



## Salisbury Diocesan Board of Education (SDBE): Policy for Representation as Corporate Member of an Academy Trust

The Members of a charitable company, such as an Academy Trust, are the equivalent of shareholders in a commercial company. This means they:

- A. make changes to the constitution of the Academy Trust
- B. appoint the Trustees and hold those Trustees to account for the way that the Academy Trust is operated
- C. appoint external auditors to ensure that the accounts are independently interrogated
- D. guarantee the debts of the Academy trust – the extent of the guarantee is ten pounds per member if the company goes into insolvent liquidation.

In the standard model constitution for any Academy Trust which includes a Church of England school, the relevant Diocesan Board of Education is itself appointed as a Corporate Member of the Academy Trust,<sup>1</sup> and to appoint further Members to maintain a stated ratio of Foundation Members<sup>2</sup>.

Again, in the standard model Articles, a Corporate Member of an Academy Trust may at any time authorise an individual to act as its representative.

This policy sets out how Salisbury Diocesan Board of Education (hereinafter referred to as SDBE) will appoint such representatives, and how such representatives are expected to communicate with SDBE to ensure that SDBE is appropriately represented at Members meetings, and to ensure that decisions are referred to SDBE appropriately.

### 1. **Appointment of Corporate Member representatives**

Corporate Member representatives are unlike the other individual Members of an Academy Trust in that they are not appointed personally as a Member. They are there specifically appointed to represent SDBE and are therefore obliged to follow direction from SDBE. As such, their appointment is entirely at the discretion of SDBE – neither the other Members nor the Trustees have any authority to influence their

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<sup>1</sup>Early in the Academies programme a new company (Diocese of Salisbury Education trust or “DSET”) was incorporated specifically to be the corporate Member of Academy Trust. After consultation with our solicitors and the solicitors for the National Society, SDBE decided that DSET was not required to minimise the risk of corporate membership, and that SDBE should, over time, replace DSET.

<sup>2</sup> Foundation Members include SDBE itself and any other Members appointed by it. Information on the ratio of Foundation Members is contained in SDBE’s Academy Trust Foundation Member Policy



appointment, there is no minimum or maximum term of office and they may be replaced, temporarily or permanently, with immediate effect.

This means that a Corporate Member representative must know how SDBE wishes to act in any decision making, or whether SDBE requires that Corporate Member representative to use his or her own expertise, knowledge and discretion to make a decision without specific direction from SDBE.

SDBE's internal process for appointments will include liaison with the Academy Trust

There may be circumstances where SDBE will require a Corporate Member representative to step away so that an individual with particular and specific expertise may attend meetings in his or her place.

## **2. Registers**

The Register of Members for the Academy Trust should include SDBE as the Member at all times. The Academy Trust may also keep a record of any authorised Members given notice of and attending meetings.

## **3. Decision Making - Members Resolutions**

3.1 If an Academy Trust wishes put a resolution to its Members, it must either circulate a written resolution to each Member, or give proper notice that a resolution is to be put before the Members at a meeting.

3.2 If the resolution is an Ordinary Resolution, for example a resolution to appoint auditors or to approve the audited accounts, 14 days' notice should be given, usually by circulating an agenda which sets out any resolution to be made, or a written resolution circulated. A simple majority is required to pass an Ordinary Resolution.

3.3 If the resolution is a Special Resolution, for example a resolution to change the Articles of Association, then 21 days' notice is required, or a written resolution circulated, and 75% of the vote is required.

3.4 Some resolutions require consent from SDBE, for example the appointment of Foundation Members or Trustees, or to change the Articles of Association. In these cases, the Members may either seek that consent before making the resolution, or may make the resolution subject to obtaining that consent.

## **4. Who is authorised to act for SDBE in a Members' resolution?**

4.1 Written Resolutions may only be signed by an authorised signatory, which means the Diocesan Director of Education, his/her Deputy or another Member of SDBE.

4.2 Where a resolution is to be put to a meeting, the proposed resolution and any supporting documents, recommendations or advice from the Corporate Member representative must be sent to SDBE giving at least the notice period set out for that type of resolution. SDBE, through the Education Department, will direct its Corporate Member representative as to how he or she should vote on SDBE's behalf.



4.3 Where the resolution is to appoint auditors, approve audited accounts or to appoint non-Foundation Members or Trustees SBDE will usually rely upon its Corporate Member representative to act on its behalf without specific direction.

4.4 Where the resolution is to appoint Foundation Members or trustees whose appointments have already been approved through SBDE's published process then the Corporate Member representative should rely on that prior approval as a direction to vote in favour of the appointment.

4.5 In all circumstances, the Corporate Member representative must act as directed by SBDE. If the Corporate Member representative is unable to do so because of a difference of opinion, or inability to attend a meeting then he or she must inform SBDE as soon as reasonably practical so that SBDE can appoint a replacement Corporate Member representative in time to attend the meeting on its behalf.

## **5. How does the Academy trust obtain consent from SBDE for certain decisions?**

SBDE has published policies and procedures for the approval of Foundation Members and Trustees. A resolution to change the Articles of Association should be preceded by the Academy Trust CEO, Trust Chair or its solicitors liaising with SBDE or its solicitors to agree draft Articles before these are put to the Members as a Resolution.

## **6. Communication with SBDE – holding the Trust Board to account**

6.1 The SBDE has produced:

- a policy document which sets out the role and the appointment process for the Corporate Member
- a guidance paper on Academy Trust Members meetings giving suggestions as to how Members might fulfil their obligation to hold the Trust Board to account.

6.2 Communication with SBDE is via the SBDE office [Click here for contact details](#). Communication should include:

- the provision of the annual timetable and agendas for Members meetings; feedback on the effectiveness of those meetings, including the effectiveness of other Foundation Members and the Foundation Trustees and raising any concerns you have about the operation of the Trust Board
- any documents received as Corporate Representative are received by you on behalf of SBDE, and should be shared with SBDE on their request. This could include<sup>3</sup> all agendas and supporting documents, CEO reports; newsletter, updates, draft minutes, signed minutes and any other communication in the capacity as Corporate Member Representative

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<sup>3</sup> Information which includes personal data should never be included in a Members meeting unless the topic for discussion is the appointment or removal of a Member or Trustee. In both cases, the sharing of this information with SBDE serves a legitimate purpose, SBDE being itself a Member of the Academy Trust.

## **7. Corporate Member representative taking part in Complaints and HR Procedures.**

7.1 If a Corporate Member representative is asked to take part in an investigation or decision making procedure relating to a complaint or human resources process such as a grievance or disciplinary, they should only agree on the basis that they take part in their personal capacity, not on behalf of SDBE. This may mean that such a person will be neither internal nor independent according to the policies of the Academy Trust.

7.2 If a Corporate Member representative nonetheless takes part in such a process, it should be made clear to all parties that they are acting in their personal capacity and not as representative of SDBE. No information relating to the process from which any individual concerned might be identified should be shared with SDBE.

## **8. Attending Meetings**

If a Corporate Member representative is unable to attend a meeting they should let SDBE know as early as possible so that SDBE may find someone else to attend or send a proxy vote as appropriate.

## **9. Resignation of Corporate Member representative**

A Corporate Member representative may retire at any time, either by notice or with immediate effect. SDBE will appoint a new Corporate Member representative.

## **10. Removal of Corporate Member representative**

10.1 SDBE may, at any time and without notice, replace a Corporate Member representative. This may be because they are unable to attend a particular meeting, or because particular expertise is required for a particular item on an agenda. In these cases the replacement may be temporary. In the case where particular expertise is deemed required, SDBE may seek consent from the Academy Trust that the usual Corporate Member representative may nonetheless attend the meeting but not vote.

10.2 If SDBE considers that it is not adequately informed, consulted or represented by an individual it may, entirely at its discretion, replace that individual with or without notice.

10.3 SDBE will replace any Corporate Member representative who would be disqualified as a Member of the Academy Trust in their personal capacity.

10.4 In those cases where a Corporate Member representative is also a Foundation Trustee of the Academy Trust, removal as Corporate Member representative will not automatically lead to removal of that individual as Foundation Trustee. SDBE seeks to reduce these cases, and will not replicate this duplication in roles.