

Terms of Reference of Governance Committee

Version Control

1	24.01.20	GS Initial draft
2	29.01.20	AA amends plus Format and CT Comments
3	07.02.20	GS amends following Board comments
4	01.10.20	GS amends to remove responsibility for Board committee membership
5	16.07.21	Trust Board approves updates

Terms of Reference of Governance Committee

In accordance with Articles 105 and 137 of the Articles of Association, the Board of Trustees has established a Governance Committee. The Board of Trustees delegates authority to the Governance Committee to act in accordance with the approved Terms of Reference as stated below.

The Terms of Reference of the Trust's various committees, along with the Articles, the Scheme of Delegation and the Trust's policies issued from time to time form the framework by which the Trust is governed and managed, and in particular:

- how the Trustees ensure compliance with the various statutory and regulatory requirements placed upon them
- the relationship between the Trustees, the Academy Governance Committees, the Executive Team, and (in the case of Church Academies) the local Diocese
- how the Trustees, local governors and the executive team work together effectively

These Terms of Reference may be amended at any time by decision of the Trustees.

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PURPOSE

1. The overall purpose of the Governance Committee is to support the Board in ensuring that governance at all levels is equipped to provide confident and strong strategic leadership which leads to robust accountability, oversight and assurance for the educational and financial performance of the Trust.
2. To this end, the Committee will:
 - a. review, on an annual basis, the establishment, constitution, and terms of reference of all Trust committees (art. 101), including the Scheme of Delegation;
 - b. implement an annual skills audit of trustees and governors, review outcomes and make recommendations for ensuring that all Trust committees and AGCs have appropriate skills and experience;
 - c. review procedures and documentation relating to the recruitment of trustees and governors;
 - d. monitor the membership of AGCs;
 - e. review the effectiveness of induction and training programmes for trustees and governors, and make recommendations for governance training;
 - f. review the effectiveness of communication between the Trust Board and AGCs, including the effectiveness of the Chairs' Forum;
 - g. ensure that the effectiveness of governance is evaluated regularly at all levels, and make recommendations for external reviews where appropriate;
 - h. review, on a regular basis, its own performance, constitution and terms of reference to ensure that it is operating at maximum effectiveness; including the preparation and implementation of an annual Work Plan.

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MEMBERSHIP

1. Membership of the Governance Committee will comprise four committee members, including the CE, and two other trustees. A trustee, who is not the CE, will chair the Committee and will be appointed as the Committee chair by the Board, taking into account the skills and experiences required for the position and the balance of chairing responsibilities within the Trust. The Vice-Chair shall be appointed by the Governance Committee.
2. One Committee member shall be a Chair of Governors of one of the Trust's academies.
3. In appointing the Committee membership the Board will ensure that the Committee has the right balance of skills, knowledge and experience overall to fulfil its remit.
4. The Chief Operating Officer will attend as lead professional advisor to the Committee, supported by the Governance and Compliance Officer.

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CONSTITUTION

1. Frequency of meetings:

- a. There will be at least three meetings of the Governance Committee per academic year.
- b. Additional ad hoc meetings will be arranged as required.
- c. Time limited ad hoc working groups may be established as required.
- d. Such working groups should have clear terms of reference to clarify their purpose and reporting lines to the Governance Committee. The creation of any working group must be reported to the Board or relevant sub-committee to ensure consistent working across the Trust.

2. Quorum and Voting:

- a. The quorum shall be three committee members, including a majority of trustees.
- b. For every matter that requires a decision at a Governance Committee meeting, the Chair should encourage discussion of the pros and cons of the various options with a view to reaching a consensus. Where, after adequate discussion, the meeting has reached a clear consensus, the Chair should summarise the position which must be formally recorded as a decision in the minutes. Where a consensus is not possible or not clear, the Committee may wish to:
 - i. defer the matter for further investigation;
 - ii. refer the matter to the trust Board; or
 - iii. reach a decision through a formal vote, with the Chair having the casting vote if necessary.

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- c. For matters of major significance or where some individuals could be influenced by others, consideration should be given to conducting a secret vote. The outcome of any vote must be recorded in the minutes.

3. **Terms of Office:**

- a. The terms of office of the members shall be as follows:
 - i. Trustee Chair - appointed annually by the Trust Board
 - ii. Trustee/ AGC members: four years, renewable as agreed between the Board and the member, subject always to the needs of the Trust and to the member's term of office as a Trustee/AGC Chair.

4. **Clerk:**

- a. The Trust's Chief Operating Officer shall ensure that clerking support is available for each meeting; this will generally be provided by the Clerk to the Trust Board.

5. **Integrity and Openness:**

- a. Committee members will comply with the Trust's Code of Conduct and policy on conflicts of interest.