

Thinking Schools Academy Trust (the Trust)

Governance & Compliance Committee - Terms of reference

1. Establishment of the Governance & Compliance Committee

- 1.1. In order to support the effective operation of the Trust and the academies within the Trust (the **Group**) the Trust's board of directors (the **Board**) have decided to establish a committee to support the effective operation of the Trust. This group will be referred to in this document as the "Governance & Compliance Committee" or "GCC".
- 1.2. The Board shall review annually the membership and terms of reference of the GCC.

2. Membership

- 2.1. The GCC shall consist of:
 - the Chair of the Trust's Board of Directors
 - the Board of Directors Safeguarding Link Trustee
 - two Board of Directors
 - CEO
 - the boards Data Protection governor

The Board may from time to time appoint additional members.

- 2.2. The Committee shall appoint a Chair of the GCC, who must be a Trustee
- 2.3. The Trust's Chief Executive Officer must leave the meeting during any discussion about their performance as Trust Chief Executive Officer. There may be excluded from any minutes made provided under paragraph 2.3, any material relating to the performance of the Trust's Chief Executive Officer.
- 2.4. Other Group employees and specialist support may be invited to attend meetings as required.

3. Remit and responsibilities of the GCC

- 3.1. The GCC shall:
 - review the effectiveness of governance across the Group and where appropriate make recommendations to the Board. In reviewing the effectiveness of governance across the Group, the GCC will have regard to whether:

- the governance arrangements in place and in practice promote the principle of subsidiarity so that decisions are taken by the most appropriate level of decision-makers in the Group;
 - there is clear accountability between the Trust and the Regional Governing Bodies and clear roles and responsibilities allocated to each layer of the Group's governance;
 - there is clear guidance and processes for decisions by the Trust and academies within the Group and what requires approval at each board/governing body;
 - there are clear schemes of delegation in place within the Group between its board and the Regional Governing Bodies;
 - there is clear accountability of the Trust's Chief Executive Officer to the Board;
 - there is an effective process or mechanism for academies within the Group to express their views on the operation and direction of the Group to the Board, this is to include a review of effectiveness of the Academy Advisory Boards;
 - the Group is delivering against its agreed values in practice;
- review performance of any Governance, Compliance and Safeguarding central service provided across the Group;
 - feed into the performance management process for the Group's Chief Executive Officer;
 - review the compliance throughout the Trust to ensure it adheres to statutory regulations as laid out by the Department for Education
 - review the safeguarding practices throughout the Trust and ensure there are appropriate policies and procedures in place in order for appropriate action to be taken in a timely manner to safeguard and promote children's welfare.
 - search for and make recommendations for the appointment of new trustees;
 - monitor and support the creation of agendas for Regional Governing bodies
 - report to the Board on progress on all issues of responsibility for the GCC.
 - review the compliance of the Trust with GDPR and Data Protection legislation. In reviewing the Trust compliance, the GCC will have regard to whether:

- the Trust Data processing is in line with the Data Protection Principles
 - Data Protection policies are in place for the Trust
 - the trust is monitoring compliance with Data Protection policies and procedures and receives key performance indicators to high light key areas of compliance
 - to appoint a Data Protection Officer for the Trust and annually review the DPO structure to ensure suitable independence
 - to ensure internal audits for data protection and its compliance occur on an annual basis
- 3.2 The GCC can delegate tasks to such other individuals as it sees fit (for example those referred to above).
- 3.3 The GCC is responsible for the following policies;
- Privacy Notice
 - Data Protection Policy
 - Subject Access Request Policy
 - FOI Act Policy
 - CCTV Policy
 - Information Security policy
 - Records Management Policy
 - Governance Disciplinary Committee
 - Scheme of delegations
 - CEO delegation
 - Articles of Association
 - Governor code of conduct

4. Proceedings of GCC meetings

- 4.1. The GCC shall meet in person or via video call three times a year.
- 4.2. The quorum for the transaction of the business of the GCC shall be three or if greater one third of its membership.
- 4.3. Every question to be decided at a meeting of the GCC must be determined by a majority of the votes of the members present and voting on the question. Each member present in person (including for the avoidance of doubt associate members) shall be entitled to one vote. [Where there is an equal division of votes the Chair shall have a casting vote.]

- 4.4. There shall be a timed agenda for meetings which will be set by the Chair.
- 4.5. A register of attendance shall be kept for each GCC meeting and published annually.

5. Reporting

- 5.1. Within [14] days of each meeting the GCC will produce and agree notes of its meetings showing the decisions made and any agreed actions (the **GCC Reports**):
- 5.2. The GCC minutes will be sent to the Board within [21] days of each meeting.
- 5.3. The GCC shall arrange for the production and delivery of such other reports or updates as requested by the Board from time to time.

Agreed November 2022