

## Key Information

**Post Title:** Member

**Contract type:** Not applicable

**Salary:** Not applicable

**Reports to:** Members / Trust Chair

**Location:** North East Lincolnshire / Lincolnshire

**Additional information:** You will be required to attend meetings as required and the Annual General Meeting.

## Purpose of Post

Members play a limited but crucial role in safeguarding academy trust governance. While they must ensure they do not stray into undertaking the Academy Trustees' role, they should assure themselves that the governance of the trust is effective, that Academy Trustees are acting in accordance with the trust's charitable object(s) and that they, the Members, use their powers to step in if governance is failing.

Members should not be involved in the day-to-day business of the academy trust and must ensure they do not assume the powers of the Academy Trustees. However, they do have an important role in an academy trust, based on a number of key powers set out in the department's model articles of association and in company law.

## Job Description : MEMBER

Harbour Learning Trust is committed to safeguarding and promoting the welfare of children and young people. We expect all staff and volunteers to share this commitment.

### Main duties and responsibilities:

Members have a general duty to exercise their powers to further the academy trust's charitable object, which in the majority of trusts is 'to advance for the public benefit education in the United Kingdom.

#### **The powers of Members**

- are signatories to the articles of association which includes definition of the academy trust's charitable object and governance structure (where they are Founding Members);
- may, by special resolution, amend the articles of association, subject to any restrictions created by the academy trust's funding agreement or charity law;
- may, 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;
- have powers to appoint academy trustees as set out in the trust's articles of association, and have power under the Companies Act to remove any or all serving academy trustees;
- may, by special resolution, issue direction to the academy trustees to take a specific action;
- appoint the academy trust's auditors and receive (but do not sign) the academy trust's annual audited accounts (subject to the Companies Act); and
- have power to change the name of the charitable company and ultimately, wind up the academy trust.

#### **Register of business interests**

Members **must** ensure requirements for managing related party transactions are applied across the academy trust. The Chair of the trust board and the accounting officer **must** ensure their capacity to control and influence does not conflict with these requirements.

#### **Independence from the trust board**

As the responsibility to conduct the academy trust's business sits with the Academy Trustees, it is important Members do not overstep their powers or undermine the trust boards' discretion when exercising its responsibilities. The department's strong preference is therefore for at least the majority of Members to not sit on the trust board.

It is important for Members to be kept informed about academy trust business so they can be assured that the trust board is exercising effective governance. This must include providing the Members with the academy trust's audited annual report and accounts.

#### **Expenses**

Members should receive out of pocket expenses incurred as a result of fulfilling their role as a Member. Payments can cover incidental expenses, such as travel and dependency care, but not loss of earnings.

#### **Information**

Harbour Learning Trust – Articles of Association and Governance Handbook:

<https://harbourlearningtrust.com/key-information/financial-documents/>