



# MEMBERS

## Terms of Reference

### Membership

The Members of the Academy Trust shall comprise:

1. The signatories of the Memorandum of Agreement unless they have ceased to be a Member; and
2. Any person appointed under Article 12 of the Articles of Association.

There will be no less than 3 members. Appointment and removal of Members is by special resolution.

### Clerking & Minutes

The Governance Professional will provide professional clerking. The Governance Professional will circulate the minutes and actions of all meetings to all Members. The agenda and papers for submission will be issued not later than 5 working days before the meeting. Items for the agenda should be sent to the Chair and Governance Professional in advance of the agenda being issued.

### Meeting Frequency

Members will attend the AGM in the autumn term and meet at least once more during the academic year. Members engage with the community by accepting invitations to school events.

### Conflict of Interest

This will be a standing item on each agenda, allowing members to declare any interest in items being discussed and any changes to business interests declared annually.

### Roles and Responsibilities

As guardians of the governance of the Academy Trust, Members assess if the Full Governing Board of Trustees is performing well and ensure that the purpose of the Academy Trust is being met and its charitable object is being fulfilled.

Members:

- Are signatories to the Articles of Association (if they are founding members).
- Can pass a special resolution to:
  - Amend the Articles of Association
  - 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 Academy Trust's Articles of Association, and can also remove serving Trustees
- Appoint and remove auditors
- Can change the name of the Academy Trust and, ultimately, wind up the Academy Trust.

Members should:

- Stay informed about how the Full Governing Board is performing, this includes receiving the Academy Trust's audited annual report and accounts, and copies of FGB minutes.
- Have an awareness of when they may need to exercise their powers to ensure effective governance.



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The DfE's preference is for there to be a significant degree of separation between Members and Trustees. The Articles of Association require that the majority of Members must **not** also serve as Trustees.

<b>Approved by the Board of trustees: 16<sup>th</sup> September 2025</b>	
<b>Adopted by the Members: 15<sup>th</sup> December 2025</b>	<b>Next review date:</b>



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