



Audit Committee Terms of Reference

Purpose

To oversee the preparation of the MIST Annual Report and Accounts, including the audit process and relationship with MIST's Auditors, and the risk management processes for the Group.

Responsibilities

a) To consider and make decisions with delegated authority from the Trust

The Committee will:

- Engage with the work of the Mission Statement adopted by the Trust
- Oversee the relationship with the auditors
- Approve the use of the auditors to provide significant non-audit services, so as to reduce the risk of provision of such services reducing their objectivity or independence
- Review the nature and scope of audits
- Review any representation letters, both for the group and individual schools
- Consider management's response to all representation letters, and monitor actions
- Review procedures for handling frauds and allegations from whistle blowers
- Review and recommend procedures for risk management for the Trust and review the Trust's risk register
- Seek any information it requires from any employee in order to perform its duties and to investigate any matters within its terms of reference including:
 - Obtaining outside legal or other professional advice and securing the attendance of external advisors at the Trust's expense up to the value of £10,000
 - Commissioning reports or surveys which it deems necessary to fulfil its obligations

b) To consider and make recommendations to the Trust

The Committee will:

- Oversee the process for selecting, appointing, reappointing or removing of auditors, and make appropriate recommendations to the Trust
- Recommend the audit fee to the Trust
- Consider major recommendations by auditors to the Trust
- Review systems of financial control.
- Review management's and auditor's reports on the effectiveness of systems for internal control, financial reporting and make recommendations to the Trust
- Review annually the Trust's Risk Management document to ensure that all matters are fully considered and recommend its adoption to the Trust
- Review annual financial statements before recommending their submission to the Trust
- Review statements on internal control systems before endorsement by the Trust



- Carry out an annual review of its effectiveness and these Terms of Reference and make recommendations to the Trust regarding any changes
- Review on a three year cycle (2 per year) the Trust's pro-forma policies in the following areas:
 - Appraisal of Staff
 - Continuing Professional Development
 - Whistleblowing
 - Equal Opportunities
 - Grievances

Membership

a) Composition

- At least two and up to four members appointed by the Trust on the recommendation of the Nominations and Governance Committee.
- Neither the Chair of the Trust, nor the Chair of the Finance Committee shall be members of the Committee.
- Members shall also be members of the Trust.
- The Finance Director and a representative from the auditors shall usually be invited to attend meetings.
- At least one member should have experience of accounting and finance and be professionally qualified in the field.
- Additionally members should have between them expertise in compliance and governance.

b) Term of Appointment

Members of the Committee shall normally serve for a term of three years, and may be re-appointed for one further term of three years.

c) Chair and Secretary

- The Chair shall be appointed by the Trust from amongst the members of the Committee.
- The Secretary shall be appointed by the members.
- In the event of the Chair or Secretary being unable to attend a meeting, the members in attendance shall appoint a temporary replacement for that meeting.
- The Secretary will draw up the agenda for meetings in consultation with the Chair and other members, will take minutes of meetings and provide other appropriate support at the meeting.

Meetings

a) Notice and frequency of meetings

- Meetings shall be held up to three times a year as appropriate, including once at the planning stage before the annual financial audit and once after the audit at the reporting stage.
- Preliminary notice of each meeting shall normally be given in the Annual Calendar of meetings to be agreed each year.
- A meeting of the Committee may be called by any member of the Committee.



- The Committee shall meet at least once a year with the auditors without executives being present.
- Notice of the meeting, confirming the venue, time and date, together with an agenda and relevant supporting papers, shall normally be issued no fewer than five working days prior to the date of the meeting.
- The agenda for each meeting of the Committee will be proposed by the Committee Secretary in consultation with the Chair of the Committee who will take into account matters brought to their attention by members of the Committee.
- Meetings may be held in person or electronically (including telephone) as appropriate.

b) Quorum

The quorum shall be two members.

c) Conflicts of interest

- At the beginning of each meeting, members must declare if they have either a conflict of interest (i.e. a matter involving direct or indirect financial benefit for themselves or for a friend or relative) or a conflict of loyalty (e.g. arising from another associated trusteeship). If considered necessary, the Chair may request that the member withdraw from the meeting while the matter is discussed and decided upon. The Chair of the Committee's decision on matters of conflicts of interest or loyalty shall be final.

d) Voting

- The Committee will aim to operate through a process of proposal, comment, debate and agreement. Normally decisions should be arrived at through consensus.
- Where agreement cannot be reached a vote may be called by the Chair and the result recorded in the minutes. If the decision is taken under a delegated authority from the Trust (rather than in an advisory capacity), and in the event that voting is tied, the Chair shall have a second (or casting) vote.

e) Minutes

- The minutes of meetings will be submitted to the next meeting of the Trust and the Chair will highlight to the Trust any significant matters arising, including any requiring a decision from the Trust.
- At a subsequent meeting (normally the next meeting), the Chair shall sign a copy of the Minutes, confirming that they are a correct record of proceedings, and the Secretary shall maintain a record of signed minutes.
- When committee minutes are submitted to the Trust prior to them being confirmed as an accurate record, they should be referred to as "unadopted or draft minutes".



Awards Committee Terms of Reference

Purpose

Under the authority delegated to it by the Trust the Committee shall administer the Methodist Bursary Fund, the Ferens Trust and the Gibbs Trust.

Responsibilities:

- a) To consider and make decisions with delegated authority from the Trust, in accordance with the terms of the Methodist Bursary Fund, the Ferens Trust and the Gibbs Trust (see appendix attached).**

The Committee will:

- Engage with the work of the Mission Statement adopted by the Trust.
- Review the awards previously made for the current academic year (including those made under the Chair's Action subsequent to its previous meeting).
- Receive a report of the money available for distribution in the next academic year.
- Consider recommendations for the renewal of existing awards and for new applications, and decide on the distribution of funds.
- Report to MIST annually on the decisions taken by the Committee (may be done through submission of the minutes of the Meeting).

- b) To consider and make recommendations to the Trust**

The Meeting will:

- Review the application process not less than once every three years.

Membership

a) Composition

- A member of MIST (who will normally be a Chair of Governors)
- A member with appropriate financial experience and professionally qualified in the field
- A Head from a MIST School, Associated School or Affiliated School
- A Bursar from a MIST School, Associated School or Affiliated School
- Another member as required
- Ex Officio: The MIST Director of Finance
- At least three and up to five members (other than the Ex-Officio member) appointed by the Trust on the recommendation of the Nominations and Governance Committee

b) Term of Appointment

Members of the Committee, other than ex-officio members, shall normally serve for a term of three years, and may be re-appointed for one further term of three years.

c) Chair and Secretary

- The Chair shall be appointed by the Trust from amongst the members of the Committee.
- The Secretary shall normally be the MIST Director Finance.



- In the event of the Chair or Secretary being unable to attend a meeting, the members in attendance shall appoint a temporary replacement for that meeting.
- The Secretary will draw up the agenda for meetings in consultation with the Chair and other members, will take minutes of meetings and provide other appropriate support to the meeting.

Meetings

a) Notice and frequency of meetings

- The Committee will meet annually in the Spring Term. It may create a sub-committee to undertake necessary preparatory work for its meeting.
- Preliminary notice of each meeting shall normally be given in the Annual Calendar of meetings to be agreed each year.
- Notice of the meeting, confirming the venue, time and date, together with an agenda and relevant supporting papers, shall normally be issued no fewer than five working days prior to the date of the meeting.
- The agenda for each meeting of the Committee will be proposed by the Committee Secretary in consultation with the Chair of the Committee who will take into account matters brought to their attention by members of the Committee.
- Meetings may be held in person or electronically as appropriate.

b) Quorum

The quorum shall be three members, one of whom shall be a MIST Trustee.

c) Conflicts of interest

- At the beginning of each meeting, members must declare if they have either a conflict of interest (i.e. a matter involving direct or indirect financial benefit for themselves or for a friend or relative) or a conflict of loyalty (e.g. arising from another associated trusteeship). If considered necessary, the Chair may request that the member withdraw from the meeting while the matter is discussed and decided upon.
- The Chair of the Committee's decision on matters of conflicts of interest or conflicts of loyalty shall be final.

d) Voting

- The Committee will aim to operate through a process of proposal, comment, debate and agreement. Normally decision should be arrived at through consensus.
- Where agreement cannot be reached a vote may be called by the Chair and the result recorded in the minutes. If the decision is taken under a delegated authority from the trust (rather than in an advisory capacity), and in the event that voting is tied, the Chair shall have a second (or casting) vote.

e) Minutes

- The minutes of meetings (although not confidential annexes detailing awards) will be submitted to the next meeting of the Trust and the Chair will highlight to the Trust any significant matters arising, including any requiring a decision from the Trust.
- At a subsequent meeting (normally the next meeting), the Chair shall sign a copy of the Minutes, confirming that they are a correct record of proceedings, and the Secretary shall maintain a record of signed minutes.



- When committee minutes are submitted to the Trust prior to them being confirmed as an accurate record, they should be referred to as "unadopted or draft minutes".

Date approved: February 2016
Review Date: February 2019

APPENDIX

AWARDS COMMITTEE

Terms of the Trusts

Methodist Bursary Fund

The Methodist Bursary Fund was established by private donation in 1980 and has been augmented by contributions from Methodist Schools. It was originally created to provide financial support for children from Methodist families to enable and assist them to board at the secondary schools controlled by or associated with MIST.

The Committee will consider any pupil of secondary age, either of whose parents (whether living or deceased) is (or at the time of death, was) a member of the Methodist Church. Any pupil who is a member of the Methodist Church or is about to enter into membership will also be eligible.

Priority is given to those children in need of boarding education. In appropriate cases awards can also be made to enable children to attend our schools as day pupils.

Awards normally continue until the pupil leaves the school, but are reviewed annually in the light of the pupil's progress at the school and any changes in their family's circumstances. The Awards Committee, at its absolute discretion, reserves the right to decline an application and to cease the payment of a grant.

To be considered for an award, parents or guardians of any pupil will be required to make a full statement of their family's financial circumstances. Initial applications should be accompanied by a letter of support from the Methodist minister where the family worships – or, in the case of a minister's children, from their District Chair.

Awards will be granted from the income earned on the investments and any in-year donations which are to be treated as income for distribution purposes.

Thomas Robinson Ferens Scholarship Bequest

The Trust was established by a deed dated 1934 to administer a bequest in the will of Thomas Ferens, a Methodist from Hull.

The Trustees are entitled to spend the income from the investment of the bequest on awards to provide financial assistance to pupils from a number of Methodist Schools (these being Culford, Farringtons, Kingswood, The Leys, Queen's College Taunton and Rydal Penrhos) to enable them to continue their education into the Sixth Form at these schools. There is also a discretionary provision to allow the funds to be used to assist such pupils in meeting the costs of their Higher Education.



Appropriate applicants are identified from amongst those making an application for an award from the Methodist Independent Schools Trust's Methodist Bursary Fund for financial assistance with school fees.

Gibbs Scholarship Fund

The Gibbs Scholarship Fund was established in June 1988 by donations from the Methodist Independent schools to mark the retirement of Dr John Gibbs after 40 years as a member and 29 years as Chairman of the Board of Management for Methodist Independent Schools.

The Scholarships are to enable pupils of Methodist schools in England and Wales to undertake worthwhile vacation or GAP year projects in the UK and abroad which otherwise would not be possible.

The value of scholarships is at the discretion of the Awards Committee, but as a guideline awards in excess of £1,000 are given only in exceptional circumstances.

Application process – Gibbs Scholarship Fund:

1. Applications may be submitted by individual pupils or by two or more pupils in Methodist schools in England and Wales.
2. There are no application forms. Candidates should submit their applications on no more than six sides of A4 paper.
3. The application should include:
 - the details of the project;
 - reasons why the project may be considered worthwhile;
 - the cost of the project in as much detail as possible;
 - information concerning other sources of funding, both actual and possible;
 - the name, age, form and school of the applicant - or applicants if the project is a joint one; and
 - any other information which might help the Committee to form a judgement.

Selection procedure – Gibbs Scholarship Fund:

4. Applications will be considered first under procedures established by the school. As a result of these procedures each school in which one or more applications have been submitted will forward one application to MIST.
5. In determining the final awards the Committee may give preference to candidates who devise personal and creative projects rather than to candidates who are looking for funds to enable them to undertake a project arranged by national or international organisations.

Conditions – Gibbs Scholarship Fund:

6. Any project for which a scholarship is awarded must be completed within the academic year following the date of the award.
7. Each scholarship holder will be required to write an account of the project within three months of its completion.
8. All awards are at the discretion of the Awards Committee which is empowered to fix the value and number of the awards according



Terms of Reference of the Meetings of Chairs of Governing Bodies

Purpose

The Chairs of Governing Bodies shall meet regularly in order to:

- a) Ensure good and effective communication between MIST and its schools
- b) Promote good governance of the schools, in accordance with the Instrument of Government
- c) Identify, exchange and adopt good practice between the schools.

(a) To achieve these goals, at their meetings the Chairs will:

- Engage with the work of the Mission Statement adopted by the Trust.
- Consider and express views on the principal agenda items of Trust meetings (together with relevant papers to include: minutes of Trustees meetings; notes of Exec Committee meetings; minutes of Finance Committee, Ethos Committee, Nominations Committee, Heads Committee and others committees on request).
- Recommend additional issues for consideration by the Trust.
- Promote the Methodist ethos of the Schools.
- Ensure and encourage good communication between the Trust and individual schools.
- Encourage the sharing of good practice between schools.
- In association with the Trust's Nominations & Governance Committee, encourage the training and development of individual school Governors by sharing and disseminating best practice and where appropriate consider, develop and initiate joint training and development courses for Governors at individual schools.
- Undertake (by way of working parties if necessary) work requested by the Trust. Make suggestions for the three Chair Trustees from amongst their members for consideration by the Trust following consultation with the Nomination and Governance Committee.

b) To consider and make recommendations to the Trust

The Meeting will:

- Consider issues relating to the Governance of the Trust's Schools.
- Advise the Trust on key issues relating to individual School 5-year plans.
- Consider and make recommendations on any other matters deemed relevant by the Chairs.

Membership

a) Composition

- The meeting shall be a formal Standing Committee of the Methodist Independent Schools Trust comprising the Chairs of the Governing Bodies of the Trust's Schools and the Trust's Associated Schools (or their nominees).



- The Chairs of the Affiliated Schools shall be invited to attend the Chairs' Meeting but shall not be voting members of that meeting, and may be asked to leave the meeting for items of reserved business.
- The Trust's General Secretary and Finance Director shall attend the meeting except for business deemed to be reserved business by the Chair of the meeting.
- The Chair of MIST shall have an open invitation to attend Chairs' meetings except for business deemed to be reserved business by the Chair of the meeting.

b) Term of Appointment

Chairs shall be ex-officio members, not subject to a fixed term of appointment. If a Chair is unable to attend a particular meeting he/she may nominate another governor to take his/her place.

c) Chair and Secretary

- The Chair and Secretary of the meeting shall be appointed by the members from amongst themselves as they shall determine from time to time.
- The Chairs' Meeting will be serviced by the MIST office as appropriate.
- In the event of the Chair or Secretary of this meeting being unable to attend a meeting, the members in attendance shall appoint a temporary replacement for that meeting.

Meetings

a) Notice and frequency of meetings

The Chairs' Meeting will take place termly approximately two weeks before the main Trust meeting and meet, where practicable, on the same date as the Heads' Meeting sharing common agenda issues for an agreed portion of the available time.

b) Quorum

There shall be no quorum for meetings.

c) Conflicts of interest

- It is recognised that each Chair is linked with a particular school, and this need not be disclosed as a conflict of interest or conflict of loyalty. Where Chairs have other interests or duties which might affect their ability to act impartially, they shall be expected to declare it, and if considered necessary the Chair of the Meeting may request that the individual Chair withdraw from the meeting while the matter is discussed and decided upon.
- The Chair of the Meeting's decision on matters of conflicts of interest or conflicts of loyalty shall be final.

d) Voting

- The Meeting will aim to operate through a process of proposal, comment, debate and agreement. Normally decisions should be arrived at through consensus.
- Where agreement cannot be reached a vote may be called by the Chair and the result recorded in the minutes. In the event that the voting is tied, this shall be recorded, but the Chair shall not have a second (or casting) vote.



- In the event that a majority of voting members attending any Chairs' Meeting are out of sympathy with proposals made by the Trust which will affect one or more individual Schools; or where the Trust rejects, without adequate explanation, proposals made by the Chairs' Meeting to the Trust, the Chairs' Meeting will have the power to request that the Trust reconsiders its decision and delays the implementation of the new/ revised policy until a further round of Trust and Chairs' Meetings have taken place.

e) Minutes

- The minutes of meetings will be submitted to the next meeting of the Trust.
- At a subsequent meeting (normally the next meeting), the Chair shall sign a copy of the Minutes, confirming that they are a correct record of proceedings, and the MIST Office shall maintain a record of signed minutes.
- When committee minutes are submitted to the Trust prior to them being confirmed as an accurate record, they should be referred to as "unadopted or draft minutes".

Date approved: February 2016

Review Date: February 2019



Executive Committee: Terms of Reference

Overriding Purpose

To review the implementation of decisions made by the Trust and progress thereof.

Responsibilities

a) To consider and make decisions with delegated authority from the Trust:

The Committee will:

- Engage with the objects set out in the Mission and Ethos Statements adopted by the Trust
- Support, reflect and advise on operational arrangements of the MCH office
- Implement the recommendations arising from the 2014 Review and recommend any adjustments for Trustee consideration.
- Engage with the recommendations of the Methodist Education Commission (2012) and use all best endeavours to act in accordance with its recommendations
- Be a first point of reference for the executive officers in respect of new initiatives, opportunities or issues that may arise for the Trust and the schools
- Help ensure best practice is shared between the schools with a particular responsibility on behalf of MIST for HR policies and procedures.
- Carry out an annual review of its effectiveness and these Terms of Reference and make recommendations to the Trust regarding any changes
- Oversee and monitor all Group communication procedures
- Work with the school organising the annual conference to ensure the balance we seek between local and national business, enrichment and group cohesion.
- Authorise limited operational actions where MIST is the signing body eg licence for an archaeological dig at Culford relating to an astroturf development, approval to an easement for QCT.
- Delegate authority to Officers of MIST as appropriate eg Company Secretary signing off statutory accounts of School Charities on behalf of MIST.

b) To consider and make recommendations to the Trust:

The Committee will:

- Delegate and monitor discussions and decisions of the other Trust sub-committees.
- Be responsible for the MIST meetings' agenda and monitor implementation of MIST decisions following these meetings
- Recommend any changes to HR policies
- Review Trust policies
- Ensure that the Trust can anticipate and respond appropriately to any adverse issues which may place a school in jeopardy and recommend measures required to support and direct that school



Membership

a) Composition

- The Committee will comprise: MIST's Chair, Deputy Chair, General Secretary, Finance Director/Company Secretary and the Methodist Church's Director of Education
- The Committee may co-opt additional members or invite others to be consulted or attend any such meetings as its business requires

b) Chair and Secretary

- The Committee will usually be chaired by the Chair of MIST
- The Secretary shall normally be the General Secretary

Meetings

- The Executive Committee will meet approximately monthly and in any case at appropriate intervals between the cycle of the termly meetings of MIST Trustees
- Dates of meetings will be established at least 4 months in advance
- Notes of meetings will be kept and circulated to Trustees (and made available to Chairs and Heads through the MIST website)

Conflicts of Interest

- At the beginning of each meeting, members must declare if they have either a conflict of interest (i.e. a matter involving direct or indirect financial benefit for themselves or for a friend or relative) or a conflict of loyalty (e.g. arising from another associated trusteeship). If considered necessary, the Chair may request that the member withdraw from the meeting while the matter is discussed and decided upon.
- The Chair of the Committee's decision on matters of conflicts of interest or conflicts of loyalty shall be final.

Voting

- The Committee will aim to operate through a process of proposal, comment, debate and agreement. Normally decisions should be arrived at through consensus.
- Where agreement cannot be reached a vote may be called by the Chair and the result recorded in the minutes. If the decision is taken under a delegated authority from the Trust (rather than in an advisory capacity), and in the event that voting is tied, the Chair shall have a second (or casting) vote.



Date approved: February 2016
Review date: February 2019



Finance and Property/Estates Committee Terms of Reference (Final 2017)

Purpose

The purpose of the Finance Committee is to advise the Trust on all financial matters pertaining to the Trust. This will cover the current and projected performance of existing Trust activities (both School and Office) and the financial implications of any new proposed activities.

Responsibilities

a) To consider and make decisions with delegated authority from the Trust:

The Committee will:

- Engage with the objects set out in the Mission Statement adopted by the Trust
- Be responsible for ensuring that appropriate strategic thinking on financial issues takes place
- Support the financial functions of the Trust's office
- Help ensure best practice is shared between the schools (e.g. accounts management, forecasting, budgeting, fund-raising, investment policies, fee remission policies etc)
- Approve loans in support of MIST objectives up to a limit of £1 million and agree appropriate repayment terms.
- Review on a regular cycle the Trust's policies in the following areas:
 - School Business Plans (and 5+5)
 - Reserves policy
- Approve capital expenditure not previously included in a school's budget to a limit of £1 million
- Approve capital expenditure to a limit of £100,000 by the Trust's office for the work of the Trust
- Review all termly and annual accounts relating to the Trust's operation and its schools
- Monitor schools' adherence to MIST financial policy procedures as set out in the policy manual and make recommendations for updates to the manual as may be useful to MIST and its schools
- Instruct relevant Trustees and/or members of the Property Panel to review property issues referred to MIST by the schools or at specific request of MIST
- Carry out an annual review of its effectiveness and these Terms of Reference and make recommendations to the Trust regarding any changes
- Monitor arrangements in place for the correct management of the property including review of conditions surveys, maintenance plans, insurance issues and use of property at agreed intervals (not less frequently than every five years)

b) To consider and make recommendations to the Trust:

The Committee will:

- Recommend banking and bank borrowing facilities
- Ensure that the investments of the Trust are being properly managed
- Review the approach adopted for funding the Schools and the Trust to ensure that it remains appropriate to the needs of the Schools and the Trust, including the use of appropriate financial instruments in support of that policy.
- Oversee all Group financial procedures, Group insurance and pension arrangements
- Review regularly the Trust's policies in the following areas:



- Banking Services
- Insurances
- Investments
- Ensure that the Trust can anticipate any adverse financial issues which may place a school in jeopardy and operate robust and effective measures to support and direct that school
- Receive the budgets and capital plans of schools, providing advice as appropriate, and recommend approval of budgets to the Trust.
- Advise the Trust and its officers on financial matters, on the borrowings of the Group and of individual schools, and on loan applications
- Advise the Trust and its officers on the financial implications of all proposed amalgamations, ensuring that all appropriate due diligence is completed satisfactorily before recommendation.
- Review annually the Trust's Risk Management document to ensure that all matters and responsibilities within the remit of the Committee are fully considered
- Advise the Trust on the purchase and sale of property
- Consider proposals from Schools for capital expenditure projects of £1m and over based on a business case submitted by the School
- Consider applications in support of MIST objectives for loans in excess of £1 million and propose appropriate terms, including repayment and interest rate
- Recommend for approval the budget and accounts of the Trust's office
- Recommend annually the level of the assessment to be paid by its schools to the Trust

Membership

a) Composition

- The Committee shall normally comprise eight members on the recommendation of the Nominations and Governance Committee as follows:
 - Chair of the Committee (must be a member of MIST)
 - A MIST Trustee
 - A Chair of Governors of a MIST school
 - A Chair of a MIST school Finance Committee
 - A Head of a MIST school
 - A Bursar of a MIST school
 - A member with appropriate property expertise
 - An 'independent' member (ie not a governor or employee of a MIST school and not a member of MIST)
 - Ex Officio: The Chair or Deputy Chair of MIST
- The Committee may co-opt additional members if specific circumstances dictate.
- The General Secretary and Finance Director of the Trust shall be invited to be in attendance at all meetings.
- Every effort should be made to make the membership of the Committee relate to as many MIST schools as possible.

b) Appointment

The members of the Committee shall be appointed by the Trust on the recommendation of the Nominations Committee. Members of the committee other than the ex-officio members shall normally serve for a term of three years, and may be re-appointed normally for only one further term of three years.



c) Chair and Secretary

- The Chair of the Committee shall be appointed by the Trust from amongst the Trustees.
- The Secretary shall normally be the Finance Director of the Trust.
- In the event of the Chair or Secretary being unable to attend a meeting, the members in attendance shall appoint a temporary replacement for that meeting.

Meetings

a) Notice and frequency of meetings

- The Finance Committee will meet termly at least 14 days prior to meetings of the Trust (or more frequently if its business so requires).
- Preliminary notice of each meeting shall normally be given in the Annual Calendar of meetings to be agreed each year.
- Notice of the meeting, confirming the venue, time and date, together with an agenda and relevant supporting papers, shall normally be issued no fewer than five working days prior to the date of the meeting.
- The agenda for each meeting of the Committee will be proposed by the Secretary in consultation with the Chair of the Committee who will take into account matters brought to their attention by members of the Committee.
- Meetings may be held in person or electronically as appropriate.

b) Quorum

The quorum shall be four members of whom one shall be a Trust member.

c) Conflicts of Interest

At the beginning of each meeting, members must declare if they have either a conflict of interest (i.e. a matter involving direct or indirect financial benefit for themselves or for a friend or relative) or a conflict of loyalty (e.g. arising from another associated trusteeship). If considered necessary, the Chair may request that the member withdraw from the meeting while the matter is discussed and decided upon. The Chair of the Committee's decision on matters of conflicts of interest or conflicts of loyalty shall be final.

d) Voting

- The Committee will aim to operate through a process of proposal, comment, debate and agreement. Normally decisions should be arrived at through consensus.
- Where agreement cannot be reached a vote may be called by the chair and the result recorded in the Minutes. If the decision is taken under a delegated authority from the Trust (rather than in an advisory capacity), and in the event that voting is tied, the chair shall have a second (or casting) vote.

e) Minutes

- The Minutes of meetings will be submitted to the next meeting of the Trust and the chair will highlight to the Trust any significant matters arising, including any requiring a decision from the Trust.
- At a subsequent meeting (normally the next meeting), the Chair shall sign a copy of the Minutes, confirming that they are a correct record of proceedings, and the Secretary shall maintain a record of signed Minutes.



- When committee minutes are submitted to the Trust prior to them being confirmed as an accurate record, they should be referred to as "unadopted or draft minutes".

Date approved: February 2016
Review Date: February 2019



Nominations and Governance Committee Terms of Reference

Purpose

To monitor and implement processes and procedures for Trustee and Governor nomination, appointment, induction, training and succession.

Responsibilities

a) To consider and make decisions with delegated authority from the Trust:

The Committee will:

- Engage with the work of the Mission Statement and the Strategic Plan adopted by the Trust.
- Approve nominations for local Governors on behalf of MIST.
- Be responsible for the arrangements for the appointment of the General Secretary.
- Monitor operation of the Heads appointment agreement.
- Monitor and assist as appropriate with succession planning for governance in the schools
- Specifically assist each school with the process of appointment of a new Chair of Governors
- Undertake a skills audit of Trustees (not less than once every three years)
- Arrange suitable training for Trustees
- Maintain and monitor a list of potential Trustees
- Review not (less than every three years) membership of MIST sub-committees

b) To consider and make recommendations to the Trust

The Committee will:

- Monitor the numbers and level of Christian commitment of each governing body to ensure they comply with their Instruments of Government.
- Make recommendations to the Trust of names for nomination to the Conference for appointment to the Trust
- Make recommendations to the Trust of names for appointment to the Trust's Committees
- Make recommendations to the Trust of names of Trustees for Head Teacher appointment panels for the Trust's schools.
- To recommend nomination to trust for a trustee with special responsibility for Safeguarding.
- To review names of school governors who have special responsibilities (e.g. for safeguarding)
- Make recommendations to the Trust of name for appointment of Chairs of Governors on the advice of local Governors.
- Make recommendations to the Trust on any desirable changes in policy regarding matters of nomination and appointment of those positions that the Committee has to consider.
- Periodically review the appropriateness of the staffing provision at the MIST office in relationship to the needs of the Trust and the Schools.
- Review and affirm nominations from schools of new and renewing governors.
- Review governance audits and assist in induction and training as may be required.
- Review on a three-yearly cycle the Trust's pro-forma policies in the following areas:
 - Recruitment of Heads



- Chaplaincy
- Chairs of Governors

Membership

a) Composition

The Committee shall comprise five members as follows:

Ex-officio: the Chair of the Trust.

Ex-officio: the Deputy Chair of the Trust.

A minimum of three other members appointed by the Trust.

The majority of Committee members shall be Trustees.

The Trust's General Secretary shall be invited to attend meetings except for business deemed to be reserved business by the Chair of the meeting.

Members should also have between them expertise in governance and the Methodist Church, if necessary co-opted.

b) Terms of Appointment

Members of the Committee, other than ex-officio members, shall normally serve for a term of three years, and may be re-appointed normally for only one further term of three years.

c) Chair and Secretary

The Chair shall be appointed by the Trust from amongst the members of the Committee. The Secretary shall normally be the General Secretary of the Trust. In the event of the Chair or Secretary being unable to attend a meeting, the members in attendance shall appoint a temporary replacement for that meeting. The Secretary will draw up the agenda for meetings in consultation with the Chair and other members, and will take minutes of meetings and provide other appropriate support to the meeting.

Meetings

a) Notice and Frequency of Meetings

- The Committee shall meet at least twice per year (Autumn and Summer Term) and otherwise as necessary.
- Preliminary notice of each meeting shall normally be given in the Annual Calendar of meetings to be agreed each year.
- Notice of the meeting, confirming the venue, time and date, together with an agenda and relevant supporting papers, shall normally be issued no fewer than five working days prior to the date of the meeting.
- The agenda for each meeting of the Committee will be proposed by the Committee Secretary in consultation with the Chair of the Committee who will take into account matters brought to their attention by members of the Committee.
- Meetings may be held in person or electronically as appropriate.

b) Quorum

The quorum shall be three members, of whom two must be Trustees.



c) Conflicts of Interest

At the beginning of each meeting, members must declare if they have either a conflict of interest (i.e. a matter involving direct or indirect financial benefit for themselves or for a friend or relative) or a conflict of loyalty (e.g. arising from another associated trusteeship). If considered necessary, the Chair may request that the member withdraw from the meeting while the matter is discussed and decided upon. The Chair of the Committee's decision on matters of conflicts of interest or conflicts of loyalty shall be final.

d) Voting

The Committee will aim to operate through a process of proposal, comment, debate and agreement. Normally decision should be arrived at through consensus.

Where agreement cannot be reached a vote may be called by the Chair and the result recorded in the minutes. If the decision is taken under a delegated authority from the trust (rather than in an advisory capacity), and in the event that voting is tied, the Chair shall have a second (or casting) vote.

e) Minutes

The minutes of meetings will be submitted to the next meeting of the Trust and the Chair will highlight to the Trust any significant matters arising, including any requiring a decision from the Trust. At a subsequent meeting (normally the next meeting), the Chair shall sign a copy of the Minutes, confirming that they are a correct record of proceedings, and the Secretary shall maintain a record of signed minutes. When committee minutes are submitted to the Trust prior to them being confirmed as an accurate record, they should be referred to as "unadopted or draft minutes".

Approved: December 2015
Next review date: December 2018