



Kite Academy Trust

# Member Role Profile

The Kite Academy Trust was formed in October 2015 and is currently made up of nine academies: Cross Farm Infant Academy, The Ferns Primary Academy, Folly Hill Infant Academy, The Grove Primary Academy, Hale Nursery & Primary Academy, Holly Lodge Primary Academy, Lakeside Nursery & Primary Academy, Mytchett Primary & Nursery Academy and Sandringham Infant & Nursery Academy.

## *Our vision is:*

For every pupil to be happy and healthy; to contribute positively to their communities and achieve academic excellence.

## *Our values are:*

Positivity, Integrity, Respect, Resilience, Aspiration

## *What part will you play?*

Schools which convert to academies are run by companies limited by guarantee called 'Academy Trusts'. Like any other company, Academy Trusts are registered with Companies House. The Academy Trust is also an exempt charity which means that it is not registered with the Charity Commission but must abide by charitable law.

Members of a company limited by guarantee (such as an Academy Trust) are the equivalent of shareholders in a company limited by shares. They are the 'guarantors' of the company and promise to pay £10 towards the debts of the company in the event that the Academy Trust is wound up.

The main responsibilities of Trust Members are:

- Amend the Trust's Articles of Association subject to any restrictions created by the funding agreement or charity law
- By special resolution, appoint new Members or remove existing Members other than, where there is one, the foundation/sponsor body and any Members it has appointed
- Appoint Trustees as set out in the Trust's Articles of Association and powers under the Companies Act 2006 to remove Trustees
- By special resolution, issue direction to the Trustees to take a specific action
- Appoint the Trust's external auditors and receive (but do not sign) the audited annual report and accounts (subject to the Companies Act)
- Have the power to change the company's name and, ultimately, wind it up.

However, Members should not interfere with the day to day operation of the Trust, or its academies, or approach Trustees or the CEO on an individual basis in their role as a Member.

## *What are we looking for?*

Every Member is expected to abide by the seven principles of public life set out by Lord Nolan: **selflessness, integrity, objectivity, accountability, openness, honesty and leadership.**

A Member should also have:

- commitment to the ethos and values of the Trust
- commitment to the education and welfare of children and young people
- independence of thought and sound judgment
- ability to work as part of a team
- willingness to devote time and enthusiasm
- willingness to make and stand by collective decisions, even if offered an alternative view during discussions

- understanding and acceptance of the legal duties, responsibilities and liabilities of membership
- ability to challenge current thinking, the method of governance and management of the Trust in a constructive manner and in the best interests of the Trust
- ability to evaluate and interpret management information and other data/evidence

## *Time Commitment*

The Members of an Academy Trust will meet at least once a year at the Annual General Meeting (AGM). AGMs must be held no more than 15 months apart and the first AGM must be held within 18 months of the Academy Trust being registered with Companies House. The Trustees call the AGM and can attend and speak, although they cannot vote on resolutions. Currently, the Members of the Kite Academy Trust meet 3 times a year, once per term (including the AGM).

The information made available to Members during the year and/or at the AGM might include:

- Minutes of all Trust Board meetings
- Annual Accounts & Financial Statements and Annual Return which should be submitted to Companies House
- Other additional information as the Members and Trustees may agree to enable the Members to carry out their 'guardianship' role e.g. financial updates, details of any building works or site issues, report on academy standards etc.

It would be expected that Members would have the opportunity to discuss any matters contained in the information and ask questions. During the course of the year, it would also be appropriate for the Trustees to keep the Members updated on fundamental issues relating to the running of the Academy Trust. These might include:

- Any litigation involving members of staff (i.e. court proceedings/tribunal proceedings/criminal prosecutions) and in particular any which might reflect adversely on the Academy 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 balance curriculum which the Academy Trust is under a duty to offer
- Major safeguarding risk / issue
- Details of any Ofsted Inspections and other related external monitoring, particularly where an academy in the Trust receives an Ofsted rating lower than previously and/or falls into special measures
- Resignation or the appointment of CEO or Head Teacher
- Vacancies arising on the Trust Board for which the Members have responsibility
- Significant changes expected to Board of Trustees e.g. multiple resignations
- New school requesting to join the Academy Trust
- Persistent DfE 'sponsoring' request

In any situations where third parties are involved the Trust Board will advise the Members of any discussions, refer the results of any negotiations for comment/advice and provide confirmation of any decisions. 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 Trustees to alert them and/or to convene a meeting if appropriate.