**Governance Arrangements**

The **Full Governing** **Board** has resolved to establish the following Committees:

* Quality, Standards and Personal Development Behaviour and Attitudes Committee (**Quality, Standards and PDBA Committee**);
* Finance and HR Committee (**Finance and HR Committee**)
* Audit and Risk Committee (**Audit and Risk Committee**)
* Pay and Personnel (**Pay and Personnel Committee**)
* MAT Steering Group (**MAT Steering Group)**

**Membership –Committees**

* Each Committee shall have a minimum of three members and maximum of five members. A majority of Committee members must be trustees of the Trust (**Trustees**).
* The **Full Governing** **Board** will appoint and remove all Committee members.
* The **Full Governing** **Board** will ensure that Committee members have the necessary skills, background and experience to properly fulfil the relevant Committee functions.
* The Committee members are set out in the Register of Committee Members maintained by the Trust.
* No member of the Finance and HR Committee can be appointed as a member of the Audit & Risk Committee.
* No member of staff can be appointed to the Audit and Risk Committee or the Pay and Personnel Committee.
* The Trustees recognise the overriding principles of the Academies Trust Handbook published by the ESFA (the **ATH**) and that the Audit & Risk Committee should be established in such a way as to achieve internal scrutiny which delivers objective and independent assurance for the Trust. In establishing the Audit & Risk Committee the **Full Governing** **Board** will adhere to the principles of the ATH and:
  + staff employed by the Trust will not be members of the Committee, but may attend meetings to provide information and participate in discussions; and
  + the Trust’s Accounting Officer and other relevant senior staff will routinely attend committee meetings in the capacity set out above.

**Chairs of Committees**

* The term **Chair** refers to the person appointed under this paragraph as chair of the relevant Committee
* Each Committee shall at the first meeting of each academic year elect a member to act as Chair of the Committee. The Committee will elect a temporary replacement from among the members present at any meeting where the Chair is absent.
* No person may act as Chair of a Committee unless they are also a Trustee.

No person may act as Chair if they are an employee of the Trust

**Authority, remit and responsibilities of the Committees**

* Each Committee shall be responsible for the matters as set out in the Terms of Reference approved by the Full Governing Board.
* Each Committee is authorised by the **Full Governing** **Board** to:
  + carry on any activity authorised by these Terms of Reference; and
  + seek any appropriate information that it properly requires to carry out its role from any senior employee of the Trust and all senior employees shall be directed to co-operate with any request made.
* Save with the consent of the **Full Governing** **Board**, the Committees may not establish Sub-Committees.

**Proceedings of Committee meetings**

* The Committees will meet as often as is necessary to fulfil their responsibilities but at least three times a year.
* Any two Committee members can request that the Chair convene a meeting by giving no less than 14 days prior notice.
* The quorum for the transaction of the Committee shall be a simple majority of the Committee members and no vote on any matter shall be taken at a meeting of the Committee unless the majority of members of the Committee present are Trustees.
* The Chair shall ensure that a Clerk is provided to take minutes at meetings of the Committees.
* Every matter to be decided at a meeting of a Committee must be determined by a majority of the votes of the members present and voting on the matter.
* Each Committee member present in person shall be entitled to one vote.
* Where there is an equal division of votes the Chair shall have a casting vote.
* A Register of Attendance shall be kept for each Committee meeting and published annually.
* Committees may invite attendance at meetings from persons who are not Committee members to assist or advise on a particular matter or range of issues. Such persons may speak with the permission of the Chair but shall not be entitled to vote.
* References in to the “Chair” shall in the absence of the Chair be deemed to be references to the Chair of the relevant Committee meeting.

**Conduct of Committee members**

* All Committee members shall always observe the provisions of the Trust’s Code of Governance.

**Members’ Interests**

* Committee members are required to declare any business or other interests in any item being discussed at a meeting.
* Each Committee member, if present at a Committee meeting, disclose their interest, withdraw from the meeting and not vote on a matter if:
  + there may be a conflict between their interests and the interests of the Academy or the Trust;
  + there is reasonable doubt about their ability to act impartially in relation to a matter where a fair hearing is required; or
  + they have a personal interest (this is where they and/or a close relative will be directly affected by the decision of the Committee in relation to that matter) in a matter.