

# Salisbury Diocesan Board of Education: Corporate Member Appointment Policy (Academy Trusts)

## **1. Rationale for this Policy**

**1.1** This policy explains the role of Salisbury Diocesan Board of Education (SDBE) Corporate Members (CM) within single academy Trusts (SATs) and multi academy Trusts (MATs) as well as the criteria and the process by which corporate members are appointed to Academy Trusts which include Church of England academies within the Diocese of Salisbury. **Unlike other individual Foundation Members the SDBE CM is specifically appointed to represent the SDBE and is therefore obliged to follow direction from SDBE.**

## **2. Educational Context / Terminology used in this Policy**

**2.1** The SDBE CM represents the Diocesan Director of Education within the SAT / MAT member group and often on the Board of Trustees. As well as being the SDBE Corporate Member representative they may also be a Foundation Member and Foundation Trustee (if applicable)

**2.2** Corporate Members serve Church of England academies in a multi academy trust (MAT) and a single academy Trust (SAT) and are appointed to every academy trust which includes a Church of England school.<sup>1</sup>

**2.3** The ‘Salisbury Diocesan Board of Education’ (SDBE) Strategic Plan states that the SDBE walks alongside all of its church schools – maintained and academies. It is the statutory responsibility of the SDBE to appoint directly the SDBE Corporate Member.

**It is the statutory responsibility of the SDBE to appoint directly the SDBE Corporate Member.**

The SDBE is a Corporate Member of any MAT and SAT which includes a SDBE church school. The SDBE will appoint an appropriate person to be its representative as a Foundation Member.

**2.4** This policy applies to the appointment of the SDBE Corporate Member representatives in MATs and SATs.

## **3. The Role of Corporate Members**

**3.1** The SDBE CM specifically represents the views of the SDBE and neither the other Members nor the Trustees have any authority to influence them

**3.2** The inclusion of a corporate member in a MAT or SAT is one of the distinguishing characteristics of church school education. The Corporate Member in each Trust represents the historic link with the original church establishment (*the ‘founding’ establishment, hence the term ‘foundation’*) of the schools’ within the MAT. As such they are the **ultimate custodian** of the Trust’s protection and progression of the church schools’ distinctive Anglican and Christian ethos.

---

<sup>1</sup> In those few Church of England Schools within the Diocese which are single academy trusts, the directors are referred to as “Governors” and include a specified ration of foundation governors.

**3.3** 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 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.

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.

### **3.4 The SDBE Corporate Member will:**

- Act as Salisbury Diocesan Board of Education's (SDBE) representative following direction from the SDBE
- Develop a strong working relationship and communication with SDBE in order to act on the wishes of the SDBE in respect of Member decision making for example proposed changes to Articles and Special Resolutions
- Ensure that the Members Group and the Trust Board protect and progress the foundation of church schools within the Trust
- Lead the appointment process of Foundation Members
- With the Foundation Member/s lead the appointment process of Foundation Trustees to the Trust Board and Foundation Governors to Local Governing Boards and the approval of these appointments by the SDBE
- Maintain regular communication with SDBE with regard to significant changes within the SAT / MAT e.g. any foundation vacancy: Member, Trustee, governor; growth; the resignation and appointment of school leaders or Trust CEO; buildings work; school improvement and effectiveness concerns; Ofsted and SIAMS judgements
- Develop strong communication with SDBE, Education Services Assistant for Governance to secure an accurate data base in respect of the governance of the Trust: Members, Trustees and Local Governing Body members
- Attend Corporate Member training events
- Attend the annual SDBE MAT review meeting (where applicable)

**3.5** Additionally the Corporate Member has the same objectives as other Members. The Members of a charitable company, such as an Academy Trust, are equivalent of shareholders in a commercial company, which 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.

Corporate Member's along with their fellow Members are entrusted with responsibility to:

- work within the Members Group of the academy trust to hold the academy trust board to account in respect of finance, strategy and performance, and compliance
- appoint the Chair of the Board of Trustees
- ratify the appointment of CEO
- to appoint all trustees to the Trust Board in relation to the requirements within the Articles of Association, including the Foundation Trustee percentages and ensuring that the Trust board maintains a balanced skill set which will lead and manage the Trust effectively
- To dismiss any trustee who is not considered to be acting in the best interests of the Trust, following discussion with the Diocese as appropriate
- review the Articles of Association and following discussion with the Board and SDBE make any appropriate changes to the Articles
- to approve the annual report and accounts as provided by the Trust Board auditors in advance of submission to Companies House

#### **4. SDBE Requirement for Corporate Member Training**

**4.1** The SDBE understands the responsibility that corporate membership brings. We also recognise the care and commitment of those who undertake this vital role. Every new corporate member is expected to participate in SDBE's corporate member development programme. Participation in this programme is compulsory for SDBE corporate members.

**4.2** Those who are nominated by the SDBE to the Corporate Member role must, in advance of the approval process, have completed and signed section B of the 'SDBE Corporate Member Appointment' form to show their commitment.

#### **5. Corporate Membership Criteria**

**5.1** Corporate Members will meet one or both of the following:

- Communicant members of the Church of England
- Baptised individuals who regularly attend Church of England services

It is the role of the clergy providing the reference to interpret the word 'regularly' as used in 5.1 of this policy.

**5.2** For a Trust to include Church of England schools within its academy trust it must be able to identify with confidence a Corporate Member able to fulfil the role. It is the responsibility of the Trust to secure this nomination. The Trust is encouraged to draw the PCC/s within the Trust into this process and to talk with the DBE.

**5.3** It is vital that the PCC and the future SDBE Corporate Member, early on, develops a strong relationship to aid the recruitment over time of Foundation Members, Foundation Trustees and Local Governing Body members. This relationship can help the Trust to ensure that the make-up of Trust governance at all levels



includes the appropriate Christian foundation nominations in order to support the trust's governance in being faithful to the Anglican tradition.

The SDBE knows that the experience and depth of church commitment which communicant members can bring to their important foundation member role enriches a members group and empowers it further to carry out its responsibilities. The SDBE asks each PCC and Corporate Member to work together in partnership, knowing their local context, to ensure that there is Anglican communicant representation on the Members' Group.

## **6. Appointment Process of the Corporate Member**

- The Trust Board identify a prospective candidate for the role of SDBE Corporate Member (CM)
- The Trust Board propose the candidate to the SDBE Foundation Governance and Academy Trusts Adviser
- The SDBE meets with the prospective candidate to provide up to date requirements and expectations of the role, application documentation and supporting documents
- The prospective candidate completes the application form and returns to SDBE
- The SDBE contacts referees and processes references
- The proposed candidate is invited to the Diocesan Education Centre, Wilton for interview.
- Following the interview SDBE will confirm the appointment of the CM and inform the CM and the Trust Board
- The CM will commence a training programme with the DBE including regular support in the early stages following appointment