

GOVERNANCE COMMITTEE

TERMS OF REFERENCE

1 Introduction

- 1.1 The Trust Board ('the Board') has resolved to establish a Governance Committee.
- 1.2 The Governance Committee is responsible to the Board.
- 1.3 The Committee's Terms of Reference are adopted by the Board and may only be amended with the approval of the Board.

2 Purpose

- 2.1 Advising the Board on the appointment and reappointment of Trustees, Directors (other than the Chief Executive Officer, employee members and Local Governing Body governors) and for the appointment of co-opted Directors and /or Co-opted members to the Board's Committees.
- 2.2 Monitoring the skills base of the Board to ensure it is balanced in terms of expertise and reflects the gender, ethnicity, cultural, age and disability balance of the community served by the Trust.
- 2.3 Advising the Board on succession planning for Board and Committee roles.
- 2.4 The oversight of the appointment and reappointment of governors to the Local Governing Bodies (other than parent governors and employee governors, who shall be elected by their constituent groups) and for their training and development.
- 2.5 As a general principle, the Committee is required to adopt open and transparent procedures for its work and to ensure that its recruitment processes follow best practice and reflect the principles of the Nolan Committee.

3 Authority

- 3.1 The Committee is authorised by the Board to investigate any activity within its terms of reference or specifically delegated to it by the Board. It is authorised to seek any information it requires from any Director, Governor or employee of the Trust and all employees of the Trust are directed to co-operate with any request made by the Committee.
- 3.2 The Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with the relevant experience and expertise if it considers this necessary.

4 Constitution & Administration

- 4.1 The Committee shall consist of a minimum of **three** members appointed by the Board. Members of the Committee are appointed annually.
- 4.2 Up to two external co-opted members with particular expertise may also be appointed who are not members of the Board. The Board may not co-opt an employee of the Academy Trust if the result would be that the number of committee members who are employees of the Trust (including the CEO) would exceed one third of the Committee. Co-opted members of the Committee will have full participation rights.
- 4.3 The Chair of the Board shall act as Chair of the Committee. If the Chair is absent from a meeting the Committee shall choose another Board member to act as Chair for that meeting.
- 4.4 Other Board members shall also have right of attendance and may fully participate in meetings, though the Committee may wish to exclude employee Directors.
- 4.5 The CEO will be an ex officio member of the Governance Committee.
- 4.6 Other employees of the Trust's may be invited to attend meetings but will have no voting rights.
- 4.7 The Governance Committee shall be quorate when at least **two** members (or **at least one third** if greater) of those members eligible to vote are present. In addition, at **least 50%** of those present are required to be Board members [*in the event of there being co-optees on the Committee*] and **no more than 50%** of those present may be employees of the Trust.
- 4.8 The Committee shall meet at least twice in each academic year. Additional meetings may be called as necessary in agreement with the Chair.
- 4.9 Decisions to be made at meetings of the Committee shall be determined by a majority of the votes of eligible members+ present and voting. Where there is an equal division of votes, the Chair shall have a second or casting vote.
- 4.10 The Committee shall be served by the Clerk to the Board or his/her deputy.
- 4.11 Agendas will be agreed in advance by the Chair of the Committee (based on, but not limited to, a pre-agreed schedule of activity) and papers will be circulated to members and other attendees at least 5 working days in advance of the meeting.
- 4.12 Minutes of meetings will be taken and will be submitted in the next scheduled meeting of the Board once approved in draft by the Chair of the Governance Committee.
- 4.13 The Committee will self-assess its performance against these Terms of Reference on an annual basis and will also review the Terms of Reference, submitting any proposed changes to the Board for approval.
- 4.14 The members of the Committee shall hold office from the date of their appointment until the resignation or their omission from membership of the Committee on subsequent consideration by the Board (whichever shall happen first).

5 Duties

- 5.1 The Committee is responsible for the following specific duties:
- 5.1.1 Determining an appropriate recruitment and selection procedure in line with the Board's Policy on Recruitment and Selection, in order to recommend to the Board a person or choice of persons to fill the vacancy.
 - 5.1.2 To consider proactively and on an on-going basis the diversity and blend of skills required on the Board and to search actively for potential new Board members.
 - 5.1.3 To maintain an overview of the recruitment process for local governing body governors in accordance with the power delegated to the CEO and Chair of each Local Governing Body and the Board's policy on recruitment and selection, in order to monitor appointments made to the Governing Bodies of the Academies within the Trust.
 - 5.1.4 To maintain an overview of the training and development programme for LGB governors.
 - 5.1.5 In the event that it appears to the Committee that there are grounds for removing a Director or LGB Governor, to conduct the appropriate procedure as set out within the Articles of Association of the Trust/ LGB Constitution and to make recommendations accordingly.
 - 5.1.6 To review specific policies in relation to governance, ie, Trustees' and Governors' Role & Person Specifications, Recruitment & Selection Policies and Terms of Reference of LGB Committees and to agree changes as necessary, having the authority to approve them on behalf of the Board.
- 5.2 To advise the Board on the following matters:
- 5.2.1 The composition of the Board, including the total number of Directors
 - 5.2.2 The blend of skills required on the Board
 - 5.2.3 The procedure for the recruitment and selection of new Board members (Trustees) and LGB governors
 - 5.2.4 The criteria and procedure for removal of existing Directors
 - 5.2.5 Terms of office and succession planning
 - 5.2.6 The Code of Conduct for Members, Trustees (Directors) and Academy governors
 - 5.2.7 Board induction, training and development
 - 5.2.8 Board and individual trustee performance evaluation
 - 5.2.9 The effectiveness of the Board's decision-making processes following review on an annual basis
 - 5.2.10 The membership and Terms of Reference of Committees of the Board
 - 5.2.11 Articles of Association for the Trust, Schemes of Delegation and any other governance policies/procedures (excluding those listed in 5.1.6) which are relevant to the Trust.

+ if a member of the Committee withdraws from the meeting due to a conflict (or potential conflict) of interests, the meeting must still be quorate in order for a vote to be conducted.