



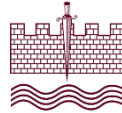
SECAT

Building strong schools,
Building strong partnerships,
Building strong communities

SOUTHEND EAST COMMUNITY ACADEMY TRUST

TERMS OF REFERENCE

Trust Members



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All members of Southend East Community Academy Trust (SECAT) share equally with the other members, the responsibility of being guardians of the governance of the Trust. The Members' role is discrete and one of oversight to ensure that the Trust is acting within its Objects as set out in the Trust's Articles of Association. Whilst the Trustees will manage the business of the Trust and exercise all the powers of the Trust on a day-to-day basis, the Trustees are ultimately accountable to the Members for this.

1. Membership

The Members of the Academy Trust shall comprise of:

- a) The signatories to the Memorandum of Association; and
- b) Any person appointed under Article 15A of the Trust's Articles of Association

The minimum number of Members shall not be less than three.

The Members may agree by passing a special resolution (75% majority vote) to appoint such additional Members as they see fit.

An employee of the Academy Trust cannot be a Member.

The Governance Professional to the Members will be Katy Love.

2. Members' Guarantee

The Trust is a company limited by guarantee. That guarantee is that each of the Members agrees to pay £10 each to any creditors of the Trust in the event that the Trust is wound up and the Trust's assets did not meet all of its liabilities.

3. Responsibilities of Members

In general terms, the responsibilities of the Trust Members are to:

- Be a 'guardian' of the Trust by safeguarding and promoting the values and ethos of the Trust.
- Ensure that the Trust's charitable objective is being met and that the Trust is acting within its Objects as set out in the Articles of Association and, further, to enforce the provisions of the Articles, if necessary, against other Members and/or the Trust.
- Hold the Trust Board to account for the effective governance of the Trust and ensure that the Trustees are carrying out their core governance functions and performing well.
- Safeguard publicly funded community resources and ensure that the Trust is spending public money wisely.
- Support the Trust and be an advocate for it.
- Carry out their business effectively ensuring that they understand their role.
- Direct the Trustees, where deemed appropriate, to take a specific action.
- Hold an Annual General Meeting (AGM) in each academic year.

The Members also ultimately have the power to wind-up the Trust.

Overall, Members have limited practical involvement in the management of the Trust.

4. Specific Powers and Functions of the Members' Board

- To review and amend the Articles of Association of the Trust.
- To change the Objects of the Trust as set out in the Articles of Association (which would require Charity Commission and Secretary of State consent).
- To change the name of the Trust.
- To change the structure of the Trust Board.
- To appoint, (and where necessary remove), Members when required.
- To appoint, (and where necessary remove), external auditors to the Trust.
- To receive an annual report from the Trustees on the Trust's performance.

- To receive an annual report from the Trustees on standards within the Trust (at the AGM)
- To pass a resolution to wind-up the Trust.

5. Expectations of Members

All members are required to:

- Follow the Seven Principles of Public Life (referred to as “the Nolan Principles” and set out in Annex 1).
- Comply with the Articles of Association for the Trust, these Terms of Reference, the Trust’s Scheme of Delegation and Financial Scheme of Delegation.
- Ensure they understand their duties, rights and responsibilities, and that they are familiar with the function and role of the Trust.
- Act in the best interests of the Trust.
- Keep themselves informed about how the Trust Board is performing and have an awareness of when they may need to exercise their powers to ensure effective governance within the Trust.
- Not misuse information gained in the course of their Membership for personal gain, nor seek to use the opportunity of service to promote their private interests of those connected persons, firms, businesses or other organisations.
- Participate actively in the induction process and any relevant training.

6. Provision of Information to Members

The information made available to Members during the year a will include:

- The minutes of all Trust Board meetings, including minutes from Committees of the Trust Board.
- The Annual Accounts and Annual Return, which are submitted to Companies House on behalf of the Trust. (N.B. Members only have the right to receive the accounts and not to approve them).
- The annual report from the Trustees and the termly reports of the CEO on the Trust’s performance and the Trust’s standards.

Other additional information: the Members and Trustees may agree to enable the Members to carry out their ‘guardianship’ role. The Trustees will keep the Members updated on fundamental issues relating to the running of the Trust, including:

- Any litigation involving members of staff (i.e. court proceedings/tribunal proceedings/criminal prosecutions) and, in particular, any which might reflect adversely on the Trust;
- Financial concerns which develop during the course of the financial year and, in particular, any financial concerns that might have an impact on the employment of staff or the delivery of the broad and balanced curriculum which the Trust is under a duty to offer;
- Details of any Ofsted Inspections and other related external monitoring of the Trust or the schools within it;
- Vacancies arising on the Trust Board for which the Members have responsibility.

In general, when serious issues arise for which, the Members need to be informed or take action, then it is the responsibility of the Chair of the Board of Trustees to alert them and/or to convene a meeting if appropriate.

7. Review of Terms of Reference

The Members' Board will review these Terms of Reference and self-assess its performance against these Terms of Reference on an annual basis at the AGM.

Date reviewed and adopted: 16th January 2023

Date of next review: January 2024

Annex 1

The Seven Principles of Public Life set out by the Government Committee on Standards in Public Life ("the Nolan Principles")

- 1. Selflessness:** Holders of public office should act solely in terms of the public interest.
- 2. Integrity:** Holders of public office must avoid placing themselves under any obligation to people or organisations that might try inappropriately to influence them in their work. They should not act or take decisions in order to gain financial or other material benefits for themselves, their family, or their friends. They must declare and resolve any interests and relationships.
- 3. Objectivity:** Holders of public office must act and take decisions impartially, fairly and on merit, using the best evidence and without discrimination or bias.
- 4. Accountability:** Holders of public office are accountable to the public for their decisions and actions and must submit themselves to the scrutiny necessary to ensure this.
- 5. Openness:** Holders of public office should act and take decisions in an open and transparent manner. Information should not be withheld from the public unless there are clear and lawful reasons for so doing.
- 6. Honesty:** Holders of public office should be truthful.
- 7. Leadership:** Holders of public office should exhibit these principles in their own behaviour. They should actively promote and robustly support the principles and be willing to challenge poor behaviour wherever it occurs.