

SOLENT

Academies Trust



Together we inspire lifelong learning, perseverance, kindness, and growth, transforming the lives of our children and families.

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
Date ratified by approving committee:	October 2026
Review Period:	Annually
Review date:	July 2027

Amendments

Version Date	Section / Page	ments
01.10.2026	P1 1.3 P4, 1.5 P7, 1.5 P11 1.4 P14 1.4	Additional wording, Vice Chair
01.10.2026	P12 6.12	Monitoring topics changed in line with Ofsted Toolkit
01.10.2026	P21 5.1.6.2,7,7.1	Change in terminology
01.10.2026	P22 8.2	Change in terminology
01.10.2026	P22	Pay Appeals Committee – now appendix A
01.10.2026	P23	Pupil Discipline changed to be solely for Exclusion Committees
01.10.2026	P26	Pupil Suspension added

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 committees:

- Main board committees which are established to deal with Trust-wide matters such as standards, audit, risk, finance and pay.
- Academy Committees which are established to support the effective operation of the academies (AC's).

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 and Vice Chair from the eligible Trustees.
- 1.4. The Governance Professional 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 four times a year, twice in the autumn 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 monthly management account 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 monthly 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 review and approve policies in line with the Trust's live policy status list and to monitor their implementation.
- 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 and to monitor implementation.
- 6.11. To approve financial, spend in line with the Trust's scheme of financial delegation.
- 6.12. To monitor benchmarking data on a regular basis and ensure Trust wide value for money.
- 6.13. To ensure the Trust has adequate insurance cover.
- 6.14. To review submissions to the DfE and recommend approval to the Board.
- 6.15. **Estates**
- 6.16. To review the long-term Estates Strategy and make recommendations to the Board, as necessary.
- 6.17. 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.
- 6.18. To have oversight of and approve SCA bids.
- 6.19. To have oversight of the allocation of capital funds.
- 6.20. **IT, GDPR**
- 6.21. To review and recommend to the Board for approval the long-term IT Strategy.
- 6.22. To monitor implementation of the IT Strategy.
- 6.23. To have oversight of GDPR compliance and to receive termly reports from the Trust's DPO.
- 6.24. To receive assurance on technical arrangements in place to reduce likelihood and impact of cyber-attacks.

6.25. **Strategic Direction and Oversight of Risk**

- 6.26. To be consulted on the development of the Trust's strategic objectives and development plan and to monitor progress towards achieving the objectives under the Committee's remit.
- 6.27. To be consulted on the development of the Academies' strategic objectives if there are any financial implications.
- 6.28. To review the controls of risks relevant to the Committee.

7. **Authority**

- 7.1. 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.
- 7.2. 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.
- 7.3. 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.

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. Employees of the Trust cannot be members of the Committee but the CEO and the CFOO will attend to provide information and participate in discussions.
- 1.4. The majority of members of the Committee are required to be Trustees.
- 1.5. The Committee shall elect a Chair and Vice Chair from the eligible Trustees.
- 1.6. The Governance Professional 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 four times a year, twice in the autumn 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. Report back to the Board of Trustees on findings of the internal scrutiny visits.
- 6.11. **Policies**
- 6.12. Oversee the Trust's policies on conflicts of interest, fraud, irregularity, anti-bribery, freedom of information and whistleblowing, and ensure:
 - 6.12.1. Proper, proportionate, and independent investigation of all allegations and instances of fraud and irregularity.
 - 6.12.2. Investigation outcomes are reported to the Finance Committee.
 - 6.12.3. The external auditor and internal auditor have been informed, and that appropriate follow-up action has been planned / actioned.
 - 6.12.4. All significant cases of fraud or suspected fraud or irregularity are reported to the appropriate funding body.
- 6.13. **Annual Report and Financial Statements**
- 6.14. 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.
- 6.15. Recommend the annual financial statements to the Board.
- 6.16. **Health and Safety**
- 6.17. Receive assurance on the Trust's compliance with health and safety legislation, particularly the Health and Safety at Work Act, and practices to ensure the safety of pupils, staff, and stakeholders.
- 6.18. Review and monitor the implementation of Health and Safety policies in the Trust.
- 6.19. Receive reports from external Health and Safety audits and monitor progress towards outstanding actions.
- 6.20. **Strategic Direction**
- 6.21. To be consulted on the development of the Trust's strategic objectives and development plan and to monitor progress towards achieving the objectives under the Committee's remit.
- 6.22. **Authority**
- 6.23. 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.

- 6.24. 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.
- 6.25. 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.
- 6.26. The Committee should liaise with the Financial and General Purposes Committee if any decisions or approvals will have a financial implication.

Solent Academies Trust

Standards Committee Terms of Reference

1. **Membership**

- 1.1. The Committee shall comprise of at least four Trustees who are not employees of the Trust.
- 1.2. Only members of the Committee have the right to attend committee meetings. However, the CEO, Director of School Improvement, Academy Leaders 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 and Vice Chair from the eligible Trustees.
- 1.5. The Governance Professional 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. Monitor the individual Academy strategic priorities and ensure they are in line with the Trust's strategic priorities.
- 6.5. Monitor progress towards Trust KPIs relevant for the committee. Monitor Academy KPIs on an exception basis.
- 6.6. Review and advise on the self-evaluation process and the areas for improvement with particular regard to outcomes and success criteria.
- 6.7. 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.
- 6.8. Review the parental role in governance and parental perspectives arising from parental surveys and engagement.
- 6.9. **Quality of Teaching, Assessment and Curriculum Development**
- 6.10. Review and advise on the quality of teaching in the Trust.
- 6.11. Review and advise on the development of the curriculum throughout the Trust.
- 6.12. Ensure that effective processes and arrangements are in place for monitoring of:
- Attendance and Behaviour
 - Personal Development.
 - Leadership and Governance
 - Achievement
 - Pupil Wellbeing
 - Inclusion
- 6.13. Review reports from Challenge Partner reviews for individual Academies and any other external reviews and monitor follow up of any actions raised.
- 6.14. Have oversight of the spend of Pupil Premium throughout the Trust to ensure it is having the expected impact.
- 6.15. Have oversight of the Trust's compliance with careers guidance.
- 6.16. **Policies and Legal Requirements**
- 6.17. To review and approve policies in line with the Trust's live policy status list. To monitor implementation of the policies under the committee's remit.
- 6.18. Monitor website compliance for the Trust and the individual Academies.
- 6.19. **Authority**
- 6.20. 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.

- 6.21. The Committee is authorised to obtain independent professional advice if it considers this necessary.
- 6.22. The Committee will report to the Board on any decision taken in accordance with the Scheme of Delegation and delegated powers.
- 6.23. The Committee should liaise with the Financial and General Purposes Committee if any decisions or approvals will have a financial implication.

Solent Academies Trust

Staffing and Pay Committee Terms of Reference

1. **Membership**

- 1.1. The Committee shall comprise of at least four 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 and Vice Chair from the eligible Trustees.
- 1.5. The Governance Professional shall act as Clerk to the Committee.

2. **Quorum**

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

3. **Frequency of Meetings**

- 3.1. The Committee shall meet three times a year, twice in the spring 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. **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. Agree severance pay in line with the Trust's Scheme of Delegation.
- 6.9. **Staffing**
- 6.10. Review and make recommendations to the full Board about the staff structure for the Central Trust team and leadership throughout the Trust. Ensure full consultation with the Finance and General Purposes committee prior to any changes that will have financial implications for the Trust.
- 6.11. Review and make recommendations to the full Board about the Trust's wellbeing strategy and monitor implementation.
- 6.12. Have oversight of the provision of CPD in the Trust.
- 6.13. Receive an annual report on the implementation of the Trust's performance management policy.
- 6.14. Ensure at least one Trustee is a member of the appointments panel for all senior staff appointments.
- 6.15. Monitor progress towards Trust KPIs relevant for the committee.
- 6.16. **Equality**
- 6.17. Monitor the approach to equality in the Trust.
- 6.18. Review progress towards the equality objectives on an annual basis.
- 6.19. **Policies**
- 6.20. Review and approve policies in line with the Trust's live policy status list. To monitor implementation of the policies under the committee's remit.
- 6.21. **Strategic Direction**
- 6.22. To be consulted on the development of the Trust's strategic objectives and development plan and to monitor progress towards achieving the objectives under the Committee's remit.

6.23. **Authority**

- 6.24. 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.
- 6.25. The Committee is authorised to obtain independent professional advice if it considers this necessary.
- 6.26. The Committee will report to the Board on any decision taken in accordance with the scheme of delegation and delegated powers.

Academy Committee 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. If amendments are made, the Trust shall notify the Chair of each Academy Committee (AC), who shall be expected to make the other Governors aware of such changes.

2. The Trust and Academy Committee

- 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 AC shall be a committee of the Trustees established pursuant to article 100 of the articles of association of the Trust.

3. Composition of the Academy Committee

- 3.1. The Academy Committee shall comprise of a maximum of 11 members (which we refer to as Governors), including:
 - The Academies Executive Principal or Principal
 - the Head of School (where one is appointed)
 - 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 five Co-opted Governors.
- 3.2. The CEO will be invited to attend all meetings of the Academy Committee.
- 3.3. The Academy Committee 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 Principal, the term of office for members of the AC 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. There is no limit to the number of times a Governor can be reappointed or re-elected.

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 AC, 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 Governance Professional to the A&C Academy Committee.

6. Chair and Vice Chair of Governors

- 6.1. The Trust Board shall appoint the Chair of the Academy Committee, and the Academy Committee shall appoint the Vice-Chair of the Academy Committee. Each will serve for a period of two years and may stand for re-appointment. There is no limit on the number of times the Chair and Vice Chair can stand for re-appointment. Neither the Principal nor the Staff Governors will be eligible for appointment as Chair or Vice Chair.

- 6.2. Meetings of the Academy Committee 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 Governance Professional will take the Chair to oversee the election of an alternate Chair. Neither the Principal 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 Academy Committee 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 Academy Committee in respect of any actions taken or decisions made.

7. Governance Team for the Academy Committee

- 7.1. The Academy Committee will have the support of the Governance Team, none of whom are a Committee Governor.

- 7.2. The responsibilities and functions of the Governance Team are as follows:

- Convene meetings of the Academy Committee.
- Circulate agenda papers at least a week in advance of the relevant meeting.
- Attend meetings of the Academy Committee and ensure accurate minutes of meetings are taken and maintained.
- Maintain a register of members and report forthcoming and existing vacancies to the Academy Committee.
- Maintain a register of any relevant personal or business interests of members, and ensure a summary is published on the academy website.

- Ensure the Academy Committee pages on the academy website include all the information required and are maintained.
- Ensure as far as possible that the work of the Academy Committee is conducted within the law.
- Maintain a register of Governors' attendance at meetings and report on non-attendance to the Academy Committee.
- Perform such other functions as shall be determined by the Academy Committee from time to time.

7.3. In the absence of the Governance Team, the Academy Committee shall elect a replacement for the meeting (who may be a Governor).

8. Convening meetings of the Academy Committee

8.1. The Academy Committee will meet at least six 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 Academy Committee.

8.2. In exceptional circumstances, the CEO or Principal and the Chair of Governors may call an extra-ordinary meeting of the Academy Committee. Any three Governors may call a meeting by giving written notice to the Governance Professional, which includes a summary of the business they wish to carry out. It shall be the duty of the Governance Professional to convene a meeting as soon as is reasonably practicable.

8.3. The Governance Professional 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 Academy Committees

9.1. All decisions of any quorate meeting of the Academy Committee 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 Academy Committee 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 Academy Committee 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 Academy Committee meetings by telephone or video conference provided that:

- They have given notice of their intention to do so detailing the telephone number on which they can be reached and/or appropriate details of the video conference suite from which they shall be taking part at the time of the meeting at least 48 hours before the meeting.
- And the Academy Committee 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. 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 Academy Committee

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

11. Responsibilities of Governors

11.1. Members of the Academy Committee 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 Academy Committee 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 AC, 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 ~~AG~~ Academy Committee 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.

Appendix A

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 Governance Professional shall act as Clerk to the Committee.

2. **Quorum**

- 2.1. The quorum shall be 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.

Appendix B

Pupil Exclusion Committee Terms of Reference

The Pupil Discipline Committee will be formed by the Trust Board to consider any decision by Academy Leaders to exclude any pupil and will reconsider any decision to re-admit a pupil required by any independent panel hearing.

1. **Membership**

- 1.1. The Committee will be made up of three Trustees. The Trustees from Solent Academies Trust Board.

2. **Quorum**

- 2.1. The quorum is three Trustees. If the quorum is not met the meeting must be rescheduled.
- 2.2. Impartial members are strictly required. No Trustee on the Committee can have prior knowledge of the incident, a personal connection to the student, or any direct involvement in the case.

3. **Duties**

- 3.1 To make reasonable endeavours to arrange the meeting for a date and time that is convenient to all parties required to attend, 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.
- 3.2 To consider representations made by parents, legal guardians, local authorities, social workers, or virtual school heads in a fair and transparent environment where all parties have an equal opportunity to state their case, ask questions and present evidence
- 3.3 To independently review and evaluate the Principals decision and determine whether it was lawful, reasonable and procedurally fair to suspend the pupil from school
- 3.4 Review all incident logs, formal witness statements
- 3.5 The Committee must review the Principal's decision and determine whether an excluded pupil should be reinstated immediately, reinstated by a specific date, or whether the permanent exclusion should be upheld

4. **Consider all relevant factions**

- The interests and circumstances of the permanently excluded pupil
- The interests of other pupils, staff and wider school community
- The Principal's reasons for the exclusion
- Whether the exclusion was lawful, reasonable and procedurally fair
- Whether the Principal followed the Trusts Relationship and Positive Behaviour policy together with the Trusts Exclusion Policy
- Apply the civil standard of proof "on the balance of probabilities" rather than criminal standard "beyond reasonable proof" when establishing the facts.
- Consider a pupils SEND, considering whether the school had taken all reasonable steps to support the pupils SEND prior to the exclusion
- Consider the Equality Act of 2010
- Consider Safeguarding concerns related to the pupil of the circumstances of the exclusion

- To have regard to guidance issued by the Department for Education in relation to the exclusion of pupils.

5. **Committee Decision**

- 5.1 The Committee will deliberate in private, considering all of the evidence and representations and the options available, either to Decline to reinstate the Pupil, Direct Reinstatement
- decisions will be made by a simple majority vote,
 - If the vote is tied the Chair has the casting vote
 - The Committee must provide clear reasons for its decision

6. **Notification of Decision**

- 6.1 The Committee must notify all parties of their decision in writing without delay; a formal decision letter must be sent within an agreed timescale detailing the following
- The Committees decision (reinstatement or decline to reinstate)
 - The reasons for the decision
 - The date by which reinstatement should occur (if applicable)
 - Information about parents right to request and IRP together with the deadline (15 days from receipt of the decision letter)
 - Contact details for requesting and IRP

7. **Record Keeping and Minutes**

- 7.1 The Committee Clerk will take detailed minutes of the Exclusions Committee meeting including
- Who was present
 - A summary of representations made by each party
 - Key points of discussion
 - The Committees decision and the reasons for it
- 7.2 Minutes will be made available to all parties upon request, subject to redaction of any confidential or sensitive information

8. **Training and Development**

- 8.1 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 training courses and reading relevant national and local guidance.

Appendix C

Pupil Suspension Committee Terms of Reference

The Pupil Discipline Committee will be formed by the schools Academy Committee Governors to consider any decision by Academy Leaders to suspend any pupil.

1. Membership

- 1.1. The Committee will be made up of three Governors. The Governors will come the schools Academy Committee.

2. Quorum

- 2.1. The quorum is three Governors. If the quorum is not met the meeting must be rescheduled.
- 2.2. Impartial members are required, meaning no Governor on the Committee can have prior knowledge of the incident or a personal connection to the pupil

3. Duties

- 3.1 To make reasonable endeavours to arrange the meeting for a date and time that is convenient to all parties required to attend, in compliance with the relevant statutory time limits. However, its decision will not be invalid simply on the grounds that it was not made within these time limits.
- 3.2 To independently review and evaluate the Principals decision and determine whether it was lawful, reasonable and procedurally fair to suspend the pupil from school
- 3.3 To consider representations made by parents, legal guardians, local authorities, social workers, or virtual school heads in a fair and transparent environment where all parties have an equal opportunity to state their case, ask questions and present evidence
- 3.4 Review all incident logs, formal witness statements
- 3.5 To determine whether a suspended pupil should be reinstated immediately, reinstated by a specific date, or whether the suspension should be upheld

4. Consider all relevant factions

- The interests and circumstances of the suspended pupil
- The interests of other pupils, staff and wider school community
- The Principals reasons for the suspension
- Whether the suspension was lawful, reasonable and procedurally fair
- Whether the Principal followed the Trusts Relationship and Positive Behaviour policy together with the Trusts Exclusion Policy
- Apply the civil standard of proof “on the balance of probabilities” rather than criminal standard “beyond reasonable proof” when establishing the facts.
- Consider a pupils SEND, considering whether the school had taken all reasonable steps to support the pupils SEND prior to the exclusion
- Consider the Equality Act of 2010
- Consider Safeguarding concerns related to the pupil and the circumstances of the suspension
- To have regard to guidance issued by the Department for Education in relation to the exclusion of pupils.

5. Committee Decision

- 5.1 The Committee will deliberate in private, considering all of the evidence and representations and the options available, either to
- Decline to reinstate the Pupil; concur with the Principals original decision and uphold the suspension.
 - Direct Reinstatement; overrule the Principal and order that the pupil be allowed back to school immediately or on a specific future date.
 - Decisions will be made by a simple majority vote,
 - If the vote is tied the Chair has the casting vote
 - The Committee must provide clear reasons for its decision

6. Notification of Decision

- 6.1 The Committee must notify all parties of their decision in writing without delay; a formal decision letter must be sent within an agreed timescale detailing the following
- The Committees decision
 - The reasons for the decision
 - The date by which reinstatement should occur (if applicable)

7. Record Keeping and Minutes

- 7.1 The Committee Clerk will take detailed minutes of the suspension Committee meeting including
- Who was present
 - A summary of representations made by each party
 - Key points of discussion
 - The Committees decision and the reasons for it
- 7.2 The Committee must issue a formal, written notification letter without delay to the Parents, Principal and Local Authority outlining the final decision and exact reasoning behind it.

8. Training and Development

- 8.1 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 training courses and reading relevant national and local guidance.