



Astrea Academy Trust
INSPIRING BEYOND MEASURE

Terms of Reference
Nominations Committee
2024/25

Date	July 2024
Written by	Assistant CEO
Adopted by Trustees	July 2024
Review Date	July 2025, then annually upon publication of the Academy Trust Handbook

Remit and Responsibilities of the Nominations Committee

Preamble and Scope

The Nominations Committee is established to ensure the integrity and appropriateness of appointments and re-appointments made to the Board of Trustees. Its establishment constitutes a regulation agreed by Trustees that they shall not make such an appointment without having regard to the advice of the Committee.

Whereas the establishment of the Committee does not prejudice the right of Members to make the appointments available to them, the Clerk will be instructed to draw Members' attention to the opinion of the Committee (or the lack of same) when appointments and re-appointments are put forward to be determined.

The authority to make a final appointment is not delegated to the Committee.

Membership and Meetings

The Committee shall comprise:

1. At least two Trustees;
2. One Member of the Trust;
3. One person who serves in an existing non-executive capacity within the Trust (i.e. a Non-Trustee Committee Member or a Local Committee Member).
4. The Chair of Trustees shall not be a member of the Committee.
5. No employee of the Trust shall be a member of the Committee.
6. At each meeting, the Committee shall appoint from among its number a Chair of that meeting.
7. The Committee shall meet at least once each year, in the Summer Term, to discharge its responsibilities set out at clauses 9-11.
8. The Committee shall otherwise be convened from time to time when:
 - i. in the opinion of the Board or by ordinary resolution of the Members, there is an identified recruitment need; or
 - ii. on the advice of the Clerk, the re-appointment of an existing Trustee will fall due for consideration by the Committee.

Responsibilities

9. The Committee shall **annually**:
 - i. Consider the composition, skills and diversity of the Board and make recommendations for further recruitment and development;
 - ii. Oversee a 360-degree review of the Chair and Vice Chair of Trustees and report the outcomes of the review;

- iii. Consider the attendance of Trustees and others at meetings of the Board and of the ordinary committees and report on this;
- iv. Oversee the self-assessment of the Board and report on this;
- v. Consider its own membership and performance and report on this.

10. The Committee shall, **when convened ad hoc**:

- i. Consider any Trustee terms falling due for expiry and, taking account of the composition, skills and diversity of the Board; the attendance of the Trustee and his or her total term length if re-appointed, make a recommendation in writing as to his or her re-appointment;
- ii. Consider any vacancy amongst the Trustees and, taking account of the composition, skills and diversity of the Board, direct the Clerk in advertising the vacancy;
- iii. Consider any vacancy amongst the Members and, taking account of the composition, skills and diversity of the Members, direct the Clerk in advertising the vacancy;
- iv. Consider any applications made for the vacancy and make arrangements for any candidate to be interviewed by at least one member of the Committee and to have a discussion with the CEO or his or her delegate;
- v. Recommend, in writing, a decision to appoint such candidates as the Committee thinks fit to the Board and/or to the Members, as appropriate.

11. In discharging the functions above, the Committee must have regard to the Articles of Association, the Academy Trust Handbook, the Master Funding Agreement and other relevant sources of guidance, as brought to the attention of the Committee by the Clerk.

12. The Committee must have ongoing regard to the Public Sector Equality Duty and to the Seven Principles of Public Life.

Review

13. The Board of Trustees shall review the functioning of the Committee and review the Terms of Reference at the last Board meeting of each academic year, or earlier if required.