

SAND Academies Trust

Terms of Reference Governance Committee



Objective / Responsibility

The role of the Committee is to advise the Board on the appointment of trustees to the Board and its committees and on all matters relating to membership, appointment, Board operation and governance. This responsibility extends to the good operation of LABs and in the following 'Board' includes LABs.

Function

The Committee leads the process of identifying and making recommendations to the Board on candidates for appointment to the Board or as co-opted committee members. The Committee also keeps under review the structure and organisation of the Board and its effectiveness, in line with the principles of good governance, and makes recommendations to the Board on any changes required as a result

Membership

Minimum 3 Trustees including the Board Chair, Vice-Chair and CEO. The Chair and Vice-Chair of the Committee must be Trustees (the Board Chair will not normally be Chair of the Governance Committee).

The Committee may co-opt an additional member to add expertise in identified key areas. Such co-opted member shall be regarded as a full member of the Committee and shall have the power to vote.

Co-opted committee members will not become Board members by virtue of their membership of the Committee. In Attendance (by invitation): Any other persons including SAND staff, as required.

Voting

3 members of the Committee, 2 of whom must be Trustees.

Emergency interim committee membership: Should a Member of the Board attend a meeting of a committee of which they are not a member and should that committee be or become inquorate, then that Member will become a member of the committee for the day of the meeting.

An individual with an interest in an item shall not be included in the quorum for that item.

Meetings

Termly.

Membership

Chair of Board, CEO, Vice-Chair of Board, Chair of Governance

Meeting Administration

Governance Professional to Trust Board or delegated. Not the CEO or a member of staff present at the meeting. Access to minutes; Trustees and Members.

Term of Office

1 year (appointed when Terms of Reference reviewed).

Terms of Reference

The committee will;

- To keep under review the membership of the Board and to ensure the succession and continuity of the Board, its officers and of the Board committees.
 - To keep under review the contribution of individual Board and co-opted committee members, in particular those who are eligible for re-appointment, including evaluating the attendance and contribution of Board and co-opted committee members.
 - To keep under review the skills of existing Board and co-opted members and to identify the 'necessary skills '(the skills and experience, other than professional qualifications, specified by the Board as appropriate for members to have) required on the Board to ensure that the Board carries out its functions under the Articles.
 - To make recommendations for the appointment and (where permissible) the co-option of individuals to Board membership and committee membership having regard to the obligations of the Board in relation to:
 - o equality, diversity and inclusion
 - o the local community
 - o the necessary skills
- with the aim of achieving a balanced and diverse Board membership.
- Annually to review the eligibility of members under the Articles.
 - To make recommendations to the Board on any other matters relating to membership, appointment and Board operation.

Board Development

- To review and agree the Board’s training and development requirements and approve an annual training and development plan for the Board.
- To review and assess the impact of the annual training and development completed by the Board prior to the inclusion of a statement in the annual report and accounts.

Governance Professional’s Development

To review and assess the impact of the annual training completed by the Governance Professional prior to the inclusion of a statement in the annual report and accounts.

Governance

- Having regard to the role of the Risk and Audit Committee in relation to corporate governance, to keep under review the constitution and governance structure (including the Board and committee structure) of the Trust and to make recommendations to the Board as necessary.
- To review current practice on the Board in conjunction with advice from the Governance Professional (including material to support the appointment, induction, appraisal and development of Board members), to consider any changes to it in the light of recommendations for good governance practice from within and outside of the sector and to make recommendations to the Board accordingly.
- To make a statement in the Annual Report/Financial Statements regarding its activities, membership, number of meetings.

Annual Statement

To produce an annual statement or report describing the work undertaken by the Committee including the Board’s recruitment policy and practices, a description of its policy on equality and diversity and any measurable objectives that it has set together with progress in their implementation. The annual statement may be included in the annual report and accounts.

Approved by SAND Academies Trust Board	
Next Review date	