

## Governance Arrangements

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

- Quality and Standards Committee
- Finance and HR Committee
- Audit and Risk Committee
- Performance and Pay Committee
- 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 Chair of the Board cannot be appointed as the Chair of the Finance and HR Committee.
- The Trustees recognise the overriding principles of the Academy 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 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, shall 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 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.

#### **Disqualification & Removal of Committee Members**

- A person shall be ineligible for appointment to a Committee and, if already appointed, shall immediately cease to be a member if the relevant individual:
  - is or becomes disqualified from holding office under the Trust’s Articles of Association;
  - is or becomes disqualified from holding office as a Governor of a school or academy;
  - is included in the list of teachers or workers considered by the Secretary of State as unsuitable to work with children or young people;
  - is barred from any regulated activity relating to children;
  - is or becomes bankrupt or makes any arrangement or composition with his/her creditors generally; or their estate has been sequestrated and the sequestration has not been discharged, annulled or reduced;
  - is convicted of any criminal offence (other than minor offences under the Road Traffic Acts or the Road Safety Acts for which a fine or non-custodial penalty is imposed or any conviction which is a spent conviction for the purposes of the Rehabilitation of Offenders Act 1974);
  - has been fined for causing a nuisance or disturbance on Academy Trust premises during the 5 years prior to or since appointment or election as a Committee member;
  - refuses to an application being made to the Disclosure and Barring Services (DBS) for a criminal records check;

- commits a serious breach of the Trust's code of governance or any standing order or protocol implemented by the Board;
  
- resigns his/her office by notice in writing to the relevant Chair.

### **Reporting Procedures**

- Within 14 days of each meeting each Committee will:
  - produce and agree minutes of its meetings including
    - (i) decisions made,
    - (ii) recommendations to the **Full Governing Board**,
    - (iii) any items for the information of the **Full Governing Board** and
    - (iv) items for further discussion by the **Full Governing Board**
  
- The minutes can be agreed by Committee Members by email.
  
- The minutes will be available electronically within 21 days of each Committee meeting.
  
- Committees shall arrange for the production and delivery of such other reports or updates as requested by the Board from time to time.
  
- Each Committee shall conduct an annual review of its work and the powers and functions delegated to it under these Terms of Reference and shall report the outcome and make recommendations to the Board.

## Appendix 1

### The Full Governing Board of Shooter's Hill Sixth Form College

Jacqueline Gray (re-appointed by Members 22 May 2023) - Chair from 8 July 2020

Valliyappan Balaguru (re-appointed by Members 22 May 2023)

Fred Gichuhi (Staff trustee appointed 9 December 2020)

(John) Dominic Scarlett (re-appointed by Members 22 May 2023)

Paul Proctor (re-appointed by Members 22 May 2023)

Andrew Stanley (appointed, co-opted 8 September 2021)

Clive Mardner (re-appointed by Members 22 May 2023)

Pamela Morgan (Parent Trustee appointed 6 December 2022)

Scott Rattray (Staff Trustee appointed 17 January 2023)

Spencer Drury (appointed by Members 22 May 2023)

Ivis Williams (appointed, co-opted 17 January 2024)

Anthony Chan (Parent Trustee appointed 9 January 2024)

## Appendix 2

### The Register of Committee/Group Members

#### **Quality and Standards Committee**

Spencer Drury  
Fred Gichuhi  
(John) Dominic Scarlett (Chair)  
Andy Stanley

#### **Finance and HR Committee**

Valliyappan Balaguru (Chair)  
Pamela Morgan  
(John) Dominic Scarlett  
Andy Stanley  
Anthony Chan

#### **Performance and Pay Sub-Committee**

Jackie Gray  
Clive Mardner  
(John) Dominic Scarlett (Chair)

#### **Audit and Risk Committee**

Jackie Gray  
Scott Rattray  
Clive Mardner (Chair)  
Paul Proctor  
Ivis Williams

#### **Nominations Committee**

Spencer Drury  
Fred Gichuhi  
Jackie Gray (Chair)  
Clive Mardner

## Appendix 3

### Powers & Functions Delegated

#### Remit and Responsibilities of the Audit & Risk Committee

The powers and functions delegated by the **Full Governing Board** to the Audit & Risk Committee are as set out below.

##### External Audit

- To consider the appointment of the external auditor and assess independence of the external auditor, ensuring that key audit personnel are rotated at appropriate intervals.
- To recommend the audit fees to the Board and pre-approve any fees in excess of £10,000 in respect of non-audit services provided by the external auditor and to ensure that the provision of non-audit services does not impair the external auditors' independence or objectivity.
- To oversee the process for selecting the external auditor and make appropriate recommendations through the Board to the members of the Trust to consider at any general meeting where the accounts are laid before members.
- To discuss with the external auditor the nature and scope of each forthcoming audit and to ensure that the external auditor receives the fullest co-operation.
- To review the external auditor's annual management letter and all other reports and recommendations, together with the appropriateness of management's response.
- To review the performance of the external auditor on an annual basis.
- To recommend to the Board the appointment/re-appointment of the external auditor.
- To review and consider the circumstances surrounding any resignation or dismissal of the external auditor.

##### Internal Audit

- To set and review the internal audit programme and ensure that the internal audit function is adequately resourced and has appropriate standing within the Trust.
- To review the reports and recommendations of the internal audit, together with the appropriateness of management's response.
- To monitor the implementation of action agreed by management in response to reports from the external auditor internal audits.

##### Financial Management & Policies

- To keep under review the Trust's financial management and reporting arrangements, providing constructive challenge (where necessary) to the actions and judgements of management in relation to the interim management and financial accounts, statements and reports and the annual accounts and financial statements, prior to submission to the Board, paying particular attention to:

- critical accounting policies and practices, and any changes in them
  - decisions requiring a major element of judgement
  - the extent to which the financial statements are affected by any unusual or complex transactions in the year and how they are disclosed
  - the clarity and transparency of disclosures
  - significant adjustments resulting from the audit
  - the going concern assumption
  - compliance with accounting standards
  - compliance with DfE and legal requirements.
- To review the Trust's policy and procedures for handling allegations from whistle-blowers and recommend to the Full Governing Board
  - To review the Trust's policies and procedures for handling allegations of fraud, bribery and corruption.
  - To receive reports on the outcome of investigations of suspected or alleged impropriety.
  - To review the adequacy of policies for ensuring compliance with relevant regulatory, legal and code of conduct requirements.
  - To ensure that any significant losses are investigated and reported to the DfE/ESFA where required.
  - To review the Trust's risk management policy and strategy for the identification, assessment, evaluation, management and reporting of risks.
  - To review the adequacy and robustness of risk registers.
  - To keep under review the adequacy and effectiveness of the Trust's governance, risk management and internal control arrangements, as well as its arrangements for securing value for money, through reports and assurances received from management, internal audit, the external auditor and any other relevant independent assurances or reports (e.g. from the National Audit Office).
  - To review all risk and control related disclosure statements, in particular the Trust's annual "Statement on Internal Control", together with any associated reports and opinions from management, the external auditor and Responsible Officer, prior to endorsement by the Trust Board.
  - To review any recommendations made by the Secretary of State for Education for improving the financial management of the Academy.

#### **General**

- To review or investigate any other matters referred to the Audit & Risk Committee by the Board.
- To draw any significant recommendations and matters of concern to the attention of the Board.



## Remit and Responsibilities of the Finance and HR Committee

The powers and functions delegated by the **Full Governing Board** to the Finance and HR Committee are as set out below.

### Funding

- To consider the College's indicative funding, notified annually and any ad hoc funding by the DfE/ESFA and to assess its implications. This will be in consultation with Principal together with the Chief Financial Officer, in advance of the financial year and any funding during the year, drawing any matters of significance or concern to the attention of the Board.
- To review pupil number estimates in budgets and any forecast during the year, which underpin funding

### Budgeting

- To contribute to the formulation of the College's strategic plans, through the consideration of financial priorities and proposals, in consultation with the Principal and with the stated and agreed aims and objectives of the College.
- To review a realistic three-year financial plan, taking into account the vision and strategic plans. Recommend the same to Board.
- To receive and make recommendations on the broad budget headings and areas of expenditure to be adopted in the annual budget and forecasts during the year, ensuring resources are allocated in line with strategic plans and Quality Improvement plans. Recommend the same to Board.
- To receive the management accounts in order to monitor the cash position and income and expenditure. This will include the level and use of any contingency fund or balances, ensuring the compatibility of all such proposals with the development priorities set out in the College's strategic plans.
- To liaise with and receive reports from appropriate committees and make recommendations to those committees about the financial aspects of matters they are considering.
- To consider the spending plans of other committees and report back and advise the Board.
- To delegate the day-to-day management of the approved budget to the Principal and Leadership team of the College, within agreed authorisation limits.

### Expenditure

- To monitor and review expenditure on a regular basis and ensure compliance with the overall financial plan for the College, and with the financial regulations of the Trust, drawing any matters of concern to the attention of the Board.
- To consider requests for supplementary expenditure and make appropriate recommendations to the Board.

### Financial Procedures

- To review financial policies like Reserves, Investment, and the Financial Handbook to ensure they consider long-term planning and resourcing in accordance with the College's strategic plans.

- To monitor and review procedures for ensuring the effective implementation and operation of financial procedures, on a regular basis, including the implementation of bank account arrangements and where appropriate make recommendations for improvement.
- To review and recommend the financial statements that form part of any Board report and to any stakeholders or any filing in accordance with requirements of the Companies Act, Charity Commission and Funding Agreement (including the AFH).
- To ensure that the trust follows basic procurement rules and achieves best value for money when acquiring goods and services.
- To review on behalf of the Board the School Resource Management Self-Assessment Checklist

#### **Health & Safety**

- To ensure that Health and Safety policies, procedures and training are effective and comply with the law at all times, having regard to statutory guidance.
- To receive the Health and Safety audit report which covers the responsibilities of the Board under the Environmental Protection Act and provide advice as necessary.
- To receive regular reports on accident statistics, near misses, incidents of violence or aggression and provide advice as necessary.

#### **Property and Asset Management**

- To ensure that inspections of the trust premises and equipment take place (annually and at appropriate intervals), and a report is received identifying any issues
- To confirm that an asset recording system is in place, including an inventory and fixed asset register for the College.
- To advise the Board on environmental issues to ensure the College is acting as a responsible institution in its duty to conserve energy, materials and with regard to the local community.

#### **Human Resources**

- To receive reports, give advice as requested by the HR Director or Principal and/or make recommendations to the Board on all aspects of matters relating to staff.
- To advise on the strategic planning of human resources including succession plans
- To review staff absence rates and staff turnover rates and ensure action is being taken to maintain these at an appropriate level.
- To monitor the provision of staff training and CPD, ensuring sufficient budget is allocated
- To advise and recommend revisions to those policies which affect staff, including but not limited to those which relate to recruitment, retention, record-keeping, induction, training, allegations against staff, equalities, discipline and grievance, professional conduct, professional development, charging and remissions, training, performance management, management of stress, trade unions, whistle-blowing and pay. Ensure that all HR related policies and procedures (including recruitment procedures) comply with current legislation including but not limited to the Employee Rights Act, equality legislation and safer recruitment practices.
- Ensure that appropriate staff consultation has taken place as necessary when policies are materially changed
- To ensure the legal requirements for Early Career Teachers induction are complied with.

- To carry out a review of the staffing establishment whenever there is a vacancy and at least once per year in relation to the staffing element of the SAR and Quality Improvement Plan.
- On an ad hoc basis, approve resources within the agreed AY budget or recommend to the FGB for additional resources required when the cost is over the agreed AY budget.

### General

- To review on behalf of the Board the School Resource Management Self-Assessment Tool Checklist and recommend to the Board for approval.
- Reviewing or investigating any other matters referred to the Finance and HR Committee by the Board.
- Drawing any significant recommendations and matters of concern to the attention of the Board.
- Review and act upon any issues identified by benchmarking against similar trusts, internal or external scrutiny.
- Review and approve on behalf of the Board the following policies:
  - Staff Discipline and Grievance
  - Appraisal Procedure for Teachers
  - Capability of Staff teaching
  - Conflict of Interest
  - Model Capability Procedure for Teachers
  - Staff Codes of Conduct
  - Charging and Remissions

## Remit and Responsibilities of the Performance & Pay Committee (sub-committee of Finance and HR)

### Pay

- To review and submit recommendations for the adoption by the **Full Governing Board** of:
  - an Academy pay policy
- To operate in accordance with the statutory appraisal regulations and the relevant Academy's adopted policy as follows:
  - to select an external adviser to advise the Committee undertaking the appraisal of the Principal;
  - to take advice from the external adviser when agreeing objectives and reviewing the Principal's performance
  - to agree performance objectives with the Principal;
  - to conduct the Principal's appraisal;
  - to determine whether the outcome of the Principal's appraisal meets the criteria for pay progression as covered under the adopted pay policy;

- to support the Principal with the annual report to the Board on appraisal arrangements and outcomes;
- To moderate pay decisions across the Academy ensuring that the College's approach to pay and benefits is transparent, proportionate, and justifiable.
- To determine annually, [in accordance with the School Teachers' Pay and Conditions Document the Appraisal and Pay Policy adopted by the Academy and the Academy's salaries budget], the salaries of teaching staff.
- To determine annually, in accordance with the adopted Pay Policy and any appropriate regulations and agreements and within the salaries budget, the salaries and gradings of support staff.
- To deal with any other matters relating to pay, appraisal and employment as may be referred by the Board.

#### **Personnel**

- To advise the Board on the appointment of the Principal.

### Remit and Responsibilities of the Quality and Standards Committee

- To review the Admissions Policy and recommend for approval to the Board.
- To review the Trust's Self-Assessment Report and Development Plan and recommend for approval to the Board.
- To monitor progress on areas, as identified in the Trust's Self-Assessment Report, for improvement.
- To receive regular reports on, and to consider, targets and performance indicators (e.g. pass rate, retention, achievement, value added and attendance) and recommend these for approval by the Board.
- To monitor, on behalf of the Board, the implementation of the Trust's Curriculum Policy.
- To receive regular reports on, and to monitor, the quality of teaching and learning and to address issues arising.
- To monitor the impact of enrichment, work experience and employer engagement activities in support of student health & wellbeing.
- To receive reports on, and to monitor the quality of all study programmes.
- To receive regular reports on, and to monitor, the learner's experience (e.g. student surveys and complaints).
- To receive regular reports on Attendance, Punctuality, Behaviour and Safeguarding.
- To monitor, on behalf of the Board, the implementation of the Trust's Safeguarding, Equality and Diversity Policy.
- To approve the following policies

Capability Teaching Flowchart

Curriculum Policy and Plan

Examination Contingency Plan

Mental Health & Wellbeing

Quality Assurance Framework

**NB All areas of the curriculum will be accessible to learners of all abilities including High Needs.**

## Remit and Responsibilities of the Nominations Committee

### 1. Membership

1. The committee shall comprise at least three trustees including either the Chair of FGB or the Vice Chair
2. Appointments to the committee are made by the full governing board (FGB)
3. Only members of the committee have the right to attend committee meetings. However, other individuals such as the principal, the human resources director and external advisers may be invited to attend for all or part of any meeting, as and when appropriate.
4. The chair of the FGB shall not chair the committee when it is dealing with the matter of succession of the chair of the FGB.

### 2. Secretary

The governance professional, or their nominee, shall act as the secretary of the committee and will ensure that the committee receives information and papers in a timely manner to enable full and proper consideration to be given to issues.

### 3. Quorum

The quorum necessary for the transaction of business shall be two.

### 4. Frequency of meetings

The committee shall meet at least twice a year and otherwise as required. The first meeting shall be within the first half term of the new academic year.

### 5. Notice of meetings

1. Meetings of the committee shall be called by the secretary of the committee at the request of the committee chair or any of its members.
2. Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be forwarded to each member of the committee and any other person required to attend no later than five working days before the date of the meeting. Supporting papers shall be sent to committee members and to other attendees, as appropriate, at the same time.

### 6. Minutes of meetings

1. The secretary shall minute the proceedings and decisions of all committee meetings, including recording the names of those present and in attendance.
2. Draft minutes of committee meetings shall be circulated to all members of the committee. Once approved, minutes should be circulated to all other members of the board unless, exceptionally, it would be inappropriate to do so.

### 7. Duties

The committee shall carry out the duties below:

1. Regularly review the structure, size and composition (including the skills, knowledge, experience and diversity) of the board and make recommendations to the board regarding any changes.
2. Be responsible for identifying and nominating for the approval of the board, candidates to fill board vacancies as and when they arise.

3. Before any appointment is made by the board, evaluate the balance of skills, knowledge, experience and diversity on the board and, in the light of this evaluation, prepare a description of the role and capabilities required for a particular appointment and the time commitment expected. In identifying suitable candidates, the committee shall:
  - i. use open advertising or the services of external advisers to facilitate the search
  - ii. consider candidates from a wide range of backgrounds
  - iii. consider candidates on merit and against objective criteria, having due regard to the benefits of diversity on the board and taking care that appointees have enough time available to devote to the position.
4. Ensure that, on appointment to the FGB, trustees receive a formal letter of appointment.
5. At least every three years, provide a recommendation to the FGB for an external party to conduct an independent governance review, covering governance structure, operations and performance. In making this recommendation to the FGB the committee shall propose:
  - i. The timing of such a review; and
  - ii. Who should conduct such a review
6. Review any results of the annual self-assessment board performance evaluation process that relate to the composition of the board and succession planning.

#### **8. Reporting responsibilities**

1. The committee chair shall report to the FGB after each meeting on the nature and content of its discussion, recommendations and action to be taken.
2. The committee shall make whatever recommendations to the board it deems appropriate on any area within its remit where action or improvement is needed, and adequate time should be made available for board discussion when necessary.

#### **9. Other matters**

The committee shall

1. Have access to sufficient resources to carry out its duties, including access to the governance professional for advice and assistance as required.
2. At least annually, review the committee's constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the board for approval.

#### **10. Authority**

The committee is authorised by the FGB to obtain, at the Trust's expense, outside legal or other professional advice on any matters within its terms of reference.