

## **Foundation Member Role Descriptors**

*Please note that we are using the term Member to refer to an individual who sits on the Members' Board of a Multi Academy Trust (MAT). We will refer to any differences in the role of Diocesan Corporate Member (DCM) representative and ordinary Foundation Members (FM), but both are deemed FMs.*

*In Bath & Wells as the Diocesan Board of Education (DBE) is not incorporated; the DBE Trust has been set up solely for the purpose of being the Corporate Member in each trust. The DBE Trust has the same membership as the DBE.*

### **We expect all Foundation Members to be effective Members and therefore:**

- Appoint the external auditors
- Guarantee the debts of the academy trust, the extent of which is £10 per member or via the DBE Trust if you are the DCM representative
- Make changes to the constitution of the trust by resolution to change the Articles
- Appoint and remove trustees, sometime known as directors
- Understand the governance model of the trust and have sufficient knowledge of governance to understand if the Trust's governance is effective or not.

(Please see your Trust's or the Confederation of School Trusts (CST) or National Governance Association (NGA) Member role descriptors for more details)

In addition:

### **All Foundation Members will:**

- Establish a means by which they are able to hold the trust board to account for the vision and ethos of the church schools within the trust
- Establish an effective communication channel with the Education Team
- Attend the annual Members' Forum and the annual trust meeting with the Diocese
- Ensure consent is obtained when required by the Relevant Diocesan Authority, for example if there is a proposed name change to the trust
- Engage in Diocesan training

**Specifically for the Diocesan Corporate Member (DCM), the DCM will:**

- In all matters follow the direction of the DBE Trust
- Appoint or remove additional Foundation Members to maintain a stated ratio of Members who are appointed to represent the interests of the Church of England
- Appoint or remove, via the Diocesan appointment process, Foundation Trustees to maintain a stated ratio of Trustees who are appointed to represent the interests of the Church of England
- Appoint additional Foundation Trustees above the stated ratio if either the Secretary of State has served a warning notice under the Funding Agreement or in the opinion of the Diocese the standards or ethos of any Church Academy have fallen unacceptably low, power to remove once circumstances improve
- If a written resolution is needed as a decision needs to be taken in-between meetings, the DCM will pass this to the DBE Trust, via the Education Team, to sign on their behalf
- Where the resolution, non-written, is to appoint auditors, approved audited accounts or appoint non-foundation members or trustees the DBE will usually rely on the DCM representative to act on its behalf without specific direction
- If consent is required from the DCM, ensure that a steer is obtained from the DBE Trust via the Education Team.
- Attend meetings regularly or ensure that another DCM representee can be sought especially if there is an agenda item the Diocese would like to contribute to