



# Members

## Arrangements for 2024-25

Approved by:	Members
Approved on:	Board of Trustees on 19 <sup>th</sup> July 2024
Operational from:	1 September 2024
Next Review date:	Summer 2025 for 2025-26 academic year
Responsibility for review:	Chief Executive, Chair of Trustees, and Chair of Members

TPA uses the terms:

- Members to describe individuals who have the right to vote at General Meetings held in accordance with the Articles of Association;
- Trustees to describe individuals who have the right to vote at Board meetings and who are registered as Directors at Companies House;
- Governors to describe individuals who have the right to vote at School Board meetings;
- Chief Executive (CEO) to describe the individual who leads the management of the academy trust and who is the Accounting Officer;
- Regional Director to describe the individual who supports a group of schools within TPA and line manages the Headteachers within that region; and
- Headteacher to describe the individual who leads the management of a school(s) within TPA.

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## 2. Vision and expectations of The Pioneer Academy

The vision of The Pioneer Academy is:

*“We put children at the forefront, pioneering excellence and championing each and every child.”*

Our expectations are:

Safe:

- Schools are safe and secure
- Safeguarding culture is effective and robust
- Similarities and differences are celebrated; everyone thrives and flourishes

Happy:

- Happy pupils and staff are positive and succeed in a supportive environment
- Having a culture of wellbeing for all is strong
- High standards of attendance and enjoyment are outcomes of an inclusive TPA school

Learning:

- Learning is achieved by the successful sequencing of memorable experiences
- Learners are engaged, resilient and enthusiastic
- Learning outcomes are ambitious due to knowledgeable and effective teaching

## 3. Legal framework and government policy

TPA is a charitable company limited by guarantee. It is therefore subject to charity and company law, and to laws that affect all organisations (such as Health and Safety and employment law). As a charitable company that runs state-funded education, it is also subject (either directly from legislation or through Funding Agreements) to various pieces of legislation relating to education and children and young people (including safeguarding). The Board of Trustees is the legal Governing Body / accountable body for all schools within TPA.

The Trustees of TPA are subject to the duties of trustees under charity law and of directors under company law. They are also the legal Governing Body for all schools within TPA in accordance with education law. The responsibilities for Trustees under charity and company law can be summarised as:

<p>Trustee responsibilities under charity law are to:</p> <ul style="list-style-type: none"><li>• ensure the charity is carrying out its purposes for the public benefit;</li><li>• comply with the charity’s governing document and the law;</li><li>• act in the charity’s best interests;</li><li>• manage the charity’s resources responsibly;</li><li>• act with reasonable care and skill; and</li><li>• ensure the charity is accountable</li></ul>	<p>Director responsibilities under company law are to:</p> <ul style="list-style-type: none"><li>• act within their powers;</li><li>• promote the success of the company;</li><li>• exercise independent judgment;</li><li>• exercise reasonable care, skill and diligence;</li><li>• avoid conflicts of interest;</li><li>• not to accept benefits from third parties; and</li></ul>
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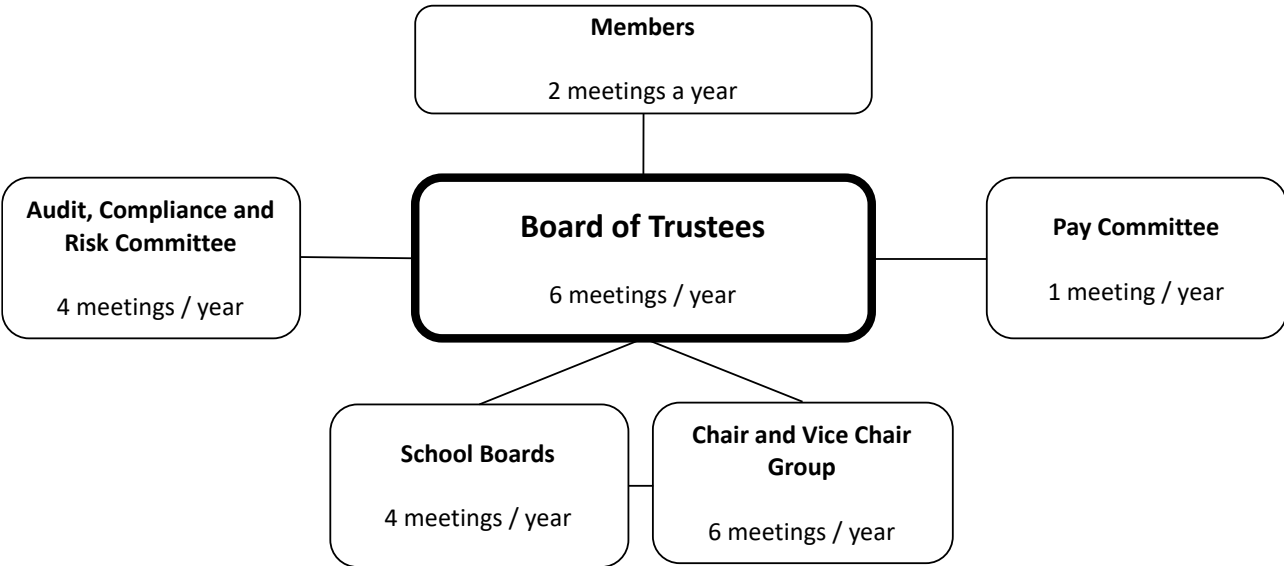
	<ul style="list-style-type: none"> <li>• declare any interest in proposed transactions or arrangements.</li> </ul>
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The charitable Object of TPA is “to advance for the public benefit education in the United Kingdom, in particular but without prejudice to the generality of the foregoing, by establishing, maintaining, carrying on, managing and developing schools offering a broad and balanced curriculum” (Article 4 of the Articles of Association).

The Articles of Association are the governing document of TPA. A summary of their provisions is found in Appendix 1.

### 4. Overview of TPA governance structures

The TPA governance structure is summarised in the following diagram.



The minimum schedule of meetings is:

Autumn term	Spring term	Summer term
School Board 1 Board 1	School Board 2 Board 3 Members	Board 4 School Board 3
Half-term		
Board 2		Board 5 School Board 4 Board 6

Second Member meeting to either be in Autumn 1 or Summer 2.

### 5. Skills and experience sought within the Membership of TPA

When the Members are appointing Members they shall seek to ensure that the Members collectively shall have experience and knowledge that includes:

- Leadership or governance of education;

- Financial management / oversight;
- Human resources;
- Non-executive / governance experience; and
- Local community expertise.

In addition:

- all Members must demonstrate the attributes outlined in the Person Specification element of the Role Description; and
- the Membership should evolve to reasonably reflect the diversity of the communities served by TPA.

## 6. Member recruitment and appointment

Recruitment shall seek to ensure that the Members collectively include the experience and knowledge outlined above.

Members shall agree the most appropriate recruitment strategy in light of the skills or experience that is being sought. This recruitment strategy will also consider the most appropriate methods to increase diversity within the Members so that the Membership evolves to reasonably reflect the diversity of the communities served by TPA.

If it is proposed to recommend that individual(s) should be appointed as a Member:

1. The Clerk shall prepare the appropriate paperwork either for a Written Resolution or via a scheduled or additional General Meeting.
2. If the appointment is confirmed by Members:
  - a. The Clerk shall ensure eligibility checks are completed and that the new Member signs a letter consenting to be a Member, and completes the Declaration of Interests / Code of Conduct / KCSIE requirements;
  - b. If the proposed Member is currently a Trustee, they will resign from their Trustee role with the resignation to take effect on an agreed date that will not be beyond the end of the current academic year;
  - c. The Clerk shall ensure that DfE records are updated;
  - d. The Clerk and Chair of Members shall manage the induction of the new Member; and
  - e. The next Board meeting shall minute the Member appointment.

## 7. Governance Arrangements: Members

The Members are the guardians of the constitution and charitable object of the Academy Trust.

The Members are guarantors of the Academy Trust (liable for up to £10 if the Trust becomes insolvent).

The key roles of Members are to:

- Ensure that the Members individually and collectively have the skills, expertise and involvement to fulfil their role;
- Appoint (and if necessary remove) Trustees who have the skills, knowledge and experience to enable the Board to fulfil its obligations effectively;

- Hold the Chair of Trustees to account for the performance of the Board, and expect the Chair to manage the other Trustees effectively;
- Approve any changes to the Articles of Association;
- Approve a change to the name of the Academy Trust;
- Appoint the external auditors following procurement;
- Ensure that the charitable objects of the Trust as set out in Articles of Association are met and that income and property of Trust are only use to promote these objects; and
- Establish clear and effective lines of communication with the Trustees in order to effectively undertake Members' responsibilities.

To discharge their responsibilities, the Members will ordinarily hold two meetings a year, including one in the spring term to receive the Annual Report and Accounts. Additional meetings may be called as required. In addition, Members may take decisions via Written Resolutions in-between meetings, which would be issued by the Clerk to the Board of Trustees.

Whether decisions are made in a meeting or via Written Resolution:

- Most decisions require a majority vote (of those present at a meeting, or of all Members for a Written Resolution), including the appointment or removal of trustees;
- Some decisions require 75% of those eligible to vote in favour (of those present at a meeting, or of all Members for a Written Resolution), such as changes to the name or Articles of Association of the trust or the appointment or removal of a Member.

Members are not involved in the operational management of TPA, and should not ordinarily request operational information. In accordance with the Companies Act, however, Members are able to – by special resolution – issue a direction to Trustees to take a specific action.

The Articles (Article 12) requires there to be a minimum of five Members at any time.

There is no term of office for a Member – they remain a Member until they resign in accordance with Article 18, cease to be a Member in accordance with Article 15, or are removed as a Member by the other Members in accordance with Article 16.

## **8. Overseeing the Board of Trustees**

Members should receive information from the Chair of Trustees regarding the operations and effectiveness of the Board of Trustees, and should provide support and challenge to the Chair of Trustees to assure themselves that performance is acceptable.

Should Members have concerns about the effectiveness of the Board in leading TPA they would request a General Meeting (Article 20) to hold the Trustees to account. If unsatisfied, their choices are to:

- Remove one or more Trustees in accordance with Article 66; and / or
- Make a determination (in accordance with the Companies Act 2006) that the Board must do or refrain from doing specified act(s), which could, for example, include an independent review of governance.

## 9. Member meetings

Meetings of Members:

1. May be called by the Board of Trustees;
2. May be held in-person, online, or both;
3. Agenda should be issued 15 days in advance (Article 21A) with provision for Any Other Business to be notified to the Clerk. The agenda would be approved by the Chair of Members, in collaboration with the Chair of Trustees and CEO.
4. Papers should be issued a week before the meeting. Papers are written by the Executive Team or Chair of Trustees; Members may have been involved in prior discussion of the contents.
5. Members (and Trustees where eligible) should notify the Clerk 48 hours in advance of Any Other Business and (for Members) whether they are appointing a proxy.
6. Quorum for the meeting is two Members. A person will count towards the quorum for the meeting if they (or their proxy for Member meetings only) have accessed the online, video or audio conference during the time slot allocated for the meeting.
7. The Chair of Members would chair the meeting; in their absence the Members would elect a Chair for the meeting.
8. The draft minutes and actions would be issued following review by the Chair of Members.

## 10. Role in appointing and removing Trustees

Where there is a vacancy or a need to appoint Trustee(s), the Chair and Vice Chair of Trustees shall review the skills and experience of the current Trustees, the priorities of TPA, and succession planning considerations to determine which particular skills and / or experience should be prioritised in the recruitment processes. In addition, the diversity of the Board shall be considered and emphasis given to seek interest from under-represented groups.

The Chair and Vice Chair shall agree the most appropriate recruitment strategy with the Members (where it is to be a Member appointment) (no further agreement required if it is to be a Board co-opted appointment). It would be expected that potential individuals would provide a CV and short Expression of Interest prior to being interviewed by existing Trustees and / or Member(s). If necessary, shortlisting can precede interview.

If the selection panel agrees (by a majority) that one or more individuals should be recommended to be appointed as Trustees the Clerk will prepare the appropriate paperwork for appointment by the Members or Trustees as appropriate;

## 11. Member departure from TPA

Article 12 requires that there are five or more Members.

There are three procedures through which a Member may cease being a Member:

1. If they resign in writing to the Clerk to the Board of Trustees confirming the date that their resignation will take effect from, which can be by email (Article 18);
2. If they cease to be a Member in accordance with Article 15 (if they die, become incapable of managing their own affairs, or become insolvent); or

3. If the person is removed as a Member (in accordance with Article 16), with the effective date being the date of the General Meeting or the date that the last necessary Member signs the Special Written Resolution.

The next Member and Trustee meetings will minute the date that the individual ceased to be a Member.

A Member may not resign in accordance with Article 18 or be removed by Article 16 if that would leave fewer than five Members. Instead additional Member(s) must be appointed before a Member can resign or be removed.

The Clerk to the Board of Trustees notify the DfE of the Member's leaving.



## Appendix 1: Articles of Association

The Articles of Association is the governing document of the Academy Trust. This is an overview of the TPA Articles of Association provisions; it is not a legal briefing or a substitute for reading it.

The Articles of Association includes provisions that:

1. Establish the objective of the charitable company (Article 4)
2. Outline the powers of the Academy Trust (Article 5) and the powers of the trustees (93 - 96)
3. Establish the structure of the members (12) and how they are appointed / removed (13 – 18)
4. Set out the processes for member meetings (19 – 35) and how they vote (36 – 44)
5. Establish the structure of the trustees (45 – 47, 58), how the first trustees are appointed (48), and how trustees are appointed / removed (50 – 58, 65 - 67) or suspended (67A-67E).
6. Sets the term of office for trustees as 4 years (64), excluding the Chief Executive (and Principals if provided for) if they are trustees, and states that any trustee can be re-appointed or re-elected.
7. Outlines who is disqualified from being a trustee (68 – 80)
8. Set out the processes for the Clerk (81), and the Chair and Vice-Chair appointment / impact / resignation and removal (82 – 92)
9. Sets out the situations / requirements regarding conflicts of interest (97 – 98)
10. Enables the creation of committees and the delegation of powers or functions to those committees, Chief Executive or the Principals (100 – 106), including the ability for sub-delegation (105A).
11. Requires that trustees appoint the Chief Executive and Principals and delegate the powers that they consider appropriate for the internal organisation, management and control of the academy (107)
12. Sets out procedures for trustees meetings (99, 108 – 126), including a requirement for at least three meetings each school year (109), a normal quorum of a third of trustees (rounded up) (117, with 119 outlining areas where a higher quorum is required), decisions being made by a majority vote with Chair having an additional casting vote (120 and 121)
13. Sets requirements to prepare appropriate accounts (129), annual report (130) and annual return (131)
14. Requires an indemnity for trustees, subject to the Companies Act (136)
15. Sets a limit of 19.9% of votes for members and directors associated with local government (139 – 144), with the voting rights of other members / trustees increased pro-rata if necessary to ensure this. If a member or trustee becomes local authority associated during their time of office they are deemed to have resigned (142).

## **Appendix 2: Role Description: Member**

### **Key requirements**

1. To understand and support the strategy of TPA and the broader educational context that it is operating within;
2. To understand the requirements of the Member role;
3. To appoint suitable individuals as Members (including ensuring their ongoing compliance with any suitability / eligibility checks required by the Articles or DfE policy), and remove Members if that is necessary, ensuring a minimum of five Members at any one time;
4. To understand the requirements of the Trustee role and appoint suitable individuals as Trustees. Members' are expected to take account of the skills, knowledge and experience already on the Board when appointing Trustees, and also to consider the skills that are most necessary in order to deliver TPA's strategy;
5. To review and challenge performance and self-evaluation of the Board of Trustees, primarily by holding the Chair of Trustees to account;
6. To ensure that TPA remains focused upon its charitable Object as set out in the Articles of Association;
7. To, where necessary, remove Trustees where they are – in the reasonable opinion of the Members – failing to have sufficient impact and / or for a breach of the Code of Conduct;
8. To attend General Meetings, and ensure that they have read any associated reports in advance and so are able to contribute effectively; and
9. To be involved in other processes that require Member decisions, whether by General Meeting or written resolution, such as changing the name of the trust, changing the Articles of Association of the trust.

### **Likely Time Commitment for Members**

In terms of the time commitment, it is likely to be:

1. Attendance at two scheduled General Meetings a year;
2. Involvement in processes for appointing or removing Members or Trustees, which may involve meeting potential Member/ Trustees, attending a General Meeting or completion of written resolutions; and
3. Involvement in other processes that require Member decisions.

### **Person Specification for Members**

An effective Member will demonstrate:

1. A commitment to securing the best educational outcomes for all children;
2. A commitment to the vision, values, and objectives of TPA;
3. A commitment to the legal duties, responsibilities and liabilities of being a Member and adhering to Nolan's seven principles of public life;
4. An ability to question effectively and to use information to inform effective decision making;
5. Effective communication and interpersonal skills, both in person and via electronic communication (including email and video / audio conferencing);
6. Understanding of the role of a Member and experience of non executive governance; and
7. The decisiveness to remove Trustees where necessary.