

NET Academies Trust

Nominations & Corporate Governance Committee

Summary Remit

Under delegated authority from NET and NET Academies Trust Boards to:

- monitor the effectiveness of governance, making recommendations for governance development;
- approve person specifications for membership of governance bodies;
- to make recommendations for appointments to governance bodies.

NET Academies Trust

Nominations & Corporate Governance Committee

Terms of Reference (v2.0)

1. Powers of the Trust Board of Directors

- 1.1. The Directors of the Trust Board shall establish the Nominations & Corporate Governance Committee as a Trust committee as empowered by the Trust's Articles of Association (Article 100B).
- 1.2. The Directors shall determine and approve the Committee's Terms of Reference and shall review the Terms at the start of each academic year (Article 101).
- 1.3. The Directors shall determine and approve the delegation of powers, responsibilities and duties to the Committee and shall review this Scheme of Delegation at the start of each academic year (Article 105).
- 1.4. The Directors shall have the right to intervene in the governance of an individual academy where it has serious cause for concern that there is a breakdown in the management of staff or a threat to their safety and well-being.
- 1.5. The Trust Scheme of Delegation is attached as [Annex 1](#).

2. Powers of the Nominations & Corporate Governance Committee

- 2.1. The Committee shall exercise the powers, responsibilities and duties delegated by the Trust Board as set out in the Terms of Reference and Scheme of Delegation, and in particular:
 - 2.1.1. to maintain a record of the experience skills and qualifications of Directors of the Board, consistent with good charity governance standards;
 - 2.1.2. to manage the arrangements by which one third of Directors of the Board retire in rotation each year at the AGM; *
 - 2.1.3. to review Board succession and the composition of the Board;
 - 2.1.4. to implement the NETAT Nominations Procedure as set out in [Annex 2](#);
 - 2.1.5. to consider any other appropriate matters referred to it by the Board.

**These arrangements may require additional time to establish, given that the majority of the current board membership began their term of office together at the point of NETAT becoming a multi academy trust, August 2012.*

3. Composition and Appointment of the Nominations & Corporate Governance Committee

- 3.1. The composition of the Committee shall be as follows:
 - 3.1.1. Directors with relevant knowledge, skills and expertise;
 - 3.1.2. Chief Executive or her nominee;
 - 3.1.3. Persons with relevant knowledge, skills, expertise who will be appointed by the Trust Board;
 - 3.1.4. Further Trust Directors such that the Committee has a majority of Directors.

3.2. The membership of the Committee shall be detailed as [Annex 3](#).

4. Term of Office and Responsibilities of Committee Members

4.1. The Term of Office for all members is 4 years.

4.2. On appointment members are each required to familiarise themselves and to agree to comply with:

4.2.1. Trust Articles of Association;

4.2.2. Trust Master and Supplementary Funding Agreements;

4.2.3. these Terms.

5. Meetings of the Committee

5.1. The Committee shall normally meet at least once per term and in particular:

5.1.1. The Committee shall meet at the appropriate times set out in the Trust Governance Calendar;

5.1.2. The members will receive notice of each meeting 7 clear days before the date of the meeting;

5.1.3. The agenda, papers and minutes of Committee meetings will sent to the Clerk to the Directors when they are issued to members;

5.1.4. Minutes will be signed by the Committee Chair at the next meeting to verify that the minutes are a true record.

5.2. Quorum for a meeting of the Committee will be half the members and a majority of members present being Trust Directors.

5.3. Each question to be decided at a meeting of the Committee shall be determined by a majority of votes of members present and eligible to vote on the question. The Chair shall have the casting vote in the case of equal votes for and against the decision.

6. Appointment of the Committee Chair

6.1. The Trust Board shall appoint the Chair.

6.2. The Trust Board shall have the right to remove the Chair, specifically in circumstances where they have cause for concern that the Committee is not fulfilling its responsibilities.

6.3. The term of office for Chair will be 1 year and they shall be appointed at the first meeting of each school year.

7. Appointment of a Clerk

7.1. The Trust Board shall appoint a Clerk to the Committee.

Declaration

The Nominations & Corporate Governance Committee at its meeting on 06 July 2016 resolved to adopt these Terms of Reference. A copy has been forwarded to the Clerk to the Directors for the formal Trust Board records. These Terms of Reference will be reviewed annually at the start of the academic year.

Signature
(Chair of the Nominations & Corporate Governance Committee)

Date of signature

ANNEX 1: Trust Scheme of Delegation
ANNEX 2: NETAT Nominations Procedure
ANNEX 3: Committee membership

NET Academies Trust

Scheme of Delegation (v6.0)

For Cluster Academies

Introduction

The Scheme of Delegation sets out the delegated powers between the different bodies involved in the governance and operation of the Multi Academy Trust and member academies.

The bodies may include:

- Trust Members
- Trust Board of Directors
- Local Governing Bodies
- Academy Forums
- Trust Chief Executive
- Executive Headteacher of the cluster

The delegated powers are broken down into different levels in line with the Trust's principles of governance, leadership and operation. The delegated autonomy for individual academies is aligned with the need for the Trust to fulfil its corporate responsibilities and accountabilities to the Department for Education, Education Funding Agency, Charities Commission, HMRC and Companies House.

The different levels of delegated power are listed below but it should be noted that not every task requires all levels of delegated power to be defined:

- Approve (A)
- Recommend (R)
- Propose (P)
- Develop (D)
- Monitor & Report (M)
- Consulted (C)
- Informed (I)

The Scheme of Delegation should be read in conjunction with the Terms of Reference for the relevant body. While the Scheme is designed to be comprehensive it will not cover every task.

The Trust will also define policies that are Trust-wide, cluster-specific and school specific. A proposed definition is shown in the *Notes* column.

#	Task Key: Approve (A), Recommend (R) Propose (P), Develop (D), Monitor & Report (M), Consulted (C), Informed (I), Execute (E)	Notes	Board	LGB	CEO	EHT	AF
1.	Governance						
1.1.	Approve Trust Articles of Association	Members only	R		R		
1.2.	Approve Trust Board Terms of Reference		A		R		
1.3.	Approve Trust Scheme of Delegation		A		R		
1.4.	Approve new convertor or sponsored academies joining MAT		A		R		
1.5.	Establish Trust Committees		A		R		
1.6.	Approve Trust Committee Terms of Reference		A		R		
1.7.	Approve LGB Terms of Reference		A	I	R		
1.8.	Approve Academy Forum Terms of Reference		A	C	R		I
1.9.	Establish LGB working groups			A			
1.10.	Appoint Chair of Trust Board		A				
1.11.	Appoint Chair of LGB		A		R		
1.12.	Remove Chair of LGB		A				
1.13.	Appoint (and remove) Chair of AF		A	R	R		
1.14.	Appoint (and remove) LGB members		A	R	R		
1.15.	Appoint (and remove) Chair(s) of Trust Committees		A		R		
1.16.	Appoint (and remove) Trust Committee members		A		R		
1.17.	Appoint (and remove) Clerk to Trust Board		A		R		
1.18.	Appoint (and remove) Clerk to LGB/AF			R	A		
1.19.	Trust Governance Calendar		A		R	C	
1.20.	Approve Directors Expenses Policy	Trust Policy	A				
2.	Trust & Academy Performance, Curriculum and Teaching						
2.1.	Trust Strategic Plan		A		R	C	
2.2.	Academic Performance Targets		AM	RM	C	P	C
2.3.	Academy Performance Review e.g. SEF		A	R	C	P	C
2.4.	Academy 3 year plan		A	RM	C	P	C
2.5.	Academy 1 Year Plan			AM	C	R	C
2.6.	Teaching & Learning Policy	Cluster Policy		AM	C	R	C
2.7.	Curriculum Policy	Cluster Policy		AM	C	R	C
2.8.	Sex Education policy	Cluster Policy		AM	C	R	CM
2.9.	Religious Education policy	Cluster Policy		AM	C	R	CM
2.10.	SEN & Inclusion policy	Cluster Policy		AM	C	R	CM
2.11.	Trust Staff Development Plan				A		
2.12.	Academy Staff Development Plan			C		A	
2.13.	Trust Inset Days		A		R	C	
3.	Staff Policies and Pay						
3.1.	Pay & Remuneration Policy	Trust Policy			R	C	
3.2.	Job Role Salary & Grading Policy	Trust Policy			R	C	
3.3.	Employee Terms & Condition changes		A		P		
3.4.	Trust Staff Annual Pay Award	Trust Policy	A				
3.5.	Teachers Annual Pay Award	Trust Policy	A		P		
3.6.	Support Staff Annual Pay Award	Trust Policy	A		P		
3.7.	Individual Performance Pay Awards	As per Policy		R	A	P	
3.8.	Performance Management Policy	Trust Policy	A	M	R	C	
3.9.	Disciplinary Policy	Trust Policy	A	M	R	C	
3.10.	Grievance Policy	Trust Policy	A	M	R	C	
3.11.	Capability Policy	Trust Policy	A	M	R	C	
3.12.	Whistleblowing Policy	Trust Policy	A	M	R	C	

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3.13.	Recruitment Policy	Trust Policy	A	M	R	C	
3.14.	Re-structuring & Redundancy Policy	Trust Policy	A	M	R	C	
3.15.	Employee Health & Safety Policy	Trust Policy	A	M	R	C	
4.	Staff Management						
4.1.	Trust staff plan		A		R		
4.2.	Trust CEO appointment		A				
4.3.	Trust staff appointment		C		A		
4.4.	School staff plan	Part of Business Plan		A	C	R	
4.5.	EHT appointment		A	R	C		
4.6.	Head of School appointments		A	R	C	P	C
4.7.	Senior leadership appointments			A	C	R	C
4.8.	Teacher appointments					A	
4.9.	Support staff appointments					A	
4.10.	Suspension of CEO	As per policy	A				
4.11.	Return of CEO after suspension		A				
4.12.	Dismissal of CEO		A				
4.13.	Suspension of EHT	As per policy	A	C	R		
4.14.	Return of EHT after suspension		A	C	R		
4.15.	Dismissal of EHT		A	C	R		
4.16.	Suspension of Head of School	As per policy		C	A	R	
4.17.	Return of Head of School after suspension			C	A	R	
4.18.	Dismissal of Head of School		A	C	R	P	
4.19.	Suspension of teaching and support staff	As per policy		C		A	
4.20.	Return of teaching and support staff after suspension			C	A	R	
4.21.	Redundancy of school staff		A	C	R	P	
4.22.	Restructuring of school staff		A	C	R	P	
5.	Financial Governance & Management						
5.1.	Trust & Academy Financial Regulations	Audit C'ttee on compliance	A	M	P		
5.2.	Trust & Academy Financial Procedures	Audit C'ttee on compliance	A	M	P		
5.3.	Appoint Trust auditors	Audit C'ttee	A				
5.4.	Trust 3 year Budget Plan		AM		P		
5.5.	Trust 1 year Budget		AM		P		
5.6.	Trust Interim Year End Accounts		A		R		
5.7.	Trust YTD reports		AM		PM		
5.8.	Trust Annual Accounts		A		P		
5.9.	Trustees Report		A		P		
5.10.	Trust Academies Accounts Return to EFA		A		R		
5.11.	Response to Auditor's Management Ltr	Audit C'ttee	A				
5.12.	Academy 3 year Budget Plan	LGB consultation at budget prep. stage	AM	CM	PM	D	
5.13.	Academy 1 year Budget	Part of Business Plan	AM	CM	PM	D	
5.14.	Academy Budget reports	LGB given info. to monitor	A	IM	PM	D	

#	Task Key: Approve (A), Recommend (R) Propose (P), Develop (D), Monitor & Report (M), Consulted (C), Informed (I), Execute (E)	Notes	Board	LGB	CEO	EHT	AF
		budget against school improvement priorities					
5.15.	Academy Interim Year End Accounts		A	R	P	D	
5.16.	Academy Accounts Return to EFA	New academies	A		R		
6.	Financial Authorisation						
6.1.	Expenditure or contracts up to Lower Limit	As per policy				A	
6.2.	Expenditure or contracts from Lower Limit to Upper Limit	As per policy			A	R	
6.3.	Expenditure or contracts from Upper Limit to OJEU limit	As per policy	A		R	P	
6.4.	Expenditure over OJEU limit	As per policy	A		P		
6.5.	Compensation payments up to £50,000	EFA threshold	A		R		
7.	Academy Policies & Procedures						
7.1.	Academy times, terms and holidays			A	C	R	C
7.2.	Change of Academy Age Range		A	R	C	P	C
7.3.	Expansion of Academy PAN		A	R	C	P	C
7.4.	Extension of Academy provision		A	R	C	P	C
7.5.	Extended services on-site			A	C	R	C
7.6.	Child Welfare & Safeguarding Policy	Trust policy	A	C	R	C	C
7.7.	Attendance Policy	Cluster policy		A	C	R	C
7.8.	Attendance Plan	School plan		A	C	R	C
7.9.	Pupil Premium Policy	Cluster policy		A	C	R	C
7.10.	Pupil Premium Plan	School plan		A	C	R	C
7.11.	Academy Educational Visits Policy	Cluster policy		A	C	R	C
7.12.	Pupil Behaviour & Exclusions Policy	Cluster policy		A	C	R	C
7.13.	Short-term Exclusion	As per policy		A	C	R	
7.14.	Return after short-term exclusion			A	C	R	
7.15.	Permanent Exclusions			A	C	R	
7.16.	Appeals against Permanent Exclusion	Independent panel req.				E	
7.17.	Complaints Policy	Trust policy	A		R		
7.18.	Complaints Appeals	Independent panel req.			E		
7.19.	Admissions Policy		A	R	C	P	C
7.20.	Admissions allocation of places					E	
7.21.	Admissions Appeals	Independent panel req.				E	
7.22.	Academy prospectus	As per Trust Brand g/lines		C		A	C
7.23.	Academy website			C		A	C
7.24.	Academy uniform			C		A	C
8.	Premises & Assets						
8.1.	Asset Management Policy		A		R		
8.2.	Asset Management Plan		A	C	R	C	
8.3.	Health & Safety Policy		A		R		

NET Academies Trust

NETAT Board of Directors Nominations Procedure

1. Current Directors of NETAT

- 1.1. The standard term of appointment as a Director is four years;
- 1.2. Any Director whose term is nearing its end, or who is reviewing his/her continued Directorship, should discuss their retirement or repeat candidature with the Chair or another member of the Nominations Committee.

2. Recruitment of New Directors

- 2.1. From time to time, the Nominations Committee will decide that one or more new Directors should be appointed.
- 2.2. The Committee will devise an appropriate, transparent and open process for recruitment of new Directors.
- 2.3. Recruitment will normally include stating on the NETAT website that one or more new Directors are to be recruited and indicating the generic and particular skills, experience and expertise that are sought.
- 2.4. Applications may be sent to, or solicited by, the Nominations Committee and any member of NETAT (which includes Directors of NETAT) may propose themselves or any other person as a potential candidate for Directorship.
- 2.5. Those who wish to be considered as potential Directors will be asked to submit a CV and covering letter stating why they wish to serve as a Director of NETAT and highlighting the skills, experience and expertise they would bring.
- 2.6. The Nominations Committee will review the CVs and covering letters of potential candidates and identify which of them should be shortlisted for interview by one or more members of the Committee.
- 2.7. Following interviews, the Nominations Committee will propose to the Board candidates either to be co-opted to the Board (and subsequently recommended for election at the next AGM), or to be recommended for election at the next AGM.
- 2.8. The proposals of the Nominations Committee will be accompanied by the CVs of the proposed candidates and any additional notes which the Committee deems appropriate.
- 2.9. The Board will decide in each case whether to approve the proposal to co-opt or recommend election.

3. Candidates who are Not Recommended by the Board

- 3.1. Members of NETAT who wish to nominate themselves or others as potential new Directors are encouraged to follow the procedure outlined above.
- 3.2. However, where a member of NETAT does not wish to follow the recruitment process above, may follow this procedure to propose a person who is not recommended by the Board.
- 3.3. No person other than a Director retiring at the meeting shall, unless recommended by the Board, be eligible for election to the office of Director at any General Meeting, unless they follow this procedure:
 - 3.3.1. The person wishing to be elected must submit in writing:
 - 3.3.1.1. Notice, signed by the him/herself, of his/her willingness to be elected;

- 3.3.1.2. Notice, signed by a Member, duly qualified to attend and vote at the meeting for which such notice has been given, of his/her intention to propose such person for election
- 3.3.2. Such notice must be submitted to the registered office of NETAT not less than seven, nor more than thirty-five clear days before the date appointed for the meeting;
- 3.3.3. Where such a notice is submitted, the Nominations Committee will be informed, and where possible the Committee will make contact with the candidate before the AGM or other General Meeting, to discuss their interest in becoming a Director;
- 3.3.4. Provided the person is eligible, s/he may stand for election at the Meeting, without the recommendation of the Board, together with those existing Directors who retire in rotation and are eligible for re-election, and any candidates who are recommended by the Board.

NET Academies Trust

Finance & Audit Committee Membership

Tony Ashmore (Chair)
Richard Carr
Sheryl Wilderspin
Takako Yeung