



Learning together, succeeding together and creating our future together

Committee Terms of Reference

Scope:	Trust
Author:	Company Secretary
Name of Responsible Officer:	Company Secretary
Approving Committee:	Trust Board
Statutory Basis:	Statutory Policy
Requirement to publish on website:	Yes – Trust and all Academies
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Introduction

As a charity and company limited by guarantee, the Trust is governed by a Board of Trustees (the Board) who have overall responsibility and ultimate decision making authority for all the work of the Trust, including the establishing and running of the academies maintained by the Trust (the Academies and each an Academy).

In order to support the effective operation of the Trust and the Academies, the Board has established a number of committees to which it has delegated certain of its powers and functions. These terms of reference (Terms of Reference) set out the constitution, membership and proceedings of the committees the Board has established.

In summary, the Board has established two different types of committee:

- Main board committees which are established to deal with Trust-wide matters such as audit, risk, finance and pay.
- Academy governing bodies which are established to support the effective operation of the academies (AGBs).

The Board will review these terms of references together with the membership of committees at least once every twelve months.

These terms of reference may only be amended by the Board. The functions, duties and proceedings of committees set out in these terms of reference shall also be subject to any regulations made by the Board from time to time.

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Solent Academies Trust

Finance and General Purposes Committee Terms of Reference

1. Membership

- 1.1. The Committee shall comprise of at least four trustees.
- 1.2. Only members of the Committee have the right to attend committee meetings. However, other individuals may be invited to attend for all or part of any meeting, as and when appropriate and necessary but will not have voting rights.
- 1.3. The majority of members of the Committee are required to be trustees. The Committee shall elect a chair from the eligible trustees.
- 1.4. The Company Secretary shall act as Clerk to the Committee.

2. Quorum

- 2.1. The quorum for meetings of the Committee shall be three trustees.

3. Frequency of Meetings

- 3.1. The Committee shall meet at least once a term and otherwise as required.

4. Notice of Meetings

- 4.1. Meetings of the Committee shall be called by the Clerk to the Committee at the request of the Committee Chair.
- 4.2. Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be forwarded to each member of the Committee and any other person required to attend no later than seven days before the date of the meeting. Supporting papers shall be sent to committee members and to other attendees as appropriate, at the same time.

5. Minutes of Meetings

- 5.1. The Clerk to the Committee shall minute the proceedings and decisions of all committee meetings, including the names of those present and in attendance.
- 5.2. Draft minutes of committee meetings shall be circulated promptly to all members of the Committee. Once approved, minutes should be circulated to all other members of the Board.

6. Committee Duties

6.1. Finance

- 6.2. To review the proposed financial strategy, 3 or 5 year budget plan and financial KPIs for recommendation to the Board.
- 6.3. To monitor performance against the long term financial strategy and KPIs.
- 6.4. To review the proposed annual budget for robustness and consistency with medium term targets. To make recommendations to the Board as to whether this should be approved.

- 6.5. To receive and monitor regular reports from the management team showing actual or forecast performance in comparison with the approved budget for each individual period, the year to date and the year as whole.
- 6.6. To receive and monitor regular reports on cashflow and balance sheets from the management team.
- 6.7. Where adverse performance arises, to receive proposed recovery plans, consider their adequacy and monitor their implementation.
- 6.8. To monitor policies relating to finance and to review the financial regulations on an annual basis.
- 6.9. To consider and advise the Board on the central spend and top slicing arrangements.
- 6.10. To make recommendations to the Board about the Trust's scheme of financial delegation.
- 6.11. To monitor benchmarking data on a regular basis and ensure Trust wide value for money.
- 6.12. To ensure the Trust has adequate insurance cover.
- 6.13. **Estates**
- 6.14. To review the long term Estates strategy and make recommendations to the Board as necessary.
- 6.15. To monitor implementation of the Estates strategy and make recommendations for plans involving significant expenditure to the Board, in line with the Trust's scheme of financial delegation.
- 6.16. **IT and GDPR**
- 6.17. To review and recommend to the Board for approval of the long term IT strategy.
- 6.18. To monitor implementation of the IT strategy.
- 6.19. To have oversight of GDPR compliance and to receive at least annual reports from the Trust's DPO.
- 6.20. **Authority**
- 6.21. The Committee is authorised to investigate any activity within its terms of reference or specifically delegated to it by the Board. It is authorised to request any information it requires from any trustee, governor, employee, external audit, internal audit or other assurance provider.
- 6.22. The Committee is authorised to obtain any outside legal or independent professional advice it considers necessary, normally in consultation with the Accounting Officer and/or Chair of the Board.
- 6.23. The Board must not add to these terms of reference responsibilities that require the Committee to adopt an executive role, or its members to offer professional advice to the Board. The Committee should seek formal professional opinions from the internal and external auditors or other professional advisers to the Board. Advice should only be given in committee members' capacity as trustees and only within their terms of reference.

Solent Academies Trust

Audit and Risk Committee Terms of Reference

1. Membership

- 1.1. The Committee shall comprise of at least four trustees.
- 1.2. Only members of the Committee have the right to attend committee meetings. However, other individuals may be invited to attend for all or part of any meeting, as and when appropriate and necessary but will not have voting rights.
- 1.3. The majority of members of the Committee are required to be trustees.
- 1.4. The Committee shall elect a chair from the eligible trustees.
- 1.5. The Company Secretary shall act as Clerk to the Committee.

2. Quorum

- 2.1. The quorum for meetings of the Committee shall be three trustees.

3. Frequency of Meetings

- 3.1. The Committee shall meet at least once a term and otherwise as required.

4. Notice of Meetings

- 4.1. Meetings of the Committee shall be called by the Clerk to the Committee at the request of the Committee Chair.
- 4.2. Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be forwarded to each member of the Committee and any other person required to attend no later than seven days before the date of the meeting. Supporting papers shall be sent to committee members and to other attendees as appropriate, at the same time.

5. Minutes of Meetings

- 5.1. The Clerk to the Committee shall minute the proceedings and decisions of all committee meetings, including the names of those present and in attendance.
- 5.2. Draft minutes of committee meetings shall be circulated promptly to all members of the Committee. Once approved, minutes should be circulated to all other members of the Board.

6. Committee Duties

6.1. Risk Management and Internal Control

- 6.2. Keep under review the effectiveness of risk management and internal control systems and provide regular reports to the Board for approval.

6.3. Monitor and review the risk management strategy for the Trust and make recommendations to the Board for approval.

6.4. Receive regular reports on the management of significant risks.

6.5. Regularly review the Trust's risk register.

6.6. **External Audit**

6.6.1. Make recommendations through the Board to the Members of the Trust about the appointment, re-appointment, dismissal and remuneration of the external auditor.

6.6.2. Approve the audit fees.

6.6.3. Oversee the process for selecting the external auditor and make appropriate recommendations to the Board.

6.6.4. Assess the independence of the external auditor, ensuring that key audit personnel are rotated at appropriate intervals

6.6.5. Agree and challenge the nature, scope, objectives and work programme of the external audit.

6.6.6. Review the external auditor's annual management letter and all other reports and recommendations, together with the appropriateness of management's response.

6.6.7. Review the performance of the external auditor on an annual basis and monitor the effectiveness of the audit process. Establish, in conjunction with Academy management, relevant performance measures and indicators.

6.6.8. Inform the Board of any additional services provided by the external auditor and explain how independence and objectivity were safeguarded. Ensure the provision of additional services does not impair the external auditors' independence or objectivity.

6.6.9. Review and consider the circumstances surrounding any resignation or dismissal of the external auditor.

6.7. **Internal Scrutiny**

6.7.1. Set and review the internal scrutiny programme, aligned to mitigation of key risks and ensure the function is adequately resourced.

6.7.2. Review the reports and recommendations of the internal audit, together with the appropriateness of management's response.

6.7.3. Advise the Board on the appointment, re-appointment, dismissal and remuneration of the internal audit service.

6.7.4. Review the performance of the internal audit service on an annual basis and monitor its effectiveness. Establish, in conjunction with Academy management, relevant performance measure and indicators.

- 6.8. Monitor, within agreed timescales, the implementation of recommendations arising from any reports of audit and assurance providers.
- 6.9. Ensure appropriate cooperation and coordination of the work of the external auditor and internal auditor.
- 6.10. **Policies**
- 6.11. Oversee the Trust's policies on fraud, irregularity, anti-bribery and whistleblowing, and ensure:
- 6.11.1. Proper, proportionate and independent investigation of all allegations and instances of fraud and irregularity.
 - 6.11.2. Investigation outcomes are reported to the Finance Committee.
 - 6.11.3. The external auditor and internal auditor have been informed, and that appropriate follow-up action has been planned / actioned.
 - 6.11.4. All significant cases of fraud or suspected fraud or irregularity are reported to the appropriate funding body.
- 6.12. **Annual Report and Financial Statements**
- 6.13. Review the annual financial statements in the presence of the external auditor, including the auditor's formal opinion, the governance statement, including consideration of the internal control systems effectiveness, risk management statements and any relevant issue raised in the external audit management letter, including regularity audits.
- 6.14. Recommend the annual financial statements to the Board.
- 6.15. **Health and Safety**
- 6.16. Maintain oversight of Health and Safety in the Trust and provide regular reports to the Board.
- 6.17. Review and monitor the implementation of Health and Safety policies in the Trust.
- 6.18. Receive reports from external Health and Safety audits and monitor progress towards outstanding actions.
- 6.19. **Authority**
- 6.20. The Committee is authorised to investigate any activity within its terms of reference or specifically delegated to it by the Board. It is authorised to request any information it requires from any trustee, governor, employee, external audit, internal audit or other assurance provider.
- 6.21. The Committee is authorised to obtain any outside legal or independent professional advice it considers necessary, normally in consultation with the Accounting Officer and/or Chair of the Board.
- 6.22. The Board must not add to these terms of reference responsibilities that require the Committee to adopt an executive role, or its members to offer professional advice to the Board. The Committee should seek formal professional opinions from the internal and

external auditors or other professional advisers to the Board. Advice should only be given in committee members' capacity as trustees and only within their terms of reference.

Solent Academies Trust

Standards Committee Terms of Reference

1. Membership

- 1.1. The Committee shall comprise of at least four trustees, including the CEO.
- 1.2. Only members of the Committee have the right to attend committee meetings. However, the Heads of School and other individuals may be invited to attend for all or part of any meeting, as and when appropriate and necessary but will not have voting rights.
- 1.3. The majority of members of the Committee are required to be trustees.
- 1.4. The Committee shall elect a chair from the eligible trustees.
- 1.5. The Company Secretary shall act as clerk to the Committee.

2. Quorum

- 2.1. The quorum for meetings of the Committee shall be three trustees.

3. Frequency of Meetings

- 3.1. The Committee shall meet at least once a term and otherwise as required.

4. Notice of Meetings

- 4.1. Meetings of the Committee shall be called by the Clerk to the Committee at the request of the Committee Chair.
- 4.2. Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be forwarded to each member of the Committee and any other person required to attend no later than seven days before the date of the meeting. Supporting papers shall be sent to committee members and to other attendees as appropriate, at the same time.

5. Minutes of Meetings

- 5.1. The Clerk to the Committee shall minute the proceedings and decisions of all committee meetings, including the names of those present and in attendance.
- 5.2. Draft minutes of committee meetings shall be circulated promptly to all members of the Committee. Once approved, minutes should be circulated to all other members of the Board.

6. Duties

6.1. Strategic Priorities and Self-Assessment

- 6.2. Contribute towards the review and revision of the Trust's strategic priorities relating to standards and pupil progress.

- 6.3. Monitor and evaluate performance against the Trust's strategic priorities relating to standards and pupil progress and towards any related Trust post Ofsted action plan matters.
- 6.4. Review and advise on the self-evaluation process and the areas for improvement with particular regard to outcomes and success criteria.
- 6.5. Ensure that appropriate consultation is undertaken with pupils, parents / carers and other stakeholders as part of a programme of regular self-evaluation to assess performance against aims and objectives and ensure that feedback from consultation is used to develop the quality of the overall pupil experience.
- 6.6. **Oversight of Monitoring**
- 6.7. Ensure that effective processes and arrangements are in place for monitoring of:
- Quality of Education.
 - Behaviour and Attitudes.
 - Personal Development.
 - Leadership and Management.
- 6.8. Review reports from Challenge Partner reviews for individual academies and any other external reviews and monitor follow up of any actions raised.
- 6.9. **Policies and Legal Requirements**
- 6.10. Consider and approve policies delegated to the committee for review and then monitor and evaluate their implementation.
- 6.11. **Authority**
- 6.12. The Committee is an advisory body with no executive powers. However, it is authorised by the Board to investigate any activity within its terms of reference, and to seek any information it requires from staff, who are requested to co-operate with the Committee in the conduct of its inquiries.
- 6.13. The Committee is authorised to obtain independent professional advice if it considers this necessary.
- 6.14. The Committee will report to the Board on any decision taken in accordance with the scheme of delegation and delegated powers.

Solent Academies Trust

Staffing and Pay Committee

1. Membership

- 1.1. The Committee shall comprise of at least three trustees who are not employees of the Trust.
- 1.2. Only members of the Committee have the right to attend committee meetings. However, other individuals may be invited to attend for all or part of any meeting, as and when appropriate and necessary but will not have voting rights.
- 1.3. The majority of members of the Committee are required to be trustees.
- 1.4. The Committee shall elect a chair from the eligible trustees.
- 1.5. The Company Secretary shall act as Clerk to the Committee.

2. Quorum

- 2.1. The quorum for meetings of the Committee shall be two trustees not employed by the Trust.

3. Frequency of Meetings

- 3.1. The Committee shall meet at least twice a year and otherwise as required.

4. Notice of Meetings

- 4.1. Meetings of the Committee shall be called by the Clerk to the Committee at the request of the Committee Chair.
- 4.2. Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be forwarded to each member of the Committee and any other person required to attend no later than seven days before the date of the meeting. Supporting papers shall be sent to committee members and to other attendees as appropriate, at the same time.

5. Minutes of Meetings

- 5.1. The Clerk to the Committee shall minute the proceedings and decisions of all committee meetings, including the names of those present and in attendance.
- 5.2. Draft minutes of committee meetings shall be circulated promptly to all members of the Committee. Once approved, minutes should be circulated to all other members of the Board.

6. Duties

6.1. Pay

- 6.2. Determine the salary of each member of the teaching staff within the Trust, including teaching staff who are members of the senior leadership team, taking account of any recommendations made by the CEO or other appraiser, in accordance with the approved pay policy.

- 6.3. Determine the salary of the CEO, taking account of the outcome of her/his annual appraisal, in accordance with the approved pay policy.
- 6.4. Decide, on the basis of evidence provided, which of the Trust's teaching staff on the Main Pay Range should progress to the Upper Pay Range.
- 6.5. Determine appropriate salary ranges for any lead practitioners employed by the Trust.
- 6.6. Decide on the award of temporary Teaching and Learning Responsibility allowances for individual teachers for undertaking additional specified and time-limited duties.
- 6.7. Ensure that decisions about pay are robust and justifiable, that no unlawful bias or discrimination can be found in the decision making process and that all pay decisions are based on evidence.
- 6.8. Review and approve the Trust's pay policy and monitor its implementation.
- 6.9. Agree severance pay in line with the Trust's Scheme of Delegation.
- 6.10. **Staffing**
- 6.11. Review and approve all HR policies for the Trust and monitor their implementation.
- 6.12. Approve the staff structure for the Central Trust team and leadership throughout the Trust.
- 6.13. Approve the Trust wellbeing strategy and monitor implementation.
- 6.14. Have oversight of the provision of CPD in the Trust.
- 6.15. Receive an annual report on the implementation of the Trust's performance management policy.
- 6.16. Ensure at least one trustee is a member of the appointments panel for all senior staff appointments.
- 6.17. **Equality**
- 6.18. Monitor the approach to equality in the Trust.
- 6.19. Review progress towards the equality objectives on an annual basis.
- 6.20. Review and approve the equality policies and the publication of equalities information.
- 6.15. **Authority**
- 6.16. The Committee is an advisory body with no executive powers. However, it is authorised by the Board to investigate any activity within its terms of reference, and to seek any information it requires from staff, who are requested to co-operate with the Committee in the conduct of its inquiries.
- 6.17. The Committee is authorised to obtain independent professional advice if it considers this necessary.
- 6.18. The Committee will report to the Board on any decision taken in accordance with the scheme of delegation and delegated powers.

Solent Academies Trust

Pay Appeals Committee Terms of Reference

1. Membership

- 1.1 The Committee shall consist of three named members all of whom will be members of the Trust Board. The members will be neither employees of the Trust nor members of the Trust's Pay Committee.
- 1.2 The CEO will attend all proceedings of the Pay Appeals Committee for the purpose of providing information and advice but will not be a member of the Committee.
- 1.3 The Company Secretary shall act as Clerk to the Committee.

2. Quorum

- 2.1. The quorum shall be two of the three members.

3. Frequency of Meetings

- 3.1. The Committee shall meet as required.

4. Notice of Meetings

- 4.1. Meetings of the Committee shall be called by the Clerk to the Committee at the request of the Committee Chair.
- 4.2. Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be forwarded to each member of the Committee and any other person required to attend no later than seven days before the date of the meeting. Supporting papers shall be sent to committee members and to other attendees as appropriate, at the same time.

5. Minutes of Meetings

- 5.1. The Clerk to the Committee shall minute the proceedings and decisions of all committee meetings, including the names of those present and in attendance.
- 5.2. Draft minutes of committee meetings shall be circulated promptly to all members of the Committee.

6. Duties

- 6.1. Consider and determine formal appeals against recommendations of the Pay Committee in accordance with the appeals procedure set out in the pay policy.

Solent Academies Trust

Pupil Discipline Committee Terms of Reference

The Pupil Discipline Committee will be formed by the Academy Governing Bodies to consider any decision by the Head of School to exclude any pupil and will reconsider any decision to readmit a pupil required by any independent panel hearing.

1. Membership

- 1.1. The committee will be made up of three governors or trustees. The governors and trustees will come from one of the academy governing bodies in the Trust or will be members of the SAT Board.

2. Quorum

- 2.1. The quorum is three governors or trustees.

3. Duties

- 3.1. Consider the reinstatement of an excluded pupil within 15 school days of receiving notice of the exclusion if:
 - The exclusion is permanent.
 - It is a fixed period exclusion which would bring the student's total number of school days of exclusion to more than 15 in a term.
 - It would result in a student missing a public examination or national curriculum test. (so far as is reasonably practical, to consider the exclusion before the date of the examination or test. If this is not practicable the Chair of Governors may consider the exclusion independently and decide whether or not to re-instate the student).
- 3.2. If requested by parents, to consider the reinstatement of an excluded student, within 50 school days of receiving notice of the exclusion, if a student would be excluded from school for more than 5 school days, but not more than 15, in a single term.
- 3.3. To consider any representations made by parents for a fixed period exclusion which would not bring a pupil's total number of days of exclusion to more than 5 in the term. In these instances, the committee cannot direct reinstatement and is not required to arrange a meeting with the parents.
- 3.4. To invite the parents and the Headteacher to a meeting of the Governing Body and to allow them to make representations.
- 3.5. To consider requests from the parents to allow the representative from the LA to make representations.
- 3.6. To make reasonable endeavours to arrange the meeting for a date and time that is convenient to all parties, but in compliance with the relevant statutory time limits set out above. However, its decision will not be invalid simply on the grounds that it was not made within these time limits.
- 3.7. To have regard to guidance issued by the Department for Education in relation to the exclusion of pupils.
- 3.8. **Appeals to the Independent Review Panel (set up by the Academy Trust) made by parents against decisions of the Committee to uphold a permanent exclusion**

3.9. To prepare the statement of the Governing Body for such an appeal and to liaise with the Clerk to the Independent Review Panel with regard to other information required.

3.10. To represent the Governing Body at the hearing of the case by the Independent Review Panel.

4. **Training and Development**

4.1. To ensure that members of the Committee develop and maintain an up-to-date understanding of student behaviour and discipline issues locally and nationally, for example by attending relevant governor training courses and reading relevant national and local guidance.

Academy Governing Body Terms of Reference

1. **These Terms of Reference**

- 1.1. These terms of reference are drafted and maintained by the Trust. The trustees may make amendments to these terms of reference from time to time, as described in the Trust's articles of association.
- 1.2. In the event that amendments are made, the Trust shall notify the Chair of each Academy Governing Body (AGB), who shall be expected to make the other governors aware of such changes.

2. **The Trust and AGB**

- 2.1. The Trust is a charitable company limited by guarantee. It has entered into a master funding agreement with the Department for Education and a supplemental funding agreement in respect of the academy (together the "funding agreements") and so it is the Trust that is ultimately responsible to the Department for Education pursuant to the funding agreements.
- 2.2. The trustees are the charity trustees (within the terms of section 97(1) of the Charities Act 1993) and responsible for the general control and management of the administration of the Trust in accordance with the provisions set out in the articles of association of the trust.
- 2.3. The AGB shall be a committee of the trustees established pursuant to article 100 of the articles of association of the Trust.

3. **Composition of the AGB**

- 3.1. The AGB shall comprise of a maximum of 9 members (which we refer to as governors), including:
 - the CEO/Executive Headteacher.
 - up to one teaching staff governor, elected by and from the teaching staff at the academy.
 - up to one support staff governor, elected by and from the support staff at the academy.
 - up to two parent governors.
 - up to four co-opted governors.
- 3.2. The Head of School will be invited to attend all meetings of the AGB.
- 3.3. The AGB may continue to act notwithstanding a temporary vacancy in its composition.
- 3.4. Every person wishing to become a governor will be required to sign a declaration of eligibility and make disclosures for the purposes of a criminal records check by the Disclosure and Barring Service.

4. **Governors' Term of Office**

- 4.1. With the exception of the CEO/Executive Headteacher, the term of office for members of the AGB will be three years.
- 4.2. Subject to remaining eligible to be a governor, any governor may be reappointed or re-elected at the end of his or her term.

5. Ceasing to be a Governor

5.1. A governor's term of office will be terminated if:

- Any event or circumstance occurs which would disqualify him or her from the office of trustee under the Articles were he or she to hold such office.
- He or she has, without the consent of the AGB, failed to attend meetings for a continuous period of six months, beginning with the date of the first such meeting he or she failed to attend.
- He or she resigns from office by notice to the Clerk to the AGB.

6. Chair and Vice Chair of Governors

6.1. The Trust Board shall appoint the Chair of the AGB and the AGB shall appoint the Vice-Chair of the AGB. Each will serve for a period of two years and may stand for re-appointment. Neither the Head of School nor the staff governors will be eligible for appointment as Chair or Vice Chair.

6.2. Meetings of the AGB will be chaired by the Chair of Governors or, in her/his absence, by the Vice-Chair. If both the Chair and the Vice-Chair are absent, the Clerk to the Governors will take the chair to oversee the election of an alternate Chair. Neither the Head of School nor the staff governors will be eligible for election as an alternate chair.

6.3. The Chair or Vice-Chair have the power to carry out the functions of the AGB in circumstances where a delay in exercising a function is likely to be seriously detrimental to:

- The interests of the academy.
- A pupil at the school or the parent/s or carer/s of a pupil.
- A member of the school staff.

6.4. In cases where the Chair or Vice-Chair has made use of this power, a full report must be made to the AGB in respect of any actions taken or decisions made.

7. Clerk to the Governing Body

7.1. The AGB will appoint a Clerk who must not be a governor.

7.2. The responsibilities and functions of the Clerk are as follows:

- Convene meetings of the AGB.
- Circulate agenda papers at least a week in advance of the relevant meeting.
- Attend meetings of the AGB and ensure accurate minutes of meetings are taken and maintained.
- Maintain a register of members and report forthcoming and existing vacancies to the governing body.
- Maintain a register of any relevant personal or business interests of members, and ensure a summary is published on the academy website.
- Ensure the governing body pages on the academy website include all of the information required and are maintained.
- Ensure as far as possible that the work of the AGB is conducted within the law.
- Maintain a register of governors' attendance at meetings and report on non-attendance to the governing body.
- Perform such other functions as shall be determined by the AGB from time to time.

7.3. In the absence of the Clerk, the AGB shall elect a replacement for the meeting (who may be a governor).

8. Convening meetings of the AGB

8.1. The AGB will meet at least three times during the school year. The dates/times of these meetings will be agreed before the end of the previous school year. Other meetings may be held for specific purposes, as agreed from time to time by the AGB.

8.2. In exceptional circumstances, the CEO or Head of School and the Chair of Governors may call an extra-ordinary meeting of the AGB. Any three governors may call a meeting by giving written notice to the Clerk, which includes a summary of the business they wish to carry out. It shall be the duty of the Clerk to convene a meeting as soon as is reasonable practicable.

8.3. The Clerk to the AGB shall give written notice of each meeting and circulate an agenda and any reports or other papers to be considered at the meeting at least seven clear days in advance of each meeting.

8.4. However, where the Chair determines there are matters demanding urgent consideration, it shall be sufficient if the written notice of the meeting states that fact and the notice, copy of the agenda and other papers are given within such shorter period as the Chair directs.

8.5. Governors may invite persons who are not governors (such as any employee, any pupil, any professional adviser and any experts of any kind) to attend the whole or part of any meeting for purposes connected with the meeting.

8.6. The convening of a meeting and the proceedings conducted at meetings shall not be invalidated by reason of any individual not having received written notice of the meeting or a copy of the agenda.

9. Voting at meetings of the AGB

9.1. All decisions of any quorate meeting of the AGB will be made on the basis of a majority of the votes of those governors present and voting. In the case of a tied vote, the Chair (or the governor who is acting as Chair) will have a (second) casting vote.

9.2. The quorum for meetings of the AGB will be 50% (rounded up to the nearest whole number) of the current membership, excluding any vacancies that may exist.

9.3. A meeting of the AGB may be held either in person or by suitable electronic means agreed by the governors in which all participants may communicate with all the other participants.

9.4. A meeting shall be terminated if the number of governors present ceases to constitute a quorum.

9.5. Any governor shall be able to participate and be counted as present at for the purposes of the quorum in AGB meetings by telephone or video conference provided that:

- He has given notice of his intention to do so detailing the telephone number on which he can be reached and/or appropriate details of the video conference suite from which he shall be taking part at the time of the meeting at least 48 hours before the meeting.
- And the governing body has access to the appropriate equipment.
- And provided that, if after all reasonable efforts it does not prove possible for that governor to participate by telephone or video conference, the meeting may still proceed with its business provided it is otherwise quorate.

9.6. Every question to be decided upon at a meeting of the AGB shall be determined by a majority of the votes of governors present and voting on the question. Where there is an equal division of votes, the Chair has a casting vote.

9.7. A resolution in writing, agreed by all governors entitled to receive notice of a meeting shall be valid and effective as if it had been passed at a meeting duly convened and held. Such a resolution may consist of several documents in the same form, each agreed by one or more governors.

10. **Duties of the AGB**

10.1. The duties of the AGB are detailed in the Scheme of Delegation which is available on the Trust's website.

11. **Responsibilities of Governors**

11.1. Members of the AGB are expected to play an active role in supporting the academy and to take on a specific role in relation to an aspect of its work, for example by agreeing to oversee a particular curriculum area or key stage. Governors will at all times act with integrity, objectivity and honesty and in the best interest of the Academy.

11.2. Although the AGB will be open and transparent about the decisions it makes and any actions taken on its behalf, governors will not disclose any material or information related to:

- A named teacher or other person employed or engaged, or proposed to be employed or engaged, at the Academy.
- A named pupil at, or a candidate for admission to, the Academy.
- A matter which, for good reason, the AGB, has decided should remain confidential.

12. **Election of Parent Governors**

12.1. Parent governors are elected from and by parents, or individuals exercising parental responsibility of registered pupils at the Academy at the time of the election. Subject to the disqualifications below, any parent or carer is eligible to stand for election.

12.2. Parent governors may continue to hold office until the end of their term of office even if their child leaves the Academy.

12.3. If the number of parents, or individuals exercising parental responsibility, standing for election is less than the number of vacancies, the Solent Academy Trust Board of Trustees is able to appoint parent governors to fill the vacancies.

12.4. In this situation, the Board of Trustees shall appoint a person who is the parent, or an individual exercising parental responsibility, of a registered pupil at the academy; or where the Trustees are exercising their power to appoint a Parent Governor and it is not reasonably practical to appoint a parent, or an individual exercising parental responsibility, then the Trustees may appoint a person who is the parent, or an individual exercising parental responsibility, of a child within the age range of the Academy.

13. **Election of Staff Governors**

13.1. Teaching and support staff who, at the time of election, are employed to work at the academy under a contract of employment, are eligible to be staff governors.

13.2. One staff governor is elected from and by the teaching staff at the academy.

- 13.3. One staff governor is elected from and by the support staff at the academy.
- 13.4. If the number of staff standing for election is less than the number of vacancies, the position on the governing body remains vacant and an election should be held as soon as an eligible candidate is identified.
- 13.5. Staff governors cease to hold office when they cease to be employed at the school