

## Nominations & Governance Committee



### Terms of Reference

#### **Purpose**

To advise the Trust on appointments and succession planning, taking into consideration the overall constitution of - and skillsets needed by - the Board and its Committees (including the Educational Excellence Committee [EEC]). The Nominations and Governance Committee is also responsible for advising the Trust of any governance changes needed to comply with latest good governance advice and best practice.

#### **Responsibilities**

1. To determine and apply the arrangements for the recruitment of new Trustees and Committee members;
2. To make recommendations to the Trust Board on the appointment/reappointment of all Trustees and Committee members, except the elected parent members of the EEC, having regard at all times to the provisions of the Articles of Association;
3. To recommend and review the arrangements for the election of parent members of the EEC;
4. To recommend to the Board, annually, the appointment of Committee Chairs and Vice-Chairs;
5. To review the composition of the Board and its Committees to ensure adequate succession planning, a suitable range of skills and that the membership reflects the community served;
6. To monitor the attendance of members at meetings of the Board and its Committees, and to take action where continual non-attendance is identified;
7. To review the annual Governance Self Evaluation and address any training needs of individuals and/or the Board and its Committees;
8. To advise on the means by which the Board and its Committees collectively and individually evaluate their performance and consider the evaluation outcomes;
9. To advise on the number of Board and Committee members within the parameters set out by the Articles of Association;
10. To develop, review regularly and recommend to the Board policies and procedures relating to governance;
11. To review the Trust's Code of Conduct and Governance Handbook, Scheme of Delegation and Articles of Association in the light of changing circumstances and make revision recommendations, as appropriate.
12. Recommend to the Board procedures for electing/recruiting/reappointing a new Chair as appropriate. [The current Chair will not participate in such discussions/processes which will be led by a Vice-Chair who has no interest in becoming Chair].

#### **Delegated Authorities**

1. To determine and apply the arrangements for the recruitment of new Trustees and Committee members;

#### **Policies/Reports to scrutinise and recommend to the Trust Board:**

1. Code of Conduct
2. Scheme of Delegation
3. Governance Handbook
4. Selection of Trustees policy
5. Terms of Office policy
6. Access to Governance Information policy
7. Policy on Chair's Action

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#### **Membership**

The Committee shall comprise up to five members including the Chair and Vice-Chairs of the Board, the CEO and the sponsor's representative Member.

The Committee may invite the Trust's advisers or other third parties to attend meetings as appropriate (such persons shall be entitled to speak at the meeting, but not to vote).

The quorum for meetings of the Committee shall be three.

#### **Chair**

The Chair of the Trust Board will be the Chair of the Committee.

#### **Vice-Chair**

The Vice Chair of the Trust Board will be the Vice Chair of the Committee.

#### **Clerk**

The Trust Clerk shall act as Clerk to the Committee

#### **Frequency of Meetings**

The Committee will meet not less than twice a year.

#### **Term of Office**

Appointments of members of the Committee will cease at the end of their term of office as a Trustee, unless members opt to terminate their membership by issuing notice of resignation to the Trust Clerk.

#### **Powers**

This Committee is advisory to the Board, apart from the specific powers delegated above and any additional powers as delegated by the Trust Board, from time to time.