



TERMS OF REFERENCE FOR COMMITTEES

Version history

Last full review approved by RHT Board on	11 th July 2023
Next complete review due by	Summer 2024

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TERMS OF REFERENCE

Richard Huish Trust

Finance & General Purposes Committee

1. Purpose

The purpose of the Finance & General Purposes Committee is to consider and advise the Board of Directors on all aspects of the Trust's finances, financial policies, controls and strategy in accordance with the Articles of Association, Academy Trust Handbook and the Funding Agreement.

2. Aim

To provide robust oversight of the trust's financial affairs, stewardship of assets and use of resources efficiently to maximise outcomes for students.

3. Overview of key information

Date approved	11 th July 2023
Approved by	RHT Trust Board of Directors
Review period	Annual
Next review due	By Summer 2024

Chair of committee	Appointed for a period of three years by the Trust Board.
Vice Chair	Selected by the committee from among its members
Clerk	Governance Specialist
Membership	Minimum of three directors, elected annually by the Trust Board.
Quorum	Half of membership (rounded up)
Meetings	At least three times a year

4. Membership

4.1. The Committee shall be appointed by the Richard Huish Trust and shall consist of at least three members (or such other number as the Trust may from time to time determine).

4.2. The Chair must be a director of the company and shall be appointed for a three year period (or for a period consistent with their term of office as a director). The Chair shall be appointed by the Board of Directors and the Vice-Chair shall be selected by the Committee from amongst its members.

- 4.3. The Accounting Officer and Chief Financial Officer (CFO), and other members of the Trust Executive Team as necessary, should attend to provide information and participate in discussions.
- 4.4. The Committee shall have the power to invite such other persons to attend meetings as may be desirable and necessary.
- 4.5. Other Trust directors may attend meetings, in an observer capacity, with the prior approval of the Chair of the Committee.
- 4.6. The Chair of the Board should not be Chair of the Committee. The Finance & General Purposes Committee and Audit & Risk Committee are separate, the Chair must not be the same.
- 4.7. The internal auditor and a representative from external audit will have free and confidential access to the chair of the committee.

5. Quorum

Meetings of the Committee shall be quorate if 50% or more (rounded up to the nearest whole number) of the membership is present. In this case quoracy is two members.

6. Clerk

- 6.1. The Clerk to the Richard Huish Trust shall be Clerk to the Committee.
- 6.2. The Clerk shall be responsible for calling meetings, for issuing agendas and agreeing the inclusion of items to the agenda following consultation with the Chair of the Committee and the CEO of the Trust.
- 6.3. The Clerk is responsible for ensuring committee papers are circulated to all members 7 days ahead of the meeting.
- 6.4. If the clerk withdraws from a meeting, or part of a meeting, the Committee shall appoint a person from among the members to act as clerk during this absence.
- 6.5. The clerk (Governance Specialist) shall oversee the maintenance of the committee's annual schedule of business to ensure that relevant agenda items are timed appropriately to enable the committee to function effectively. This will be available to committee members upon request and will be reviewed periodically by the committee.

7. Meetings

- 7.1. The Committee shall meet at least once termly on a cycle consistent with the requirements of the Trust.
- 7.2. Members must withdraw from any meeting, or part of a meeting, at which the matter under consideration could give rise to a conflict of interest, financial or otherwise.
- 7.3. Votes carried out at a meeting shall normally be on a show of hands by the members present and a straightforward majority shall apply.
- 7.4. Where votes cast are equal the Chair of the meeting shall have a second or casting vote.

8. Duties

Advise the Board of Directors

- 8.1. Consider and advise the Board regarding the annual budget for the Trust and all its academies. The mid-year forecast will be recommended for approval by the Finance & General Purposes Committee to the Board of Directors.
- 8.2. To consider, recommend to the Board for approval, and monitor the Trust's Estates Strategy and Annual Estates Plan.
- 8.3. To consider and monitor capital projects and to advise the Board of Directors on their financial implications.
- 8.4. To consider any proposals relating to the acquisition and disposal of Trust property and make appropriate recommendations to the Board of Directors.
- 8.5. To consider and advise the Board of Directors generally on investments, and taxation issues, and to seek appropriate advice from external sources as necessary.
- 8.6. To recommend the write off unpaid invoices/bad debts of over £5,000 to the Board on a termly basis.
- 8.7. To consider and advise the Board of Directors on the Supplemental Funding Agreements with all the Trust's schools.

Compliance

- 8.8. To ensure that the Trust complies with all conditions that have a financial context where the 'must' is a prerequisite of the Academy Trust Handbook.
- 8.9. To determine on behalf of the Board of Directors appropriate Financial Regulations and procedures to be adopted by each Academy and by the Trust.
- 8.10. To determine a policy for the payment of the expenses of Directors and Governors of the Trust.

Monitoring

- 8.11. To ensure that financial risks delegated by the Audit & Risk Committee for review are being addressed appropriately through internal scrutiny.
- 8.12. To keep the accounts of income and expenditure of each Academy and of the Trust under review, to approve revisions and adjustments and report each term to the Board of Directors on the financial position of each Academy and of the Trust. If there is a material (over 3%) adverse bottom line variance from the base budget, this will be escalated to the Committee as part of the monthly management accounts procedure.
- 8.13. In the event that a review leads to a reduction in authority (as detailed in the individual schemes of delegated authority for each academy), this committee will need to approve, in advance, all budget changes exceeding £25,000 for small schools (less than 240 pupils) and £50,000 for larger schools (with 240 pupils or more) shall require prior approval from this Committee and the Board of Directors.

- 8.14. To deal with such other financial or general matters as may from time to time be referred to the Committee for consideration or approval.
- 8.15. To monitor compliance with health and safety regulations in line with the operation of the trust's Health & Safety Policy. To receive from each academy, on an annual basis, a report on compliance with the Trust Health & Safety Policy.
- 8.16. To produce an annual report of the committee's activities and impact each year to inform the Trusts' annual report.

9. Delegated authority

The Finance & General Purposes Committee has the delegated authority to:

- approve delegated policies;
- consider and approve any contractual or other agreements in line with the trust's Financial Regulations;
- where a Local Governing Body, through their Scheme of Delegated Authority is, through the Headteacher/Principal, responsible for the financial performance of their Academy any movements between budget lines is a matter for the academy save for where the impact of that movement has a material adverse impact on the financial performance of that school. Academies are expected to compile their budgets accurately and 'in good faith'. The Committee, should it feel that this is not the case, will intervene through a review of the Scheme of Delegated Authority.

10. Policy/key document approvals

Delegated to the F&GP Committee for final approval	Monitored by the F&GP Committee and recommended to the Trust for approval
<ul style="list-style-type: none"> - Charging & Remissions Policy (SoDA appendix 8, 2.11) - Buildings insurance and personal liability (SoDA app 8, item 11.1) - Liability insurance with Risk Protection Arrangements (RPA) (SoDA app 8, item 11.2) - Buildings strategy/masterplan (SoDA app 8, item 11.3) 	<ul style="list-style-type: none"> - Financial Regulations - Expenses approach for Governors and Directors (forms part of the Code of Conduct overseen by People & Performance Committee)



TERMS OF REFERENCE

Richard Huish Trust

Audit & Risk Committee

1. Purpose

The purpose of the Audit & Risk Committee is to advise and report to the Board of Directors on the adequacy and effectiveness of the trust's internal control framework.

2. Aim

To oversee systems for internal scrutiny that are effective and compliant.

3. Overview of key information

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Approved by	RHT Trust Board of Directors
Review period	Annual
Next review due	By summer 2024

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Vice Chair	Selected by the committee from among its members
Clerk	Governance Specialist
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Quorum	Half of membership (rounded up)
Meetings	At least three times a year

4. Membership

- 4.1. The Committee shall be appointed by the Richard Huish Trust and shall consist of at least three members (or such other number as the Trust may from time to time determine).
- 4.2. The Chair must be a director of the company and shall be appointed for a three-year period (or for a period consistent with their term of office as a director). The Chair shall be appointed by the Board of Directors and the Vice-Chair shall be selected by the Committee from amongst its members.
- 4.3. Employees of the Trust should not be committee members, but members of the Trust Executive Team should attend to provide information and participate in discussions.

- 4.4. The Committee shall have the power to invite such other persons to attend meetings as may be desirable and necessary.
- 4.5. Other Trust directors may attend meetings, in an observer capacity, with the prior approval of the Chair of the Committee.
- 4.6. Employees of the trust should not be audit & risk committee members, but the accounting officer [CEO] and chief financial officer should attend to provide information and participate in discussions (ATH 2023, 3.9).
- 4.7. The chair of trustees should not be chair of the audit & risk committee. Where the finance committee and audit and risk committee are separate, the chair should not be the same (ATH 2023, 3.10).
- 4.8. Where the audit & risk committee is combined with another committee, employees should not participate as members when audit matters are discussed (ATH 2023, 3.11).
- 4.9. To ensure there are arrangements in place for the induction of new committee members and training for serving committee members.
- 4.10. The internal auditor and a representative from external audit will have free and confidential access to the chair of the committee.

5. Quorum

Meetings of the Committee shall be quorate if 50% or more (rounded up to the nearest whole number) of the membership is present. In this case quoracy is two members.

6. Clerk

- 6.1. The Clerk to the Richard Huish Trust shall be Clerk to the Committee.
- 6.2. The Clerk shall be responsible for calling meetings, for issuing agendas and agreeing the inclusion of items to the agenda following consultation with the Chair of the Committee and the CEO of the Trust.
- 6.3. The Clerk is responsible for ensuring committee papers are circulated to all members 7 days ahead of the meeting.
- 6.4. If the clerk withdraws from a meeting, or part of a meeting, the Committee shall appoint a person from among the members to act as clerk during this absence.
- 6.5. The clerk (Governance Specialist) shall oversee the maintenance of the committee's annual schedule of business to ensure that relevant agenda items are timed appropriately to enable the committee to function effectively. This will be available to committee members upon request and will be reviewed periodically by the committee.

7. Meetings

- 7.1. The Committee shall meet on a cycle consistent with the requirements of the Trust.
- 7.2. Members must withdraw from any meeting, or part of a meeting, at which the matter under consideration could give rise to a conflict of interest, financial or otherwise.

7.3. Votes carried out at a meeting shall normally be on a show of hands by the members present and a straightforward majority shall apply.

7.4. Where votes cast are equal the Chair of the meeting shall have a second or casting vote.

8. Duties

Internal control

8.1 To advise the board regarding financial and non-financial controls and management of risks, governance processes, and value for money. This includes the financial and non-financial controls and risks at constituent academies.

8.2 To review the Gifts and Hospitality Register on an annual basis.

Audit

8.3 To advise the Board of Directors on the appointment, reappointment, dismissal and remuneration of the auditors.

8.4 To consider, oversee and advise the Board of Directors on the audit strategy, the programme of internal audit work and the scope and objectives of the work of the auditors.

8.5 To agree a programme of work annually to deliver internal scrutiny that provides coverage across the year and agree who will perform the work. (ATH 2023 3.12)

8.6 To consider reports at each meeting from those carrying out the programme of work and consider progress in addressing recommendations (ATH 2023 3.12)

8.7 To consider outputs from other assurance activities by third parties including ESFA financial management and governance reviews, funding audits and investigations.

8.8 To have access to the external auditor, as well as their internal scrutineers (ATH 2023 3.12).

8.9 To deal with such other audit matters as may from time to time be referred to the Committee for consideration or approval.

8.10 For the external and internal audit leads to have free confidential access to the committee chair.

Risk register

8.10 To ensure that risks are being addressed appropriately through internal scrutiny.

8.11 To receive reports and maintain an overview of strategic risks (financial and non-financial) allocated to other committees for review and monitoring.

8.12 To review the ratings and responses on the risk register to inform the programme of work (ATH 2023 3.12), ensuring checks are modified as appropriate each year.

8.13 To review insurance arrangements annually, ensuring that the sums insured are commensurate with the risks facing the Trust.

Compliance

8.14 To ensure information submitted to DfE and ESFA that affects funding, including pupil number returns and funding claims (for both revenue and capital grants) completed by the trust and (for trusts with multiple academies) by constituent academies, is accurate and in compliance with funding criteria.

8.15 To ensure that the Trust complies with the Academy Trust Handbook (ATH) and to maintain a focus on progress monitoring the Top 10 Musts from the Handbook.

8.16 To ensure that all allegations of fraud and irregularity are properly investigated.

9. Reporting Responsibilities

To recommend to the Board of Directors for approval the annual financial statements for the Trust, including Value for Money Statement, giving three examples of where Value for Money has been achieved.

10. Delegated authority

The committee has the delegated authority to approve:

- delegated policies/key documents.

Policy/Key Documents Approval

Delegated to the Audit Committee for final approval	Monitored by the Audit Committee and recommended to the Trust for approval
- Contingency and Business Continuity Plan (SoDA App 8, item 3.13)	- Anti-Fraud Policy - Anti-Bribery and Corruption Policy - Risk Management Policy (SoDA app 8, item 3.9)



TERMS OF REFERENCE

Richard Huish Trust

People & Performance Committee

1. Purpose

The purpose of the People & Performance Committee is to assure and advise the Trust Board on the strategic perspective of people and performance related issues as defined within the terms of reference.

2. Aim

To obtain and give assurance to the trust board that the trust has appropriate and effective strategies and plans relating to its people and their performance to enable the trust to meet its strategic ambitions and objectives.

3. Overview of key information

Date approved	11 th July 2023
Approved by	RHT Trust Board of Directors
Review period	Annual
Next review due	By summer 2024

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Vice Chair	Selected by the committee from among its members
Clerk	Governance Specialist
Membership	Minimum of three directors, elected annually by the Trust Board.
Quorum	Half of membership (rounded up)
Meetings	At least three times a year

4. Membership

- 4.1. The Committee shall be appointed by the Richard Huish Trust and shall consist of at least three members (or such other number as the Trust may from time to time determine).
- 4.2. The Chair must be a director of the company and shall be appointed for a three year period (or for a period consistent with their term of office as a director). The Chair shall be appointed by the Board of Directors and the Vice-Chair shall be selected by the Committee from amongst its members.
- 4.3. Employees of the Trust should not be committee members, but members of the Trust Executive Team should attend to provide information and participate in discussions.

- 4.4. The Committee shall have the power to invite such other persons to attend meetings as may be desirable and necessary.
- 4.5. Other Trust directors may attend meetings, in an observer capacity, with the prior approval of the Chair of the Committee.
- 4.6. To ensure there are arrangements in place for the induction of new committee members and training for serving committee members.

5. Quorum

Meetings of the Committee shall be quorate if 50% or more (rounded up to the nearest whole number) of the membership is present. In this case quoracy is two members.

6. Clerk

- 6.1. The Clerk to the Richard Huish Trust shall be Clerk to the Committee.
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7. Meetings

- 7.1. The Committee shall meet on a cycle consistent with the requirements of the Trust.
- 7.2. Members must withdraw from any meeting, or part of a meeting, at which the matter under consideration could give rise to a conflict of interest, financial or otherwise.
- 7.3. Votes carried out at a meeting shall normally be on a show of hands by the members present and a straightforward majority shall apply.
- 7.4. Where votes cast are equal the Chair of the meeting shall have a second or casting vote.

8. Duties

Strategy

- 8.1. To agree and monitor implementation of the 'People Strategy'.

- 8.2. Consider and identify risk factors that may affect the Trust and report emerging, changing or concerning strategic level risks to the Audit & Risk Committee. Take direction from the Audit & Risk Committee about considering risks that fall within the remit of the committee.
- 8.3. To have a strategic oversight of cross-trust monitoring of safeguarding responsibilities.
- 8.4. To receive an overview of metrics pertaining to the performance of people at the trust to enable strategic oversight.
- 8.5. To produce an annual report of the committee's activities and impact each year to inform the Trusts' annual report.

Pay and conditions

- 8.6. To advise the trust board on the pay and conditions for all staff across the Trust.
- 8.7. Have an overview of the staffing of the Trust within approved estimates of expenditures, including current and projected staffing needs and recruitment policy.
- 8.8. To review the profile of staff salaries against external benchmarks and report accordingly to the trust board.

Compliance

- 8.9. Monitor and review the requirements of the Department for Education (DfE) Academy Trust Handbook in relation to the management of people, with particular reference to making special payments to staff.
- 8.10. To approve and monitor the implementation of people and performance related policies and procedures.
- 8.11. To monitor the implementation of employment legislation.

9. Delegated authority

The Committee has the delegated authority to approve:

- delegated policies/key documents

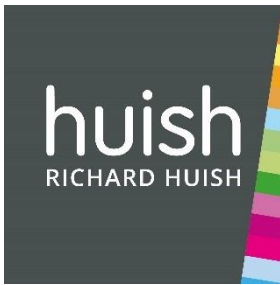
Policy/Key Document approvals

Delegated to the People & Performance Committee for final approval
<ul style="list-style-type: none"> - Allegations of Abuse against Staff Policy - Capability Policy and Procedure (SoDA app 8, item 4.10) - Disciplinary Policy (SoDA app 8, item 4.10) - Equal Opportunities in Employment Policy - Equality & Diversity Policy, including equality objectives statement (SoDA app 8, item 10.4) - Expenses Policy - Gifts and Hospitality Policy for all Trust Staff - Handling of DBS Certificate Information Policy - Pay Policy (SoDA app 8 item 4.7) - Redundancy Policy & Procedure - Recruitment of Ex-Offender Policy

- Safer Recruitment Policy and Procedure
- Staff Disciplinary Policy and Procedure (SoDA app 8, item 4.10)
- Stress Management Policy
- Teacher Appraisal Policy (Schools)

Monitored by the People & Performance Committee and recommended to the Trust for approval

- Absence Policy & Procedures
- Staff Code of Conduct
- Grievance Procedure
- Whistleblowing Policy
- Annual Gender Pay Gap Report (SoDA app 8 item 10.5)



TERMS OF REFERENCE

Richard Huish Trust Governance Committee

1. Purpose

The purpose of the Governance Committee is to advise the Trust Board on arrangements for ensuring effective governance.

2. Aim

To maintain an overview of standards and quality improvement of good governance.

3. Overview of key information

Date approved	11 th July 2023
Approved by	RHT Trust Board of Directors
Review period	Annual
Next review due	By Summer 2024

Chair of committee	Appointed for a period of three years by the Trust Board.
Vice Chair	Selected by the committee from among its members
Clerk	Governance Specialist
Membership	Minimum of three directors, elected annually by the Trust Board.
Quorum	Half of membership (rounded up)
Meetings	At least three times a year

4. Membership

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- 4.2. The Chair must be a director of the company and shall be appointed for a three-year period (or for a period consistent with their term of office as a director). The Chair shall be appointed by the Board of Directors and the Vice-Chair shall be selected by the Committee from amongst its members.
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- 4.4. The Committee shall have the power to invite such other persons to attend meetings as may be desirable and necessary.
- 4.5. Other Trust directors may attend meetings, in an observer capacity, with the prior approval of the Chair of the Committee.

5. Quorum

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6. Clerk

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7. Meetings

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- 7.2. Members must withdraw from any meeting, or part of a meeting, at which the matter under consideration could give rise to a conflict of interest, financial or otherwise.
- 7.3. Votes carried out at a meeting shall normally be on a show of hands by the members present and a straightforward majority shall apply.
- 7.4. Where votes cast are equal the Chair of the meeting shall have a second or casting vote.

8. Duties

Compliance

- 8.1. Monitor and review the requirements of the Department for Education (DfE) Governance Handbook and Competency Framework and other codes of good governance.
- 8.2. Undertake an annual check against the DfE's Governance Handbook to ensure all the compliance matters are covered and to promote good practice.
- 8.3. Review and make recommendations to the Trust Board in respect of governance provision within the:
 - Articles of Association;
 - Scheme of Delegated Authority;
 - Governance related items in the Top Ten Musts in the Academy Trust Handbook.

Operating governance

- 8.4. Based on the outcome of compliance review activities, review and make recommendations to the Trust Board in respect of the operation of governance for the Trust and local governing boards (LGBs).
- 8.5. Make recommendations to the Trust Board in respect of performance targets for governance.
- 8.6. Ensure there are effective and impactful procedures for induction, training and ongoing development of Trust Board members and LGB governors.
- 8.7. Input into the Board's Code of Conduct.

- 8.8. Oversee the development of the Trust’s cycle of business.
- 8.9. To annually review the Committee’s membership, terms of reference, operation and effectiveness.
- 8.10. The Committee is responsible for such matters relating to membership and appointments across the Trust as the Trust Board may remit to the Committee:
 - reviewing and approving appointments to LGBs;
 - a written procedure for the appointment and re-appointment of Board members;
 - monitoring and developing succession planning in respect of membership of the Trust Board;
 - the composition and balance of the Trust Board, its committees and LGBs using a skills audit.
- 8.11. Consider and identify risk factors that may affect the Trust and report emerging, changing or concerning strategic level risks to the Audit & Risk Committee. Take direction from the Audit & Risk Committee about considering risks that fall within the remit of the committee.

Assessing the effectiveness governance

- 8.12. Oversee the governance self-assessment process, self-assessment report and action plan for recommendation to the Trust Board.
- 8.13. Monitor progress in respect of the governance self-assessment report action plan, referring to other committees as necessary.
- 8.14. Support a review of the effectiveness of the Board and its committees and identifying strengths and areas for development.

9. Delegated authority

The Governance Committee has the delegated authority to approve:

- the appointment of new governors to LGBs;
- delegated policies;
- training and development opportunities and cycle of engagement at local and trust level.

Policy/key document approvals

Delegated to the Governance Committee for final approval
<ul style="list-style-type: none"> • Code of Conduct for Trust Board and LGBs – including Expenses Policy (SoDA app 8, item 21.10 and 21.14) • Gifts and Hospitality Register (SoDA app 8, item 21.8) • Governor Recruitment, Renewal and Succession Policy • Scheme of Delegation (SoDA app 8, item 21.11) • Standing Orders for the Trust Board (SoDA app 8, item 21.9)

Monitored by the Governance Committee and recommended to the Trust for approval
<ul style="list-style-type: none"> • Conflicts of Interest Policy • Governor Exclusion Panel Terms of Reference



TERMS OF REFERENCE

Richard Huish Trust

Academic Performance & Quality Committee

1. Purpose

The purpose of the Academic Performance & Quality Committee is to assure and advise the Trust Board on the strategic perspective of the continuous improvement of the quality of education.

2. Aim

To obtain and give assurance to the trust board that the trust has appropriate and effective strategies and plans relating to academic performance and quality so as to enable the trust to meet its strategic ambitions and objectives.

3. Overview of key information

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Approved by	RHT Trust Board of Directors
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- 4.4. The Committee shall have the power to invite such other persons to attend meetings as may be desirable and necessary.

- 4.5. Other Trust directors may attend meetings, in an observer capacity, with the prior approval of the Chair of the Committee.
- 4.6. To ensure there are arrangements in place for the induction of new committee members and training for serving committee members.

5. Quorum

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6. Clerk

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- 7.3. Votes carried out at a meeting shall normally be on a show of hands by the members present and a straightforward majority shall apply.
- 7.4. Where votes cast are equal the Chair of the meeting shall have a second or casting vote.

8. Duties

- 8.1. Through meetings and discussion with the Academy Head Teachers, the RHT Executive Team, and Local Governing Body (LGB) Chairs and Vice Chairs work to ensure there is continual improvements in the Quality of Education being delivered in all of the Trust's Academies.
- 8.2. Alongside any discussion at the RHT Board, review the educational outcomes for all groups of students and the overall performance of Academies against quantitative and qualitative benchmarks, including performance in any external examinations or assessments, and the broader education offered in the Academies.

- 8.3. Review both the Academy Improvement Priorities, as identified by the Head Teacher and the related Quality Improvement Plans to ensure they are fit for purpose and will deliver improvements. Review also the risks related to delivering these priorities.
- 8.4. Through discussions and mid-year review meetings work with LGB Chairs and Vice Chairs to monitor the progress and implementation of each Academies Quality Improvement Plan.
- 8.5. Support and challenge the effectiveness of LGBs in driving the continual improvement of educational standards in Academies, and where appropriate or required intervene.
- 8.6. To deal with such other academic matters as may from time to time be referred to the Committee for consideration or approval.



TERMS OF REFERENCE

Richard Huish Trust

Nomination Committee

1. Purpose

The purpose of the Nomination Committee is to ensure there is a 'formal, rigorous and transparent procedure ensuring an effective succession plan'¹ for the Trust Board.

2. Aim

To ensure plans are in place 'for the orderly succession to both the board and senior leadership positions'² to recommend to the Trust Board.

3. Overview of key information

Date approved	
Approved by	RHT Trust Board of Directors
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Next review due	Summer 2024

Chair of committee	Appointed as required by the Board of Directors
Vice Chair	Selected by the committee from among its members
Clerk	Governance Specialist
Membership	Minimum of three
Quorum	Half of membership (rounded up)
Meetings	As required

4. Membership

- 4.1. The Committee shall be appointed by the Richard Huish Trust Board and shall consist of at least three members, a majority of the members of the committee shall be independent non-executive directors.
- 4.2. The Chair must be a Director of the Trust and shall be appointed as required. Their Chair shall be appointed by the Board of Directors and the Vice-Chair shall be selected by the Committee from amongst its members.
- 4.3. The Chair of the Trust Board shall not chair the committee when it is dealing with the matter of succession of the chair of the board.

¹ UK Corporate Governance Code, Principle J

² UK Corporate Governance Code, Provision 17

- 4.4. The Committee shall have the power to invite such other persons to attend meetings as may be desirable and necessary.
- 4.5. Other Trust Directors may attend meetings, in an observer capacity, with the prior approval of the Chair of the Committee.
- 4.6. Employees of the Trust should not be committee members, but members of the Trust Executive Team should attend to provide information and participate in discussions.

5. Quorum

Meetings of the Committee shall be quorate if 50% or more (rounded up to the nearest whole number) of the membership is present i.e. 2 Directors of the Trust.

6. Clerk

- 6.1. The Clerk to the Richard Huish Trust be clerk to the committee.
- 6.2. The clerk shall be responsible for calling meetings, issuing agendas and agreeing the inclusion of items to the agenda following consultation with the Chair of the Committee and CEO or CPO of the Trust.
- 6.3. If the clerk withdraws from a meeting, or part of a meeting, the Committee shall appoint a person from among the members to act as clerk during this absence.

7. Meetings

- 7.1. The committee shall meet at least twice a year and otherwise as required by the Board to reflect the current need for reviewing the recruitment to the board and ensuring plans for succession are duly considered.
- 7.2. Members must withdraw from any meeting, or part of a meeting, at which the matter under consideration could give rise to a conflict of interest.
- 7.3. Votes carried out at a meeting shall normally be on a show of hands by the members present and a straightforward majority shall apply.
- 7.4. Where votes cast are equal the Chair of the meeting shall have a second or casting vote.

8. Duties

The main duty of the Committee is to be responsible for identifying and nominating, for the approval of the board, candidates to fill board vacancies when they arise.

Prior to considering candidates the committee shall:

- 8.1. Ensure plans are in place for orderly succession to the board, taking into account the challenges and opportunities facing the Trust, and the skills and expertise needed on the board in the future as identified and advised by the Governance Committee.
- 8.2. If necessary, based on an evaluation of the balance of skills, knowledge, experience and diversity on the board as informed by the Governance Committee, prepare, or review, a description of the role and capabilities required for a particular appointment and the time commitment expected.

- 8.3. The committee can determine the approach to take in advertising any vacancies including using open advertising or the services of external advisers to facilitate the search.

The committee shall undertake a formal process prior to recommending candidates to the Board as follows:

- 8.4. Invite expressions of interest from potential candidates.
- 8.5. Perform an initial sifting of candidates and make decisions about whether to proceed with the process or not (if a candidate does meet some or all of the criteria in the role descriptor and/or if they are not able to commit sufficient time to the role and/or if there are any potential significant conflicts of interest).
- 8.6. Perform a formal interview process convened of at least one member of the committee and the CEO (and/or another member of Executive Team as appropriate).
- 8.7. Agree the wording of the recommendation to the board to appoint such candidates as the Committee deems fit.

Following approval (or otherwise) of nominated candidates by the board the committee shall:

- 8.8. Ensure that, on appointment to the board, non-executive directors receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment, committee service and involvement outside board meetings.
- 8.9. The appointee will be required by the committee to disclose any other business interests that may result in a conflict of interest. These must be authorised by the board prior to appointment and any future business interests that could result in a conflict of interest must not be undertaken without authorisation of the board (and in line with the Trust's Conflicts of Interests Policy).
- 8.10. Review the any feedback or evaluation from the board relating to performance of the committee in how it is operating to nominate high calibre candidates to the board.

9. Delegated authority

The main function of the committee is to make recommendations to the Board regarding the appointment of new directors.

It has the delegated authority to make decisions about not proceeding with the recommendation to appoint potential directors at an early stage of the process, for example, if the nominee does not meet some or all of the agreed role descriptors, or there are concerns about conflicts of interest.

10. Recommendations to the Board

The committee shall make recommendations to the board concerning suitable candidates as new directors.