Terms of Reference for the Members' Board 2026-27

Members of multi academy trusts are akin to the shareholders of a company (except that they do not receive dividends). They have ultimate control over their MAT and have a number of statutory rights, as well as rights set out in their trust's Articles of Association.

All Members ("Members") of Greensand Multi Academy Trust ("the Trust") share equally with the other Members the responsibility of being 'guardians' of safeguarding the governance of the Trust. Whilst the Trustees will strategically challenge the operational management of the Trust and exercise all the powers of the Trust on a day-to-day basis, Trustees are ultimately accountable to the Members for this and the Members should interact with the Trustees to ensure that that role is being fulfilled effectively. The Members' role is discrete and one of oversight.

There is a distinct separation between the Members' Board and the Trust Board.

Members' Guarantee

The Trust is a company limited by guarantee. The 'guarantee' is that each Member guarantees to pay £10 for the debts and liabilities contracted before they cease to be a Member in the event that the company is wound up. £10 is the full extent of each individual Member's liability under the Members' Guarantee.

The Trust's Members' Board should ideally consist of five Members.

With Member voting, the approval by at least 75% of the Members is required for special resolutions, whereas ordinary resolutions require a simple majority.

1. Responsibilities of Members

In general terms, the responsibilities of the Members are to:

- be a 'guardian' of the Trust by safeguarding and promoting the values and ethos of the Trust;
- ensure that the Trust's charitable objective is being met and that the Trust is acting within its Objects as set out in the Articles of Association and, further, to enforce the provisions of the Articles, if necessary, against other Members and/or the Trust;
- hold the Trust Board to account for the effective governance of the Trust and ensure that the Trustees are carrying out the purpose of governance (see **Annex 1**) and performing well;
- safeguard publicly funded community resources and ensure that the Trust is spending public money wisely;
- support the Trust and be an advocate for it;

- carry out their business effectively, including induction of new Members and a commitment to the continued professional development of Members;
- direct the Trustees, where deemed appropriate, to take a specific action where Trustees are unable or unwilling to act in the best interests of the Trust;
- meet once a term and at the Annual General Meeting (AGM) in each academic year.

Overall, Members have limited practical involvement in the management of the Trust and will be more involved at a strategic level.

2. Purpose of the Members' Board: Specific Powers & Functions reserved to the Members

- To review and amend the Articles of Association of the Trust as and when required;
- To change the Objects of the Trust as set out in the Articles of Association (which would require Charity Commission and Secretary of State consent);
- To step in if governance in the Trust is failing;
- To change the name of the Trust;
- To change the structure of the Trust Board;
- To appoint (and where necessary remove) one or more Trustees to the Trust Board in accordance with the Trust's Articles of Association;
- To appoint (and where necessary remove) Members when required;
- To appoint (and where necessary remove) external independent auditors to the Trust;
- To receive an annual report from the Trustees and the Chief Executive Officer (CEO) on the Trust's performance;
- To receive an annual report from the Trustees and the CEO on standards within the Trust (at the AGM), and to pay particular attention to the governance statement within the annual report;
- To wind up the Trust.

3. Expectations of Greensand MAT Members

Members are required to:

- follow the Seven Principles of Public Life (referred to as "the Nolan Principles" and set out in **Annex 2**);
- comply with the Trust's Articles of Association, these Terms of Reference, the Scheme of Delegation and the Financial Scheme of Delegation;
- ensure they understand their duties, rights and responsibilities, and that they are familiar with the function and role of the Trust;
- act in the best interests of the Trust;
- keep themselves informed about how the Trust Board is performing, and have an awareness of when they may need to exercise their powers to ensure effective governance within the Trust;
- not misuse information gained in the course of their membership for personal gain, nor seek to use the opportunity of service to promote their private interests or those of connected persons, firms, businesses or other organisations;
- participate actively in the induction process and any relevant training;
- nominate a Chair or Co-Chairs to chair Members' Board meetings.

4. Provision of Information to Members

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

- the minutes of all Trust Board meetings, including minutes from Committees of the Trust Board;
- the Annual Accounts and Annual Return which are submitted to Companies House on behalf of the Trust (N.B. Members only have the right to *receive* the accounts, not to approve them);
- the annual report from the Trustees and the termly reports of the CEO on the Trust's performance and the Trust's standards;
- the termly reports of the School Committees, Trust Board and Central Committees;
- other additional information as the Members may require to enable them to carry out their 'guardianship' role e.g. financial updates, details of any safeguarding, health and safety, building works or site issues, report on the development of the ethos and values etc.

Members will have the opportunity to discuss any matters contained in the information provided and ask questions of the Trust Board and Chair of Trustees.

The Trustees will keep the Members updated on fundamental issues relating to the running of the Trust, including:

- Any litigation involving members of staff (i.e. court proceedings/tribunal proceedings/criminal prosecutions) and, in particular, any which might reflect adversely on the 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 balanced curriculum which the Trust is under a duty to offer;
- Details of any Ofsted Inspections and other related external monitoring of the Trust or the schools within it;
- Resignation or the appointment of the CEO or Finance & Operations Director of the Trust;
- Vacancies arising on the Trust Board for which the Members have responsibility.

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.

5. Conducting Members' business

It is an expectation of the Trust that Members will have:

- A commitment to the Trust and its objectives, ethos and values;
- A willingness to devote the necessary time and effort to Trust business;
- Effective communication skills and a willingness to ensure effective communication between the schools within the Trust;
- An ability to hold others to account for their professional practice;
- Good independent judgement;
- An understanding and acceptance of the legal duties, responsibilities and liabilities of Members within company and charitable law.

Review of Terms of Reference

The Members' Board will review these Terms of Reference annually.

Date reviewed and adopted by the Members' Board: 11 November 2026

Date of next review: November 2027

Annex 1

The Purpose of Governance

The Academy Trusts: Governance Guide sets out that the purpose of governance is to provide:

i) **Strategic leadership of the Trust, including**: setting, implementing and championing a clear Trust strategy; reviewing progress against the strategy; establishing a high performing governance;

ii) **Accountability & assurance, including:** holding leaders to account for implementation of Trust strategy, pupil, staff & financial performance; compliance with statutory and contractual requirements; risk management and assurance; and

iii) **Strategic Engagement, including:** EDI; oversight of strategic relationships with external stakeholders; creating and embedding a positive and collaborative culture and values across the Trust; transparent governance.

Annex 2

The Seven Principles of Public Life set out by the Government Committee on Standards in Public Life ("the Nolan Principles")

1. **Selflessness**: Holders of public office should act solely in terms of the public interest.

2. **Integrity**: Holders of public office must avoid placing themselves under any obligation to people or organisations that might try inappropriately to influence them in their work. They should not act or take decisions in order to gain financial or other material benefits for themselves, their family, or their friends. They must declare and resolve any interests and relationships.

3. **Objectivity**: Holders of public office must act and take decisions impartially, fairly and on merit, using the best evidence and without discrimination or bias.

4. **Accountability**: Holders of public office are accountable to the public for their decisions and actions and must submit themselves to the scrutiny necessary to ensure this.

5. **Openness**: Holders of public office should act and take decisions in an open and transparent manner. Information should not be withheld from the public unless there are clear and lawful reasons for so doing.

6. **Honesty**: Holders of public office should be truthful.

7. **Leadership**: Holders of public office should exhibit these principles in their own behaviour. They should actively promote and robustly support the principles and be willing to challenge poor behaviour wherever it occurs.

The Members also recognise and support the principles set out in the charity governance code.