



NOMINATIONS AND GOVERNANCE COMMITTEE

Terms of Reference 2026-2027

The Nominations and Governance Committee is a committee of the Board of Directors. Its purpose is to ensure the Trust maintains high standards of governance through effective recruitment, development, evaluation, and succession planning for directors and governance structures across the trust.

Constitution

1. The Board of Directors (the **Directors**) of The Diocese of St Albans Multi- Academy Trust (the **Trust Board**) hereby resolves to establish a Committee of the Trust Board to be known as the Nominations and Governance Committee.

Appointment and Term of Office

2. The Committee will be appointed annually by the Trust Board and shall hold office from the date of their appointment until either their resignation, or their omission from membership of the Committee on subsequent consideration by the Trust Board – whichever occurs first. Additional members may be appointed at any time by the Trust Board.

Membership and Quorum

3. The Committee shall have a minimum of three Trust Board Directors and no maximum. The membership of the committee may include persons who are not Directors, provided that a majority of the Committee are Directors of the Trust Board.

4. The quorum of the Committee is three. Decisions of the committee will be taken by a simple majority vote of those present, with the Chair having a casting vote if required,

5. Only full members of the Committee who have been approved by the Trust Board have the right to vote on any matters. The Committee may invite attendance at meetings from persons who are not members of the Trust Board or Committee members to assist or advise on a particular matter or range of issues. Such persons shall not be entitled to vote.

6. The Trust Board will appoint one of the members of the committee as Chair – this person must not be employed by the Trust. The Trust Board may remove/replace the Chair during the term of office.

7. The CEO will appoint a clerk to the committee.

Meetings

8. The Committee shall meet as and when it is required in conjunction with succession planning and appointment timetables agreed by the Trust Board. Unless otherwise agreed, notice of each meeting confirming the venue, date and time together with an agenda shall be sent to each member of the Committee and any other person invited or required to attend no fewer than five working days prior to the date of the meeting.

Duties

9. The Nominations and Governance Committee is responsible for:

- regularly reviewing the structure, size and composition (including the skills, knowledge, experience and diversity) of the board and make recommendations to the board with regard to any changes
- ensuring plans are in place for orderly succession to and within the board, and for successful onboarding and off boarding at the end of term of office or upon resignation / removal
- oversee the development of a diverse pipeline for succession, taking into account the challenges and opportunities facing the Trust, and the skills and expertise needed on the board in the future
- being responsible for identifying and nominating for the approval of the board, candidates to fill board vacancies as and when they arise
- before any appointment is made by the board, prepare a description of the role and capabilities required for a particular appointment and the time commitment expected
- considering candidates from a wide range of backgrounds, considering candidates on merit and against objective criteria, having due regard to the benefits of diversity on the board and taking care that appointees have enough time available to devote to the position
- reviewing the effectiveness of governance structures, including local governance arrangements
- recommending changes to the Governance Framework, Scheme of Delegation and committee terms of reference
- overseeing the induction, training, and development of Directors and local committee members

- recommending to the Board the commissioning and review of board self-evaluations and external reviews of governance (in liaison with Trust Members)
- ensuring compliance with the trust's Articles of Association and relevant governance legislation
- maintaining oversight of the trust's register of interests and ensure appropriate declarations are made
- promoting diversity, equity and inclusion in governance, so that the Board reflects the communities it serves

10. The committee will review, adopt and monitor all policies delegated by the Trust Board.

Review

11. The Committee and Trust Board will review these Terms of Reference annually at the beginning of each academic year.