



# Trust Governance Procedures 2024/25

Person responsible	CEO/Director of Governance
Approved by	Board of Directors
Approval date	<b>17 October 2024</b>
Date for review	September 2025 (annual review)

## Contents

1. Overview and Purpose .....	3
2. Hierarchy and Membership of the Trust .....	3
3. Powers and Responsibilities of the Trust.....	4
4. Induction, Development and Appraisal.....	4
5. Appointment of Chair of Members, Directors, Vice Chairs and Committee Chairs .....	5
6. Expectations from Members, Directors and Governors.....	5
7. Unable or unfit to serve as a Member, Director or Governor .....	7
8. Quorum .....	8
9. Meeting Organisation.....	8
10. Chair’s actions between meetings and delegated powers .....	10
11. Summary role of the Chair of the Trust .....	10
12. Summary role of the Vice Chair of the Trust.....	10
13. Summary role of the Committee and LGB Chairs .....	10
14. Director of Governance to the Trust and Summary role.....	11
15. Attendance at Trust meetings .....	11
16. Access to Information on proceedings.....	12
17. Committee Structure and Summary of roles .....	13
18. Compliance Procedures .....	15
19. Members and Directors’ Services .....	16
20. Performance, Evaluation and Self-Assessment.....	16
21. Amendments to the Governance Procedures .....	17
Appendix 1 - Committee Terms of Reference .....	18
Audit and Risk Committee .....	18
Finance and Resources Committee.....	21
Curriculum and Quality Committee .....	24
Search and Governance Committee .....	26
Remuneration Committee .....	28
Local Governing Body .....	30

## Governance Procedures 2024/25

### 1. Overview and Purpose

This document has been produced for use by the Trust which lay down current policy with regard to the Trust's accountabilities. These should not replicate the Articles of Association which will be adhered to at all times.

The Trust must follow its Articles of Association which sets out the framework the Trust operates within. The governance procedures set out the Trust's operational arrangements within the framework of the Articles of Association, DfE Academy Trust Handbook and applicable law.

### 2. Hierarchy and Membership of the Trust

In accordance with the DfE Academy Trust Handbook the Trust shall comprise of at least three but should have five or more Members, who have a similar role to shareholders of a company limited by shares. Members are responsible for monitoring membership and for recommending new members to the Trust following consideration of nominations received and liaison with the Search and Governance Committee.

The Trust shall comprise of not less than three (3) but not subject to any maximum in accordance with Article 45 and up to eighteen (18) in accordance with Article 50. This shall include the CEO as an ex-officio Director. Directors may appoint Co-opted Directors to ensure appropriate skill coverage if considered appropriate.

Each Local Governing Body (LGB) shall consist of the Principal/Headteacher, parents, staff, and independent Governors.

The Trust will endeavour to ensure that there is an appropriate balance of skills, experience, gender, ethnicity and disability across the Trust Boards.

The Director of Governance shall maintain a list of committees upon which Directors serve, membership category and expiry of term in office. These are available for public information. In addition, the Clerk to the LGB shall maintain details of Governors, their membership category and expiry of term in office. These are available for public inspection

Except for the ex-officio member, Directors should not normally serve for more than two terms (or a maximum of eight (8) years) except where bringing a specific skill and experience or a chair or vice chair role. In exceptional circumstances annual extensions may be granted which should be evidenced in the Search and Governance Committee minutes, and/or the minutes of Members' meetings. These should show that Members considered the Nolan principles which recommend that all re-appointments are made on the basis of merit, subject to the need to achieve a balance of relevant skills and backgrounds on the Trust. Succession planning should be implemented to seek potential Directors or Members to bring the skills required on the Trust and address the requirement for re-appointment beyond two terms in office. There is an option to vary the length of terms of office.

Any member who is a member by virtue of being a member of staff (including the CEO) of the Trust shall cease to be a Trustee or member of a LGB if they cease to be a member of the staff of the Trust and thereupon the office shall become vacant.

Co-opted Directors serve in a non-executive role, with the same duties of Directors defined in the Articles of Association. Their conduct is further defined in these procedures. Co-option to Committees is permitted to strengthen the breadth of experience and skills on the Committee by contributing their professional and specialist skills and providing an impartial and independent view. The Trust Board shall endorse appointments to Committees.

### 3. Powers and Responsibilities of the Trust

The purpose of the Trust is defined in the Articles of Association (clause 4.a):

To advance for the public benefit education in the United Kingdom, in particular but without prejudice to the generality of the foregoing, by establishing, maintaining, carrying on, managing and developing schools offering a broad and balanced curriculum (“the mainstream Academies”) or educational institutions which are principally concerned with providing full time or part time education for children of compulsory school age who, by reason of illness, exclusion from school or otherwise, may not for any period receive suitable education unless alternative provision is made for them (the alternative provision Academies”) or 16 to 19 Academies offering a curriculum appropriate to the needs of its students (“the 16 to 19 Academies”) or schools organised to make special educational provision for pupils with Special Educational Needs (“the Special Academies”).

### 4. Induction, Development and Appraisal

The Director of Governance shall arrange induction training for Members, Directors and Governors (the latter in consultation with Clerks which may be arranged specifically by an academy). This could include meetings with the Chair, CEO and Director of Governance, with an opportunity to arrange meetings with members of the Senior Leadership Team, either of the Trust or, within an academy. This will provide some knowledge about the background to the sector, Trust and its ethos and strategy, information about the academy and the responsibilities of Members, Directors and Governors.

Upon appointment, Members, Directors and Governors shall also be directed to key documents including the DfE’s Academy Trust Handbook, the Trust’s Strategic Plan, Articles of Association, and governance procedures. Access shall be provided to the National Governance Association (an online portal providing information, advice and professional development to schools and MATs), and Governorhub (a secure portal used throughout the Trust to store and share Board papers and information).

During the first year of appointment informal mentoring shall be offered to provide support and familiarity with the role and responsibilities.

Details of relevant training events shall be circulated. Those who attend training will be invited to give informal feedback to their Board to extend the benefit of their attendance. The Trust will normally meet the costs of training events of this nature.

## 5. Appointment of Chair of Members, Directors, Vice Chairs and Committee Chairs

At the first meetings in each academic year, the Directors shall elect a Chair and Vice Chair for the Board of Directors and LGBs from among their number. To encourage succession planning and support this process, Directors shall be given an opportunity to express interest in chairing positions on an annual basis. To ensure a democratically healthy process for appointments, the Director of Governance shall invite expressions of interest or nominations to the posts of Chair and Vice Chair for the following academic year. If more than one nomination is received, the Director of Governance will contact nominees before organising a secret ballot for Directors to make their selection. Each Committee (including LGBs) shall elect a Chair in accordance with the terms of reference and procedures established for that Committee.

The term of office for the Chair and Vice-Chair shall be one year. The Chair and Vice-Chair retiring at the end of their respective terms of office shall be eligible for re-appointment.

The CEO and staff shall not be eligible to be appointed Chair or Vice-Chair of the Trust or an academy.

The Chair or Vice-Chair may resign their office at any time by giving notice in writing to the Director of Governance. The procedures outlined above will be followed for appointment to the relevant post. In the event that the Chair or Vice Chair should resign or be removed from office, the Directors shall appoint another member as the Chair or Vice Chair at the first meeting following their resignation or removal from office.

If no expressions of interest are received and no one is willing to put themselves forward; it would be necessary to recruit a Chair from outside. The Chair or Vice Chair working with the Director of Governance would be responsible to oversee the succession process including advertising, shortlisting and selection of a Chair in consultation with the Vice Chair and Committee Chairs. A recommendation would be presented to the Trust to approve such an appointment.

Prospective Chairs and Vice-Chairs should be given the opportunity to chair a Committee of the Trust, if they do not already do so, so that they gain experience in chairing meetings.

## 6. Expectations from Members, Directors and Governors

Members, Directors and Governors are required to sign up to and follow the Code of Conduct adopted by MAT. They must sign a declaration of eligibility, declare any interest and any connected party relationships upon appointment and thereafter annually. The Director of Governance and/or Clerk will issue these to Members, Directors and Governors with guidance for completion annually. The Director of Governance and/or Clerk will maintain a Register of Interests, including any changes or new interests to individual circumstances.

Members and Directors should notify the Director of Governance of any gifts or hospitality received which could be perceived as being relevant to the Trust. This shall be entered into the register of gifts and hospitality. In relation to conventional hospitality (such as lunches, outings or tickets for events) provided that it is normal and reasonable in the circumstances

they may be accepted. Such invitations should not be accepted where there is no reasonable business justification for doing so, where an invitation is disproportionately generous, or where the invitation could be seen as an inducement to affect a business decision.

The Code outlines expectations for Members, Directors and Governors which is, in summary: -

- To abide by the seven Nolan Principles of Public Life:
  - Selflessness
  - Integrity
  - Objectivity
  - Accountability
  - Openness
  - Honesty
  - Leadership
- To focus on the core purpose:
  - Strategic leadership: defining a vision, fostering a culture and championing the strategy
  - Accountability and assurance: providing robust and effective oversight of operations and performance
  - Engagement: strategic oversight of relationships with stakeholders
- Apply high standards:
  - Act within our powers
  - Promote the success of the trust
  - Exercise independent judgement
  - Exercise reasonable care, skill and diligence
  - Avoid conflicts of interest
  - Not accept benefits from third parties
  - Declare interest in proposed transactions or arrangements
- Fulfil role and responsibilities
- Demonstrate commitment to the role
- Build and maintain relationships
- Respect confidentiality
- Declare conflicts and interest and be transparent

Members, Directors and Governors should be able to allocate sufficient time to undertake their duties effectively. As a minimum, sufficient time to attend and prepare for meetings ensuring that they can make an effective contribution.

Members, Directors and Governors should individually take a view on each matter discussed and are encouraged to contribute proactively to meetings as advocates to the Trust, bringing their knowledge and expertise, supporting and challenging the executive and putting student interest first.

Members, Directors and Governors are encouraged to ensure individually and collectively they have or acquire sufficient understanding about the Trust, academy and educational landscape to be fully engaged in affairs of the Board. Requests for training should be made to the Director of Governance, Clerk or Chair.

The Trust operates by taking decisions at quorate meetings. Therefore, a decision of the Trust, even when it is not unanimous, is a decision taken by the Directors collectively; each individual has a duty to stand by it, whether or not they were present or agreed with it when it was taken.

Individuals who disagree with a decision may request their disagreement be recorded in the minutes.

Members and Directors shall not be bound in their speaking or voting by mandates given to them by other bodies or persons, but act in the best interests of the Trust at all times. They should act with honesty, frankness and objectivity, taking decisions impartially, fairly and on merit, using the best evidence and without discrimination or bias.

Members and Directors should actively support equality and diversity in the Trust.

There is an expectation that Directors will attend at least one meeting of an LGB within the Trust annually. The Director of Governance will encourage Directors to attend LGBs and ensure even attendance by Directors during the year.

The Director of Governance shall maintain a register of Members and Directors' interests which is open for public inspection. Members and Directors are invited to disclose annually to the Trust all business interests, financial or otherwise, which they or (so far as they are aware) their spouses, partners, children or other close relatives may have, for entry on the register. Members and Directors should inform the Director of Governance whenever their circumstances change and interests are acquired or lost.

Directors shall be requested to complete an entry of their skills periodically. The Director of Governance shall manage this and prepare a matrix showing all skills of the Trust. This information shall be used when making appointments to the Trust.

Unless otherwise agreed by the Trust in individual circumstances statements on behalf of the Trust will only be made by the following:

- CEO or their representative
- Chair or Vice Chair of the Trust
- Director of Governance

It is the Director of Governance to the Trust's responsibility to conduct all correspondence in consultation with the Chair and CEO on behalf of the Trust.

It is unethical for Members, Directors or Governors to publicly to criticize, canvass or reveal the views of other members which have been expressed at a meeting of the Trust, its Committees or LGBs.

Members and Directors are asked to give the Director of Governance as much notice as possible of the fact they will be unable to attend a meeting. This arrangement has two purposes; it enables the apologies for absence to be registered at the meeting, and, it will enable the Director of Governance to judge if the meeting will be quorate.

## 7. Unable or unfit to serve as a Member, Director or Governor

Any question as to whether or not a Member, Director or Governor may be unable or unfit to discharge their functions of the Trust must be referred to any of the following:

Chair or Vice Chair of the Trust, Chair of Members, CEO or Director of Governance who shall take appropriate action in accordance with Articles 14-16 and Articles 65-80.

If it is considered that the matter raised should be pursued, they must decide if a preliminary informal meeting should be arranged with the individual concerned, prior to initiating an investigation and agreeing how this should be carried out.

The Chair and Vice Chair shall decide if other Directors or Members should be notified of the situation and if a Members' meeting should be called to consider the matter and the option to remove the Director or Member from office on the grounds that they are unable or unfit to serve in the role. The Director of Governance shall be responsible to arrange a meeting, providing seven (7) days' notice.

The Director or Member concerned shall be given a minimum of seven (7) clear days' notification of the meeting and of the charge that they shall be called on to answer. The particulars set out in the notice should be sufficiently explicit to enable them to understand the charge to be answered and to prepare their own case. A lack of detailed specification may be held to be immaterial if the Director or Member concerned is, in fact, aware of the case against them, or if the deficiency does not cause any substantial prejudice.

The Director or Member concerned will be given an opportunity to reply to the complaints made against them and to make representations either in writing or at the meeting. If the Trust is considering removing more than one Director or Member, each case should be dealt with separately.

## 8. Quorum

**Members' meetings:** Two (2) members present either in person or by proxy in accordance with Article 23 shall constitute a quorum.

**Directors' meetings:** Three (3) Directors present or where greater, one-third (rounded up to a whole number) of the total number of Directors holding office at the date of the meeting in accordance with Article 117, shall constitute a quorum.

Quorum for the purposes of the following shall be two-thirds (rounded up to a whole number) of the total number of Directors holding office at the date of the meeting (Article 119): -

- I. Voting on the removal of a Director (Article 66)
- II. Voting on the removal of the Chair of Directors (Article 90)

The terms of reference for each Committee established by the Trust shall determine the quorum required for meetings of the Committee.

## 9. Meeting Organisation

The Board of Directors shall meet at least three times a year in accordance with the Academy Trust Handbook, but may consider meeting more frequently to discharge its duties.



The Director of Governance shall prepare a schedule of meetings for the forthcoming year and calendar of business. Once the schedule has been approved dates will only be altered in exceptional circumstances, following agreement with the Chair.

Additional meetings shall be arranged when the need arises and shall be convened by the Director of Governance.

At least seven days written notice will be given for meetings with papers circulated at least seven days before each meeting.

Agendas for the Board of Directors will normally include the following standard items:

- Apologies for absence
- Declaration of interests
- Approval of minutes from the last meeting and matters arising
- CEO's report
- Reports from Committee Chairs and minutes

The Chair will determine other agenda items and the order in which they are taken in consultation with the Director of Governance and CEO.

The scheme of delegation will determine decisions which can be made by the Board of Directors or committees, including LGBs.

Every question to be decided at a meeting shall be determined by a simple majority of the votes of the members present and voting on the question.

Where there is an equal division of votes the Chair shall have the second casting vote.

The normal way of voting will be by a show of hands. A secret ballot may only take place if the majority of the members present, who are entitled to vote on a particular issue, consider it necessary.

Proxy votes are not permitted by the Board of Directors; however, these are permitted by the Members.

Attendance can be by video or telephone conferencing, which count towards the quorum of a meeting provided everyone can hear each other where remote communication is used. If anyone wishes to do this they should ideally give the Director of Governance 48 hours' notice of their request. (Article 126).

The majority of business should be conducted at Board meetings, however, occasionally (and in between meetings) business may be conducted by written resolution. In the case of written resolutions, these will be sent by the Director of Governance with the Chair and CEO's prior agreement. The resolution will be emailed to Governors allowing seven (7) days to respond. Governors will be asked to reply by email either accepting or rejecting the resolution; electronic signatures will be accepted. The resolution will be passed once 40% have approved the resolution. Where there is a balance of votes the Chair shall have a second casting vote. Any business conducted by written resolution will be reported at the next meeting.

The Director of Governance will, at the start of each meeting, outline any apologies for absence submitted and advise whether the meeting is inquorate.

The Director of Governance will produce draft minutes of meetings. Draft minutes are confidential and for those present, until such time as they have been either formally approved, or “approved as draft” by the Chair of the meeting.

The Director of Governance will aim to circulate draft minutes of each meeting to the Chair and senior officers who were present at the meeting as soon as possible.

## 10. Chair’s actions between meetings and delegated powers

Directors support the Chair of the Trust to take Chair’s action when it is not possible to call a Board of Directors or committee meeting before the decision required has to be made, and where not to act would be seriously detrimental to the interests of the settings in the Trust, the students, their parents/carers, or anyone employed by the Trust.

The information supporting the request should include the rationale for the request and, if applicable, the effect on reserves. The relevant board committee should receive the same information alongside the rationale for the Chair’s decision via email as soon as possible after the event. Chair’s action will be reported to the Board of Directors at its next meeting.

Chair’s actions should only be used in exceptional circumstances.

## 11. Summary role of the Chair of the Trust

The Chair leads the Board of Directors, with support from the Vice Chair, to ensure it fulfils its functions. The culture of the Board is largely determined by the Chair. The Chair will ensure the Board focuses on strategy, while not overlooking compliance functions or its duty as an employer.

The Chair is first among equals but has no defined individual power. The Board of Directors is a corporate entity; the power and authority rests with the Board as a whole; however, the Chair may need to take Chair’s action in an emergency, as outlined in section 10 above.

## 12. Summary role of the Vice Chair of the Trust

The Vice Chair shall support the Chair and, in the Chair’s absence, undertake the above duties listed in section 11 above as required.

Generally, it is not expected that the role of Vice Chair will incur additional time to other Directors. However, the Vice Chair may need to allocate additional time to the Trust beyond that expected of other Directors in the event that they are required to deputise for the Chair.

## 13. Summary role of the Committee and LGB Chairs

Each Committee and LGB shall appoint its own chair whose term of office will be reviewed by the committee and endorsed by the Trust annually, (normally a maximum period of eight (8) years within their two terms in office) Where a committee has

external co-opted members (excluding LGBs), the Chair will normally be a Director of the Trust.

Chairs shall ensure effective governance of the Trust via the committee or LGB. The Chairs shall work with the relevant officers. In addition to steering their committee or the LGB, they serve as a link with the Trust's Board of Directors.

Chairs are an important source of support for the Chair of the Trust and CEO. They shall be able to provide advice and development for committee members or Governors, particularly new appointments, supported by the Director of Governance and/or Clerk.

## 14. Director of Governance to the Trust and Summary role

The Trust shall appoint the Director of Governance to the Trust in accordance with Article 81 who shall not hold a voluntary governance role in the Trust or be the CEO. The Director of Governance shall be responsible to the Trust and managed by the Chair. The conditions of service and Director of Governance's performance are the responsibility of the Trust.

If the Director of Governance is absent from a meeting, the Trust should nominate someone to take minutes.

The Director of Governance ensures governance effectiveness and compliance within the Trust, appropriate tiers of governance, and that it is transparent, honest and accountable.

In summary: -

- Supports the efficient and effective operation of the Board of Directors and its committees.
- Ensures governance at all levels is carrying out its functions.
- Leads on delivery of the Trust's Governance Framework and driving improvements to its systems, processes and structures.
- Manages and coordinates the delivery and ongoing improvement of governance support across the Trust.
- Liaises with and line manages the LGB Clerks to ensure effective communication across the Trust.

## 15. Attendance at Trust meetings

Meetings of the Trust are not normally open to the public.

Only Members and the Director of Governance have the right to attend Members' meetings. Only Directors and the Director of Governance have a right to attend Trust meetings. Attendance beyond this must be agreed in advance by the Chair.

The CEO may invite appropriate staff and others to assist with meetings, where appropriate in consultation with the Chair or Committee Chair.

Directors and Members are requested to give the reason for their apologies for absence. On rare occasions and in the light of individual circumstances it may be appropriate for the Trust to grant leave of absence to an individual from their duties to the Trust.

In certain circumstances Directors may be asked to withdraw from a meeting (Article 6.7). There is an expectation that members will volunteer their withdrawal where appropriate upon the realisation that they have a pecuniary or other interest in an item of business about to be discussed.

The Director of Governance will hold and maintain a register of members' interests. If such an interest relates directly to an item of business under consideration the Chair will have the right to seek the Trust's decision as to whether or not that Director should withdraw, (Article 6.7).

In the event of a member of the public or press have been given observer status at a meeting of the Trust or one of its committees, the Chair will stress that certain items of business may be regarded as confidential. In such cases the person will be required to withdraw from the meeting. An indication of this request should be given at the earliest stage possible.

## 16. Access to Information on proceedings

Information about the Trust is generally available to staff, students and the public upon request.

Copies of agendas, approved minutes, reports and other documents and all proceedings of the Trust and Committees shall be available to Members and Directors (Article 124). These shall be available to the public following a meeting unless the Chair deems that the item is to be classified as confidential in accordance with Article 125. Copies of papers shall be available for public inspection by making an appointment with the Director of Governance where the information can be inspected from 9am to 4.30pm Monday to Friday; with the exception of minutes deemed to be confidential.

Some information held by the Trust is confidential and will be withheld. Information falling into the categories listed below would normally be withheld:

- Personal information relating to an individual
- Information provided in confidence by a third party who has not authorised its disclosure
- Financial or other information relating to procurement decisions, including that relating to the Trust's negotiating position
- Information relating to the negotiating position of the Trust in industrial relations matters
- Information relating to the financial position of the Trust where disclosure might harm the Trust or its competitive position
- Legal or professional advice received from or instructions given to the Trust's legal advisers
- Information planned for publication in advance of its publication date
- Private addresses and telephone numbers of individuals
- Any other information determined by the Trust

If a request for information is turned down on the grounds of confidentiality the Trust will give the reason for denying access.

The Director of Governance can be contacted at:

Heart of Mercia Trust  
c/o Hereford Sixth Form College  
Folly Lane  
Hereford  
HR1 1LU

Any person wishing to write to Members of the Trust may do so via the Director of Governance. Normally no charge will be made in respect of postage for forwarding correspondence to Members.

The Trust has established a procedure for dealing with complaints. Any person with a complaint about the availability of information should raise the matter under this procedure.

## 17. Committee Structure and Summary of roles

In accordance with the requirements of the Articles of Association and business requirements, the Trust has established the following Committee structure: -

- Audit and Risk Committee
- Finance and Resources Committee
- Curriculum and Quality Committee
- Search and Governance Committee
- Remuneration Committee
- Local Governing Body for each academy within the trust, who shall determine their own Committee structure to manage their LGB's oversight and accountability of its governance arrangements.

Specific roles are defined in the Committees' terms of reference and the scheme of delegation; a summary of roles is: -

**Audit and Risk Committee:** Independent advisory Committee reporting to the Board of Directors. It advises the Board and Accounting Officer (the CEO) regarding the adequacy and effectiveness of the Trust's internal controls, risk management, governance and value for money systems and frameworks. The Committee also advises the Board regarding the appointment of auditors and the planned audit approach, as well as considering reports from the internal and external auditors and other bodies and ensuring that actions are taken where required.

**Finance and Resources Committee:** Ensures that the Board of Directors has adequate information to enable it to discharge its financial responsibilities. The Committee shall ensure sound management of the Trust's finances and resources, including planning, monitoring, probity and value for money. The Committee advises the Board regarding the year-end accounts, strategic matters with financial implications and other key matters. It also reports to the Board any decisions taken in accordance with the Schemes of Delegation and delegated powers, including in respect of assets and depreciation.

The Committee considers and makes recommendations to the Board on all matters connected with staffing including current and projected staffing needs and the recruitment policy. This includes matters relating to remuneration, except in respect of senior postholders, whose pay and performance is overseen by the Remuneration Committee.

**Curriculum and Quality Committee:** Assists the Board of Directors to discharge its responsibility for the educational standards and character of the Trust. Receive reports evidencing that the curriculum planned and taught is balanced, broadly based, and promotes the spiritual, moral, cultural, mental and physical development of students and of society (including promoting British Values, and preparing students for the opportunities, responsibilities and experiences of later life. It shall oversee safeguarding arrangements to ensure that these are robust and following Keeping Children Safe in Education.

**Search and Governance Committee:** Secure a quality Board of Trustees in consultation with the Members of the Trust. It also appoints Governors to its Local Governing Bodies. The Committee oversees and safeguards the governance health of the Trust and its academies.

**Remuneration Committee:** Review and recommend to the Board of Directors the remuneration package of the Senior Postholders.

**Local Governing Body:** Provide focused governance for an academy at a local level for a school or college within the Trust, covering standards, stakeholder engagement (students, staff and parents), safeguarding and special education needs and disabilities as recommended by the National Governance Association.

In addition **Panel A and Panel B membership** will be established to undertake duties relating to appeals as and when required.

Occasionally, it may be appropriate to establish a working group as a mechanism to address specific tasks or functions in a separate forum to the Trust or its Committees. These are generally expected to be short-lived in nature. Upon completion of its task, the working group will be disbanded.

Each Committee of the Trust shall have terms of reference. These specify the responsibilities given to each Committee, quoracy, membership and attendance of non-members as advisers at committee meetings. The Director of Governance will monitor conformity and may, from time to time recommend amendments be made. In addition, the Director of Governance will arrange for each committee to review its terms of reference periodically. The Trust must approve all amendments.

At the first Board meeting in each academic year, the Trust shall endorse the appointment of Chairs of Committees. To support this process, the Director of Governance shall write to Members of Committees to provide an opportunity to declare their interest and invite nominations to the posts for the following academic year.

The term of office of Chairs of Committees shall be one year. The Chair retiring at the end of their respective term of office shall be eligible for re-appointment.

Each Committee shall annually review if it has met its terms of reference to enable the Board to reflect on the extent to which Committees have met their terms of reference.

Members of the public will not normally be admitted to Committee meetings unless invited by the relevant Chair as advisers.

Terms of reference for all Committees are maintained and monitored by the Director of Governance. Terms of reference are attached (*Appendix 1*).

## 18. Compliance Procedures

*Disclosure Barring Service (DBS) Checks:* The Trust has determined that Members, Directors and Governors are required to complete an enhanced DBS check, normally on appointment. In the event that such an enhanced DBS check gives rise for due concern, then the Chair in consultation with the CEO and Director of Governance shall conduct a risk assessment to determine their suitability to continue. Any concerns should also be reported to Members.

*Safeguarding and Child Protection:* The Trust is committed to protecting the safety of children and young people. It shall provide a safe environment, with a robust and regularly reviewed safeguarding policy, meeting the most recent requirements of the DfE's Keeping Children Safe in Education publication, which must be approved by the Trust. This shall include duties arising from the Counter-Terrorism and Security Act 2015 to implement the Prevent agenda. The Trust shall approve and keep under review safeguarding and child protection procedures, and receive regular reports on issues via the Curriculum and Quality Committee. A Designated Governor shall be appointed to this area. Directors and Members are required to comply with the Trust's safeguarding and child protection procedures.

*Equality and Diversity:* The Trust, along with the CEO, is responsible for promoting equality and diversity, and ensuring that effective policies and procedures are in place and adhered to in line with current legislation.

*Health and Safety:* The Trust must have robust health and safety procedures. The Trust is committed to the safety of students, staff and visitors.

*Finance:* As a condition of receiving public funds, the Trust, CEO and CFO have duties and responsibilities as set out in the DfE's Academy Trust Handbook for the proper use of income derived from the providers of public funds. The Trust must have robust financial procedures. Directors must receive monthly management accounts and, consider the monthly accounts when it meets taking action to maintain financial viability. The Trust must approve the budget for the next financial year and the final annual accounts of the previous year.

*Whistleblowing:* The Trust has a whistleblowing policy which enables employees to draw attention to malpractice, whilst at the same time protecting such employees against victimisation. Directors shall be informed of any incidents reported and investigated under the whistleblowing policy.

*Complaints:* The Trust has a Complaints Policy to ensure all complaints are investigated quickly and fairly.

*Freedom of Information:* The Freedom of Information Act requires public bodies to adopt and maintain a publication scheme relating to information that it routinely publishes, setting out how it intends to publish the different classes of information it holds and whether there is a charge for the information. Details of the type of documents available under the Trust's publication scheme are available on the Trust's website.

*Data Protection:* The Data Protection Act 1998 and the General Data Protection Act means that the Trust has a legal obligation to ensure that all the information held and processed about students and staff complies with the principles of the Acts.

*Anti Bribery and Fraud:* The Bribery Act 2010 requires academies to adhere to the legislation ensuring transparency and integrity in its operations with robust procedures implemented.

*Modern Slavery:* The Modern Slavery Act 2015 requires organisations with an annual turnover over £36M to publish an annual modern slavery statement in a prominent place on its website.

## 19. Members and Directors ~~and Governors'~~ Services

Members and Directors, excluding the CEO, do not receive remuneration other than the reimbursement of travel and subsistence expenses incurred in the course of their duties. Claims shall be approved by the Chair or Vice Chair and CEO. Claims submitted by the Chair shall be approved by the Chair of the Audit and Risk Committee.

Members, Directors, and Governors are encouraged to participate in seminars, conferences and training programmes offered by a variety of organisations. The Director of Governance or Clerk to the LGB will make the necessary booking arrangements on their behalf. Requests to attend training should be made to the Director of Governance to decide if appropriate.

Members and Directors have the right to take advice from independent external sources concerning the exercise of their powers and responsibilities. Such advice shall exclude matters concerning their own personal interest in relation to the Trust. Permission should first be gained from the Chair, CEO, CFO or Director of Governance.

A Member or Director seeking advice must give written notice to the Director of Governance who will copy it to the Chair, CEO and CFO. The notice must summarise the issues and in the case of a request for independent advice, a short explanation of why consultation with the Trust's independent advisers is considered appropriate. The Chair, in consultation with the CEO, has the authority to determine whether the request for advice and the financial cost of seeking such advice is reasonable.

Liability insurance cover is arranged by the Trust to provide protection in the event that the Trust should make an error or commit an omission in good faith, which causes a financial loss to a third party who then seeks compensation.

## 20. Performance, Evaluation and Self-Assessment

The Trust shall annually review its effectiveness ensuring continuous improvement. This should include reflection on the success of the Trust as a whole in meeting its strategic



objectives, associated performance measures and the Board of Directors' contribution to that success.

The annual review of effectiveness shall extend to reflect on the extent to which Committees and LGB's have met their terms of reference and remain fit for purpose. Records of such assessment will be held by the Director of Governance and the Clerk to the LGB and used for the purpose of preparing reports for the Trust and to identify training needs.

Mechanisms for performance, evaluation and self-assessment will be developed and recommended to the Trust by the Director of Governance. Members, Directors and Governors are encouraged to recommend suggestions.

## 21. Amendments to the Governance Procedures

The Director of Governance will be required to keep under continuous review the provisions of this document with the intention of suggesting to the Trust improvements or amendments to meet changed circumstances.

Individuals may wish to suggest improvements or amendments to this document to the Director of Governance which will be considered and reported to the Search and Governance Committee.

Any amendments to the text of the document will require the approval of the Trust unless they are covered directly or indirectly by statute, in which case such changes will be acted upon without delay.

## Appendix 1- Committee Terms of Reference

### Audit and Risk Committee

#### **1. Membership**

- 1.1 The Audit and Risk Committee must ensure that it maintains its independence which shall be addressed by the Search and Governance Committee who shall make recommendations for appointment to the Board of Directors. The Committee shall be appointed by the Board and shall comprise a minimum of five members excluding the Chair of the Trust, members of Finance and Resources Committee or the CEO; however, the CEO may attend the meeting. The Vice Chair shall be an ex-officio member of the Audit and Risk Committee in the event that they are not already a member of the Committee.
- 1.2 The Committee should include individuals with an appropriate mix of skills and experience to allow it to discharge its duties effectively. Collectively, Members of the Committee should have recent, relevant experience in risk management, finance and audit and assurance; these should cover both financial and non-financial areas.
- 1.3 The Committee shall have the power to co-opt members who bring specific skills and expertise.
- 1.4 Three members being present shall constitute a quorum.
- 1.5 The Chair of the Committee, at the recommendation of the Committee, shall be appointed or re-appointed by the Trust annually.

#### **2. Terms of Office**

A Committee Member shall be appointed to serve a term of office of four years. Members should not normally serve for more than two terms (or a maximum of eight (8) years) except where subsequently undertaking a new and more senior role, for example as chair. In exceptional circumstances, and at the recommendation of the Search and Governance Committee, annual extensions may be granted. The Trust must then endorse these recommendations of the Search and Governance Committee.

#### **3. Frequency of Meetings and Attendance**

- 3.1 The Committee shall normally meet at least three times a year.
- 3.2 The Chair may request additional meetings if they consider that they are necessary.
- 3.3 The CFO, who is responsible for the College's internal control shall normally attend meetings at the invitation of the Committee.
- 3.4 The internal auditor shall be entitled to attend and speak at all meetings of the Committee (but not to vote) as shall the financial statements auditors where business relevant to them is being discussed. Senior management should also be invited to attend meetings of the Committee, particularly where their area of responsibility is under discussion, and shall be entitled to attend and speak at such meetings but not to vote.
- 3.5 The Committee may invite the Trust's advisers or other third parties to attend meetings of the Committee as appropriate (such persons shall not have a vote but shall be entitled to speak at the meeting).
- 3.6 The Director of Governance is eligible to attend Meetings.
- 3.7 There is an aspirational target for Members to achieve 100% attendance during each academic year.

#### **4. Authority**

- 4.1 The Audit and Risk Committee is authorised to investigate any activity within its terms of reference or specifically delegated to it by the Board. It is authorised to request any information it requires from any Director, Member, Governor, employee, auditors, or other assurance provider.
- 4.2 The Committee is authorised to obtain any outside legal or independent professional advice it considers necessary, normally in consultation with the Accounting Officer and/or Chair of the Board.

#### **5. Review of Committee's Effectiveness**

The Committee shall annually review if it has met its terms of reference and remains fit for purpose.

#### **6. Duties**

- 6.1 Assess and provide the Board of Directors with an opinion on the adequacy and effectiveness of the Trust's assurance arrangements, framework of governance, risk management and control processes for the effective and efficient use of resources, solvency, and the safeguarding of assets; whilst taking a holistic view with all aspects and systems, financial and non-financial, being in scope depending on their impact and effect on the Board of Directors.
- 6.2 Comply with funding agencies' mandatory requirements relating to audit.
- 6.3 Advise the Board of Directors and Members on the appointment, reappointment, dismissal and remuneration of the external auditor and the internal audit service (IAS), and establish that all such assurance providers adhere to relevant professional standards. Recommendations are normally confirmed by Members at the AGM.
- 6.4 Inform the Board of Directors of any additional services provided by the external auditor, and internal audit (as applicable) and other assurance providers (as applicable) and explain how independence and objectivity are safeguarded;
- 6.5 Advise the Board of Directors on the scope and objectives of the work of the external auditor and the IAS and inform the Board of Directors of any additional services provided by the auditors and assurance providers and explain how independence and objectivity were safeguarded.
- 6.6 Consider and advise the Board of Directors on the audit strategy and annual internal audit plans for the IAS;
- 6.7 Review and consider the reports from the external auditor, (also as reporting accountant, their regularity assurance review), IAS and other assurance providers (as applicable), and monitor the implementation of recommendations to agreed timescales;
- 6.8 Advise and support the Board of Directors in explaining in its annual accounts, the measures taken to ensure it has fulfilled its statutory and regulatory responsibilities; and to recommend the annual report and accounts to the Board of Directors for approval.
- 6.9 Ensure a statement of internal control explaining risk management arrangements is included in the corporate governance section of the audited accounts;
- 6.10 Establish relevant annual performance measures and indicators, and to monitor the effectiveness of the IAS and external auditor through these measures and indicators and decide, based on this review, whether a competition for price and quality of the audit service is appropriate;
- 6.11 Oversee the Trust's policies on and processes around, fraud - including cyber security, irregularity, impropriety, and whistleblowing, and ensure:
  - 6.11.1 the proper, proportionate, and independent investigation of all allegations and instances of fraud and irregularity

- 6.11.2 that investigation outcomes are reported to the Audit and Risk Committee
  - 6.11.3 that the external auditor and IAS are informed of investigation outcomes and other matters of fraud, irregularity and impropriety, and that appropriate follow-up action has been planned/actioned
  - 6.11.4 that all significant cases of fraud or suspected fraud, theft, bribery, corruption, irregularity, major weakness or breakdown in the accounting or other control framework are reported to the ESFA, and other relevant funding authority, as soon as possible risks around fraud have been identified and controls put in place to mitigate them.
- 6.12 Receive and approve Trust's IT strategy, recommending it to the Board of Directors and monitor its implementation.
- 6.13 Produce an annual report for the Board of Directors summarizing the Committee's activities relating to the financial year under review, including work undertaken by the Committee during the year, any significant issues arising up to the date of preparation of the report, and any significant matters of internal control included in the management letters and reports from auditors or other assurance providers. It must include the Committee's view of its own effectiveness and how it has fulfilled its terms of reference. The report must include the Committee's opinion on the adequacy and effectiveness of the Trust's audit arrangements, its framework of governance, risk management and control, and its processes for securing economy, efficiency and effectiveness, and assurance to the Board in a statement on data quality. This shall include data breaches and GDPR issues. The annual report must be submitted to the Trust before the Statement of Corporate Governance and Internal Control in the accounts is signed. A copy of the Audit and Risk Committee's annual report must be submitted to the relevant funding body with the annual accounts.

## **7. Reporting Procedures**

The minutes of the Audit and Risk Committee will be presented to the Board of Directors at its termly meetings and will include a review of the work undertaken together with an outline of any work still to be done.

## Finance and Resources Committee

### **1. Membership**

- 1.1 The Committee shall be appointed by the Trust and shall comprise a minimum of five members including the CEO. The Chair and Vice Chair of the Trust are ex-officio members to the Finance and Resources Committee in the event that they are not already members of the Committee.
- 1.2 The Committee shall have the power to co-opt members who shall have voting rights who bring specific skills and expertise.
- 1.3 Three members being present shall constitute a quorum.
- 1.4 The Chair of the Committee, at the recommendation of the Committee, shall be appointed or re-appointed by the Trust annually.

### **2. Terms of Office**

- 2.1 A Committee Member shall be appointed to serve a term of office of four years. Members should not normally serve for more than two terms (or a maximum of eight (8) years) except where subsequently undertaking a new and more senior role, for example as chair. In exceptional circumstances, and at the recommendation of the Search and Governance Committee, annual extensions may be granted. The Trust must then endorse these recommendations of the Search and Governance Committee.

### **3. Frequency of Meetings and Attendance**

- 3.1 The Committee shall normally meet at least three times a year.
- 3.2 The Chair may request additional meetings if they consider that they are necessary.
- 3.3 Members of the MAT Executive Group other than the Chief Executive shall attend meetings at the invitation of the Committee.
- 3.4 The Committee shall also have the power to invite other persons to attend meetings as may be desirable and necessary.
- 3.5 The Director of Governance is eligible to attend Meetings.
- 3.6 There is an aspirational target for Members to achieve 100% attendance during each academic year.

### **4. Authority**

- 4.1 The Committee is authorised by the Board of Directors to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any Director, Governor or employee of the Trust who are directed to cooperate with any request made by the Committee.
- 4.2 The Committee is empowered to consider any other relevant matters referred to it by the Trust. Care shall be taken to ensure that these matters are delegable by the Trust and that they are not within the remit of other committees.

### **5. Review of Committee's Effectiveness**

The Committee shall annually review if it has met its terms of reference and remains fit for purpose.

## 6. Duties

**6.1 Finance:** Monitor and scrutinise financial performance in accordance with Financial Regulations and control systems, and where appropriate, recommend for approval by the Board of Directors:

- 6.1.1 Examine and recommend the budget and 3-year financial forecast to the Board of Directors for approval and for submission to the ESFA.
- 6.1.2 Receive management accounts regularly, including an income and expenditure account, variation to budget report, cash flows and balance sheet setting out its financial performance and position. The Committee shall make recommendation to the Board of Directors to ensure appropriate and timely action is being taken to maintain financial viability, including addressing variances between the budget and actual income and expenditure.
- 6.1.3 Monthly finance reports shall include reporting on expenditure over £40K in which will be reported at least termly to the Committee. Requests shall be presented to the Committee for prior approval of purchasing decisions over £200K.
- 6.1.4 Monitor significant budget variations and virements between budgets.
- 6.1.5 Review and approve write off of significant debts annually in accordance with the financial regulations.
- 6.1.6 Approve the Treasury Management Policy and, at least annually, review treasury management activities including the investment of reserve funds.
- 6.1.7 Review the Financial Regulations and advise the Board of Directors of any additions or necessary changes.
- 6.1.8 Recommend to the Board of Directors any amendments to authorised signatories and limits as detailed in the financial procedures.
- 6.1.9 Review the appointment of the Trust's bankers after five years considering market testing the service with recommendation presented to the Board of Directors.
- 6.1.10 Receive details of the Trust's insurance arrangements annually.
- 6.1.11 Recommend to the Board of Directors arrangements for the approval and annual re-approval of franchises (if applicable), including a generic contract to be used, adopting the model form of contract published by the ESFA.
- 6.1.12 Recommend to the Board of Directors the establishment of companies or joint ventures (if applicable) and the procedure to be followed. If there are any, the Committee shall monitor and report activities of subsidiary undertakings to the Board of Directors. The external auditor will also be appointed to any companies established by the Trust, and the financial framework within which the company operates shall be the same as that of the Trust. The Directors of Trust companies must submit the annual accounts to the Board of Directors, via the Finance and Resources Committee. The performance of the company must be reported at least termly to the Board.
- 6.1.13 Receive a report annually regarding any overseas business visits by the Trust's central team including purpose, cost and outcome.

**6.2 Human Resources:** To consider and make recommendations to the Trust on matters connected with staffing including current and projected staffing needs and the recruitment policy in relation to the following: -

- 6.2.1 Set a framework for the pay and conditions of staff, with the exception of senior postholders.
- 6.2.2 Receive reports on major modification of the structure and organisation of the Trust.
- 6.2.3 Approve general HR policies covering recruitment, welfare, training and staff conduct, namely disciplinary, grievance, suspension and termination of employment.

- 6.2.4 Review statistical data relating to HR and the implementation of measures to ensure the well-being and effectiveness of staff.
- 6.2.5 Review and monitor the effectiveness and implementation of the Trust's Equality and Diversity Policy and Procedures.
- 6.2.6 Publish equality information and objectives as required by the Equality Act 2010 (Specific Duties) regulations 2011.

### **6.3 Physical Resources: -**

- 6.3.1 Monitor and review arrangements to ensure the continuing adequacy and quality of accommodation, assets, and estates throughout the Trust together with associated financing, and where appropriate, make recommendations to the Board of Directors.
- 6.3.2 Receive and approve the Accommodation Strategy in accordance with the funding body's requirements, recommend it to the Board and oversee its implementation;
- 6.3.3 Receive a report on the Trust's maintenance programme.
- 6.3.4 Consider capital projects and make recommendations for approval by the Board of Directors. If a project is to large or specialised for the estates department, consultants may be appointed subject to tendering and following appropriate procedures.
- 6.3.5 Receive and monitor capital expenditure statements and, following completion of a capital project, receive a post project report recording actual expenditure against budget and reconciling funding arrangements where a variance has occurred.
- 6.3.6 Consider reports on taking up any leases with a value exceeding £50,000 making a recommendation to the Board of Directors.
- 6.3.7 Periodically consider and approve procurement and asset management arrangements and policies.
- 6.3.8 Monitor commercial activities and joint use arrangements.
- 6.3.9 Approve, monitor, and review the Trust's compliance with and response to sustainability, in the context of best practice and current legislation and to recommend key policies to the Board of Directors.
- 6.3.10 Approve policies and procedures for health and safety and monitor implementation and health and safety issues.

### **6.4 Curriculum**

- 6.4.1 Consider financial implications on major curriculum change within the Trust proposed by the Curriculum and Quality Committee to enable to Board of Directors to approve curriculum changes.

## **7. Reporting Procedures**

The minutes of the Finance and Resources Committee and a report that reviews the Trust's financial position will be presented to the Board at its termly meetings and will include a review of the work undertaken together with an outline of any work still to be done.

## Curriculum and Quality Committee

### 1. Membership

- 1.1 The Committee shall be appointed by the Board of Directors and shall comprise a minimum of five Directors, including the CEO. The Chair and Vice Chair are ex-officio members to the Curriculum and Quality Committee in the event that they are not already members of the Committee.
- 1.2 The Committee shall have the power to co-opt members who shall have voting rights who bring specific skills and expertise
- 1.3 Three members being present shall constitute a quorum.
- 1.4 The Chair of the Committee shall be recommended to the Board for approval who should not be the Chair of the Trust. This shall be confirmed by the Trust annually.

### 2. Terms of Office

A Committee Member shall be appointed to serve a term of office of four years. Members should not normally serve for more than two terms (or a maximum of eight (8) years) except where subsequently undertaking a new and more senior role, for example as chair. In exceptional circumstances, and at the recommendation of the Search and Governance Committee, annual extensions may be granted. The Trust must then endorse these recommendations of the Search and Governance Committee.

### 3. Frequency of Meetings and Attendance

- 3.1 The Committee shall normally meet at least three times a year.
- 3.2 The Chair may request additional meetings if they consider that they are necessary.
- 3.3 Members of the MAT Executive Group other than the Chief Executive shall attend meetings at the invitation of the Committee.
- 3.4 The Committee shall also have the power to invite other persons to attend meetings as may be desirable and necessary.
- 3.5 The Director of Governance is eligible to attend Meetings.
- 3.6 There is an aspirational target for Members to achieve 100% attendance during each academic year.

### 4. Review of Committee's Effectiveness

The Committee shall annually review if it has met its terms of reference and remains fit for purpose.

### 5. Authority

The Committee is empowered to consider any other relevant matters referred to it by the Trust. Care shall be taken to ensure that these matters are delegable by the Trust and that they are not within the remit of other committees.

### 6. Duties [Based on National Governance Association (NGA) model terms of reference]

#### 6.1 Standards:

- 6.1.1 Receive reports evidencing that the curriculum planned and taught is balanced, broadly based, and promotes the spiritual, moral, cultural, mental and physical development of students and of society (including promoting British Values) and preparing students for the opportunities, responsibilities and experiences of later life.
- 6.1.2 Review and monitor the production of the academies' evaluation reports and assurance of subsequent quality improvement plans, to provide assurance to the Board of Directors that these are in place.
- 6.1.3 Review and approve the Trust's overarching academic quality standards procedures;



- 6.1.4 Have an awareness of expectations of relevant external bodies and quality standards, including new initiatives in teaching and learning.
- 6.1.5 Receive progress reports from quality initiatives introduced in the Trust.
- 6.1.6 Note targets for student recruitment, retention and achievement and systematically review progress in relation to relevant national benchmarks and performance indicators as applicable.
- 6.1.7 Review the performance data and student destinations from the academies and implementation of any actions to improve these.
- 6.1.8 Receive reports about engagement with academies including learning walks and a summary of practices and innovation on a termly basis, looking to senior managers to provide external validation on internal observation reports and, where weaknesses are found, ensure managers take swift action.
- 6.1.9 Receive reports on changes to the curriculum in the light of the Trust's responsibility to deliver education ensuring that programmes and the curriculum offer aligns with government policy, priorities and local needs by reviewing the curriculum and making recommendations for major curriculum change to the Trust with appropriate recommendations regarding financial implications presented to the Finance and Resources Committee.

#### 6.2 Safeguarding:

- 6.2.1 Review the Trust's overarching safeguarding and child protection policy ensuring it meets the DfE's Keeping Children Safe in Education publication.
- 6.2.2 Receive, monitor and review reports on safeguarding and child protection issues, including any groups of students at risk.
- 6.2.3 Promote the wellbeing of students, including mental health and emotional wellbeing.

#### 6.3 SEND:

- 6.3.1 Review the Trust's overarching equality and diversity policy.
- 6.3.2 Receive, monitor and review reports on the equality and diversity issues throughout the Trust.
- 6.3.3 Review the Trust's overarching policy for pupils with special educational needs and disabilities (SEND).
- 6.3.4 Monitor the overall effectiveness of the school's SEND provision, referring to pupil outcomes and other relevant data.

#### 6.4 Stakeholders:

- 6.4.1 Ensure that arrangements are in place to assess the extent to which the stakeholders served by the Trust are satisfied with the services provided; namely, students and parents.
- 6.4.2 Provide the Trust with insight into the challenges and opportunities faced by the academies' local communities.
- 6.4.3 Ensure that the 'learner voice' is acted upon appropriately.

### 7. Reporting Procedures

The minutes of the Curriculum and Quality Committee will be presented to the Board of Directors at its termly meetings and will include a review of the work undertaken together with an outline of any work still to be done.

## Search and Governance Committee

### **1. Membership**

- 1.5 The Committee shall be appointed by the Board of Directors and shall comprise a minimum of five Directors, including the CEO. The Chair and Vice Chair are ex-officio members to the Search and Governance Committee in the event that they are not already members of the Committee.
- 1.6 The Committee shall have the power to co-opt members who shall have voting rights who bring specific skills and expertise
- 1.7 Three members being present shall constitute a quorum.
- 1.8 The Chair of the Committee shall be recommended to the Board for approval who should not be the Chair of the Trust. This shall be confirmed by the Trust annually.

### **2. Terms of Office**

A Committee Member shall be appointed to serve a term of office of four years. Members should not normally serve for more than two terms (or a maximum of eight (8) years) except where subsequently undertaking a new and more senior role, for example as chair. In exceptional circumstances, and at the recommendation of the Search and Governance Committee, annual extensions may be granted. The Trust must then endorse these recommendations of the Search and Governance Committee.

### **3. Frequency of Meetings and Attendance**

- 3.1 The Committee shall normally meet at least three times a year.
- 3.2 The Chair may request additional meetings if they consider that they are necessary.
- 3.3 The Committee shall also have the power to invite other persons to attend meetings as may be desirable and necessary.
- 3.4 The Director of Governance is eligible to attend Meetings.
- 3.5 There is an aspirational target for Members to achieve 100% attendance during each academic year.

### **4. Review of Committee's Effectiveness**

The Committee shall annually review if it has met its terms of reference and remains fit for purpose.

### **5. Authority**

- 5.1 The Committee is empowered to consider any other relevant matters referred to it by the Trust. Care shall be taken to ensure that these matters are delegable by the Trust and that they are not within the remit of other committees.
- 5.2 The Committee is authorised to employ the services of such external advisors as it deems necessary.

### **6. Duties**

#### **6.1 Search activities**

- 6.1.1 To advise the Board of Directors and to review the procedures for the selection and appointment of new Directors and membership of the Local Governing Bodies, including parents, student and staff members, having regard at all times to the provisions in the Trust's Articles of Association, Scheme of Delegation and any relevant regulatory guidance or rules.
- 6.1.2 To advise and keep under review the current membership of the Trust Board and its committees. The Committee shall identify any gaps in membership in light of the Trust's strategic priorities and the skills of current Directors and Local Governing

Bodies. The Committee shall also consider and monitor skills and diversity of the Board of Directors and committees, including the Local Governing Bodies.

- 6.1.3 To adopt a strategic role in terms of succession planning for the Trust Board and its committees to ensure continuity of effective leadership, talent cultivation and reduce uncertainty.
- 6.1.4 To act as a Search Committee for new Directors and for appointments to the Trust Board's committees, including Local Governing Bodies. The Committee shall run the recruitment and interviewing activities and recommend to the Trust Board any suitable appointments.
- 6.1.5 To oversee and monitor the induction of new Directors, the training of existing Directors and to review annually the attendance/commitment and effectiveness of all Directors and the membership of committees of the Trust Board.
- 6.1.6 To oversee the re-appointment of Directors, subject to their commitment and contribution, at the end of their term of office.
- 6.1.7 To undertake recruitment on behalf of the Members, for any other vacant Member posts. To make recommendations to the Members of the MAT regarding suitable appointments.

## **6.2 Governance activities**

- 6.2.1 To create and review a role description for Members; Directors; Chair of the Trust Board and Vice Chair of the Trust Board; and Committees including Local Governing Bodies.
- 6.2.2 To review the Trust's governance procedures and terms of reference periodically.
- 6.2.3 To ensure that the governance structures embedded for the Trust and its LGBs are effective for the Trust, taking account of growth with more academies joining.
- 6.2.4 To co-ordinate any governance reviews at intervals determined by the Trust Board making recommendations to the Trust Board.
- 6.2.5 To ensure that peer assessments of the Chair of the Trust Board and respective Committee Chairs are undertaken periodically.
- 6.2.6 To ensure compliance with the DfE Academy Trust Handbook and the Academy Trust Governance Code and review progress of actions to ensure compliance.
- 6.2.7 To undertake any other governance work, as directed by the Trust Board.

## **7. Reporting Procedures**

The minutes of the Curriculum and Quality Committee will be presented to the Board of Directors at its termly meetings and will include a review of the work undertaken together with an outline of any work still to be done.

## Remuneration Committee

### **1. Membership**

- 1.1 The Committee shall be appointed by the Board of Directors and shall comprise of the Chair and Vice Chair of the Board of Directors and at least another Director.
- 1.2 The Committee shall have the power to co-opt members for advisory purposes. Such co-opted members shall not, for this committee, have any voting rights.
- 1.3 Three members being present shall constitute a quorum.
- 1.4 The Chair of the Committee shall be recommended to the Board for approval who should not be the Chair of the Trust. This shall be confirmed by the Trust annually. The CEO shall not be a member of the Remuneration Committee.

### **2. Terms of Office**

A Committee Member shall be appointed to serve a term of office of four years. Members should not normally serve for more than two terms (or a maximum of eight (8) years) except where subsequently undertaking a new and more senior role, for example as chair. In exceptional circumstances, and at the recommendation of the Search and Governance Committee, annual extensions may be granted. The Trust must then endorse these recommendations of the Search and Governance Committee.

### **3. Frequency of Meetings and Attendance**

- 3.1 The Committee should meet at least once a year.
- 3.2 The Chair may request additional meetings if they consider that they are necessary.
- 3.3 The CEO shall normally be invited to attend meetings of the Committee save where their remuneration package is being considered. The Committee may invite the Trust's HR Director to attend meetings, as it considers appropriate.
- 3.4 The Director of Governance shall be the Clerk to the Committee. A member of the Remuneration Committee shall act as Minute Secretary if the Director of Governance's salary is being considered.
- 3.5 It is anticipated that Members shall attend the meeting as the Committee normally only meets once during each academic year.

### **4. Review of Committee's Effectiveness**

The Committee shall annually review if it has met its terms of reference and remains fit for purpose.

### **5. Authority**

- 5.1 The Remuneration Committee is authorised to investigate any activity within its terms of reference or specifically delegated to it by the Board. It is authorised to request any information it requires from any Director, Governor, employee, auditors, or other assurance provider.
- 5.2 The Committee is empowered to consider any other relevant matters referred to it by the Trust. Care shall be taken to ensure that these matters are delegable by the Trust and that they are not within the remit of other committees.
- 5.3 The Committee is authorised to obtain any outside legal or independent professional advice it considers necessary, normally notifying the CEO or CFO of its intention before commissioning.

## 6. Duties

6.1 Conduct a salary review for senior postholders during every academic year and make recommendations to the Board of Directors, namely:

- Chief Executive Officer (CEO)
- Principals:
  - Hereford Sixth Form College
  - Worcester Sixth Form College
  - King Edward VI College, Stourbridge
- Headteachers:
  - The Chantry School
  - John Kyrle High School
- Chief Finance Officer (CFO)
- Director of Governance

6.2 Ensure any recommendations to the Trust Board regarding levels of executive pay (including salary and any other benefits) follow a robust evidence-based process, and are a reasonable and defensible reflection of the individual's role and responsibilities.

6.3 Advise the Board to ensure it discharges its responsibilities effectively, ensuring its approach to pay and benefits is transparent, proportionate and justifiable, including:

- an agreed process for determining executive pay
- independent scrutiny by the Board
- robust decision-making
- proportionality – that pay and benefits represent good value for money and are defensible relative to the public sector market
- documented decision-making with rationale
- a basic presumption that executive pay and benefits should not increase at a faster rate than that of teachers, in individual years and over the longer term understanding that inappropriate pay and benefits can be challenged by ESFA, particularly in instances of poor financial management of the Trust.

6.4 Evaluate annually the specific remuneration packages of senior postholders by reviewing and assessing performance target goals and objectives established before the commencement of the relevant period and determine whether such goals and objectives have been achieved at the end of the relevant period.

6.5 Ensure that the Trust publishes on its website the number of employees whose benefits exceeded £100k, in £10k bandings, for the previous year ended 31 August. Benefits for this purpose include salary, employers' pension contributions, other taxable benefits and termination payments. Where the academy trust has entered into an off-payroll arrangement with someone who is not an employee the amount paid by the trust for that person's work for the trust must also be included in the website disclosure where payment exceeds £100k as if they were an employee.

6.6 Advise the Trust on any compensation (including augmentation of pension benefits) which may be payable in the event of the early termination of the employment of the Senior Post holders with the broad aim of: -

6.6.1 Achieving equity where early termination is due to poor performance;

6.6.2 Dealing fairly with cases where termination is not due to poor performance.

## 7. Reporting Procedures

The recommendations of the Committee shall be submitted to the Board of Directors on the confidential agenda for consideration.

## Local Governing Body

### 1. Membership

- 1.1 The LGB shall comprise of a maximum of 20 Governors. Its composition shall include:
  - 1.1.1 Independent Governors who may be nominated via the Search and Governance Committee by the LGB.
  - 1.1.2 At least one and a maximum of two staff members elected by the staff who shall be representative of the staff team but not a staff representative.
  - 1.1.3 At least two (2) parent members, elected by parents of students of the Academy who shall again be representative of parents rather than being a parent representative.
  - 1.1.4 Two (2) Associate Student Governors for 16-19 LGBs who shall be elected by the students who shall be representative of the student body but not a student representative. In accordance with the Trust's Articles of Association, Associate Student Governors shall not have a vote and may be under 18 years of age.
  - 1.1.5 The Principal/Headteacher of the Academy on an ex officio basis
  - 1.1.6 The CEO of the Trust on an ex-officio basis, or their delegated representative (on an ex-officio basis)
- 1.2 The LGB will monitor its composition on an ongoing basis in order to address vacancies and succession planning.

### 2. Terms of Office

A Governor shall be appointed to serve a term of office of four years. Governors should not normally serve for more than two terms (or a maximum of eight (8) years) except where subsequently undertaking a new and more senior role, for example as chair. In exceptional circumstances, and at the recommendation of the Search and Governance Committee, annual extensions may be granted. The LGB shall be appointed by the Board of Directors who shall ratify appointments retrospectively following recommendations from the LGB. Appointments for elected members shall be noted.

### 3. Frequency of Meetings and Attendance

- 3.1 The LGB shall normally meet at least three times a year.
- 3.2 The Chair may request additional meetings if they consider that they are necessary.
- 3.3 Members of the Academy's senior leadership team, other than the Principal or Headteacher shall attend meetings at the invitation of the LGB.
- 3.4 The LGB shall also have the power to invite other persons to attend meetings as may be desirable and necessary.
- 3.5 The Clerk is eligible to attend meetings; the Director of Governance of the Trust may attend meetings from time to time with prior agreement with the Chair of the LGB.
- 3.6 There is an aspirational target for Governors to achieve 100% attendance during each academic year.

### 4. Authority

- 4.1 The LGB is accountable to the Board of Directors.
- 4.2 The LGB shall decide and set its own committee structure.
- 4.3 The LGB is empowered to consider any other relevant matters referred to it by the Trust. Care shall be taken to ensure that these matters are delegable by the Trust and that they are not within the remit of other committees.

## 5. Review of LGB's Effectiveness

The LGB shall annually review if it has met its terms of reference and remains fit for purpose.

## 6. Duties

**[6.7-6.10 based on the National Governance Association (NGA) model terms of reference]**

- 6.1 Provide a focus on governance of the academy at a local level overseeing the strategic direction of the academy (within the overall vision of the Trust). Although the Trust is responsible to set the budget plan to support delivery of the academy's strategic priorities, the academy shall monitor its budget. The LGB has a crucial role in holding the executive to account. These are incorporated below, which are based on the National Governance Association (NGA) model terms of reference for LGBs.
- 6.2 Receive and discuss issues arising from the Principal/Headteacher's report (including academic issues e.g. headline data, safeguarding, health and safety, school/college improvement, financial, personnel, and/or site issues).
- 6.3 Review and adopt applicable policies and receive and note any Trust wide policies.
- 6.4 Consider training requirements for individual Governors and the LGB.
- 6.5 Escalate any issues and/or concerns about the academy for consideration by the Board of Directors, the LGB or, when appropriate, directly by the LGB Chair.
- 6.6 Carry out functions in accordance with the Trust's scheme of delegation, namely:
  - 6.6.1 Recommend a budget plan to support delivery of the academy's strategic priorities.
  - 6.6.2 Periodically report to the Trust the work of the academy.
  - 6.6.3 Approve the academy's behaviour policy
  - 6.6.4 Approve the academy's exclusions policy
  - 6.6.5 Approve the academy's admissions policy and appeal process
  - 6.6.6 Provide assurance that key policies are embedded and followed, namely, the safeguarding policy, complaints procedure, health and safety procedures, GDPR, risk management processes and whistleblowing procedure.
- 6.7 Standards:
  - 6.7.1 Set the curriculum offer for the academy, ensuring that the Trust's vision, ethos and strategy is adopted and applied by academy leaders
  - 6.7.2 Work with senior leaders, both across the Trust and within the academy, to identify areas for improvement and develop strategies to address them in line with the Trust's strategic objectives
  - 6.7.3 Monitor academy performance and improvement through regular reviews of performance data, including exam results, attendance rates, and pupil/student progress
  - 6.7.4 Ensure that the curriculum is being provided to pupils/students in an appropriate manner for the academy's context
  - 6.7.5 Ensure that the required policies and procedures are in place and that the academy is operating effectively in line with these policies
  - 6.7.6 Establish a strong relationship with the headteacher/principal in order to provide effective support and challenge, including providing feedback to their performance management process
- 6.8 Stakeholder engagement:
  - 6.8.1 Consult stakeholders – pupils/students, parents, staff and the community – and use insights to inform decision-making
  - 6.8.2 Help stakeholders to understand the Trust's values and vision for the future

- 6.8.3 Provide the Trust Board with insight into the challenges and opportunities faced by the academy's local community
- 6.9 Safeguarding:
  - 6.9.1 Foster a culture that prioritises the safety and wellbeing of all pupils/students and staff in the academy
  - 6.9.2 Ensure that the adopted safeguarding policies and procedures reflect the safeguarding challenges and context of the academy, and monitor its implementation
  - 6.9.3 Designate a link governor to take leadership responsibility for safeguarding
  - 6.9.4 Monitor accommodation, ensuring that appropriate policies are adopted and followed in order to keep pupils/students, staff and visitors safe
- 6.10 SEND:
  - 6.10.1 Ensure that the Trust's overarching policy for pupils/students with special educational needs and disabilities (SEND) is implemented and adapted to the specific academy context where necessary
  - 6.10.2 Seek assurance that staff are trained to implement pupil/student strategies and support plans
  - 6.10.3 Ensure pupils/students with SEND have the resources they need to succeed
  - 6.10.4 Consider designating a link governor to take leadership responsibility for SEND
  - 6.10.5 Work in partnership with the Special Educational Needs Coordinator (SENCO) and other stakeholders across the MAT community to ensure that pupils/students with SEND are well-supported and included in all aspects of the academy's life
  - 6.10.6 Monitor the overall effectiveness of the academy's SEND provision, referring to pupil/student outcomes and other relevant data.

## **7. Reporting Procedures**

The CEO and/or Chair shall provide verbal feedback from the LGBs as a minimum at each meeting of the Board of Directors.