

Role description: Member

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**Confederation
of School Trusts**

The voice of school trusts

Role description: Member

Introduction

Members play a limited but crucial role in academy trust governance. Members are the guardians and custodians of governance in the trust and its vision, values and ethos. The original members are also the first signatories to the articles of association, signalling the foundational nature of their role.

As guardians of the trust, members must assure themselves that the governance of the trust is effective and that trustees are acting in accordance with the trust's charitable objects. While trustees are responsible for setting the trust's strategic direction, members have the ability to appoint and remove the board. Members are also responsible for other key activities such as amending the trust's articles of association, changing the name of the trust or winding it up.

There should be a clear separation of the activities of the board and those of members. Members are not involved in the day-to-day business of the trust and are encouraged to be 'eyes on, hands off.' It is therefore important for trustees to engage effectively with members and have due regard for their view. Beyond presenting the audited annual report and accounts, the board must also keep members sufficiently informed about the trust's business, including any key developments and risks, that members can maintain oversight of the board's performance and step in if governance is failing.

Members ensure the trust is exercising effective governance through a range of powers, including:

- Appointing and removing trustees
- Appointing and removing members
- In extreme circumstances, directing trustees through special resolution to take a specific action when they are unable or unwilling to act in the best interests of the trust
- Appointing and removing auditors

In trusts with church academies, members must ensure that the relevant religious character is preserved.

The trust's articles of association will set out how members are appointed and removed. They do not usually have fixed term lengths.

About this guidance

This role description was published in November 2023 and reviewed in September 2024. It draws extensively on the Department for Education's [Academy Trust Governance Guide](#) (March 2024), [Annex A – Trust Quality Descriptions](#) (July 2023), [Academy Trust Handbook](#) (September 2024) and the [Academy Trust Governance Code](#) (October 2023).



Trusts with a religious character may use trustee to refer to those on the board of a connected charity, and director for people on the school trust board. For brevity, we use trustee to refer to those on a school trust board throughout this document.

Role description

Strategic leadership

- Familiar with the trust's strategic priorities and its charitable objects
- Broad understanding of national and regional educational priorities and the implications of these for the trust
- Ability to think strategically about the future direction of the trust and the appropriate composition of the trust board
- In trusts that include church academies, ensures the religious character of the church academies is preserved and developed per the trust deed's charitable objects

People

- Ensures the board of trustees has the necessary expertise to fulfil its functions effectively and acts in accordance with the trust's charitable objects
- Understands the importance of succession planning to the ongoing effectiveness of the trust board
- Sets high expectations for conduct and behaviour for all those in governance and is an exemplary role model in demonstrating these
- Promotes and fosters a supportive working relationship between members and the board
- Confident to approach the governance professional to obtain advice and support as needed
- Confident and resilient enough to remove any or all trustees if governance is failing, pursuant to the Companies Act

Structures and compliance

- Understands the principles of delegation, and specifically the relationship between members and the trust board and the need for clear separation of activities
- Understands the legal, regulatory and financial context of the trust
- Understands the principles of audit and assurance
- Confident speaking up when concerned about non-compliance where it has not been picked up by the board or where they feel it is not being taken seriously
- Able to identify when specialist advice may be required, such as the commissioning of external reviews of governance



Evaluation

- Ability to put the needs of the trust first and is willing to step down or move on at the appropriate time
- Capable of using regulatory feedback fully to inform decisions about trust development

Suggested methods of keeping members informed

Members should receive sufficient information to assure themselves that the board is exercising effective governance, but not so much as to be seen as overstepping their 'eyes on, hands off' function and blurring the lines between layers of governance. In addition to the annual general meeting required in most articles of associations to receive the accounts, trusts may consider some of all of the following methods of keeping members informed:

- Mid-year meeting and report from chair of trustees to provide an interim update in advance of the final accounts
- Regular information from the board via the governance professional, e.g. termly member updates with key trust developments (some trusts share board minutes, but this is not common)
- Regular but not too frequent meetings with the chair and accounting officer (usually the chief executive)
- Attendance at an annual strategy day –without becoming inappropriately involved in trustee's decisions
- A limited number of board observations (this is not common practice in school trusts).



Appendix 1: Seven principles of public life

The seven principles of public life (also known as the Nolan Principles) apply to anyone who works as a public office-holder. This includes all those who are elected or appointed to public office, nationally and locally, and all people appointed to work in the Civil Service, local government, the police, courts and probation services, non-departmental public bodies, and in the health, education, social and care services. All public office-holders are both servants of the public and stewards of public resources.

The principles also apply to all those in other sectors delivering public services, including the trustees and executive leaders of school trusts.

1. **Selflessness.** Holders of public office should act solely in terms of the public interest.
2. **Integrity.** Holders of public office must avoid placing themselves under any obligation to people or organisations that might try inappropriately to influence them in their work. They should not act or take decisions in order to gain financial or other material benefits for themselves, their family, or their friends. They must declare and resolve any interests and relationships.
3. **Objectivity.** Holders of public office must act and take decisions impartially, fairly and on merit, using the best evidence and without discrimination or bias.
4. **Accountability.** Holders of public office are accountable to the public for their decisions and actions and must submit themselves to the scrutiny necessary to ensure this.
5. **Openness.** Holders of public office should act and take decisions in an open and transparent manner. Information should not be withheld from the public unless there are clear and lawful reasons for so doing.
6. **Honesty.** Holders of public office should be truthful.
7. **Leadership.** Holders of public office should exhibit these principles in their own behaviour and treat others with respect. They should actively promote and robustly support the principles and challenge poor behaviour wherever it occurs.



Appendix 2: Academy trust governance code

The *Academy trust governance code* is a voluntary code developed by the sector that draws upon the Seven Principles of Public Life, the *Charity governance code* and relevant Department for Education guidance. It sets out the principles, desired outcomes, and recommended practice for effective governance.

- **Fundamental Principle.** The academy trust's Directors are aware of and meet The Seven Principles of Public Life, understand the legal, regulatory and contractual obligations they must meet, and have regard to the statutory guidance issued by the Secretary of State.
- **Principle 1: Delivering the academy trust charitable objects.** The academy trust's articles of association set out the academy trust's charitable objects and how those must be fulfilled. The board is clear about its aims and ensures that they are being delivered effectively and sustainably.
- **Principle 2: Leadership.** The academy trust is led by an effective board that provides strategic governance in line with the aims and values of the academy trust and engages effectively with its members.
- **Principle 3: Integrity.** The board acts with integrity, adopting values and creating a culture which helps achieve the academy trust's charitable Objects. The board is aware of the importance of public confidence and trust in academy trusts and their Schools, and the board undertakes its duties accordingly.
- **Principle 4: Decision making, risk and control.** The board ensures that its decision-making processes are evidence informed, rigorous and timely and that effective delegation, control, risk assessment and management systems are set up and monitored. There is effective reporting at all levels of academy trust governance to ensure decisions are taken at the correct level in accordance with the Articles of Association and Scheme of Delegation.
- **Principle 5: Board effectiveness.** The board works as an effective team, using the appropriate balance of knowledge, skills, experiences and backgrounds to make informed decisions.
- **Principle 6: Equality, diversity and inclusion.** In ensuring the effective achievement of the academy trust's charitable Objects, the board has a clear, agreed and effective approach to advancing equality, diversity and inclusion throughout the academy trust.
- **Principle 7: Openness and accountability.** The board leads the academy trust in being transparent and accountable. The academy trust is open in its work, unless there is good reason for it not to be.





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