

Governance Arrangements

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

- Quality, Standards and Personal Development Behaviour and Welfare Committee (**Quality, Standards and PDBW 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.