

Appointment and Term of Office Policy

1. Introduction

- 1.1 In this Policy “Committee” shall mean the Nominations and Governance Committee.
- 1.2 The Committee advises the Trust Board on all aspects of the governance and the Members on the Trust’s membership, including the appointment and reappointment of Trustees, keeping the Trust Board’s skill audit and diversity data under review with a view to aligning it with future needs and seeking appropriate improvements if possible.
- 1.3 The Committee will review terms of office that are due to expire and will seek to ensure that periods of time when the Trust Board is below full membership are minimised.

2. Appointments

- 2.1 It is a condition of appointment for all Members, Trustees and Committee Members that they must:
- i. Agree in writing to be bound by the Trust’s Code of Conduct, Articles of Association, Scheme of Delegation, and the Policies and Procedures of the Trust
 - ii. Declare all relevant pecuniary and business interests annually, and in the event of any changes, to the Governance Professional
 - iii. Undertake suitable referencing checks to ensure their eligibility for membership
- 2.2 Pursuant to Article 82. *The Trustees shall each school year elect a chair and a vice-chair from among their number. A Trustee who is employed by the Academy Trust shall not be eligible for election as chair or vice-chair.*
- 2.3 The Members are responsible for the appointments of Member appointed Trustees to the Trust Board and are able to appoint additional Members.
- 2.4 In line with good governance, the composition of the Trust Board will maintain a majority of Trustees who are independent from the Trust’s sponsor; and will consider this when planning all appointments and succession planning.
- 2.5 The Trust Board is responsible for appointments of co-opted Trustees to the Trust Board and are responsible for the selection and appointment of Trustees and Committee members, except the Parent members which shall be elected (see 2.6).
- 2.6 Pursuant to Article 53. [...] *at least 2 Parent Local Governors on each established Local Governing Body [...] the Trust’s Educational Excellence Committee will contain 1 parent from ASFC and 1 parent from OSFC. These Committee members will be elected by the parent bodies at each College.*
- 2.7 The Trust’s Educational Excellence Committee will contain 1 staff member from ASFC and 1 staff member from OSFC. These Committee members will be appointed by the Committee.
- 2.8 The Trust’s Educational Excellence Committee may also contain up to seven additional appointed Committee members with the relevant skills.
- 2.9 The Trust Board is responsible for the appointment and membership of Trustees to its’ Committee structure and is responsible for agreeing the Chairs and Vice Chairs of each Committee for the forthcoming year at its final meeting of the current academic year, in July.

3. Terms of Office

- 3.1 Pursuant to Article 64. *The term of office for any Trustee shall be four years, save that this time limit shall not apply to any post which is held ex officio. Subject to remaining eligible to be a particular type of Trustee, any Trustee may be re-appointed or re-elected.*
- 3.2 In line with the report on Standards in Public Life (1996) the Trust Board has agreed a maximum term (for Trustees and Committee Members) in order to ensure good governance and maintain objectivity and independence. The Trust Board has agreed a maximum term of 12 years.
- 3.3 The Chair of the Trust Board, whilst serving as Chair, may be permitted an extension of office up to a maximum cumulative total of 12 years subject to their reappointment as Chair of the Trust Board being agreed annually by the Trust Board.

- 3.4 Pursuant to Article 57. *Providing that the Chief Executive Officer agrees so to act, the Members may by ordinary resolution appoint the Chief Executive Officer as a Trustee.*
- 3.5 The Trust Board has determined that the standard term of office for Educational Excellence Committee members shall be 4 years.
- 3.5 The Trust Board has determined that the standard term of office for Parent Educational Excellence Committee members shall be 2 years, to coincide with the planned final year of their child's studies at the College.
- 3.6 The Trust Board has determined that the standard term of office for Staff Educational Excellence Committee members shall be 2 years.

4. Resignation, Termination and Removal

- 4.1 Pursuant to Articles 65 - 67.
65. *A Trustee shall cease to hold office if they resign their office by notice to the Academy Trust (but only if at least three Trustees will remain in office when the notice of resignation is to take effect).*
66. *A Trustee shall cease to hold office if they are removed by the person or persons who appointed or elected them, or otherwise by ordinary resolution of the Members in accordance with the Companies Act 2006.*
67. *Where a Trustee resigns their office or is removed from office, the Trustee or, where they are removed from office, those removing them, shall give written notice thereof to the Clerk.*

5. Disqualification and Removal of Trustees

- 5.1 Pursuant to Articles 68 – 80.
68. *No person shall be qualified to be a Trustee unless they are aged 18 or over at the date of their election or appointment. No current pupil or current student of any of the Academies shall be a Trustee.*
69. *A Trustee shall cease to hold office if they become incapable by reason of illness or injury of managing or administering their own affairs.*
70. *A Trustee shall cease to hold office if they are absent without the permission of the Trustees from all their meetings held within a period of six months and the Trustees resolve that their office be vacated.*
71. *A person shall be disqualified from holding or continuing to hold office as a Trustee if –*
- a. they have been declared bankrupt and/or their estate has been seized from their possession for the benefit of their creditors and the declaration or seizure has not been discharged, annulled or reduced; or*
 - b. they are the subject of a bankruptcy restrictions order or an interim order.*
72. *A person shall be disqualified from holding or continuing to hold office as a Trustee at any time when they are subject to a disqualification order or a disqualification undertaking under the Company Directors Disqualification Act 1986 or to an order made under section 429(2)(b) of the Insolvency Act 1986 (failure to pay under county court administration order).*
73. *A Trustee shall cease to hold office if they cease to be a Trustee by virtue of any provision in the Companies Act 2006, is disqualified from acting as a trustee by virtue of section 178 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).*
74. *A person shall be disqualified from holding or continuing to hold office as a Trustee if they have been removed from the office of charity trustee or trustee for a charity by an order made by the Charity Commission or the High Court on the grounds of any misconduct or mismanagement in the administration of the charity for which they were responsible or to which they were privy, or which they by their conduct contributed to or facilitated.*
75. *Not used.*
76. *Not used.*
77. *A person shall be disqualified from holding or continuing to hold office as a Trustee where they have, at any time, been convicted of any criminal offence, excluding any that have been spent under the Rehabilitation of Offenders Act 1974 as amended, and excluding any offence for which the maximum sentence is a fine or a lesser sentence except where a person has been convicted of any offence which falls under section 178 of the Charities Act 2011.*

78. After the first Academy has opened, a person shall be disqualified from holding or continuing to hold office as a Trustee if they have not provided to the chair of the Trustees a criminal records certificate at an enhanced disclosure level under section 113B of the Police Act 1997. In the event that the certificate discloses any information which would in the opinion of either the chair or the Chief Executive Officer confirm their unsuitability to work with children that person shall be disqualified. If a dispute arises as to whether a person shall be disqualified, a referral shall be made to the Secretary of State to determine the matter. The determination of the Secretary of State shall be final.

79. Where, by virtue of these Articles a person becomes disqualified from holding, or continuing to hold office as a Trustee; and they are, or are proposed, to become such a Trustee, they shall upon becoming so disqualified give written notice of that fact to the Clerk.

80. Articles 68 to 74, Articles 77 to 79 and Articles 97 to 98 also apply to any member of any committee or delegate of the Trustees, including a Local Governing Body, who is not a Trustee.

6. Disqualification and Removal of Committee Members

- 6.1 In line with good governance Articles 68 – 80 shall also apply to Educational Excellence Committee members.
- 6.2 Educational Excellence Committee members may also be removed by the Trust Board from their role if they do not demonstrate to be acting in the best interests of the Trust, in support of the Trust's ethos, vision, mission and strategic objectives, and/or do not comply with the Trust's Code of Conduct.

7. Expiry of the Term of Office of an existing Trustee

- 7.1 The Governance Professional shall report to the Committee the name of any Trustee whose term of office is nearing its expiry. This must be done in sufficient time for the Committee to report to the next Trust Board meeting before the term of office expires.
- 7.2 The Chair of the Trust Board and/or Governance Professional will ascertain in advance of the Committee meeting whether the Trustee in question is willing to be reappointed.
- 7.3 The Committee will consider whether the Trustee is appropriate for reappointment, based on the following criteria:
 - i. The Trustee's contribution and commitment to the Trust.
 - ii. The Trustee's length of service, inclusive of previous reappointments.
 - iii. The Trustee's skills and experience and the alignment of these to the future needs required by the Board and/or its Committees.
 - iv. Whether it would be more beneficial and/or appropriate to appoint a new Trustee to refresh the range of skills, experience and diversity of the Trust Board.
- 7.4 A Trustee's term of office will expire automatically unless the Committee recommends the reappointment *and* the Trust Board (if Co-opted) or Members (if Member appointed) accept the recommendation.
- 7.5 If the Trustee is not willing and able to serve for a further term of office, a vacancy arises.

8. Filling of Trustee Vacancies

- 8.1 When a Trustee vacancy arises, the Committee will review the current skill mix and diversity of Trust Board and its Committees along with the anticipated requirements of the Trust Board, note any Trustee Lead responsibilities the outgoing Trustee may be vacating and note how the vacancy affects the independence of the Trust Board (see 2.4)
- 8.2 The Governance Professional will inform the Members of the vacancy and of the required skillset needed of the new Trustee.
- 8.3 The Committee may employ a variety of recruitment methods including advertisements, head hunting, direct approaches and recommendations in order to source a suitably qualified Trustee. The method employed will depend upon need but will always be open to scrutiny.

- 8.4 Applications shall be submitted in writing to the Governance Professional, who will also collate referencing and EDI data as appropriate.
- 8.5 A panel consisting of two Members, the Chair of the Trust Board and the CEO will be convened to shortlist and interview suitable candidates and will advise the Committee and Members of any recommended appointment.
- 8.6 The Governance Professional will inform the names of the candidates appointed, to the Trust Board at their next meeting.
- 8.7 The Governance Professional will also file the necessary documents with Companies House and GIAS.

9. Expiry of the Term of Office of an existing Educational Excellence Committee Member

- 9.1 The Governance Professional shall report to the Committee the name of any Educational Excellence Committee member whose term of office is nearing its expiry. This must be done in sufficient time for the Committee to report to the next Trust Board meeting before the term of office expires.
- 9.2 The Governance Professional will ascertain in advance of the Committee meeting whether the Educational Excellence Committee member in question is willing to be reappointed.
- 9.3 The Committee will consider whether the Educational Excellence Committee Member is appropriate for reappointment, based on the following criteria:
- i. The Educational Excellence Committee member's contribution and commitment to the Trust.
 - ii. The Educational Excellence Committee member's length of service, inclusive of previous reappointments.
 - iii. The Educational Excellence Committee member's skills and experience and the alignment of these to the future needs required by the Educational Excellence Committee.
 - iv. Whether it would be more beneficial and/or appropriate to appoint a new Educational Excellence Committee member to refresh the range of skills, experience and diversity of the Educational Excellence Committee.
- 9.4 An Educational Excellence Committee Member's term of office will expire automatically unless the Committee recommends the reappointment *and* the Trust Board accept the recommendation.
- 9.5 If the Educational Excellence Committee member is not willing and able to serve for a further term of office, a vacancy arises.

10. Filling of Educational Excellence Committee Member Vacancies

- 10.1 When an Educational Excellence Committee member vacancy arises, the Committee will review the current skill mix and diversity of Educational Excellence Committee.
- 10.2 If the vacancy is for a parent Educational Excellence Committee member, the Governance Professional will commence the election process.
- 10.3 If the vacancy is for a staff or other Educational Excellence Committee member, the Governance Professional will commence the appointment process.
- 10.4 The Committee may employ a variety of recruitment methods including advertisements, head hunting, direct approaches and recommendations in order to source a suitably qualified Educational Excellence Committee member. The method employed will depend upon need but will always be open to scrutiny.
- 10.5 Applications shall be submitted in writing to the Governance Professional, who will also collate referencing and EDI data as appropriate.
- 10.6 A panel consisting of either the Chair of the Trust Board or the Chair / Vice Chair of the Educational Excellence Committee and the CEO will be convened to shortlist and interview suitable candidates and will advise the Committee of any recommended appointment.

- 10.6 The Governance Professional will the names of the candidates appointed, to the Trust Board at their next meeting.
- 10.7 The Governance Professional will also file the necessary documents with GIAS.

11. Appointment of the Chair and Vice Chair of the Trust Board

- 11.1 The Chair and Vice-Chair(s) shall be elected annually. There may be up to two Vice-Chairs.
- 11.2 The CEO may not serve or be appointed as Chair or a Vice-chair.
- 11.3 The Chair will undertake an annual appraisal in a format deemed appropriate by the Trust Board; as recommended and overseen by the Nominations and Governance Committee.
- 11.4 The Governance Professional, one month prior to the end of term of the Chair or Vice Chair(s) appointment will seek nominations from Trustees.
- 11.5 Interested Trustees will be asked ~~to be nominated by two Trustees and~~ to provide a personal statement outlining their skills and experience to hold the post of Chair or Vice-Chair and their reasons for applying for the role.
- 11.6 Applications shall be submitted in writing to the Governance Professional.
- 11.7 The Governance Professional will table the details of the nominees at the Trust Board meeting and Chair during the election portion of the meeting.
- 11.8 In the event of only one nomination being received, the method of election shall be by consensus or a show of hands. All members will be entitled to vote. A member will be entitled to vote for themselves.
- 11.9 In the event of more than one nomination being received, the method of election shall be by secret ballot. All members shall be entitled to vote and to cast a single vote. A member will be entitled to vote for themselves.
- 11.10 The method of election shall be that of simple majority of those voting. In the event of a tie, each nominee will be given the opportunity to withdraw their nomination; if no-one withdraws, a further ballot shall be conducted and the process will be repeated until the matter is resolved.
- 11.11 The Chair or Vice-Chair of the Trust Board may resign from office at any time by giving notice in writing to the Governance Professional.

12. Appointment of the Chair and Vice Chair of each Committee

- 12.1 Pursuant to 2.5, the Chair and Vice-Chair of each Committee shall be appointed annually for a term of office of 1 year.
- 12.2 As part of the Chair of the Trust Board's annuals meetings with Trustees, they will gather feedback on the Chair and Vice Chair of each Committee (to inform considerations about their re-appointment) as well as discuss individual members' interest in being considered as a future Chair or Vice-Chair.
- 12.3 The Chair of the Trust Board will feedback this information to the Committee to inform decisions about the Committee's recommendation on the appointment of Chair and Vice-Chair of each Committee or to future succession planning activity.

13. Succession Planning

- 13.1 Priority is given to the development and promotion of existing Trustees and, where possible, a Vice-Chair (whether of a Committee or of the Trust Board) should be developed to be able to fulfil the role of Chair in the future.
- 13.2 Trustees will be asked (in their annual meeting with the Chair of the Trust Board) to declare their interest in being considered as a future Chair or Vice-Chair.
- 13.3 If Trustees indicate their interest in these roles, then the Trustee will be offered the opportunity to shadow the existing Chair and Vice-Chair and to chair a Committee, if they do not already do so, to gain experience in chairing meetings.
- 13.4 Should there be no expressions of interest received but there be Trustees who have the appropriate skills and expertise to undertake the duties of Chair or Vice-Chair, then the Chair and Governance Professional will work with Trustees to actively persuade such members to take on the role.

- 13.5 Should there be no expressions of interest received and no Trustees with the appropriate skills and expertise to undertake the duties of Chair or Vice-Chair, then the Nominations and Governance Committee will begin a search to recruit a suitable Chair or Vice Chair.

14. Induction and Training

- 14.1 Upon appointment new Trustees and Educational Excellence Committee members will complete an eligibility to serve declaration, declare any interests, confirm they have read and understood the key governance documents of the Trust on GovernorHub and complete a skills assessment to identify any areas for development.
- 14.2 New Trustees will be invited to attend and observe each Committee to understand how the governance structure works and to identify which Committees they might like to join.
- 14.3 New Trustees and Educational Excellence Committee members will be expected to complete online training modules (on Prevent, Safeguarding, EDI, etc.) and to attend induction sessions with:
- the Chair and CEO to understand the Trust's strategy
 - the Governance Professional to understand the Trust's governance
 - the Chair of any Committees they attend to understand the Committees purpose
 - members of the Senior Executive Team to understand the Trust's operations
- 14.4 New Trustees and Educational Excellence Committee members will also be offered a mentor who will provide support to the new Trustees and Educational Excellence Committee members and go through the agenda and papers before their first governance meeting; and be available throughout their first year to help and explain any terminology, procedures and/or decision-making processes.
- 14.5 Existing Trustees and Educational Excellence Committee members will be expected to complete additional training throughout their term of office to increase their skills, understanding and behaviours. This training will be offered to Trustees and Educational Excellence Committee members by the Governance Professional and may include internally run activities, externally run activities, tours and social events, strategy sessions, webinars and briefings, reference and policy documents and other support and training as required.

15. Role Descriptions and Trustee Leads

- 15.1 The Trust Board determines and approves role descriptions for Trustees and Educational Excellence Committee members, the Governance Professional and the CEO (Accounting Officer).
- 15.2 The Trust Board determines and approves the role descriptions for the Chair and Vice Chair(s).
- 15.3 The Trust Board determines and approves the role description for any 'Trustee Lead' roles.
- 15.4 These role descriptions are available for review on GovernorHub and any member who agrees to fulfil these roles is thereby agreeing to adhere to the expectations set out in the description.

16. Relationship with West Suffolk College

- 16.1 West Suffolk College in its role as the sponsor of the Trust and pursuant to the Trust's Articles of Association (Articles 12b and c), is both a Corporate sponsor of the Trust and is able to appoint "*up to three person(s) who may be appointed by the College*" as Members of the Academy Trust.