



Transforming Lives

EDUCATIONAL TRUST

# Members Terms of Reference

December 2021

## Version Control

<b>Category:</b>	Terms of Reference	
<b>Authorised By:</b>	TLET Trust Board	
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<b>Version</b>	1	
<b>Status:</b>	Under Review:	
	Approved:	✓
	Adopted:	✓
<b>Issue Date:</b>	December 2021	
<b>Next Review Date:</b>	December 2022	
<b>Statutory Document:</b>	Yes	
	No	✓

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## 1 – Introduction

- 1.1 Transforming Lives Educational Trust (the “Trust”) is a charitable company limited by guarantee, (company number 07515832) and is an exempt charity. For the purpose of company law, the Trustees of Transforming Lives Educational Trust are Directors of the charitable company.
- 1.2 The Trust is formally recognised by the Secretary of State for Education as a Multi-Academy Trust in accordance with the [Academies Act 2010](#) and through the contractual instrument of the [Transforming Lives Educational Trust Master Funding Agreement](#).
- 1.3 The Terms of Reference as set out below are general in content and form part of a suite of documents adopted by the Transforming Lives Educational Trust (TLET) as the governance framework for the oversight and management of TLET’s community of academies. The principal aims are to:
- Ensure clarity of vision, ethos and strategic direction;
  - Hold executive leaders to account for the educational performance of the organisation and its pupils, and the effective and efficient performance management of staff;
  - Oversee the financial performance of the organisation and make sure its money is well spent.
- 1.4 The Terms of Reference as set out here must be read in conjunction with the Trusts ‘governance framework’ documents. These includes the Trust’s internal documentation and pertinent external publications. For a list of Related Documents, see **p. 10**.

## 2 – Context

- 2.1 The Department for Education and the parents/carers of the children and young people in our charge have entrusted TLET and its community of academies with delivering accessible high-quality meaningful learning. To this end, there is:
- Societal expectation for expertise and excellence of learning;
  - Student and pupil expectation for engaging and effective learning;
  - System expectation for enabled and efficient learning.

## 3 – Purpose

- 3.1 Notwithstanding the statutory rights vested in Members as set out and described in the Trust’s [Articles of Association](#) and such obligations as determined by, and in accordance with, the [Companies Act 2006](#) and the [Charity Commission](#), the primary purpose of the Membership is to hold strategic and legal oversight of the Trust and to further the Trust’s charitable object, namely ‘to advance, for the public benefit, education in the United Kingdom’.
- 3.2 Central to its purpose, to the extent that it is compatible with the Trust fulfilling its charitable purpose of advancing education in the United Kingdom for the public benefit, the Trust, through its governance structure ensures that each of its academies is at the heart of its community, promoting community cohesion and sharing facilities with other schools and/or other educational institutions and the wider community.

## 4 – Integrated System of Governance

- 4.1 The Trust’s system of governance and documented working practices are integral to the effective and efficient operation of the Trust Board and by extension, the execution of Members’ obligations in their oversight of the Trust and its family of academies:



## 5 – Scope and Remit

- 5.1 Members are central to the integrity of the Trust’s overarching operational governance, business operation and in the support of its educational ethos and delivery.
- 5.2 Whilst the Board of Trustees is the accountable body, the purview of Members extends to:
- Holding strategic and legal oversight;
  - Endorsing the vision, values and ethos of the Trust community;
  - Confirming the Trust’s operational and educational impact
  - Safeguarding regulatory compliance (educational & financial)
  - Appointing and/or removal of Trustees
- 5.3 The scope and remit of Members is augmented by way of recognised obligated duties and statutory rights.

## 6 – Obligated Duties and Responsibilities

- 6.1 Those persons holding the legal position and office of Member, are required (obligated) to exercise a number of specific duties, namely:
- Duty to ensure compliance - ensuring that the Trust complies with charity law, and with the requirements of the Secretary of State for Education as its principal regulator;
  - Duty of prudence - ensuring that the Trust is and will remain solvent;
  - Duty of care – ensuring reasonable care, skill, and experience (individual and collective) is used in the running and management of the Trust;
  - Duty to act within their powers (rights) - ensuring that all decisions are within the scope of

the objects and powers of the Trust's [Articles of Association](#);

- Duty to avoid a situational conflict of interest – ensuring the avoidance of situations in which he/she: ‘has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the company. (This shall be monitored by the annual completion of TLET’s Declaration of Pecuniary and Personal Interests form. This information shall be published on the [Trust’s website](#) and updated as necessary during the course of the academic year.)

6.2 Those persons holding the legal position and office of Member have statutory rights:

- the right to remove Trustees - by means of an ordinary resolution;
- the right to amend the Articles of Association - by means of a special resolution and subject to any consents required by third parties;
- the right to receive the annual accounts - it is for the Trust Board to approve the annual accounts once prepared;
- the right to appoint the external auditors;
- the right to change the company's name and, ultimately, wind it up.

6.3 Those persons holding the legal position and office of Member have rights under the Articles of Association:

- the right to appoint Trustees;
- the right to appoint (and remove) Members.

## 7 – Composition/Membership

7.1 As detailed in Article 12 of the Articles of Association, the Members of the Academy Trust shall comprise:

- the signatories to the Memorandum;
- any person appointed under Article 15a, provided that at any time the minimum number of Members shall not be less than three.

7.2 Academy Trusts must have at least three members, and the DfE advises that its strong preference is that Trusts have [at least five](#).

7.3 The DfE’s strong preference is ‘...for at least the majority of Members to not sit on the Trust Board...’. However, the Trust Board recognises the importance of keeping Members informed about Trust business so members can be assured that the Trust Board is exercising effective governance.

## 8 – Member Recruitment

8.1 There is no set process for recruiting a new Member. However, as a Trust, TLET advocates a process and practice similar to that of recruiting/appointing a new Trustee, specifically:

- recruitment based on identified skills gap/need;
- role advertised on-line;
- role advertised externally;
- screen prospective members via an application form/process;
- professional discussion involving at least 2 existing Members with prospective Member;
- appointment made only upon receipt of 2 satisfactory references **and** pre-engagement checks including but not limited to Disclosure and Barring Service (DBS) checks;
- update the DfE’s [Get Information About Schools](#) (GIAS) within 14 days of appointment.

8.2 Existing members can appoint additional members by passing a special resolution (as detailed in Article 15A). A special resolution must be passed to appoint additional members of the Trust. This is a vote that needs to be passed by a majority of 75%, rather than just a simple majority. (For further details about this process, please see the [Companies Act 2006](#).)

8.3 Existing members can remove a member that they have appointed, and appoint a replacement (see Article 13).

8.4 Members can appoint to a vacant position by majority vote.

## 9 – Term of Office

- 9.1 Unlike Trustees, Members have no defined term of office. The Trust advocates self-review every 5 years (maximum) to inform continuance of Membership.
- 9.2 Members can resign by writing to the Trust. This includes those who are the original signatories to the Memorandum of Association.
- 9.3 However, the resignation can't take effect if the number of members is then less than 3, unless the resignation is accompanied by the appointment of a replacement member.

## 10 – Governance Professional

- 10.1 A Governance Professional (clerk) shall be appointed by the Trustees to service Members meetings.
- 10.2 The clerk shall not be a Trustee.

## 11 – Quorum

- 11.1 The expectation is that all Members shall attend an AGM or additional general meeting.
- 11.2 For such meeting to go ahead, at least 2 members must be present.
- 11.3 If the meeting isn't quorate, the meeting will be postponed until such a date on which a quorum of Members can assemble.
- 11.4 When matters are decided by the Members by way of a vote, the Chair shall have a casting vote in the event of an equal division of votes.

## 12 – Frequency and Conduct of Meetings

- 12.1 The Articles of Association as adopted by Transforming Lives Educational Trust makes provision for an Annual General Meeting.
- 12.2 Members, by way of special resolution, can request an additional 'general meeting'.
- 12.3 The indicative AGM Agenda is as follows:

Welcome and confirmation of the chair, quorum and voting process	To confirm
Minutes of the previous AGM	To agree
Audited annual accounts to include the annual report on performance over the last year in terms of meeting the charitable objective of the Trust and the vision, financial and educational performance of the trust	To receive
Governance review report	To discuss
Major plans/outlook for the year ahead including plans for growth: Presentation from the Chair/ CEO	
Q&A: to include those from parents and other stakeholders	To discuss
Where Required: Members – resignations and appointments Trustee – appointments and removals Resolution to change the articles of association Any other members' resolutions	To Note/Pass

- 12.2 Members shall uphold TLET's Code of Business Conduct and shall declare their pecuniary and personal interests at the time of their appointment, at the beginning of each academic year of their service, and undertake to update this register whenever new information needs to be disclosed to the Trust Board.
- 12.4 Meetings shall normally be held face-to-face. However, if circumstance dictates, meetings can be facilitated via video conferencing.
- 12.5 The Members present shall elect one of their number to chair the meeting.
- 12.8 The Members may ask any or all of those who normally attend but who are not Members to withdraw from the discussion of particular matters to facilitate open and frank discussion.

## 13 – Attendance at Meetings

- 13.1 The expectation is that all members shall attend an AGM or additional general meeting.
- 13.2 Members meetings will normally be attended. In a non-voting capacity, by the:
- Chief Executive Officer
  - Chief Financial Officer
  - Any other TLET Executive

## 14 – Notice of Meetings

- 14.1 Unless otherwise agreed, notice of each meeting confirming the venue, time, and date together with an agenda of the items to be discussed and any relevant papers shall be sent to the Members and all other persons required to attend in accordance with the fourteen-day notice stipulation as per the Articles of Association.

## 15 – Minutes of Meetings

- 15.1 The governance professional (clerk) will arrange for a record of the proceedings and decisions of each meeting to be made, including the names of those present and in attendance and any declarations of conflict of interest.
- 15.2 Draft minutes of the meetings shall be sent to the Chair for approval and then circulated to Members and any attendees within twenty working days of the meeting taking place.
- 15.3 The minutes are reviewed, amended if necessary, ratified and marked as a true and accurate record by the Members at their subsequent meeting.
- 15.4 Electronic copies of approved minutes shall be filed by the clerk on the TLET shared Google Drive under the specific Members folder.
- 15.5 Paper copies of approved minutes shall be filed by the clerk at an agreed location at the TLET Central Offices.

## 16 – Monitoring of Terms of Reference

- 16.1 The Trust Board will review these Terms of Reference to ensure that they remain fit for purpose and support the working practice of the Trust, subject to regulatory change requirements, every year. Any changes shall be approved by the Trust Board.

### Related Documents

[TLET Articles of Association](#)

[TLET System of Governance and Working Practices](#)

[TLET Scheme of Delegated Authority \(SoDA\)](#)

[TLET Code of Business Conduct](#)

[TLET Master Funding Agreement](#)

[TLET Supplementary Funding Agreements](#)

[TLET Declaration of Pecuniary and Personal Interests](#)

[TLET Strategic Plan](#)

[The Seven Principles of Public Life](#) (The “Nolan” Principles)

[The Ofsted Education Inspection Framework](#)

[The Companies Act 2006](#)

[The Education and Skills Act 2008](#)

[The Charities Act 2011](#)

[Charity Commission](#)

[National Governance Association – Academy Trusts: The role of Members](#)

[Education and Skills Funding Agency](#)

[The ESFA Academy Trust Handbook](#) (updated annually)

[DfE Statutory Guidance: Keeping Children Safe in Education](#) (updated annually)

[DfE Academy Trust Governance, Structures and Role Descriptors](#)

[The DfE Guidance: Multi-academy Trust Resources](#) (periodically updated).

[The DfE Governance Handbook](#) – an essential resource for governors and Trustees outlining roles and responsibilities for those governing. It also details the legal duties of the governing board of all state schools in England.