

Terms of Reference for Members & the Members' Board 2023/2024

All **Members** of the East Midlands Academy Trust ("the Trust") share equally with the other Members the responsibility of being a 'guardian' of the Trust. 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** for this. There is a distinct separation between the Trust's Members' Board and the Trust Board.

Members' Guarantee

The Trust is a company limited by guarantee. Every Member of the Academy Trust undertakes to contribute such amount as may be required (not exceeding £10) to the Academy Trust's assets if it should be wound up while he/she is a Member or within one year after he/she ceases to be a Member, for payment of the Academy Trust's debts and liabilities before he/she ceases to be a Member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributors among themselves.

The Trust's Members' Board consists of a minimum of 3 and a maximum of 5 Members. The majority of Members will be independent.

With Member voting, the approval by at least 75% of the Members is required for special resolutions, whereas ordinary resolutions require a simple majority.

1. Responsibilities of East Midlands Academy Trust Members

In general terms, the responsibilities of the East Midlands Academy Trust Members are to:

- be a 'guardian' of the Trust by safeguarding and promoting the values and ethos of the Trust;
- ensure that the Trust's charitable objective is being met and that the Trust is acting within its Objects as set out in the Articles of Association and, further, to enforce the provisions of the Articles, if necessary, against other Members and/or the Trust;
- hold the Trust Board to account for the effective governance of the Trust and ensure that the Trustees are carrying out their three core governance functions;
- 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;
- direct the Trustees, where deemed appropriate, to take a specific action;
- meet at least once, at the Annual General Meeting (AGM) in each academic year.

The Members also ultimately have the power to wind-up the Trust.

Overall, Members have limited practical involvement in the management of the Trust and will be more involved at a strategic level.

2. Purpose of the Members' Board: Specific Powers & Functions reserved to the Members

- To review and amend the Articles of Association of the Trust;
- To change the Objects of the Trust as set out in the Articles of Association (which would require Charity Commission and Secretary of State consent);
- To change the name of the Trust;
- To change the structure of the Trust Board;
- To appoint (and where necessary remove) one or more Trustees to the Trust Board in accordance with the Trust's Articles of Association;
- To appoint (and where necessary remove) new Members when required;
- To appoint (and where necessary remove) external auditors to the Trust;
- To receive an annual report from the Trustees and the Executive Principal on the Trust's performance;
- To receive an annual report from the Trustees and the Executive Principal on standards within the Trust (at the AGM);
- To pass a resolution to wind up the Trust.

3. Expectations of East Midlands Academy Trust Members

All Members are required to:

- follow the Seven Principles of Public Life (referred to as "the Nolan Principles" and set out in Annex 1);
- comply with: the Articles of Association for the Trust, these Terms of Reference, the Trust's Scheme of Delegation and Financial Scheme of Delegation and the Conflicts of Interest Policy (when written);
- ensure they understand their duties, rights and responsibilities, and that they are familiar with the function and role of the Trust;
- act in the best interests of the Trust;
- keep themselves informed about how the Trust Board is performing, and have an awareness of when they may need to exercise their powers to ensure effective governance within the Trust;
- not misuse information gained in the course of their Membership for personal gain, nor seek to use the opportunity of service to promote their private interests or those of connected persons, firms, businesses or other organisations;
- participate actively in the induction process and any relevant training;
- sit in rotation as Chair at Members' Board meetings.

4. Provision of Information to Members

The information made available to Members during the year and/or at the AGM will include:

- the minutes of all Trust Board meetings, including minutes from sub-committees of the Trust Board;
- the Annual Accounts and Annual Return which are submitted to Companies House on behalf of the Trust (N.B. Members only have the right to receive the accounts and not to approve them);
- the annual report from the Trustees and the termly reports of the CEO on the Trust's performance and the Trust's standards;

- other additional information as the Members and Trustees may agree to enable the Members to carry out their 'guardianship' role e.g. financial updates, details of any safeguarding, health and safety, building works or site issues, report on the development of the ethos and values etc.

Members will have the opportunity to discuss any matters contained in the information provided and ask questions of the Trust Board / Chief Executive Officer (CEO).

The Trustees will keep the Members updated on fundamental issues relating to the running of the Trust, including:

- 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 balanced curriculum which the Trust is under a duty to offer;
- Details of any Ofsted Inspections and other related external monitoring of the Trust or the schools within it;
- Resignation or the appointment of the CEO and/or Deputy CEO of the Trust;
- Vacancies arising on the Trust 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 the Board of Trustees to alert them and/or to convene a meeting if appropriate.

5. Conducting Members' business

It is an expectation of the East Midlands Academy Trust that Members will have:

- A commitment to the Trust and its objectives, 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.

Review of Terms of Reference

The Members' Board will review these Terms of Reference and self-assess its performance against these Terms of Reference on an annual basis at the end of each academic year.

The seven principles of public life

Originally published by the Nolan Committee: The Committee on Standards in Public Life was established by the then Prime Minister in October 1994, under the Chairmanship of Lord Nolan, to consider standards of conduct in various areas of public life, and to make recommendations)

Selflessness - Holders of public office should act solely in terms of the public interest.

Integrity - Holders of public office must avoid placing themselves under any obligation to people or organisations that might try inappropriately to influence them in their work. They should not act or take decisions in order to gain financial or other material benefits for themselves, their family, or their friends. They must declare and resolve any interests and relationships.

Objectivity - Holders of public office must act and take decisions impartially, fairly and on merit, using the best evidence and without discrimination or bias.

Accountability - Holders of public office are accountable to the public for their decisions and actions and must submit themselves to the scrutiny necessary to ensure this.

Openness - Holders of public office should act and take decisions in an open and transparent manner. Information should not be withheld from the public unless there are clear and lawful reasons for so doing.

Honesty – Holders of public office should be truthful

Leadership – Holders of public office should exhibit these principles in their own behaviour. They should actively promote and robustly support the principles and be willing to challenge poor behaviour wherever it occurs.

The Framework for Ethical Leadership in Education

The Ethical Leadership Commission has developed the following Framework for Ethical Leadership to help school leaders take difficult decisions. As important as the language is, these aren't just fine words, they are meant to support a culture in which ethical decision making can flourish.

Schools and colleges serve children and young people and help them grow into fulfilled and valued citizens. As role models for the young, how we behave as leaders is as important as what we do. Leaders should show leadership through the following personal characteristics or virtues:

1. **Trust:** *leaders are trustworthy and reliable*
We hold trust on behalf of children and should be beyond reproach. We are honest about our motivations.
2. **Wisdom:** *leaders use experience, knowledge and insight*
We demonstrate moderation and self-awareness. We act calmly and rationally. We serve our schools and colleges with propriety and good sense.
3. **Kindness:** *leaders demonstrate respect, generosity of spirit, understanding and good temper*
We give difficult messages humanely where conflict is unavoidable.
4. **Justice:** *leaders are fair and work for the good of all children*
We seek to enable all young people to lead useful, happy and fulfilling lives.
5. **Service:** *leaders are conscientious and dutiful*
We demonstrate humility and self-control, supporting the structures, conventions and rules which safeguard quality. Our actions protect high-quality education.
6. **Courage:** *leaders work courageously in the best interests of children and young people*
We protect their safety and their right to a broad, effective and creative education. We hold one another to account courageously.
7. **Optimism:** *leaders are positive and encouraging*
Despite difficulties and pressures, we are developing excellent education to change the world for the better.