remain confidential to the panel members until after any appeal hearing has been completed, when the minutes of the panel and the appeal will be made available to any member of the Board of Trustees. The Chair at the appropriate Local Governing Body meeting will give a report of actions taken to the LGB.
- 8.4.6 It is the Trust's duty to arrange an independent review panel if applied for by parents in the legal timeframe.

8.5 Interpreters and person support requirements

- 8.5.1 The Trust will be responsible for ensuring that, where the parent has informed the Trust in advance, an interpreter and other support requirements are provided as necessary.

9. Admissions Panel/Committee

To be read in conjunction with the Trust's Admissions Policy and Delayed and Deferred Admissions Policy.

9.1 Role and purpose

- 9.1.1 The panel/committee will meet, as necessary, to consider an application made by parents for a delayed or deferred entry into a Kernow Learning school.

9.2 Composition

- 9.2.1 The panel/committee will comprise of three members as follows:
 - a) A representative from Kernow Learning
 - b) The Executive Head, Headteacher, or Head of School
 - c) A member of the Board of Trustees or a Local Governing Body.
- 9.2.2 The Chair shall be the panel/committee member that is either a member of the Board of Trustees or from a Local Governing Body.

9.3 Format of the panel/committee hearings

The meeting will be conducted according to the following Order of Proceedings:

- 9.3.1 The Chair should ensure that the meeting is carried out with regard to the confidential nature of the discussions.
- 9.3.2 The Chair should explain the purpose of the meeting. They should further explain that the papers circulated for the meeting should be returned to the Clerk at the end to be destroyed; the original set will be kept in a confidential file.
- 9.3.3 The panel/committee should examine the evidence provided to them by parents and other stakeholders in relation to the suitability of a delayed or deferred admission.

9.4 Decisions, outcomes and reporting

- 9.4.1 Panel/committee members should be made fully aware of the impact their decision may have on the school, the Trust, the pupil, and the pupil's family.
- 9.4.2 The result of the panel/committee hearing will be made in writing to the parents.
- 9.4.3 All meetings of the panel/committee will be minuted and documented by an officer from the Trust's Shared Services teams.

10. Executive Pay Committee

10.1 Role and purpose

- 10.1.1 To oversee the appraisal for the Chief Executive Officer (CEO) and set Executive Pay within the provisions set out in the Academy Trust Handbook, ensuring pay and benefits are transparent, proportionate and justifiable. Also taking into account the [DfE guidance on Setting Executive Salaries](#).

10.2 Composition

- 10.2.1 The committee will comprise of three members as follows:
 - a) The Chair of the Trust Board
 - b) The Vice Chairs of the Trust Board
 - c) An externally appointed advisor to review targets.
- 10.2.2 The Chair of the Trust Board will Chair the committee.

10.3 Responsibilities

- 10.2.3 The responsibilities of the Executive Pay Committee are to:
 - a) Undertake an annual performance review of the CEO of the Trust with reference to their performance targets.
 - b) Decide whether the targets have been met.
 - c) In collaboration with the CEO, set targets for the coming year.
 - d) Ensure there is independent scrutiny.
 - e) Ensure robust decision-making.
 - f) Ensure that pay and benefits represent good value for money and are defensible relative to the public sector market.
 - g) Document decision-making with rationale.
 - h) Understanding that inappropriate pay and benefits can be challenged by ESFA, particularly in instances of poor financial management of the Trust.
 - i) Make a recommendation on Executive Pay to the full Trust Board.
 - j) Ensure that the CEO is informed of the outcome of the decision of the Executive Pay Committee & Trust Board in respect of the objectives, pay and of the right of appeal.
 - k) In the event of the CEO exercising their right of appeal, form an Appeal Panel consisting of two members of this Committee and another Trustee not involved in the original performance review.

10.4 Meeting schedule

- 10.4.2 The Executive Pay Committee shall meet annually or more frequently if required.

10.5 Reporting

- 10.5.2 Within 14 days of each meeting, the Committee will:

- a) Report to the Trust Board on the outcomes of the performance review process so that a pay award decisions can be made.
- b) Produce and agree minutes of its meetings, clearly showing the decisions made.