

Terms of Reference for Members

ROLE OF MEMBERS

4.1 The formation of the Trust requires the role of Member be defined – who are likened to act as the “shareholders” of the Trust and are responsible for the performance of the Trustees and the Board for meeting this charitable objective and the ethos and values of the Trust at all times (set out in section 1).

4.2 Although the ethos and values may change over the course of time, the role of Members is to safeguard these founding principles and to act as a bulwark against the short-term or individual agendas that may arise from time to time that seek to radically alter the purpose of the Trust in a manner which is contrary to these tenets.

4.3 Members are traditionally non-executive participants in the running of the organisation with a tightly defined role and set of obligations. This document sets out the role of the Members, how this relates to the wider governance layers that support the delivery of the charitable objects and how the Trust has been established to draw on the time and expertise of Members on a structured basis. This is made further clarified by contrasting this to the roles and duties of Trustees and the Board - who have responsibility to:

- Act within their powers;
- Promote the success of the company;
- Exercise independent judgement;
- Exercise reasonable care, skill and diligence;
- Avoid conflicts of interest;
- Not accept benefits from 3rd parties; as defined in the Academies Financial Handbook para 3.5; and
- Declare interest in proposed transactions or arrangements

4.4 Members are responsible for two key functions:

- the appointment of the founding Trustees who form the Board; and

- undertaking an annual review of how the Board is performing in delivering against the ethos and values that have been defined.

4.5 Through these key roles, Members have the ability to challenge the Board of Trustees over any strategic or operational direction of travel that the Trust may be undertaking. Should, in the view of the Members, this be deviating in any significant and meaningful way from the founding ethos and values of the Trust, the Members can intervene. In exercising their rights, as defined in the Academy Articles of Association, this may lead to Members executing their ultimate sanction – the dissolution of the Board and the reformation of this to secure the Trust’s alignment with the charitable objects and the ethos and values of the Trust.

4.6 Beyond these statutory functions, Members in the Arbor Academy Trust will also be requested to support the development and promotion of the Trust’s brand as an education service provider of choice and to champion the work of the Trust as deemed necessary.

4.7 At all times, the Trust is required to have a minimum of three active and current Members. The Trust will seek to have five Members in place at all times to provide the capacity and support for the wider governance oversight required. All Members who accept the role of Member shall be required to sign a written consent to become a Member and to sign the register of Members, which is publicly available. In fulfilling this role, Members are advised that they cannot exercise their rights and powers stemming from the Articles of Association that would cause the Arbor Academy Trust to contravene its charitable objects.