



Being a Member of an Academy trust

Schools which convert to Academies under the above Act are run by companies limited by guarantee called 'academy trusts'. Like any other company, academy trusts are registered with Companies House. The academy trust is also an exempt charity which means that it is not registered with the Charity Commission but must abide by charitable law.

Academy Documentation

Memorandum and Articles of Association

Like all companies, the Academy trust has 'Articles of Association' ('Articles') which are the rules that govern the running of the company. The Church of England has agreed [model Articles of Association](#) with the Department for Education.

The Articles set out the Objects (or purpose) of the company. All Church academy trusts have the following Object:

to advance for the public benefit education in the United Kingdom, in particular but without prejudice to the generality of the foregoing by establishing, maintaining, carrying on, managing and developing Academies which shall offer a broad and balanced curriculum and which:

- (i) shall include Church of England Academies designated as such which shall be conducted in accordance with the principles, practices and tenets of the Church of England both generally and in particular in relation to arranging for religious education and daily acts of worship and*
- (ii) may include other Academies whether with or without a designated religious character;*

but in relation to each of the Academies to recognise and support their individual ethos, whether or not designated Church of England.

Where an Academy is designated with a religious character^[2], in relation to the ethos and religious education provided at any Church Academy, the Directors shall have regard to any advice and follow any directives from the Appropriate Diocesan Authority [,and having due regard to the Diocesan Strategy]

The academy trust must use its resources exclusively in pursuance of these Objects.

Funding Agreement

This is the contract between the academy trust and the Secretary of State for Education for the running of the school(s) as an Academy. It sets out the principles of how the academy trust will be funded and, in return, the responsibilities and obligations required of the academy trust.

Academy trusts running more than one academy (known as Multi-Academy trusts or MATs) will have a 'Master Funding Agreement' and 'Supplemental Funding Agreements' for each of the Academies it runs.

Church Supplemental Agreement

This is the agreement between the academy trust, the Secretary of State for Education and the Diocesan Board of Education (DBE) for Church of England academies. This sets out the respective rights and responsibilities of the respective parties for oversight of the academy trust, in particular its duties to uphold the principles, practices and tenets of the Church of England, and the use of any church lands by the academy trust.

Lease

For Community academies or for Church of England academies where some land is owned by the Local Authority (usually playing fields), there may be a 125-year lease between the Local Authority and the academy trust for the use of the Local Authority land in running the academy.

In some instances, it may be necessary for Church of England academies to take on a lease for a third parties land interest in the academy site.

Membership

Members of a company limited by guarantee, like in an academy trust, are the equivalent of shareholders in a company limited by shares. They are the 'guarantors' of the company and promise to pay £10 towards the debts of the company if the academy trust is wound up.

Members have limited but important powers under the Articles. These include the right to wind up the academy trust, amend the Articles, change the name of the company, appoint other Members and appoint and remove one or more Directors. However, Members should not interfere with the day-to-day operation of the school or

approach Directors, trust or school leaders on an individual basis in their role as a Member.

The DBE's policy is that each academy trust has a minimum of five Members with three of these appointed by the Diocese.

Directors

In all academy trusts, the individuals appointed to make strategic decisions about the day to day running of the company have three names:

- They are Directors - because the Academy trust is a company;
- They are Trustees - because the Academy trust is a charity; and,
- They are Governors - because the Academy trust is responsible for running the school(s)

This can be very confusing as the documentation used to set up the Academy trust and the Department for Education guidance for Academies uses these three titles interchangeably, depending on the context. For the purposes of this document, we shall refer to the Directors/Trustees/ Governors of an Academy trust as 'Directors'.

Directors are made up of a diverse range of individuals. The Members will always appoint one or more Directors. Others might be appointed by parents, staff or by other Directors from members of the local community. The trust leader will also often be an ex officio Director, which means they will be a Director for so long as they remain in post. The Articles will stipulate the number and types of Directors which the Academy trust should have.

The Directors come together to form the Board of Directors ('Board'), sometimes also referred to as the Board of Trustees or Governing Body. The Chairperson of the Board of Directors will sometimes be a Member of the academy trust.

In MATs, each academy may have its own 'Local Governing Body' ('LGB') or 'Advisory Body'. The responsibilities they have are those that are delegated to them by the Board of Directors. This is formalised into a 'Scheme of Delegation'. The ability to delegate additional responsibilities or remove responsibilities is not static and the level of delegation can be reviewed to meet changing circumstances. For example, if a school was judged by Ofsted to be 'Good' after previously being judged 'Inadequate', it might be appropriate for the LGB to be given more delegated powers by the Board.

Church of England Membership

When Church of England schools become Academies, the Diocese will appoint several Members to the Academy trust. Diocese of Leicester Educational Trust (DLET) is empowered by the Diocese of Leicester's Board of Education to select appropriate individuals to become church-appointed Members.

Responsibilities of Members

As a Member of the academy trust appointed by DLET, you will share equally with the other Members the responsibility of being a 'guardian' of the academy trust. Whilst

the Directors will manage the academy trust's business and exercise all its powers daily, they are ultimately accountable to the Members for this.

In general terms, the responsibilities of a Church of England Member of an Academy trust are to:

- Be a 'guardian' of the Academy trust;
- Ensure that the Academy trust is acting within its Objects as set out in the Articles;
- Safeguard and promote the values of the academy trust and its Christian ethos;
- Safeguard and promote the individual identity and ethos of Community schools within a Church MAT
- Support the academy trust and be an advocate for it;
- Carry out their business effectively, including induction of new Members and a commitment to the continued professional development of Members. A Member may attend or send a nominee to attend any Members' meeting of the academy trust. A nominee will be entitled to exercise the same powers of the member which they represent;
- Appoint (and where necessary remove) one or more Directors of the academy trust.

Within each Academy trust, it is crucial that the Members and the Directors understand how they discharge their responsibilities within the Academy trust.

Meetings of Members of an Academy trust are called 'General Meetings' and the decisions they make are called 'resolutions'.

The Members of an Academy trust will meet at least once a year at the Annual General Meeting (AGM). AGMs must be held no more than 15 months apart and the first AGM must be held within 18 months of the Academy trust being registered with Companies House. Technically, it is the Directors that call the AGM and the Directors can attend and speak at AGMs, although they cannot vote on resolutions.

The information made available to Members during the year and/or at the AGM might include:

- The minutes of all Board of Directors meetings
- The Annual Accounts and Annual Return which should be submitted to Companies House
- Other additional information as the Members and Directors may agree to enable the Members to carry out their 'guardianship' role e.g. financial updates, details of any building works or site issues, report on the development of the academy trust's vision and values

Members are expected to discuss any matters contained in the information and ask questions.

During the year, it would also be appropriate for the Directors to keep the Members up-dated on fundamental issues relating to the running of the Academy trust. T h i s m a y b e t h r o u g h G e n e r a l M e e t i n g s .

These might include:

- Any litigation involving members of staff (i.e. court proceedings/tribunal proceedings/criminal prosecutions) and in particular any which might reflect adversely on the academy trust
- Financial concerns which develop during the financial year and in particular any financial concerns that might have an impact on the employment of staff or the delivery of the broad and balance curriculum which the academy trust is under a duty to offer
- Details of any inspections and other related external monitoring
- Resignation or the appointment of senior leaders
- Vacancies arising on the Board for which the Members have responsibility

In general, when serious issues arise for which the Members need to be informed or take action then it is the responsibility of the Chair of Directors to alert them and/or to convene a meeting if appropriate.

Membership Liability

The Academy trust is a company limited by guarantee. That 'guarantee' is that each of the Members agrees to pay £10 each to any creditors of the Academy trust in the event that the Academy trust was wound up.

Expectations of our Members

All new and reappointments of Members will normally be required to provide an acceptable Enhanced Criminal Records Bureau disclosure

It is an expectation of DLET that Members will have:

- An understanding of the doctrines and tenets of the Church of England and the importance of Church of England schools to the mission of the Church
- A commitment to the academy trust and its Objects including the Christian character and ethos of the trust and the individual character of Community schools
- A willingness to devote the necessary time and effort to academy trust business
- Effective communication skills and a willingness to ensure effective communication between DLET (through the DDE) and the academy trust
- An ability to hold others to account for their professional practice
- Good independent judgment
- An understanding and acceptance of the legal duties, responsibilities and liabilities of Members within company and charitable law