

EXETER DIOCESAN BOARD OF EDUCATION

Committed, in partnership with governors and staff, to safeguarding and protecting the welfare of children and young people

Exeter Diocesan Education Network (EDEN)

Briefing Summary

Introduction

Academy Trusts have different governance arrangements to maintained schools with a wider range of duties. Academy Trusts have an additional layer of governance known as Members who are responsible for fundamental decisions such as changing the constitution of the academy trust and appointing the Trust Directors. The Board of Directors is the body responsible for making strategic decisions about the day to day running of the academy.

Members

An academy is a charitable company limited by guarantee; the Directors will have duties under company law while the Members as trustees have duties under charity law.

The role and rights of Members is analogous to that of shareholders, although Academy Trusts do not have shares. Members of an Academy Trust do not have rights of ownership in the company like shareholders because the profits of the company cannot be distributed to them. However, the Members can control changes in the constitution (subject to DfE approval) and other fundamental decisions relating to the Academy Trust.

Members appoint the Directors and also have the right to remove Directors by ordinary resolution (a vote passed by a simple majority of Members). The Members have obligations towards the company and the other Members, as set out in the constitutional documents.

Members' responsibilities as charitable trustee

Duty of prudence

The duty of prudence is largely about fiscal responsibility, ensuring that the charity's assets are protected and used for the benefit of its charitable beneficiaries. Trustees must ensure the academy trust remains solvent and keeps up-to-date with its financial records. Trustees must ensure that the

Academy Trust's assets are used to meet its charitable objects – for example, it would not be appropriate for an academy to let profit-making organisations use its premises for profit-making activities free of charge. This example includes any trading subsidiary of the academy. It is also important to avoid carrying out activities which might put the reputation or assets of the academy at risk.

Duty of care

Reasonable care and skill is needed to ensure that the Academy Trust is well-run and efficient and to take external advice when necessary.

Duty of compliance

Charity trustees must always ensure that the charity is using its resources for its charitable purposes. The charitable purpose of the academy trust is set out in the objects clause in the articles of association. The primary object will be to advance education for the public benefit.

EDEN (Exeter Diocese Education Network) Members

When a Church of England school become an Academy, the Diocese will appoint Members and Directors to the Academy Trust. EDEN (Exeter Diocese Education Network) is empowered by the Diocese of Exeter's Board of Education to select appropriate individuals to become representatives of EDEN.

As a representative of EDEN, you will share equally with the other Members the responsibility of being a 'guardian' of the Academy Trust. Whilst the Directors will manage the business of the Academy Trust and exercise all the powers of the Academy Trust on a day to day basis, the Directors are ultimately accountable to the Members for this.

There is an expectation that as an EDEN Representative you will have the following responsibilities:

- Be a 'guardian' of the Academy Trust.
- Support the Academy Trust and be an advocate for it.
- Ensure that the Academy Trust is acting within its Objects as set out in the Articles.
- Shape the strategic vision of the Academy Trust.
- Safeguard and promote the values and Christian ethos of the Church of England.
- Represent and promote the views and interests of the EDEN, and through it the Exeter Diocesan Board of Education, in the life of the Church schools in the Academy Trust.
- Protect the interests of the Foundation Trustees both in regard to the Trust Deed and in regard to enabling their Foundation Trustees' duties under Charity law.
- Carry out business effectively, including induction of new Members and a commitment to the continued professional development of Members.

- Attend any Member's meeting of the Academy Trust. A nominee will be entitled to exercise the same powers of the member which they represent.
- Appoint (and where necessary remove) one or more Directors of the Academy Trust.

Meetings of Members of an Academy Trust are termed 'General Meetings' and the decisions they make are called 'resolutions'. The Members of an Academy Trust will meet at least once a year at the Annual General Meeting (AGM). AGMs must be held no more than 15 months apart and the first AGM must be held within 18 months of the Academy Trust being registered with Companies House. Technically, it is the Directors that call the AGM and the Directors can attend and speak at AGMs, although they cannot vote on resolutions.

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

- The minutes of all Board of Directors meetings;
- The Annual Accounts and Annual Return which should be submitted to Companies House;
- Other additional information as the Members and Directors may agree to enable the Members to carry out their 'guardianship' role e.g. financial updates, details of any building works or site issues, insurances, report on the development of the school's Christian ethos etc.

During the course of the year, it is expected that Directors keep the Members up-dated on fundamental issues relating to the running of the Academy Trust.

Appointment process for EDEN Representatives

EDEN will consider all applications to be the EDEN representatives on an individual Academy Trust. The appointment will be the decision of EDEN and will be dependent on the experience and expertise of each applicant and the skills and experience needed by the Academy Trust. All new and reappointments of Members will be required to provide an acceptable Enhanced DBS check.

Person Specification

It is an expectation that representatives will have:

- An understanding of the doctrines and tenets of the Church of England and the importance of Church of England schools to the mission of the Church
- A commitment to the Academy Trust and its Objects including the Christian character and ethos of the Academy Trust
- A willingness to devote the necessary time and effort to Academy
- 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

- Effective communication skills and a willingness to ensure effective communication with EDEN including an annual report
- To attend EDEN representative meetings and training
- Work closely with EDEN and the Diocese of Exeter through its officers including ensuring the Diocese is informed of any Foundation Director vacancies so that an appropriate candidate can be appointed by EDEN.

Appointment of Foundation Directors

Members must be informed of vacancies that occur on the Academy Trust Board for which EDEN has appointment responsibilities. The PCC may nominate Foundation Directors to EDEN for consideration and approval following completion of the relevant form. Completed application forms must be processed through Exeter Diocesan Board of Education who will respond confirming the decision of EDEN.

Resignation of EDEN Members

EDEN Representatives remain in post unless advised otherwise in writing by EDEN or by resignation by the EDEN Representative from the role and which is to be made in writing and sent to eden@exeter.anglican.org