

Member Role description

Location	December AGM to be held at one of the academies or online via Microsoft Teams. Various networking, Trust governance events and training or strategy days throughout the academic year across the Trust estate.
Salary Range	Voluntary

Job purpose:

The Members oversee the Board of Trustees and are subscribers to the Trust's Memorandum of Association. Members have a limited financial liability to the Trust and can appoint and remove Trustees.

Eligibility/Legal Requirements:

Individuals who are not able to make the following declarations may not serve as a Member:

- I am not disqualified from acting as a charity Member;
- I have not been convicted of an offence involving deception or dishonesty (or any such conviction is legally regarded as "spent");
- I have not been involved in tax fraud or other fraudulent behaviour including misrepresentation and/or identity theft;
- I have not used a tax avoidance scheme featuring charitable reliefs or using a charity to facilitate the avoidance;
- I am not an undischarged bankrupt;
- I have not made compositions or arrangements with my creditors from which I have not been discharged;
- I have not been removed from serving as a charity Member, or been stopped from acting in a management position within a charity;
- I have not been disqualified from serving as a Member or Trustee;
- I am not included in the list kept by the Secretary of State for Education under s1 of the Protection of Children Act 1999 (or equivalent) or have ever been disqualified from working with children or serving on a governing body of a school;
- I am able to provide a valid Disclosure and Barring Service Certificate under the Protection of Freedoms Act 2012 which does not disclose any reason why I should be unsuitable for working with children.

You can read the [automatic disqualification guidance for charities](#) which explains the disqualification rules in more detail.

Disclosure and Barring Service (DBS) checks

There are legal restrictions under safeguarding legislation on who can be involved in working with children and adults at risk. In addition, the DBS undertakes criminal records checks of individuals, which charities can use to ensure that they are eligible and suitable for the Member role. The type of check that can be made depends on the nature of the charity's activities and the role that the Member plays. For example, if you are a Member of a charity that provides 'regulated activity' for children or adults, you should expect your charity to request an enhanced DBS check on you: where it is satisfied that the role is eligible, this will include a check against the relevant barred list.

The role of Members

Members play a limited but crucial role in safeguarding academy trust governance. While they must ensure they do not stray into undertaking the Trustees' role, they should assure themselves that the governance of the Trust is effective, that Trustees are acting in accordance with the trust's charitable object(s) and that they, the Members, use their powers to step in if governance is failing.

Academy Trusts are founded by Members, who may then appoint additional Members to join them. The first Members are the signatories to the memorandum of association which is drawn up when the academy trust is first established. These first Members agree the academy trust's first articles of association, which include the Trust's charitable purpose.

Members should not be involved in the day-to-day business of the academy trust and must ensure they do not assume the powers of the Academy Trustees. However, they do have an important role in an academy trust, based on a number of key powers set out in the articles of association and in company law.

Members have a general duty to exercise their powers to further the Trust's charitable object, which in the majority of trusts is 'to advance for the public benefit education in the United Kingdom'. It is essential that Members are aware of the powers available to them and know when and how to use those powers effectively.

Members should make sure they are familiar with the articles of association and funding agreement of the Trust. Additional guidance that Members may find helpful is shared in the DfE Governance Handbook and Academies Financial Handbook.

The powers of Members

Members help to ensure that Trustees are exercising effective governance by utilising a range of powers including:

- **Appointing and removing Academy Trustees:** Members can appoint Trustees and remove any or all serving Trustees.
- **Appointing and removing Members:** There must always be a minimum of three Members. Members can appoint new Members or remove existing Members.
- **Directing Trustees:** Members can, by special resolution, direct Trustees to take a specific action where Trustees are unable, or unwilling to act in the best interests of the Trust. Members should consider using this power if they believe the Trust Board is failing to carry out its core functions, or is acting unlawfully. Other examples of when members might consider issuing a direction to Trustees include where they believe an external review of governance should be carried out and the Trustees have not done so, where the Board has failed to act on child safeguarding, and where the Trust is in breach of its funding agreement.
- **Amending the academy trust's Articles of Association:** Members can amend the articles of association (including the objects clause), subject to any restrictions in the articles, the funding agreement or charity and company law. Members can also change the name of the Trust and wind it up. Trusts must gain permission from the Charity Commission for changes to some clauses; these are known as regulated amendments. These clauses relate to the Trust's charitable object, benefits, and arrangements on dissolution or winding up of the academy trust.
- **Appointing and removing Auditors:** Members appoint the Trust's auditors and will receive and review (but do not have to sign off) the academy trust's annual audited accounts (subject to the Companies Act).

Structure

The Trust **must** have at least three Members.

Members can be individual people or corporate bodies. Employees of the Trust must not be Members.

Independence from the Trust Board

As the responsibility to conduct the Trust's business sits with the Trustees, it is important Members do not overstep their powers or undermine the Trust Boards' discretion when exercising its responsibilities. The majority of Members should not sit on the trust board.

It is important for Members to be kept informed about Trust business so they can be assured that the Board is exercising effective governance. This must include providing the Members with the Trust's audited annual report and accounts.

- Members can change the name of the Trust and wind it up but Trusts must gain permission from the Charity Commission for changes to some clauses; these are known as regulated amendments.
- Members appoint the Trust's auditors and will receive and review (but do not have to sign off) the academy trust's annual audited accounts (subject to the Companies Act).

Member Person Specification

Core Competencies:

The following core competencies and skills expected of the Members are that they will:

- a desire to create positive change for young people;
- a commitment to the aims and objectives of Ethos Academy Trust
- ability to work as a team;
- attend meetings and be prepared to contribute to discussions and commit to agreed actions;
- be respectful of the views of others and to be open to new ideas and thoughts;
- treat all confidential information confidentially;
- act with integrity, avoiding any personal conflicts of interest and complying with the Trust's Conflict of Interest policy;
- develop a deep understanding of the vision and ethos of the Trust and its academies and the roles played by all individuals in fulfilment of the Trust's mission;
- understand the policies and procedures of the Trust and how these affect the academies;
- support the Trust in public and act as an ambassador of the Trust and its academies;
- commit to training and skills development;
- be ready to ask questions;
- be focussed on problem solving and be ready to learn from past experiences;
- adhere to the Nolan Principles in their conduct.

Education and training:

- A record of continuous professional development;
- Educated to higher level in professional area of expertise.

Experience:

- Experience of driving positive change;
- Experience in leadership and management;
- Professional experience in education / accountancy/ finance / business / HR / marketing / law / management.

Knowledge:

- An understanding and acceptance of legal duties, responsibilities and liabilities of being a Member;
- An understanding of the use of attainment and other data to assess the progress, strengths and weaknesses of an educational environment;
- An understanding of financial and workforce data.

Skills:

- Strategic vision;
- An ability to think creatively;
- Good, independent judgement;
- An ability to use financial and workforce data to inform decision-making.

Safeguarding statement

Ethos Academy Trust is committed to safeguarding and promoting the welfare of children and applicants must be willing to undergo child protection screening appropriate to the post, including an Enhanced DBS check (including Children's Barred List) and past employment references.

Applicants are required, before appointment to disclose any conviction, caution or binding over including 'spent convictions' under the Rehabilitation of Offenders Act 1974 (Exemptions) Order 1975.

Equality and Diversity statement

Ethos Academy Trust treats all applicants for employment in the same way regardless of age, disability, gender reassignment, marriage and civil partnership, pregnancy and maternity, race, religion or belief, sex or sexual orientation.

Disability statement

Ethos Academy Trust is committed to promoting equality of opportunity for people with disabilities. We continue to review our processes and procedures to ensure individuals with disabilities receive full and fair consideration for all types of vacancies at the recruitment stage and during their employment.

Individuals who apply to the Trust for employment will receive fair treatment and be considered solely on their ability to do the job. Where required reasonable adjustments will be applied. During employment the Trust, wherever possible, will retain the services of an employee who is or has become disabled.

GDPR

A copy of our Privacy Notice is available via our website.
www.eat.co.uk