



# The Olympus Academy Trust

## Governance Framework Appendix B

### Board and Committee Membership Policy

#### Document Summary

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#### Amendment History

<b>Version</b>	<b>Amendment Date</b>	<b>Author</b>	<b>Amendment Summary</b>
<b>1</b>	24 January 2012	EO	<ul style="list-style-type: none"> <li>Approved by Board of Directors and Members</li> </ul>
<b>2</b>	18 December 2012 24 January 2013	EO	<ul style="list-style-type: none"> <li>Approved by Board of Directors and Members at AGM</li> <li>Effective from 01/01/13.</li> </ul>
<b>3</b>	5 February 2013	EO	<ul style="list-style-type: none"> <li>Terminology changed and definition of LA persons added; number of parent governors clarified.</li> </ul>
<b>4</b>	19 March 2013	EO	<ul style="list-style-type: none"> <li>Key changes to policy in respect of board and LGB composition; terms of office; recruitment processes; and the skills audit</li> </ul>

<b>5</b>	5 November 2013		<ul style="list-style-type: none"> <li>Amendment to Board membership (up to five co-opted members)</li> </ul>
<b>6</b>	10 December 2014		<ul style="list-style-type: none"> <li>Amendments following Review of Articles</li> </ul>
<b>7</b>	19 October 2016	RSI / JAn	<ul style="list-style-type: none"> <li>Amendments following adoption of new articles (September 16 version)</li> </ul>
<b>8</b>	11 February 2020	SWi	<ul style="list-style-type: none"> <li>Amendments following adoption of new Governance arrangements</li> </ul>

## 1. **Introduction**

- 1.1 This policy applies in general to the board of directors, board committees and within The Olympus Academy Trust (The Trust).
- 1.2 The board of Trustees has ultimate legal responsibility for the control and conduct of The Trust's affairs. As the Trust is a significant provider of education services in its areas of operation and uses substantial public funds, it is important for the board of Trustees and its board committees to be well equipped to carry out their duties. The board of trustees and board committees must comply with the mandatory framework set out in the articles of association, funding agreements and Academies Financial Handbook and other directives from the Secretary of State.
- 1.3 The Trust therefore requires Trustees, governors and committee members whose collective skills, knowledge, experience, personal qualities and competencies reflect the need to be accountable for effective education provision and run an efficient business.
- 1.4 If any conflict arises between Appendix B and the Articles of Association, the Articles will take precedence.

## 2. **Size and Composition**

- 2.1 The Board of Trustees and Noard committees are responsible for carrying out their functions in furtherance of The Trust's vision and as set down in the relevant terms of reference. This document specifies the parameters for the size and composition of the board of Trustees and the board committees and the processes for appointing and removing Trustees, governors and committee members and their terms of office.
- 2.2 All Trustees must serve on at least one board committee.

2.3 Board and board committee compositions are set out in the relevant terms of reference. They are summarised below:

Board/Committee	Description	Membership
<b>The Board of Trustees</b>	Has responsible for the overall governance and strategic leadership of The Trust	Minimum of ten Trustees including: <ul style="list-style-type: none"> <li>• up to thirteen Trustees appointed by the trust Members</li> <li>• up to two co-opted Trustees appointed by the board</li> <li>• the Chief Executive Officer may be appointed as a Trustee</li> <li>• a maximum of 16 Trustees</li> </ul>
<b>The Finance and Resources Committee</b>	A board committee with members drawn from across The Trust	A minimum of seven people including subject to a majority of the committee being Trustees
<b>The Audit and Risk Committee</b>	A board committee with members drawn from across The Trust	A minimum of five people, subject to a majority of the committee being Trustees
<b>The Remuneration and Nominations Committee</b>	A board committee with members drawn from across The Trust	A minimum of five people, subject to a majority of the committee being Trustees
<b>School Improvement Committees</b>	A committee established by the board at each academy responsible for students' academic progress and wellbeing	A minimum of seven people including: <ul style="list-style-type: none"> <li>• the requirements set out in the School Improvement Strategy</li> <li>• at least two elected parent governors elected by the parents/carers of students at the academy</li> <li>• up to three elected staff governors elected by the staff in each academy</li> <li>• the headteacher or associate headteacher (subject to:               <ul style="list-style-type: none"> <li>- no more than one third being elected parent governors</li> <li>- no more than one third of the committee being elected staff governors)</li> </ul> </li> </ul>
<b>Trust Improvement Committee</b>	A board committee with members drawn from across The Trust	A minimum of five including: <ul style="list-style-type: none"> <li>• at least three Trustees (one to chair)</li> <li>• chief executive officer and executive headteachers as required</li> <li>• Headteachers/associate headteachers of each Trust school</li> <li>• Director of the Teaching School</li> </ul>

- 2.4 The maximum size of the board of Trustees will be 16 Trustees (including all categories of Trustees). The board will control the number of Trustees through the processes of co-option and Member appointments.

### **3. Terms of Office**

- 3.1 All Trustees shall be appointed for a term of office of four years in line with the articles of association. Terms of office will run from the date when first appointed as a Trustee and will expire on the fourth anniversary of the appointment.
- 3.2 Governors and committee members who are not Trustees will usually be appointed for a term of office of four years. In order to ensure good succession planning, a term of office for a governor of a board committee member (not a Trustee) may be varied from between two and four years at the point of conversion. This is designed to ensure that large numbers of vacancies do not have an adverse effect on the overall skills, knowledge and experience on the board committees. The start date for all governors will be the date of appointment.
- 3.3 Trustees, governors and committee members may stand for re-election or reappointment at the end of their term of office subject to the maximum term of office below.
- 3.4 All Trustees, governors and committee members are subject to a maximum term of office of twelve years in total. The maximum term of office may be extended by an absolute period of two years at the discretion of the board of Trustees subject to there being exceptional circumstances relating to the overall skills and competencies of the board or board committees and issues over recruitment.
- 3.5 All terms of office are in any event subject to the annual declarations signed by all Trustees, governors and committee members, satisfactory performance and compliance with the Code of Conduct for Trustees, Governors and Committee Members.

### **4. Appointments**

- 4.1 The Trust aims to recruit, retain and retire Trustees, governors and committee members through a robust and objective selection process based on collective and predetermined skills, knowledge and experience requirements and the ability of applicants to demonstrate the qualities and core competencies listed in the relevant person specification.
- 4.2 Some Trustees and governors are elected through other processes set out later in this policy.
- 4.3 The process for the recruitment of Trustees, governors and committee members is as follows:
- (1) Suitable candidates may be sourced using an appropriate database (such as kept by the School Governors One Stop Shop).
  - (2) An advertisement may be placed in national, regional or local newspapers and may be circulated to professional trade bodies if appropriate.

- (3) Candidates known to Trustees, governors, committee members or senior staff as having the appropriate skills, knowledge and experience may be invited to apply.
  - (4) All potential candidates identified or approaching The Trust will be sent an application pack and invited to apply for the position by the clerk to the board. Included in the pack will be appropriate governance documentation e.g. the relevant role profile and person specification and the code of conduct.
  - (5) A recruitment panel comprising the Chair of Trustees, executive headteacher or headteacher/associate headteacher, personnel and admin team leader and one other Trustee or governor will assess the applications received to short list those who meet the requirements and can avoid conflicts of interest with The Trust's work.
  - (6) The panel will then invite applicants for an introductory session and informal interview.
  - (7) Shortlisted applicants will be invited to complete the skills audit.
  - (8) Offers of appointment will be subject to the receipt of satisfactory references and completion of an enhanced DBS check and signature and return of all the annual declarations within a 30 day period.
  - (9) If the candidate is interested in proceeding then a paper proposing their appointment will be put forward by the company secretary/clerk to the board at the next meeting of the board of Trustees.
  - (10) The board of Trustees will be asked to consider any new co-opted trustee appointment as the first item on the agenda. If they are present then the candidate will withdraw and if appointed they will be invited to re-join the meeting.
  - (11) Candidates who are deemed to be unsuitable should be given reasons for their non-appointment.
  - (12) Some Trustees may be co-opted to the board, others maybe appointed by the Trust Members at the next general meeting. Governors and committee members are approved by the board of Trustees.
- 4.4 The articles require that each year the Trustees appoint from within their number a chair of Trustees. An enhanced recruitment process for the selection of the chair of the board of Trustees and the chairs of the School Improvement Committees exists as follows:
- (1) At the first board meeting of each academic year or where a vacancy occurs the existing trustees will be required to select a chair. Where there is an internal candidate(s) for the chair of Trustees the candidate(s) will be requested to provide the board with information as to their suitability for the role. The candidates will be asked to leave the room while board decides who to elect as the chair.

- (2) Where a vacancy occurs and there are no suitable internal candidates forthcoming, suitable candidates may be sourced using an appropriate database (such as kept by the School Governors One Stop Shop).
- (3) An advertisement may be placed in national, regional or local newspapers and may be circulated to professional trade bodies if appropriate.
- (4) External candidates known to either Trustees, committee members, governors or senior staff as having the appropriate skills, knowledge and experience may be invited to respond to apply.
- (5) All potential candidates will be sent an application pack and invited to apply for the position by the company secretary/clerk to the board. Included in the pack will be appropriate governance documentation e.g. the relevant role profile and person specification and the code of conduct.
- (6) A recruitment panel for the chair of Trustees will be appointed comprising the vice chair of Trustees, two other Trustees, and the chief executive officer.
- (7) A recruitment panel for the chair of a School Improvement Committee will be appointed comprising the one Trustee, one governor and an executive headteacher.
- (8) The panel may seek internal/external recruitment advice as appropriate.
- (9) The panel supported by the internal/external adviser will consider all applications and prepare a short list for interviews. The aim is to explore potential candidates' CVs in more detail, discuss the requirements of the role in more depth, and establish initial suitability for the role through key aspects of the person specification and avoiding conflicts of interest with The Trust's work.
- (10) The short listed candidates will be invited for formal interview by the recruitment panel.
- (11) Interview days may include site visits, meeting with staff, meeting with students, meeting with other Trustees and governors.
- (12) Any offers of appointment made will be subject to the receipt of satisfactory references and completion of an enhanced DBS check and signature and return of all the annual declarations within a 30 day period.
- (13) If the candidate is interested in proceeding then a paper proposing their appointment will be put forward by the company secretary/clerk to the board to the next meeting of the board of Trustees. The paper will outline issues relating to the timing of their appointment as a Trustee and as the chair. A period as the chair designate may be appropriate in some instances.
- (14) Trustees will be asked to consider the appointment as the first item on the agenda, at which point the candidate will withdraw if present. If elected to join the board, they will be invited to re-join the meeting.

(15) Candidates who are deemed to be unsuitable should be given reasons for their non-appointment.

(16) Depending upon the current composition of the board of Trustees it may be necessary to co-opt the chair of Trustees or they may be appointed by the Trust Members at their next general meeting or by a written resolution. Chairs of School Improvement Committees are appointed by the board of Trustees.

4.5 The Trust has agreed that each School Improvement Committee will have at least two governor places reserved for elected parents and/or community members. Elections are held as required to replace retiring parent governors. In the event that more applications are received than places available, an election process will be co-ordinated by the Academy clerk amongst all relevant parent/carers groups. The board of Trustees may appoint other governors to the School Improvement Committees who may also happen to be parents but who shall not be 'elected parent governors'.

#### 4.6 **Staff**

The Trust's articles state that the chief executive officer can be appointed a Trustee on the board of Trustees. The number of staff Trustees (including the chief executive officer) on the board of Trustees and its committees must not exceed more than one third of the total number of members. The Trust has agreed at this stage not to appoint any further staff Trustees to the board of Trustees or to the board committees.

4.7 The Trust has agreed that the headteacher or associate headteacher will be an ex officio staff governor on their School Improvement Committee. In addition, up to three elected staff governors may be appointed to each of the School Improvement Committees (subject to a maximum of one third elected staff governors). Elections are held as required to replace retiring staff governors. Applications are requested by the clerk of the relevant School Improvement Committee and in the event that more applications are received than places available, to allow anonymity, a paper based election process will be co-ordinated by the clerk to the School Improvement Committee amongst the relevant school's staff body.

#### 4.8 **Governors**

The Trust may appoint other governors to join the board of Trustees or any of the board committees based on the most recent audit of skills and identified needs.

#### 4.9 **Community**

Any person appointed to a School Improvement Committee who is not a member of staff or a parent will be designated as a 'community governor'.

#### 4.10 **Approvals**

All Trustee appointment processes are overseen by the company secretary. Appointments are, and subject to approval by the board of Trustees and/or Members within the parameters of the articles of association. All committee member processes are overseen by the company secretary and all appointments are subject to approval by the board of Trustees.

## **5. Skills Audit and Succession Plan**

- 5.1 The Trust is proactive in looking at current and future needs in terms skills, knowledge and experience on the board-and board committees. A skills audit will be completed by all new Trustees, governors and committee members. This will ensure that The Trust maintains accurate and up to date records of all its Trustees, governors and committee members, and has the necessary range of skills, knowledge and experience needed to meet all of its responsibilities effectively.
- 5.2 Any Trustee, governor or committee members can update the skills audit at any time should their circumstances change to the extent that it may have an impact on the balance of skills, knowledge and experience required on either the board-or the board committees.
- 5.3 The Trust will produce a succession plan, updated annually, and encourage and/or recommend turnover in the best interest of The Trust.

## **6. Induction and Training for Trustees, Governors and Committee Members**

- 6.1 Trustees, governors and committee members will be provided with induction training on first appointment and will be provided with regular training and development opportunities regularly thereafter.

## **7. Diversity and Inclusion**

- 7.1 The Trust will seek through its governance and executive leadership to promote diversity and inclusion across the Trust and all of its activities.
- 7.2 The Head of Human Resources will ensure that recruitment across the Trust enables the best person to be selected for board and committee membership roles by ensuring the processes and the people involved in selection are wholly objective (to eliminate any subjective bias) and seeking to supply a diverse range of candidates.
- 7.3 The Head of Human Resources will provide a full diversity and inclusion report at least annually to the board of Trustees which breaks down measures by: disability; black and minority ethnicity (BAME), gender and gender identity; lesbian, gay, bi-sexual and transsexual (LGBT); age and belief. Disclosure is at the discretion of individuals.