

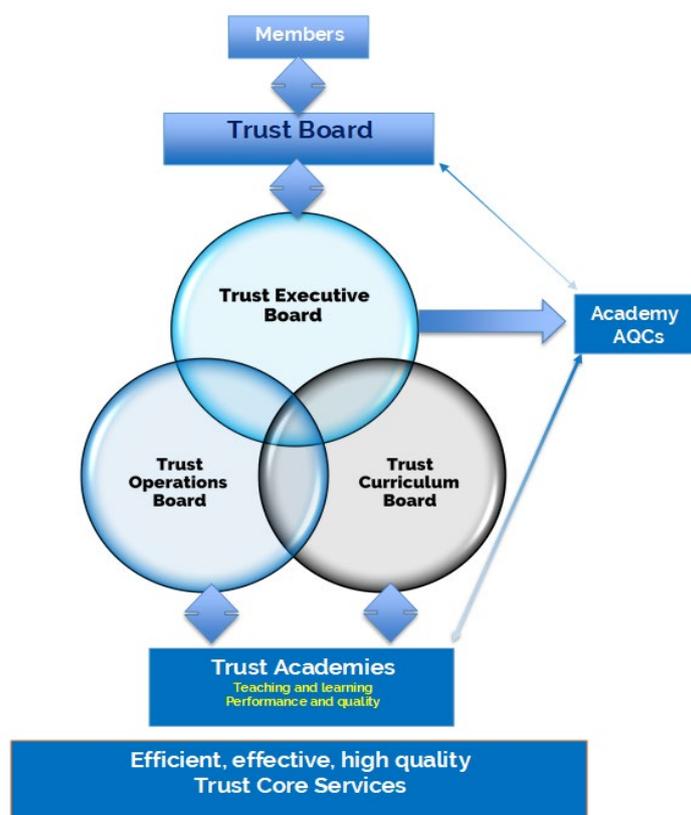
## The role of Members

As a charity and company limited by guarantee, The Prospect Trust (the Trust) is governed by a Board of Trustees (the Board) and the Members committee, as required by the Companies Act 2006.

Members agreed the Trust's first Articles of Association, which include the Trust's charitable objects – i.e. the purpose of the organisation. It is the Members, and only they, who can amend the Articles.

The Board oversees delivery of the Trust's mission which is 'to provide outstanding education for 5 to 18-year old learners through our family of local academies'. All Trustees and Members understand that they serve only to promote the good of the Trust and to act in support of its core values and the seven Nolan principles of public life.

While Members hold the Board to account for the effective governance of the Trust, the Members themselves have a minimal role in the actual running of it. It is the Board, not the Members, who are the organisation's key decision makers, responsible for the general control and management of the administration of the Trust. The role of Members is, therefore, 'eyes on, hand off'. Members are in effect the 'guardians' of the governance of the Trust. That means they sit at the top of the governance structure, as demonstrated in the diagram below:



## Responsibilities of Members

However, there are some critical decisions that sit with the Members who have a real interest in the success of the Trust.

- One of the Members' key responsibilities is the appointment and removal of Trustees. If the Trust is not achieving its purpose, the Members must consider if this is because the Trustees are failing to carry out their governance functions. If they conclude that they are not, the Members must remove Trustees. This power to remove Trustees extends to all Trustees, regardless of whether they were appointed by the Members or another body, for example the Diocese;
- It is the Members responsibility to appoint/remove the Trust's external auditors;
- Members receive and approve the Trust's audited annual accounts;
- Members can, if necessary, wind up the Trust.

## Appointment of Members

The Trust will have a maximum of 5 Members, one of whom will be the Diocesan Corporate Member. An employee of the Trust cannot be appointed as a Member. Members will remain in post until they resign, are removed from post or unable to continue as a Member as detailed in the Articles of Association. In the event of a vacancy, Members will appoint a new Member based on the current skills and expertise matrix to ensure a complementary match. The quorum for a meeting is 3 Members either in person or by proxy.

## Meetings and the annual general meeting (AGM)

Trustees may call general meetings of the Members; in addition Members may be invited to attend Board meetings notwithstanding the fact that any Member can attend any Board meetings as an observer.

The Trust is required to hold an AGM in each financial year and within 15 months of the previous AGM. It has two major formal purposes:

- to receive and approve the Trust's annual audited accounts
- to appoint/re-appoint the Trust's external auditors

The AGM is the opportunity for Members to hear from the Chair of the Trust Board and the CEO about progress made during the last year as well as plans for the future. The Members can – and should – question both the progress and future plans at these meetings, as this will inform their own assessment of the governance of the Trust and the ability of the Board to achieve the Trust's charitable object and strategic aims.

The Trust looks upon the AGM as a good opportunity to inform Members of the Trust's financial and educational performance over the last year in terms of meeting its strategic objectives. The AGM is also a time to remind Members of the Trust vision, and to present plans for the year ahead including plans for growth. Other potential items that may be covered include the appointment and removal of Trustees or Members and amendments to the Articles of Association (if any are being proposed), but these are not necessarily items that would be taken to the AGM.

## Conduct of the Trust AGM

All Members and Trustees are invited to attend the AGM which will be chaired by the Chair of the Members committee. The Clerk will record decisions of the Members.

The CEO and Director of Finance will attend; other members of the Trust Executive leadership team will be invited to attend. Other stakeholders may attend e.g. Academy Principals/Heads and AQC Chairs if they wish.

The AGM will be called at a time and place determined by Trustees. At least seven days' notice of the meeting will be given. Minutes will be agreed and circulated to Members and Trustees with a copy placed on the Trust website.

### **Related Trust documents**

- Articles of Association
- Memorandum of Agreement
- Trust Board Terms of Reference
- AQC Terms of Reference
- Scheme of Delegation