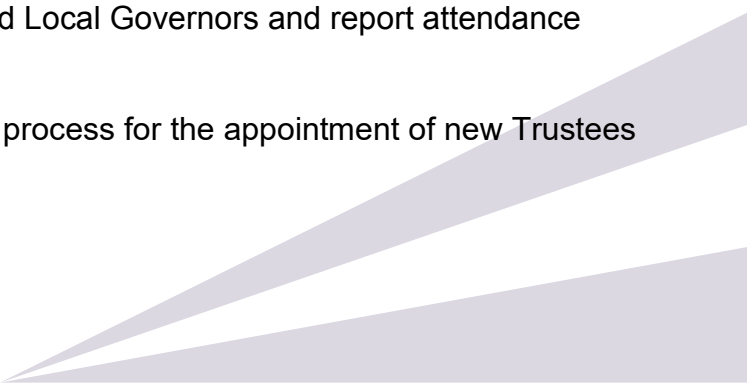


## **Governance & Succession Planning Committee**

### **General**

The Governance & Succession Planning Committee is responsible for overseeing the quality and effectiveness of the Trust's governance. This includes assuring the Trust's governance framework and its Scheme of Delegation. In fulfilling these responsibilities, it is envisaged that the Committee will seek input from both the Trust's Members (as the overseers of Board effectiveness) and also from the Executive Team. The Committee will be advised by the Governance Manager.

### **Core Terms of Reference**

1. To review and agree the design of the Trust's governance framework, sub-Committee structure, and Scheme of Delegation. To make recommendations to the Board accordingly.
  2. To make recommendations regarding the composition and balance of the Trust Board and its sub-Committees (including Local Governing Bodies) having regard for skills, knowledge, and diversity.
  3. To oversee the annual governance self-assessment process and make recommendations as to how the Trust Board can improve its performance.
  4. In collaboration with the Audit & Risk Committee review the Trust's policy framework to ensure that it is fit for purpose in terms of compliance and governance best practice.
  5. To develop and recommend policies and procedures for the induction and development of Governors
  6. To develop and recommend a Code of Conduct for Governors.
  7. To develop and recommend a Governors' Expenses policy.
  8. To review and respond to any recommendations regarding governance as received from auditors.
  9. To review the interests of Trustees and Local Governors and report these annually to the Trust Board.
  10. To monitor the attendance of Trustees and Local Governors and report attendance data annually to the Trust Board.
  11. To develop and recommend the "Search" process for the appointment of new Trustees and Local Governors.
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12. To screen and shortlist nominations in respect of vacancies on the Trust Board and on Local Governing Bodies. To make appoint recommendations to the Trust Board, including the length of terms of office.

13. To evaluate the performance and skills of existing Trustees and Local Governors before recommending their re-appointment

14. To define and make recommendations to the Board with regard to the role of the Trust Chair. To develop and recommend a job description and person specification for this role.

15. To define and make recommendations to the Board with regard to the role of its Governance Professional. To develop and recommend a job description and person specification for this role as required.

## **Search**

The Committee will develop and maintain a register of appropriate persons interested in making a voluntary contribution to the work of the Trust Board and its sub-Committees, including Local Governing Bodies. The Committee will regularly initiate searches for additions to the register.

When a vacancy occurs or is anticipated the Committee will research suitable candidates drawn from the register. Suitability will be assessed against the Board Skills Matrix and compliance with an agreed person specification for Governors. Any wider contribution that candidates may be able to make will also be considered.

The process for assessing the suitability of candidates will be as follows:

- A. The candidate will be invited to have an informal meeting with the Governance Manager in order to understand the role and responsibilities of Trustees/Directors and/or Local Governors. The candidate will be asked to complete a formal application form at this stage and to complete a skills audit.
- B. The candidate will be asked to have a formal meeting with the Chair of the Trust Board and/or the Chair of the Governance & Succession Planning Committee for a Trustee/Director position. For Local Governor applications this meeting will take place with the Chair of the Local Governing Body.

For stages A and B a grid of key questions will be developed. Interviewers will be asked to submit a report against this grid to the Governance & Succession Planning Committee

- C. The Governance & Succession Planning Committee will review applications based on outputs from stages A and B and make appointment recommendations to the Trust Board.
- D. The Trust Board will make appointments by means of a formal vote. The proposed candidate will be asked to leave the room before this process takes place. Appointments will be subject to the successful completion of a DBS check. References will also be taken up.

- E. Newly appointed Trustees/Directors will be registered at Companies House by the Governance Manager/Company Secretary.
- F. All newly appointed Trustees/Directors or Local Governors will receive induction training and support from the Governance Manager. A mentor will be nominated if necessary.

The Trust Board and Local Governing Bodies will not make any appointments outside of this process or without considering the advice of the Governance & Succession Planning Committee

## **Succession Planning**

The Committee will be responsible for planning succession and recruitment for the following roles:

- Chief Executive Officer
- Principals of the Academies
- Chief Financial Officer
- Governance Manager
- Trust Chair and Vice Chairs
- Local Governing Body Chairs
- Sub-Committee Chairs

## **Way of Working**

The key attributes of this Committee are independence, objectivity, and confidentiality. All search and succession planning recommendations will take account of the skills and experience of individuals as well as the Trust's commitment to equality and diversity.

The attendance of staff will be driven by the agenda and at the discretion of the Chair.

The meeting environment will be driven by the agenda or external circumstances that may affect personal face-to-face attendance. Any decision about how the meeting should be held will be taken on the basis that it provides the best opportunity for participation, allowing all members to contribute within a safe environment that enables high-quality debate and oversight. The Chair of the Committee will have the autonomy to make this decision. Meeting environments that might be considered are:

- In person.
- Remote video conferencing (e.g. Zoom, Teams)
- Hybrid (where resources are available)

The Chair must apply caution to ensure the meeting environment is fit for purpose so that Trustees and/or Local Governors can fulfil their duties effectively. Meetings must also be UK GDPR compliant.

## **Delegated Authorities and Plan of Business**

- The Committee has no delegated authority.
- The Committee will determine for itself an annual Plan of Business that will deliver fulfilment of its terms of reference. The Committee's terms of reference will be reviewed by the Board annually.

## **Membership**

The Committee will comprise:

- A minimum of 3 Trustees and/or Local Governors including the Trust Chair and at least one Vice Chair. Trustees must however maintain a majority at all times. A Committee Chair will be appointed by the Board annually.

The Committee will be attended by:

- The Governance Manager
- The Chief Executive (by invitation)
- External advisers as necessary.

## **Meetings**

The Committee will meet 3 times in each academic year.

In order to be quorate there must be at least 3 Trustees or Local Governors present (these do not need to be permanent members of the committee) provided that Trustees remain a majority of those present.