

## 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
- Nominations Committee

### 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 and which at the date of adoption of these Terms of Reference is set out in Appendix 2.
- No member of the Finance and HR Committee can be appointed as a member of the Audit & Risk 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.

### Appeal Panels

The Clerk will convene an appeal panel in line with the following:

- any relevant disciplinary, capability or pay policy which is in place at the time and which requires the involvement of Trustees.
- to hear any appeal by a teacher against entries made within their appraisal statement.
- to hear any appeal by a teacher against the outcome of their threshold assessment application.

- To consider staff grievances where there is a referral under the grievance procedure adopted by the Board.
- To consider staff complaints of harassment where there is a referral to the Committee under the procedure adopted by the Board.
- To consider any permanent exclusions in accordance with the behaviour policy in place at the time
- To consider appeals under other procedures as may from time to time be delegated by the Trust Board,

#### **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 Appendix 3.
- 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.