



EMAT SCHEME OF DELEGATION TRUST BOARD COMMITTEES TERMS OF REFERENCE

September 2026

Version 6.0

Approved By:
EMAT Trust Board

Approval Date:
16.09.26

Version:
6.0

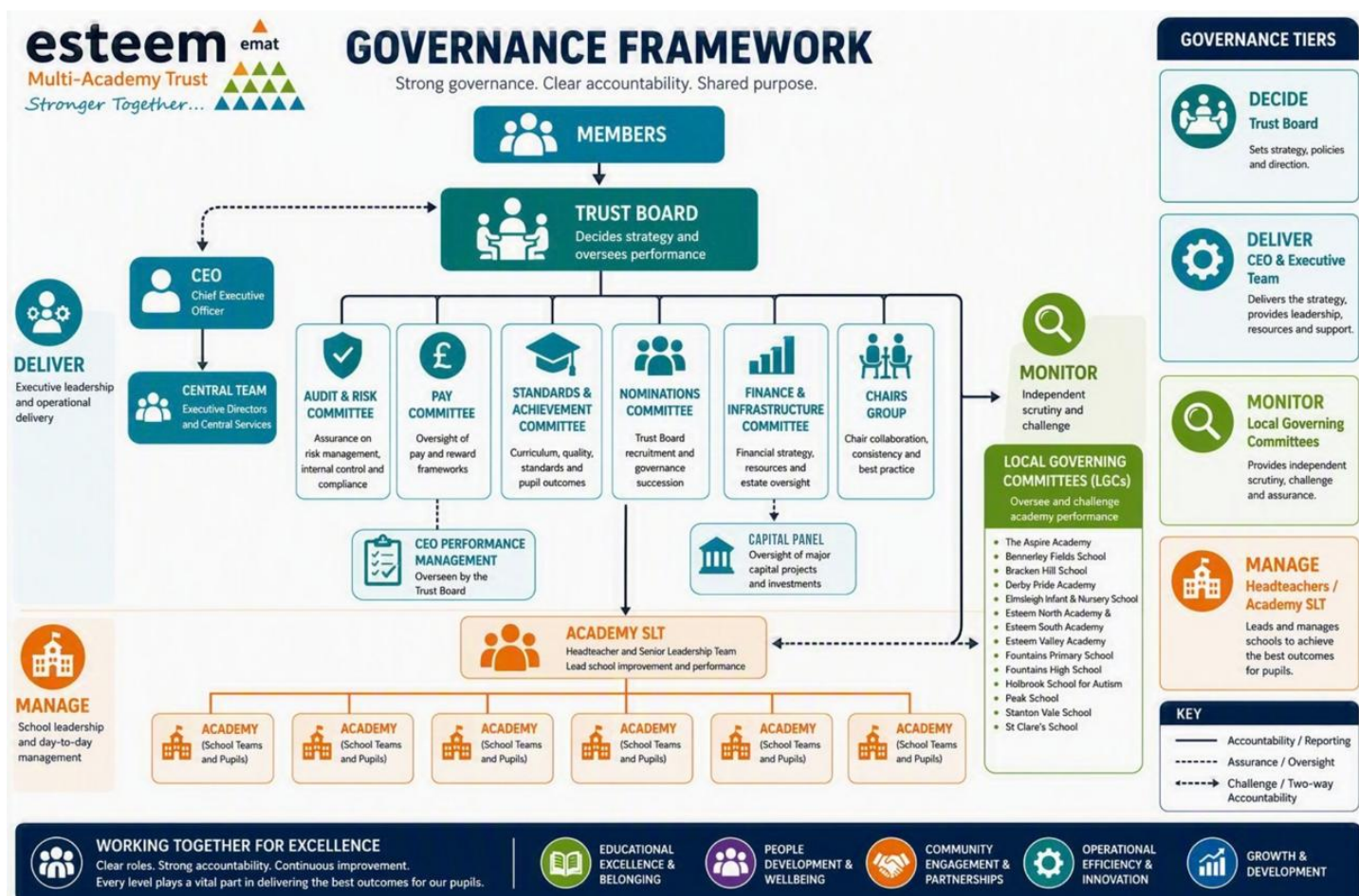
Next Review Date:
Autumn 2027

Version History

Version	Date Approved	Amendments (Briefly Detail Changes and section/page number)	Substantive or Operational Amendment	Approved By: Substantive – Trust Board Operational – Head of Function/CEO
6.0	Approved	Revised TOR across all committees supporting the EMAT Trust Board	Substantive	Trust Board
7.0	12.10.26	Updated Governance Structure with more detail, on page 3.	Operational	Director of Governance & Compliance

Contents

1.0	Terms of Reference - EMAT Audit and Risk Committee	4
2.0	Terms of Reference - EMAT Finance and Infrastructure Committee	7
3.0	Terms of Reference – EMAT Standards and Achievement Committee	9
4.0	Terms Of Reference – EMAT Pay Committee	11
5.0	Terms of Reference – CEO Performance Management Committee	13
6.0	Terms Of Reference – EMAT Local Governing Committees (LGC)	15
7.0	Terms of Reference – EMAT Chairs Group	19
8.0	Terms Of Reference – EMAT Nominations Committee	20



1.0 Terms of Reference - EMAT Audit and Risk Committee

Last Updated and Approved – Sept 2026

1. Purpose and Authority

The Audit and Risk Committee is a committee of the EMAT Board of Trustees. It's purpose is to provide independent assurance to the Board on the effectiveness of the Trust's governance, risk management and internal control frameworks.

The Committee is authorised by the Board to:

- Investigate any activity within its terms of reference
- Seek any information it requires from officers of the trust
- Obtain external professional advice as necessary
- Secure the attendance of external advisors with relevant expertise.

2. Membership

- The committee shall consist of at least **three trustees**, with no overlap in Chairmanship with the Finance and Infrastructure Committee, the Standards and Achievement Committee or the Trust Board.
- The Trust Board will ensure Committee members have the necessary skills, background and experience to properly fulfil the committee functions.
- The committee must elect a Chair annually.
- The Chief Finance and Operating Officer (CFOO) and external/internal auditors may attend in an advisory capacity.
- The committee may invite non-trustees with relevant experience and external advisors as required.
- Members of the Audit and Risk Committee may also serve on the Finance Committee; however, each committee must have a different Chair.

3. Meetings

- The committee shall meet at least three times per year and additional meetings may be convened as required.
- A quorum shall be at least two trustees.
- The Chair will have the casting vote where there is an equal division of votes on a matter.
- The following will normally attend the committee but will have no voting rights
 - Chief Executive Officer
 - Chief Finance and Operations Officer
 - Committee Governance Professional
- Others, including members of the trust's central team and/or Headteachers/Principals, may also be invited to attend committee meetings to address specific issues.
- Minutes will be recorded and submitted to the Board of Trustees by a governance professional.

4. Responsibilities

External Audit

- To oversee the process of selecting the external auditor and making appropriate recommendations through the Trust Board to the member to consider.

Internal Scrutiny

- Oversee the Trust's internal scrutiny programme in line with the Academy Trust Handbook.
- Ensure internal scrutiny provides independent assurances on the effectiveness of controls.
- Review and approve the annual internal scrutiny plan.
- Receive and consider internal scrutiny reports and monitor implementation of recommendations.

Risk Management

- Review the Trust's Risk Register at each meeting.
- Ensure all categories of risk (strategic, financial, operational, compliance, reputational) are adequately identified, assessed and managed.
- To review the adequacy and robustness of risk register(s).
- Advise the Board on the adequacy of risk management arrangements.

Compliance and Assurance

- Monitor compliance with statutory and regulatory requirements including health and safety and governance.
- Review whistleblowing procedures and incidents.

Cybersecurity, Data Protection and AI

- Oversee the Trust's approach to cybersecurity, ensuring robust systems are in place to protect digital infrastructure and sensitive data.
- Monitor compliance with UK GDPR and Data Protection Act 2018, including data breach reporting and data subject rights.
- Review the Trust's use of artificial intelligence (AI) and emerging technologies, ensuring ethical use, transparency and alignment with safeguarding and data protection principles.
- Ensure AI-related risks are identified and managed, particularly in relation to automated decision making, pupil data and staff systems.

5. Oversight and Approval of Policies

The Audit and Risk Committee shall **oversee and approve** policies related to risk management, internal controls, compliance, and audit processes, including:

- Risk Management Policy
- Critical Incident Policy
- Whistleblowing Policy
- Data Protection and GDPR Policy
- Health and Safety Policy
- Business Continuity Policy
- Anti Bribery and Corruption Policy
- Conflicts of Interest Policy

6. Reporting

- The committee will report regularly to the Board of Trustees.
- Any significant audit or risk issues shall be escalated immediately.
- Submit the annual internal scrutiny report to the Board and the Department for Education as required.

7. Review of Terms of Reference

These Terms of Reference will be reviewed regularly (recommended annually) and approved by the Board.

2.0 Terms of Reference - EMAT Finance and Infrastructure Committee

Last Reviewed – **September 2026**

1. Purpose and Authority

The Finance and Infrastructure Committee is a committee of the EMAT Trust Board.

The Finance and Infrastructure Committee provides assurance to the Board of Trustees of the Trust's financial sustainability, infrastructure and compliance with financial regulations. It oversees financial planning, budget management, and resource allocation related to the infrastructure of the Trust.

The Committee is authorised by the Board to:

- Investigate any activity within its terms of reference
- Seek any information it requires from officers of the trust
- Obtain external professional advice as necessary
- Secure the attendance of external advisors with relevant expertise.

2. Membership

- The committee shall consist of at least **three trustees**, with no overlap in Chairmanship with the Audit and Risk Committee, the Standards and Achievement Committee or the Trust Board.
- At least one of the committee trustees should have financial expertise.
- The Chief Finance and Operations Officer may attend in an advisory capacity.
- External advisors may be invited when necessary.
- The Chair of the Trust Board should not chair the Finance Committee.

3. Meetings

- The committee shall meet at least three times per year and additional meetings may be convened as required.
- A quorum shall be at least two trustees.
- The Chair will have the casting vote where there is an equal division of votes on a matter.
- The following will normally attend the committee but will have no voting rights
 - Chief Executive Officer
 - Chief Finance and Operations Officer
 - Committee Governance Professional
- Others, including members of the trust's central team and/or Headteachers/Principals, may also be invited to attend committee meetings to address specific issues.
- Minutes will be recorded and submitted to the Board of Trustees by a governance professional.

4. Responsibilities

Financial Oversight

- Monitor the financial performance of the Trust, ensuring compliance with the Academies Financial Handbook.
- Monitor the annual estimates of income and expenditure and financial forecast for the Trust and its academies;
- Monitoring of revenue finances of the Trust and its academies and advising the Board on progress towards achieving its financial objectives.
- Review and recommend the annual budget for approval by the Board.
- Monitor income, expenditure, cash flow, and reserves.
- To advise the Board on the financial implications of the Trust's strategic plan.

Estate and Digital Standards (Infrastructure)

- Consider estate matters and the Trust's asset management strategy.
- Review **and approve** (escalating as required) the recommendations from the Capital Panel.
- Monitor progress against the DfE's Estate Management Standards.
- Review estate related risks and ensure alignment with strategic priorities.
- Monitor implementation against the DfE's Digital and Technology Standards

5. Oversight and Approval of Policies

The Finance Committee shall review **and approve** policies related to financial management, compliance, and sustainability, including:

- Financial Regulations and Procedures
- Reserves Policy
- Investment Policy
- Procurement & Tendering Policy
- Expenses Policy
- Charging and Remissions Policy
- Lettings Policy (if applicable)
- Budget Setting and Monitoring Policy

6. Reporting

- The committee will report regularly to the Board of Trustees.
- Any significant concerns shall be escalated immediately.

7. Review of Terms of Reference

These Terms of Reference will be reviewed regularly (recommended annually) and approved by the Board

3.0 Terms of Reference – EMAT Standards and Achievement Committee

Last Approved and Approved –Sept 2026

1. Purpose and Authority

The Standards and Achievement Committee is a committee of the EMAT Trust Board.

The Standards and Achievement Committee provides strategic oversight and assurance on the quality of education across the trust, including pupil outcomes, curriculum, inclusion and equality.

The Committee is authorised by the Board to:

- Investigate any activity within its terms of reference
- Seek any information it requires from officers of the trust
- Obtain external professional advice as necessary
- Secure the attendance of external advisors with relevant expertise.

2. Membership

- The committee shall consist of at least **three trustees**, with no overlap in Chairmanship with the Finance and Infrastructure Committee, the Audit and Risk Committee or the Trust Board.
- The Trust Board will ensure Committee members have the necessary skills, background and experience to properly fulfil the committee functions. At least one member should have educational leadership experience.
- The committee must elect a Chair annually.
- The Chief Executive Officer (CEO), Director of Education (DoE) and relevant central team members may attend in an advisory and/or reporting capacity.
- The committee may invite non-trustees with relevant experience and external advisors as required.

3. Meetings

- The committee shall meet at least three times per year.
- A quorum shall be two trustees.
- The following will normally attend the committee but will have no voting rights:
 - CEO
 - Director of Education
 - Committee Governance Professional
 - Others, including members of the Trust's central team and/or Headteachers/Executive Headteachers, may be invited to attend meetings to address specific issues.
- Minutes will be recorded and submitted to the Board of Trustees by the governance professional.
- Meetings of the Standards and Achievement Committee may be scheduled to align with the Trust's School Improvement academy review reporting cycle to ensure timely review of data.

4. Responsibilities

Educational Performance

- Monitor academy performance.
- Scrutinise and monitor pupil progress and achievement data (reflecting the nature of each setting)
- Oversee and monitor academy development and improvement, particularly against key priorities.
- Ensure curriculum development meets statutory requirements and support pupil aspirations.
- Ensure statutory requirements relating to curriculum and assessment are met.

Educational Leadership and Management

- Ensure statutory requirements relating to curriculum, assessment and safeguarding are met.
- Consider any strategic matters escalated by local governing committees (LGCs) with regards to pupil attendance, behaviour and wellbeing.
- Evaluate the effectiveness of leadership and management in driving educational standards at academy and Trust level.
- Ensure the Trust's vision and values are embedded in all aspects of educational provision

Inclusion and SEND

- Monitor the Trust's approach to inclusion (reflecting the nature of the settings within the Trust) – ensuring all pupils and students have access to high quality education.
- Monitor the effectiveness of interventions across vulnerable groups (e.g. SEND, disadvantaged) reflecting the nature of the settings within the Trust.
- Ensure compliance with the SEND Code of Practice and statutory duties.

5. Oversight and Approval of Policies

The Standards and Achievement Committee shall review **and approve** policies related to educational performance and pupil wellbeing. This may include:

- Equality, Diversity and Inclusion Policy
- Pupil Attendance and Behaviour Policy/Principles

6. Reporting

- The committee will report regularly to the Board of Trustees.
- Any significant concerns shall be escalated immediately.

7. Review of Terms of Reference

These Terms of Reference will be reviewed regularly (recommended annually) and approved by the Board

4.0 Terms Of Reference – EMAT Pay Committee

Last Reviewed and Approved – September 2026

1. Purpose and Authority

The Pay Committee is a sub-committee of the Esteem Multi Academy Trust (EMAT) Trust Board.

The Pay Committee is to provide strategic oversight and assurance on matters relating to staff remuneration, performance management, pay progression and compliance with statutory requirements.

The Committee is authorised by the Board to:

- Investigate any activity within its terms of reference
- Seek any information it requires from officers of the trust
- Obtain external professional advice as necessary
- Secure the attendance of external advisors with relevant expertise.

2. Membership

- The committee shall consist of at least **three trustees** with relevant HR or leadership experience where possible.
- The Chair of the Committee will be appointed by the Board.
- The committee may invite senior leaders (excluding discussions about their own remuneration) to attend meetings including:
 - CEO
 - Director of People and Culture
 - Chief Finance and Operations Officer
 - Director of Education
- Members of the pay committee may also serve on other committees.

3. Meetings

- The committee shall meet at least once per year, with additional meetings as required.
- A quorum shall be two trustees.
- The following will normally attend the committee but will have no voting rights:
 - Chief Executive Officer
 - Director of People and Culture
 - Chief Finance and Operating Officer
 - Committee Governance Professional
- Others, including members of the Trust's central team and/or Headteachers/Executive Headteachers, may be invited to attend meetings to address specific issues.
- Minutes will be recorded and submitted to the Board of Trustees.
- The Pay Committee shall be treated with equal importance as other governance committees to ensure balanced oversight.

Responsibilities

Pay and Remuneration

- Oversee the implementation and effectiveness of the Trust's Pay Policy.
- Ensure consistency and fairness in pay decisions.
- Review and approve pay recommendations for senior staff, including senior leadership roles.
- Ensure pay recommendations are evidence-based and linked to performance appraisals.
- Oversee the appeals process for pay decisions to ensure fairness and compliance with policy.
- Review national pay frameworks and statutory requirements to ensure Trust compliance.
- Consider market conditions and benchmarking data to ensure competitive remuneration packages.

Executive Pay

- Agree the principles and process for setting executive pay, including for the CEO and other senior leaders.
- Review the recommendations from the CEO Performance Management Committee.
- Ensure the process is evidence-based, transparent and compliant with the Academies Trust Handbook.
- Consider external benchmarking, Trust performance and individual performance when determining pay recommendations.
- Recommend executive pay awards to the Board of Trustees for approval, ensuring decisions are clearly documented and justifiable

5. Oversight and Approval of Policies

The Pay Committee shall review **and approve** policies related to remuneration, and staff benefits where required.

6. Reporting

- The committee will report regularly to the Board of Trustees.
- Any significant concerns shall be escalated immediately.
- Pay decisions will need to be ratified by the Trust Board.
- Executive pay recommendations must be presented to the Trust Board for review and approval.

7. Review of Terms of Reference

These Terms of Reference will be reviewed regularly (recommended annually) and approved by the Board

5.0 Terms of Reference – CEO Performance Management Committee

Last reviewed and approved – Sept 2026

1. Purpose and Authority

The CEO Performance Management Committee is a **sub-committee** of the EMAT Pay Committee.

The primary purpose of this sub-committee is to ensure that the performance of the Chief Executive Officer (CEO) is effectively appraised and managed, aligning with the strategic objectives of the Esteem Multi Academy Trust (EMAT).

2. Membership

- The Sub-Committee shall consist of at least **three trustees** (of which **at least one** should be from the Pay Committee) including the Chair of Trustees or their appointed delegate.
- A quorum shall be two trustees.
- At least one member shall have relevant experience in performance management or human resources.
- The Sub-Committee may invite external advisors, such as an independent education advisor or HR consultant, as required.
- The Chief Executive Officer (CEO) may attend parts of the meeting related to setting objectives, performance reporting and receiving feedback but shall not be present during discussions regarding pay decisions.
- The Sub-Committee Governance Professional will provide administrative support.

3. Meetings

- The Sub-Committee shall meet with the CEO at least twice per year:
 - Once at the end of the academic year to discuss overall performance for that year and to set performance objectives for the upcoming year.
 - Once at a mid-point of the academic year to review the CEO's performance and progress against objectives.
- Additional meetings may be convened as necessary.
- Minutes will be recorded and any pay and/or performance related proposals or matters for escalation submitted to the Pay Committee for approval prior to Trust Board ratification.
- The Sub-Committee shall be treated with equal importance as other governance committees to ensure balanced oversight.

4. Responsibilities

Objective Setting:

- Agree on clear, measurable, and strategic performance objectives for the CEO, aligned with EMAT's strategic priorities.
- Ensure objectives are Specific, Measurable, Achievable, Relevant, and Time-bound (SMART).

Performance Review:

- Review the CEO's performance against the agreed objectives.
- Gather and evaluate relevant evidence, including quantitative data and qualitative feedback from stakeholders.
- Assess the CEO's overall contribution to the strategic direction and success of EMAT.

Feedback and Development:

- Provide constructive feedback and identify opportunities for the CEO's professional development.
- Support the CEO in achieving continuous improvement and leadership effectiveness.

Pay and Remuneration Recommendations:

- Based on the performance review, make recommendations on the CEO's pay progression or performance-related remuneration.
- Ensure pay recommendations are evidence-based, fair, and consistent with the Trust's Pay Policy.

Compliance and Fairness:

- Ensure that the CEO's performance management process is fair, transparent, and compliant with relevant employment legislation.
- Review and ensure alignment with national pay frameworks and statutory requirements.

5. Oversight and Approval of Policies

- The Sub-Committee shall review and oversee policies related to the CEO's performance management and remuneration.
- Any recommended amendments to relevant policies must be approved by the Pay Committee and ratified by the Board of Trustees before implementation.

6. Reporting

- The Sub-Committee will report to the Pay Committee, providing:
 - A summary of the CEO's performance against objectives.
 - Recommendations on pay progression or performance-related remuneration.
 - Any issues or concerns regarding the performance management process.
- Pay and performance management decisions will require final ratification by the Trust Board.

7. Review of Terms of Reference

These Terms of Reference will be reviewed regularly (recommended annually) and approved by the Board

6.0 Terms Of Reference – EMAT Local Governing Committees (LGC)

Last reviewed and approved –Sept 2026

1. Purpose and Authority

The role of the Local Governing Committee (LGC) is to support the Trust Board as a committee to the Board and does not duplicate the role of the Trust Board.

The LGC are the independent “eyes and ears” of the day-to-day activities – providing assurance for their setting and reporting risks and issues to the Trust Board in a timely manner.

The committee’s role remains strategic, the day to day running and decision making within the Trust resides with executive and operational leads.

The Committee is authorised by the Board to:

- Investigate any activity within its terms of reference
- Seek information it requires from officers of the trust
- Request the Trust Board for additional (internal or external) professional advice as necessary

The Board will provide a termly opportunity – either in person, hybrid or online - for networking, reporting and best practice focus for Chairs and Trustees at the Chairs Group

2. Membership

When academies join EMAT their governors will transition to the new structure of Local Governing Committees (LGC)

The Board will review the appointment of governors and appoint additional (or remove) governors where appropriate.

The Board will approve the appointment of each LGC Chair when a school initially transitions into the Trust and then for established LGC’s the governors will appoint a Chair (which will be reviewed by the Trust Board) as part of their delegated responsibilities.

3. LGC Composition

- The LGC will be constituted by
 - 4 co-opted governors *
 - 2 Parent governors appointed by a parent election
 - 1 Executive Head/Headteacher (Ex-Officio)
 - 1 Staff Governor appointed by staff election

** Additional co-opted governors may be appointed if required to meet a skills gap or support longer term succession*

- Senior staff members (e.g. Head of School) are very welcome to attend, they will not, however, have a vote or count towards quorum.

4. Meetings

- The LGC will meet at least three times a year although it is recommended they **meet four times** as follows:
 - Autumn (Sept) – annual compliance meeting; update on outcomes; verbal Headteacher update.
 - Autumn term (Nov) – autumn term update including Headteacher report and link governor updates
 - Spring term (Feb/March) – spring term update including Headteacher report and link governor updates
 - Summer Term (June) – summer term update including Headteacher report and link governor updates
- Additional meetings may be convened as necessary (e.g. training or to meet with the school community) although only meetings where there is a governance professional present to minute may make decisions.
- A quorum shall be **three governors** of which **no more than one third of the quorum** shall be the Executive Head/Headteacher or staff governor.
- The four recommended (minimum three) LGC meetings will be clerked by a governance professional.
- Should an additional meeting be convened then clerking will need to be agreed with the Director of Governance.
- Additional persons may be invited to the meeting however will not have a vote.

5. Responsibilities

The Board have determined the delegations to the LGC include:

Educational Performance Standards

- Scrutiny and monitoring of educational performance and standards including:
 - the academy/school performance against continuous improvement plans
 - quality of teaching and learning
 - assessment of local data
- Scrutiny and monitoring of pupil outcomes and “Beyond Esteem” opportunities
- Champion all forms of inclusion (pupil premium; SEND) –reflecting the nature of the setting

Staff

- Monitoring of the performance of academy/school headteacher.
- Monitoring of the performance of academy/school staff.
- Monitoring leadership and staff wellbeing and workload

Safeguarding

- Provide assurance on the effectiveness of policy and practice.

Stakeholder Engagement

- Ensure pupils, parents, staff and the wider community voice is heard and considered.
- Act as a critical friend to the school’s leadership, promoting openness and transparency.
- Represent the Trust in the local community to strengthen involvement and engagement.
- Sustaining and celebrating the ethos and character of the academy.

Finance

- Assure that leadership are monitoring and managing the academy/school budget to plan.

Compliance

- Monitor and assure the compliance with statutory procedures, Trust and school policies.
- Ensure compliance regarding training – which is to be completed by all members of the school/academy community.

Link Visits

- To allocate link roles and complete link visits, providing a report on the link visits to the LGC and escalating any concerns to the LGC Chair and Trust Board (via the Director of Governance and Compliance or the Board's Link Trustee).

OFSTED

- Support OFSTED inspections representing the LGC governance.

Policies

- Note Trust Policies
- Note Trust Policies requiring a SETTING specific addition/amendment that has been reviewed and approved by the Executive/Headteacher
- Approve local policies that are new; which have a required a substantive change or are mandatory school policy.
- Where a policy has been amended for operational reasons (e.g. to change the year of reference to legislation; amend the name of the staff member responsible for a key role) the policy can be approved by the Executive/Headteacher without review by the LGC.
- Further guidance on policies is available in the EMAT Policy Framework (*publication pending review and consultation across the Trust – spring 2027*)

6. Delegation of Authority and LGC Chair's Action

The LGC cannot further sub delegate its powers unless in **exceptional circumstances** where it is necessary for an LGC Chairs Action. The Chair may make a Chairs Action (only within the parameters of the EMAT Scheme of Delegation for LGC's) in situations in which a delay in decision making would be seriously detrimental to the interests of the school, pupils or employees.

The LGC should be informed of the Chair's Action as the earliest opportunity and noted in the next LGC's minutes.

7. Changes to the LGC Delegated Authority

The Board may:

- Initially offer support, with a view to maintaining current levels of delegation, should there be any concerns about the performance of any of the academies LGC's
- Appoint additional governors to LGC's as a means of supporting decision making within academies.
- Retain the right to reduce or remove and LGC's decision making powers – this will be unusual and any decision to remove delegated authority would be exceptional.

Factors which may influence the Board's decision about the level of delegation to each LGC include:

- School performance
- A recent OFSTED/DfE report
- Financial and administrative performance
- Leadership and governance capacity and capability
- Safeguarding and/wellbeing concerns
- Health and safety issues

- Parental concerns/complaints

Significant concerns (e.g. fraud) will result in the immediate removal of the LGC

8. Reporting to Board

Alongside the opportunity to report to the Trust Board at the Chairs forum there will be an opportunity at each LGC to discuss and report via the minutes of the meeting any matters of celebration or concern to the Trust Board for awareness or consideration.

9. Review Of Terms of Reference

- These Terms of Reference will be reviewed regularly (recommended annually) and approved by the Board.
- Significant revisions of the LGC Terms of Reference will be Consultated with LGC's and ratified by the Board before implementation.
- These terms of reference should be read in conjunction with:
 1. EMAT Strategy
 2. EMAT Scheme of Delegation
 3. EMAT Trustee and Governor Code of Conduct.

7.0 Terms of Reference – EMAT Chairs Group

New - Sept 2026

1. Purpose and Authority

The purpose of the Chair's Group is to provide a direct link to the Board and LGC's to support strategic decision making, evaluation of strategy, understand changes within the Trust (strategic and operational) and share local level successes, concerns and issues.

2. Membership

- The group shall consist of:
 - Chair of the Trust Board or a nominated deputy
 - CEO
 - Director of Education
 - CFOO
 - Director of Governance and Compliance
 - The Chair for each LGC (or a nominated deputy)
- The committee must elect a Chair annually.
- The committee may invite internal and external advisors as required.

3. Meetings

- Meetings will be held termly – primarily online.
- Additional meetings may be held where required.

4. Responsibilities

- To receive Trust updates for onward communication to the LGC's by the LGC Chair (or nominated deputy)
- To provide assurance that LGC's able to meet their responsibilities as defined in the Terms of Reference for the LGC.
- To receive updates from the LGC's not otherwise shared.

5. Reporting

- Meeting notes will be provided and an executive summary for Chair's to share with the governors in the LGC.

6. Review of Terms of Reference

- These Terms of Reference will be reviewed regularly (recommended annually) and approved by the Board.
- Significant revisions of the Chairs Group Terms of Reference will be Consultated with Chairs and ratified by the Board before implementation.

8.0 Terms Of Reference – EMAT Nominations Committee

Last reviewed and approved –July 2026

1. Purpose and Authority

The Nominations Committee (“the Committee”) is established by the Board of Trustees to oversee and manage the process for the appointment of the Chief Executive Officer (CEO) of the Trust.

The Committee will ensure that the recruitment and selection process is fair, transparent, robust and compliant with relevant legislation and governance requirements and capable of identifying the candidate best suited to lead the Trust and deliver its strategic objectives.

2. Membership

The Committee shall comprise:

- The Chair of Trustees (Chair of the Committee)
- Between three and five other Trustees appointed by the Board

The Committee may invite:

- An external adviser
- A governance professional
- Professional recruitment consultants
- Appropriate sector specialists

Invited attendees **shall not** have voting rights.

No member of the Committee may participate where a conflict of interest exists.

3. Chair

The Committee shall be chaired by the Chair of Trustees unless the Board determines otherwise.

In the absence of the Chair, members present shall appoint one of their number to chair the meeting.

4. Quorum

The Committee shall be chaired by the Chair of Trustees unless the Board determines otherwise.

In the absence of the Chair, members present shall appoint one of their number to chair the meeting.

5. Objectives

The Committee will

- Secure the appointment of an exceptional CEO aligned with the Trust’s vision, values and strategic priorities
- Ensure compliance with:

- The Academy Trust Handbook
 - Equality Act 2010
 - Keeping Children Safe in Education (KCSIE)
 - Employment law and safer recruitment requirements
 - Any applicable Trust policies
- Promote equality, diversity and inclusion throughout the recruitment process
 - Protect the reputation and best interests of the Trust

6. Responsibilities

The Committee's responsibilities include:

6.1 Recruitment Planning

- Confirming the leadership requirements of the Trust.
- Reviewing the CEO job description and person specification.
- Agreeing the remuneration package within Board-approved parameters.
- Establishing the recruitment timetable and selection methodology.

6.2 Candidate Search

- Determining advertising and search strategies.
- Engaging executive search or recruitment consultants as appropriate.
- Supporting efforts to attract a diverse and high-quality field of candidates.

6.3 Selection Process

- Reviewing applications against agreed criteria.
- Agreeing a shortlist.
- Designing and conducting interviews and assessment exercises.
- Evaluating candidates against the Trust's values, leadership competencies and strategic needs.

6.4 Due Diligence

- Ensuring appropriate safer recruitment checks are completed.
- Reviewing references and employment history.
- Considering any other relevant due diligence information.

6.5 Recommendation to the Board

- Reaching a decision on the preferred candidate.
- Preparing a report for the Board setting out:
 - The process followed
 - The rationale for the recommendation
 - Any relevant risks or considerations
- Recommending whether an appointment should be made or whether the process should be re-run.

7. Decision Making

The committee will seek to make decisions by consensus.

Where a vote is required:

- Each voting member shall have one vote
- Decisions shall be determined by a simple majority
- In the event of a tied vote, the Chair shall have a casting vote

8. Meetings

The Committee shall meet as required to fulfil its responsibilities during the recruitment process.

Meetings may be held:

- In person
- Virtually
- Through a combination of both (hybrid)

9. Reporting

- The committee shall report to the Board of Trustees following key stages of the recruitment process and submit a final recommendation for approval.
- The recommendations and decisions of the Committee shall be documented and retained appropriately.

10. Administrative Support

The Governance Professional and/or Director of People and Culture shall:

- Arrange meetings
- Maintain records and minutes
- Support governance compliance
- Manage documentation relating to the recruitment process

11. Review of Terms of Reference

- These Terms of Reference shall be reviewed at any time as directed by the Board of Trustees or every two years.
- Any amendments must be approved by the Board of Trustees.