

## **Academy Trust Members' Role & Terms of Reference**

### **Members**

As dictated by the CCHS Articles of Association dated 1<sup>st</sup> January 2024, the CCHS Academy Trust must have at least three Company Members. The CCHS Academy Trust has chosen to have at least five Members, as preferred by the DfE, as follows:

- The CCHS Chair of Trustees,
- The CCHS Vice Chair of Trustees, and
- At least three Members who are not also CCHS Trustees.

Additional Members may be appointed by current Members passing a special resolution. An employee of the Academy Trust cannot be a Member of the Academy Trust and there must be a majority of Members who are not also CCHS Trustees.

### **Role**

The role of the Members is to:

1. Ensure that the governance of the Trust is effective.
2. Ensure that the Academy Trustees are acting in accordance with the Trust's charitable objects which, as stated in the Trust's Articles of Association, are:
  - a. 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, and
  - b. to promote for the benefit of the inhabitants of Chelmsford and the surrounding area the provision of facilities for recreation or other leisure time occupation of individuals who have need of such facilities by reason of their youth, age, infirmity or disablement, financial hardship or social and economic circumstances or for the public at large in the interests of social welfare and with the object of improving the condition of life of the said inhabitants.
3. Use their powers to step in if the Trust's governance is failing.

### **Duties**

The duties of the Members are to:

1. Exercise their powers to further the Trust's charitable objects.
2. Appoint and remove Academy Trustees.
3. Appoint and remove Academy Members.
4. Amend the Academy Trust's Articles of Association.
5. Appoint and remove the Academy Trust's auditors.
6. By special resolution, direct Academy Trustees to take a specific action where Academy Trustees are unable or unwilling to act in the best interests of the Academy Trust. This power would be used if Members believe that the Trust Board is failing to carry out its core functions or is acting unlawfully.

## Chelmsford County High School for Girls

Members should not:

1. Become involved in the practical aspects of governance,
2. Attend or have voting rights at Trustees' meetings (unless they are also a Trustee),
3. Contribute to specific decisions in relation to the Trust's business, and
4. Do not have legal responsibility for conducting the business of the Academy Trust.

Anything which is a cause for concern for Members should be raised with the Academy Trustees who will then address the issue.

### **Meetings**

Members must meet at least once per academic year at the Trust's Annual General Meeting. The Chair of Trustees will act as the chair of the Annual General Meeting. At the Annual General Meeting, Members will:

1. Receive the Trust's accounts,
2. Receive any relevant reports, and
3. Take an overview of the governance and operations of the Academy throughout the year.

In addition, Members can choose to meet on other occasions during the year as agreed by Members and as dictated by the needs of the Academy Trust. Attendance at meetings can be in person, by telephone or any other suitable electronic means.

A meeting quorum is 50% of the current Members rounded up to a whole number.

### **Articles of Association**

The CCHS Articles of Association contain full details on the structure and proceedings of the Academy Trust company.

### **Accountability**

The Members of the Academy Trust are accountable to the Department of Education, the Charities Commission and Companies House.

### **Resignation**

A Member may resign with immediate effect by giving written notice, provided that the remaining number of Members is not less than three.

### **Resources**

In order to assist Members in their role, the Academy will give full access to the Governor Portal on the School website. The portal contains School leadership documents, information on the Governing Body, and the agenda packs and minutes of all meetings of the Full Governing Body and its sub-committees. In addition, Members will be given access to the NGA and 'The Key for Governance' websites, sources of school governance information.

*To be received by the Full Governing Body on 22<sup>nd</sup> March 2024*