



Fierté Multi Academy Trust

'Placing children's rights at the heart of our Trust'

Roles and Responsibilities of Members within the Fierté Multi-Academy Trust

"As charitable companies limited by guarantee the Fierté Trust has Members who have a similar role to the shareholders in a company limited by shares. Most notably they:

- are signatories to the articles of association (where they are founding Members);
- may, by special resolution, amend the articles of association, subject to any restrictions created by the trust's funding agreement or charity law;
- may, by special resolution (which requires 75% rather than a simple majority of Members to agree) appoint new Members or remove existing Members;
- may appoint Trustees as set out in the trust's articles of association, and have power under the Companies Act to remove serving Trustees;
- may by special resolution issue direction to the Trustees to take a specific action;
- have power to change the name of the charitable company and ultimately, wind up the academy trust.

Governance Handbook 2017

The DfE's minimum requirement is that academy trusts have at least three members but the DfE's strong preference is for trusts to have at least 5 members as this provides a more diverse range of perspectives and ensures members can take decisions via special resolutions without requiring unanimity. The Trust's Articles of Association stipulate that the Chair of the Trust Board is also a Member (Paragraph 12). Members that are signatories to the Memorandum, the Chair of the Trust Board or Members by special resolution can remove Members by written notice to the registered office of the Trust and to appoint a replacement Member to fill a vacancy.

Employees of the trust cannot be appointed as Members under the current model articles.

Liability:

The liability of the members of academy trusts is limited by the amount of the guarantee agreed by the Members. For the Fierté Academy Trust, each member's liability is limited to £10.

Roles and Responsibilities

As set out in the Governance Handbook 2017, it is Trustees who have the duty and responsibility in law to conduct the business of the trust subject to company and charity law, the articles of association and any direction from the Members. Although they can choose to delegate certain powers, they cannot give up these duties to a third party – even to the Members. Members should therefore be 'eyes on and hands off' and avoid over stepping their powers or undermining the boards' discretion in exercising its responsibilities. In general, Members would not be expected to attend board meetings, sit on executive leaders' performance review panels, or even contribute to specific decisions in relation to the trusts' business. However, it is for the Trustees to determine how best to keep Members informed so they can be assured that the board is exercising effective

governance and leadership of the Trust. It is the DfE's strong preference that the majority of Members be independent of the Board of Trustees.

In general, the members instruct the #trustees to convene a general meeting at which the Trustees may speak but not vote. At this meeting

- the Members receive the Trust's accounts;
- appoint the Trust's auditors;
- receive any relevant reports;
- take an overview of the governance and operations of the trust in the preceding year.

The Fierté Multi Academy Trust is ambitious for all children and young people and infused with a passion for education and a commitment to continuous school improvement that enables the best possible outcomes for all children in our schools. To this end, Members, Trustees, Staff and Parents work together to ensure this passion and commitment is continuous..

Date Agreed: 14.11.2018

Review: November 2019

Signed: 