

THE BURGATE SCHOOL AND SIXTH FORM

Terms of Reference

Members

The Members of the Burgate School Academy Trust are the guardians of the governance of the Trust and are akin to the shareholders of a company (except they do not receive dividends). As such, the role of a Member has a number of statutory rights and collectively they have to keep an oversight of the Board of Trustees to ensure that the Trust is acting within its objectives as set out in the Trust's Articles of Association. Whilst the Trustees will manage the business of the Trust and exercise all the powers of the Trust on a day-to-day basis, the Trustees are ultimately accountable to the Members. The Members are to be aware of and accept the Nolan Committee's seven principles of public life as referenced in the Members Code of Conduct, which all members are to abide by.

As the guardians of the governance of the trust, Members have responsibility for ensuring that the academy trust's charitable objective, namely, '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 a school offering a broad and balanced curriculum.' is being met. Essentially, this means focusing on the following questions:

Is the board of trustees ensuring governance is strong?

Is the board of trustees ensuring the pupils in the trust are making expected progress and reaching the required levels of attainment?

Is the Board of Trustees ensuring robust financial oversight?

In order to do this, members need to remain informed about the work of the trustees, but not actively seek to participate in it.

1. Membership

The Members of the Trust shall comprise:

- a. The signatories to the Memorandum of Association (until such time as they cease to be a Member); and
- b. any person appointed under Article 15A, of the articles of association provided that at any time the minimum number of Members shall not be less than three and no greater than five. The members may agree by passing of a special resolution (75% majority vote) to appoint such additional Members as they think fit.

An employee of the Academy Trust cannot become a Member.

There must be a majority of Members who are not also Trustees.

Whilst not a requirement of the articles of association, the members agreed that they should serve a similar period of office as trustees i.e. four years. In addition, it was felt that, where possible, the number of terms of office served should be capped at two.

The Governance Professional for the Trust will also act as the Governance Professional for the Members.

2. Meetings

As set out in the Trust's Articles of Association Members' business is conducted at Members' meetings (which are 'General Meetings'), or by written resolution. Typically, Members will meet once a year at the Annual General Meeting (AGM) and as decided by the Members themselves. The Academy Trust will hold an Annual General Meeting each Academy Financial Year in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it; and not more than 15 months shall elapse between the date of one AGM of then Academy Trust and that of the next. All meetings other than the AGM shall be called General Meetings.

3. Quorum

In order for a meeting of the Members to be quorate, at least 75% of the members should be present.

4. Members' Rights

4.1 The right to appoint Trustees

The Members may appoint by ordinary resolution up to XX Trustees

4.2 The right to remove Trustees

The Members have the power to remove a Trustee by means of an ordinary resolution (a majority vote) before the expiration of their term of office. Members must adhere to the detailed procedure set out within the Trust's Articles of Association and the Companies Act 2006 in order to enact this power.

4.3 The right to amend the Articles

The Members have the power to amend the Articles by means of a special resolution (75% majority vote) subject to any consents required by third parties (i.e Charity Commission or Education and Skills Funding Agency).

4.4 The right to receive the annual accounts

The Academy Trust's Financial Year end is 31 August and the accounts must be filed with Companies House by 31 May the following year. Members must receive the annual accounts before this date (31 May).

4.5 The right to appoint the auditors

The Members have the right to appoint or re-appoint an auditor. The current auditor shall remain in office until the Members pass a resolution to re-appoint or remove them.

4.6 The appointment or removal of Members and Trustees

Members may either pass a special resolution in writing (75% majority vote) or a written unanimous resolution to appoint additional Members/Trustees and to remove any such additional Members/Trustees, provided that such appointment or removal is in the best interests of the Academy.

In extremis there will be a need to form a Trustee and Member Discipline Committee. The Terms of Reference for that Committee shall be:

- To take appropriate action with individual Trustees referred to the Members.
- Meetings will be convened by the Governance Professional as and when required.
- To consider cases of Trustee grievance that have not been resolved by the Chair of Trustees or the Trusteeship as a whole, following the school's policy and procedures in this respect, and to make recommendations for the satisfactory resolution of the issue[s] in question.
- To hear cases referred to the Board by any single trustee or member concerning matters of trustee or member discipline, in accordance with the school's policy and procedures in this respect, and to make decisions about the course of action to be followed in each case.
- To take appropriate action with any Members or Trustees who have breached the Nolan Committee's seven principles of public life.
- The chair of each meeting will be appointed from the members attending.
- Minutes of all meetings will be taken and retained by the clerk or the person acting as clerk. Any records or minutes should be carefully safeguarded and kept confidential.

Membership - The Board will ask three members to serve on the Trustee and Members Discipline Committee as and when required. Anyone involved in the investigatory stage may not be involved in making decisions at any subsequent disciplinary hearing.