

THE ROLE OF ACADEMY MEMBERS

The Cherry Tree Trust



What it means to be a Member of the Cherry Tree Academy Trust

Free schools and Schools which convert to Academies under the Academies 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 is not registered with the Charity Commission but must abide by charitable law.

What documents govern Academies Trusts?

Memorandum and Articles of Association

Like all companies, the Cherry Tree Academy Trust has 'Articles of Association' ('Articles') which are the rules that govern the running of the company. The Articles set out the Objects (or purpose) of the company. The Objects of the Cherry Academy Trust are:

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 schools ("the mainstream Academies")

Cherry Tree Academy Trust must use its resources exclusively in pursuance of these Objects.

Master Funding Agreement

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

A 'Supplemental Funding Agreements' is in place for Cherry Tree Academy. Further supplemental Funding agreements will be required when we open new Free Schools or other schools join the Trust.

Supplemental Agreements

This is the agreement between the Academies Trust and the Secretary of State for Education. This sets out the respective rights and responsibilities of the respective parties for oversight of the Academies Trust, including any land owned by the Academies Trust.

Lease

There is a 125 year lease between the ESFA and the Trust for the use of ESFA land and buildings for the purposes of running the Academy.

Who are the Members?

Members of a company limited by guarantee (like Cherry Tree 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 in the event that the Trust is wound up.

Members have limited but important powers under the Articles. These include

- the right to wind up the Trust,
- amend the Articles,
- change the name of the company,
- appoint other Members and appoint and remove one or more Trustees.

However, Members should not interfere with the day to day operation of the schools within the Trust.

The Trust must have five Members.

Who are the Trustees?

Within Cherry Academy Trust the individuals appointed to make strategic decisions about the day to day running of the company are:

- Directors- because the Trust is a company;
- Trustees - because the Trust is a charity;
- Governors – because they have ultimate responsibility for the School/s in the trust

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 Articles will stipulate the number and types of Director which the Trust should have.

The Directors come together to form the Board of Directors, sometimes also referred to as 'the Board'.

Within Cherry Tree Academy Trust, each Academy will have its own 'Local Governing Body' ('LGB') or Management Group. These have a similar status to committees of a maintained Governing Body and the only powers they have are those that are delegated to them by the Board of Directors. This is normally 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.

What responsibilities do Members have?

As a Member of Trust appointed by Cherry Tree Academy Trust, you will share equally with the other Members the responsibility of being a 'guardian' of the Trust. Whilst the Directors will manage the business of the Trust and exercise all the powers of the Trust on a day to day basis, the Directors are ultimately accountable to the Members for this.

In general terms, the responsibilities of a Cherry Tree Academy Trust Member are to:

- Be a 'guardian' of the Trust;
- Ensure that the Trust is acting within its Objects as set out in the Articles;
- Safeguard and promote the values and ethos of the Trust;
- Support the 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.

- Appoint (and where necessary remove) one or more Directors of the Trust. Within Cherry Tree Trust Academy Trust, it is important that the Members and the Directors have a clear understanding of how they discharge their respective responsibilities within the Trust.

How much commitment is involved in being a Member?

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

The Members of an Academies 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 Academies 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 The Cherry Tree Academy Trust Board 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 ethos and values etc. (although these issues will usually be adequately covered in the minutes of a Board meeting).

It would be expected that Members would have the opportunity to discuss any matters contained in the information and ask questions.

During the course of the year, it would also be appropriate for the Trustees to keep the Members up-dated on fundamental issues relating to the running of the Trust. 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 Trust;
- financial concerns which develop during the course of 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 Trust is under a duty to offer;
- Details of any Ofsted Inspections and other related external monitoring;
- 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.

What would my liability be as a Member?

The 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 Trust in the event that the Trust was wound up.

Applying to Become a Trust Member

How are Members selected?

The role of Member of Cherry Tree Academy Trust is a very important one and each appointment will be considered on its merits.

Please be aware that appointments are dependent on the skills and experience needed by the Trust.

Person specification

It is an expectation of Cherry Tree Academy Trust that Members will have:

- A commitment to the Trust and its Objects, ethos and values;
- A willingness to devote the necessary time and effort to Trust business;
- Effective communication skills and a willingness to ensure effective communication between the schools within the Trust;
- An ability to hold others to account for their professional practice;
- Good independent judgement;
- An understanding and acceptance of the legal duties, responsibilities and liabilities of Members within company and charitable law.

How can I apply to become a Trust Member?

At present, members are appointed by invitation. However as the needs of the Trust grow, there may be the requirement to adopt a more formal approach and appointment via an application form may be introduced.