

Role Descriptor of an Academy Foundation Member

Members have a largely hands-off role.

They sit above the board of trustees/directors, similar to a company's shareholders in relation to its board of directors.

Members can be trustees/directors, but the model articles of association include a requirement that the majority of members must not also serve as trustees/directors (see article 12B).

Their main responsibilities are:

- Furthering the trust's charitable objects
- Appointing some trustees
- Holding trustees to account for the successful governance of the trust
- Upholding the vision and values of the Church of England (CofE) in CofE schools.

Members must ensure they are familiar with the trust's articles of association for the trust's rules on members, and how members are appointed.

Members have a limited liability of up to £10 in the case that the academy trust is wound up. It applies to current members, and those who have been a member within a year of the trust being wound up (see articles 7 and 8 of the model articles of association).

In each of the Articles of Association it is written how many members must be appointed from Diocese of Hereford Educational Trust (DHET) and the appointing of trustees. DHET will identify an individual to represent it as a corporate member.

Members should be familiar with the memorandum of understanding for the Church of England (CofE), in particular that the members are charged with having the oversight of the preservation and development of the religious and educational character, mission and ethos of the trust.

There are various membership models within CofE-based MATs within the Diocese, including those of a mixed MAT (consisting of both CofE schools and community schools). Members should be aware of which model memorandum and articles are used. In all cases of trusts within the Diocese of Hereford it is an expectation that there no dilution of the level of church governance and involvement as it was immediately prior to conversion, this includes at both member and trustee level. All MATs will have provisions in the articles dictating a specific number of members appointed by the Diocese.

Key responsibilities:

The members:

- Are signatories to the articles of association (if they're founding members)
- Can pass a special resolution to:
 - Amend the articles of association (this can only be with the consent of the Diocese of Hereford Educational Trust (DHET))
 - Appoint new members or remove existing members
 - Direct trustees to take a specific action (where trustees are unable or unwilling to act in the best interests of the trust)
- Can appoint a number of trustees, according to the trust's articles of association, and can also remove serving trustees
- Appoint and remove auditors
 - Can change the name of the trust, and ultimately wind up the trust (this can only be with the consent of Diocese of Hereford Educational Trust (DHET)).

Members should:

- Hold the trust board to account by asking:
 - Does the trust board reflect the ethos and values of the trust?
 - Is the trust board effectively fulfilling its core governance functions?
 - Is there a clear vision for the trust and is progress being made against the strategic aims being pursued to realise this vision?
 - Is financial oversight sound?
 - How well does the trust board know the school(s) in the trust and how are the needs of the school(s) being met?
 - How engaged are stakeholders and is this reflected in the reputation of the trust and the decisions of the board?
 - Are the right people around the trust board table and are there any skills gaps?
 - Has the trust invested in a governance professional?
 - Is there evidence to show that the charitable objectives of the trust are being met and that the governance of the trust is effective?
 - Has the trust board reviewed its own performance and have members received a copy of the governance review report?
- Stay informed about how the board is performing:

- This includes receiving the trust's audited annual report and accounts
- Have an awareness of when they may need to exercise their powers to ensure effective governance
 - Report to the Diocese of Hereford Educational Trust (DHET).

The DfE's preference is for there to be a significant degree of separation between members and trustees. As explained above, the updated model articles of association now require that the majority of members must not also serve as trustees.

What don't they do?

They don't:

- Attend or have voting rights at trust board meetings (unless they're also trustees)
- Sit on executive leaders' performance review panels
- Contribute to specific decisions in relation to the trusts' business
- Have legal responsibility for conducting the business of the academy trust – this sits with the board of trustees.

What does the role look like in practice?

In practice, the members' role is limited to their meetings.

Members should not become involved in the practical aspects of governance. It is for trustees to strategically challenge the operational management of the trust. Members should interact with the board to make sure that role is being fulfilled effectively.

If there is anything that causes the members concern, they can raise this with the trustees, who will then act on it.

While the members technically have the authority to amend the articles of association or remove trustees, these powers should be used sparingly and only with the support and co-operation of the board of trustees.

Members must meet at least once a year.

They do this at the annual general meeting (AGM).

In order for an AGM to be quorate a majority of members must be present, either in person or by proxy. They can attend virtually.

At this meeting, they can:

- Receive the trust's accounts
- Receive any relevant reports
- Take an overview of the governance and operations throughout the year.

Any particular rules around the AGM will be set out in the trust's articles of association.

Members might hold extra meetings if the trust is undergoing a significant change, there has been an event that has affected the trust's governance, or they simply prefer to work this way.