



Terms of Reference for the Governance and Members Committee

Membership

The membership of the Governance and Members Committee will include:

- The Chair or Vice Chair or the Chair of Personnel Committee (but only one of the above);
- One other member of the Chairs' Committee (not including the Chair or Vice Chair);
- One other member of the Governing Body;
- The Headteacher;
- The Clerk
- Provided that, if at any time membership of this committee does not otherwise include a Foundation Governor, a Foundation Governor shall be co-opted as a member of this committee in addition to the above membership.

Quorum

- The committee will have a quorum not less than three members of the committee - of which two must be governors.

Meetings

- Meetings will be held as required but no less than twice per year.

Terms of Reference

The committee will meet in order to:

- To ensure the Governing Body has the requisite skills and competencies required (considering succession, continuity and renewal) including:
 - a) the annual request for governors to serve as Chair, Vice Chair and Committee Chairs (in the summer term);
 - b) the review of nominees for these positions and the process that will lead to a recommendation to the first Governing Body of the academic year;



- To ensure appropriate support, training and development including handover processes are in place to effect successful change in key positions in the Governing Body (including ensuring representation in external fora is considered)
- To oversee the processes that ensure any vacancy is dealt with appropriately (including constituting an appointment panel if required);
- To agree the process for, and oversee the implementation of, the Governing Body and member appraisal approach. It is assumed that this process will occur no less than once every two years.
- To ensure good governance is maintained (including, in the case of any disciplinary/grievance/or dismissal concern, to oversee the process of adopting the principles in our staff policies and procedures as relevant). Where an external body such as the LA or the Diocese is the nominating body, to take a recommendation for removal to that body making the case for exclusion.

Our wider purpose

This committee was established to ensure that we:

- Adopt best practice principles around governance, leadership and management;
- Embrace a developmental approach to ensure governors know what they need to do and how the most effective governors undertake this role;
- Have an agreed approach to undertaking appraisals and reviews of Governors including:
 - a) 1:1 process to support and appraise those who take up chairing roles/substantive roles;
 - b) whole Governing Body processes that help individuals and the whole Governing Body review our performance collectively;
- Maintain good performance and conduct and where necessary addressing any issues in the context of:
 - a) **Performance** - Does the member perform their role effectively and is this subject to the review of others and not just based on their own opinion;
 - b) **Added Value** - Is the member delivering added and new value or is each year a repeat or to incremental a build on previous year;
 - c) **Independence** - Is the member able to demonstrate challenge and independence or have they become too close to the Governing Body/school to see the wood for the trees;



- d) **Renewal** - Is their continued presence stopping others coming forward;
- Have strong continuity and renewal in terms of our governance including:
 - a) Encouraging people to express an interest to serve of as a Governor and/as Chair, Vice Chair of the Governing Body and its committees;
 - b) Undertaking selection processes where there is more than one possible candidate;
 - c) Make recommendations for appointments to the full Governing Body Meeting in September of each year;
 - d) Make recommendations to the Chairs' Committee for any vacancies that emerge during the year;
 - e) Ensure there is the range of skills, knowledge, and competencies available to the Governing Body;
- Managing the expiration of terms of office in a sensitive and practical manner that delivers the balance of succession and renewal considering risks including:
 - a) Inability to recruit to, or develop members within, the Governing Body to ensure we can deliver good governance and that all formal roles such as Chair, Committee Chairs or other required positions are delivered;
 - b) Inability to comply with statutory requirements including constituencies or quorum;
 - c) Exceptional levels of change or risks associated with instability at leadership level at a critical time;
 - d) Conduct advertising, recruitment and selection campaigns as required;
 - e) Regularly review and address training and development needs of Governors;
 - f) Away Days are held no less than every two years (where we review our strategy, our governance practice and our impact);
- Support the Chairs Committee in ensuring:
 - a) The board manages its core accountabilities, delegates appropriately to committees and uses thematic working groups where appropriate (for example exploring our position on MATs);
 - b) We encourage and support distributive leadership amongst our Governors;

**Review**

These terms of reference and the effectiveness of the committee will be reviewed no less than every 3 years (including membership) by the Chairs Committee.