

1. **Why?** The aim of this document is to briefly explain the role of the Members of the Thomas Keble Academy Trust and to illustrate the separation of their role from that of the Trustees. This document does not have precedence over the Articles of Association but rather should be a supplement. The document is drawn from several sources<sup>1</sup>. As a charitable company limited by guarantee Thomas Keble Academy Trust has Members who have a similar role to the shareholders in a company limited by shares. Nonetheless, it is Trustees who have the duty and responsibility in law to conduct the business of the trust subject to company and charity law, the articles of association and any direction from the Members. **The Members need to assess if the Board of Trustees is performing well but must avoid duplicating the role of Trustees.**

2. **How?** The role of Members in the running of the trust is minimal and one of oversight. However, for them to understand the role of the Trustees, Member’s attendance at committee meetings is encouraged. Nevertheless, this should be in a “eyes on, hands off” capacity without seeking to influence decisions. **The Trustees have a responsibility to demonstrate to the Members that the Trust’s charitable object is being fulfilled.** A collaborative process - “Holding the Trustees to Account” - is the vehicle for demonstrating this.

3. **What? The primary role of the Members is ensuring the success of the Trust by holding the Trustee Board to account.** Conversely, the Trustees are responsible for delivering the three core governance functions<sup>2</sup>, for making key decisions and for conducting the business of the trust. The Members have the following additional roles:

- a. They appoint the trust’s auditors and receive the trust’s annual audited accounts.
- b. They may amend the articles of association.
- c. They appoint or remove Members<sup>3</sup> or Trustees.
- d. They may issue direction to the Trustees to take a specific action.
- e. They can change the name of the charitable company and ultimately wind up the academy trust.

4. **Who?** Article 12 states who should be Members of the Academy Trust. However, to ensure a significant degree of separation, Members will not also be Trustees. This will lead to objectivity and transparency while reducing concentrations of power. The exception to this rule is when the Trust Chair (or recent Chair) is a Member. Members should be associated with the community served by Thomas Keble Academy but ideally, again to ensure objectivity, should not be parents of current pupils at the Academy. There should be at least three members but ideally five. At least 3 members are required to be quorate.

5. **When?** The Members must meet annually at the AGM. They may decide to meet on more frequent occasions. The meeting frequency will be determined. by their ability to successfully hold the Board of Trustees to account.

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<sup>1</sup> Articles of Association of Thomas Keble School, DFE Governance Handbook (dated March 2019), ESFA Academies Financial Handbook (dated September 2019), National Governance Association (NGA.org.uk), The Key for School Governors (schoolgovernors.thekeysupport.com).

<sup>2</sup> Overseeing the financial performance of the school and making sure its money is well spent; holding the head teacher to account for the educational performance of the school and its pupils; and ensuring clarity of vision, ethos and strategic direction

<sup>3</sup> Articles 50 and 50A