



# TERMS OF REFERENCE AND ROLE PROFILE

## MEMBERS

## Terms of Reference – Members

### Role of Members

Members are not exclusive to academies. Most charitable companies have members and, as all academy trusts are set up as charitable companies, they too must have Members. Members sit at the top of the governance structure, above the Board of Trustees. Their role is:

- i) to assess whether the Board of Trustees is performing well, and
- ii) that the purpose of the Trust and its charitable objects are being fulfilled.

The DfE's Governance Handbook makes it clear that the role of Members in the running of the Trust is minimal and one of oversight. The guidance clarifies that Members must 'avoid over-stepping their powers or undermining the Boards'

### Holding the Trust Board to account

Holding the Trust Board to account is the most important role that Members play. The statutory requirement of Members is to monitor the work of the Trust Board by:

- Hearing directly from the Board of Trustees once a year at the AGM, verbally receiving information and updates on progress made and plans going forward.
- Receiving the Trust's annual audited accounts and Annual Report

The following questions provide a starting point for carrying out this role.

1. Does the Trust Board reflect the ethos and values of the Trust?
2. Is the Trust Board effectively fulfilling its three core governance functions?
  - a) Is there a clear vision for the Trust and is progress being made against the strategic aims being pursued to realise this vision?
  - b) Are senior leaders being held to account for the performance of the Trust?
  - c) Is financial oversight sound?
3. How well does the Trust Board know the school(s) in the Trust and how are the needs of the school(s) being met?
4. How engaged are stakeholders and is this reflected in the reputation of the Trust?
5. Has the Trust Board reviewed its own performance and have Members received a copy? Was it internal or external and what does the self-evaluation tell us?
6. Are the right people around the table and are there any skills gaps?
7. Is there evidence to show that the charitable objectives of the Trust are being met and that the governance of the Trust is effective?

If the Members are not satisfied that the Trust Board is effective, then they will need to step in. If there has not been an external review in any one three-year period, the Members should direct the Trust Board to convene one. If the Trust is underperforming, and the Members cannot see evidence that the Trustees have the capacity to ensure improvement, the Members should consider if they need to appoint different, or additional Trustees.

### Ensuring the success of the Trust

Members have responsibility for ensuring that the Trust's charitable objectives are being met. These are outlined in the Articles and include 'advancing education for the public benefit'. In order to achieve this, they should specifically consider the following issues:

- Outcomes – are the pupils in the Trust making expected progress and reaching the required levels of attainment?
- Financial oversight – is the Trust spending public money wisely?

### Duties of Members

Members have some specific duties with respect to the Trust that cannot be carried out by others. Whilst these are set out more fully in the Articles of Association, in summary they are:

i) **Signing the Memorandum and Articles of Association**

ii) **Determining the name of the Trust**

iii) **Appointing and removing the auditors**

iv) **Members and Trustee appointments**

They are responsible for appointing Members and some Trustees, such as the CEO. They also have the power to remove all Trustees if the Trust is not achieving its purpose. No Member can also be a Trustee.

v) **Dissolving the Trust**

If the Trust is failing, it is the responsibility of the Members (in conjunction with the DfE), to dissolve the Trust.

Members are also required to regularly review and update their personal Declaration of Business and Personal/Familial Interests.

### Commitment

Members are required to attend the Annual General Meeting. In order for an AGM to go ahead, at least two Members will need to attend. **Only Members can vote at the AGM.** The Members can, and should, question both the progress and future plans at these meetings, as this will inform their own assessment of the governance of the Trust and the ability of the Trust Board to achieve the Trust's charitable objects.

There is no formal obligation for Members to attend any meetings of the Trust Board. However, MET invites Members to every meeting of the Board of Trustees in the capacity as Observers. In that capacity they may raise queries based on discussion, particularly if the queries seek to clarify matters which Members are required to scrutinise. The Board Chair may look to the Members for constructive feedback where they feel this may bring a fresh perspective, however Members have no voting rights at Board meetings.

MET invites Members to extraordinary meetings of the Board where there are urgent and important matters to discuss outside of the pre-planned meeting schedule. Members are also invited to training and briefing sessions run in-house or with external speakers.

Members can request information via the Clerk to Board relating to any aspects of work which the Board is undertaking or has delegated in relation to governance, if this is in keeping with their role to oversee whether pupils in the Trust are making expected progress and reaching the required levels of attainment; and whether the Trust is spending public money wisely.

Board sub-committee Chairs may be invited to present to the Members at an AGM, or to submit reports for Members to scrutinise.

Whilst there is no requirement for Members to appoint a Chair or meet separately, they should consider whether doing so will help deliver their role.

Outside of meetings, Members are briefed on key matters by email by the Company Secretary and Clerk to Board.

### **Membership**

Academy Trusts must have at least three members, and the DfE advises that its strong preference is that Trusts have at least five.

If a Member resigns, this can be accepted as long as there are at least three remaining Members. A resignation should be formalised through a notice in writing, which will then need to be signed by the person entitled to remove them.

The attached Annex shows the person specification for Members at the Mowbray Education Trust.

## Person specification for the role of a Member within Mowbray Education Trust

Mowbray Education Trust considers the following as essential skills and attributes for its Members:

### Personal qualities

- commitment to a voluntary role
- commitment to the ethos and values of the Academy Trust
- commitment to the education and welfare of children and young people
- commitment to equal opportunities and the promotion of diversity
- ability to scrutinise and evaluate whether the Trust is abiding by its charitable objects
- ability to make difficult decisions where necessary
- ability to work within a formal governance structure
- willingness to devote time, enthusiasm and effort to the duties and responsibilities of a Member
- commitment to seeking and taking account of the views of stakeholders (e.g. parents, staff and pupils)
- respect for the work and views of other Members, Trustees and staff
- willingness to make and stand by collective decisions, even if s/he offered an alternative view during discussions
- independence of thought and sound judgment
- ability to work as part of a team
- eagerness to reflect and learn on an ongoing basis

### Aptitude and skills

- understanding and acceptance of the legal duties, responsibilities and liabilities of being a Member
- understanding and capacity to critique the performance of the Trust Board in meeting its three core functions of ensuring clarity of vision, ethos and strategic direction; holding executive leaders to account for the educational performance of the organisation and its pupils, and the performance management of its staff; and overseeing the financial performance of the organisation and making sure its money is well spent.
- ability to challenge current thinking, the method of governance and management of the Trust in a constructive manner and in the best interests of the Trust
- excellent listening skills
- ability to evaluate and interpret management information and other data/evidence, including financial reports
- capacity to query and critique, and ask for evidence upon which to base considered judgements
- functional IT skills, including Microsoft Office and experience of, or willingness to learn how to use remote meeting software and online governance tools to access agendas, papers and minutes.