

Appointments to Academy Trusts in the Diocese of Chester

Members

Directors

Local Governing Bodies

# Introduction

There are two types of appointment made within Single Academy Trusts (SAT) or very small MATs and three types of Diocesan appointments involved in Multi-Academy Trusts (MAT):

(1) DBE appointed Members - Members establish the Trust and set out its constitution through signing its memorandum and articles of association. They can appoint and dismiss directors;

(2) Director appointments - Directors sit on the Board of Directors of the multi-academy trust. The Board of Directors have responsibilities in respect of all of the academies in the academy trust (including those which are not Church of England academies).

(3) DBE Local Governor appointments — DBE Local Governors sit on the Local Governing Body of a Church of England academy within a multi-academy trust. They may be appointed by the DBE or Directors with approval of the DBE Corporate Member. They have responsibilities in respect of their specific academy under powers delegated to the Local Governing Body by the Board of Directors and will be expected to have particular regard to the church foundation and Christian ethos of their academy.

While there are strong similarities between the core functions and skills required to govern both maintained schools and academies, the legal framework within which governance operates in an academy and the consequent levels of governor accountability are fundamentally different from those of local authority maintained schools. Academies are state funded schools that are independent of local authority control. They are set up under education, charity and company law as charitable companies limited by guarantee. This means that, in addition to carrying out the normal governance functions, directors are also directors of the academy company and trustees of the charity (the DFE generally uses the term trustees but in the diocese we use directors to avoid confusion with the trustees who own the land on which the school sits).

The governance structure for each academy trust is set out in its Memorandum and Articles of Association. There are important differences between governance arrangements in a Single Academy Trust (SAT) and in a Multi-Academy Trust (MAT) which have a bearing on how appointments are made.

All academy trusts (SATs and MATs) have a small number of company members, which, in the case of Church of England academies, will include representatives of the Diocesan Board of Education. This is a non-executive body, whose key responsibilities will include the appointment of some or all of the directors of the Trust.

The Trust Board will be responsible and accountable for:

* setting the strategic direction of the Trust;
* ensuring the quality of educational provision;
* challenging and monitoring the performance of every academy;
* ensuring good financial health and probity across the Trust;

It may be supported in this by local governing bodies (LGBs) in each of the member academies, to which certain of the day-to-day governance functions may be formally delegated. The composition of the LGB and the functions which are delegated to it are set out in the Trust Board’s scheme of delegation for each of the academies in the MAT. Those who serve on LGBs are not directors of the company, do not operate across the MAT as a whole and do not carry the same level of responsibility and accountability as those who serve on the Trust Board. Where a Church of England MAT includes both church and non-church academies, not all of the LGBs of MAT academies will include church-appointed governors, and members of the Trust Board will need to be mindful of the different character of all of the schools they govern.

It is essential that all of those who serve on trust boards or LGBs have the skills, commitment and time that are required to carry out their role. However, nominating/appointing bodies should be aware of the difference in the demands made of trust boards as opposed to LGBs and should take care to ensure that the right appointments are made at the right level.

It is important that those appointed understand the difference in role between a Member, Director and Local Governor and what their particular role is.

All Members and Directors should familiarise themselves with the Memorandum and Articles for their Trust (these will be based on the Church model documents which can be found on the gov.uk website). The scheme of Delegation should also be well known by all involved in the governance of any MAT.

The importance of effective Christian governance in our church schools, especially if they sit within a Multi-Academy Trust cannot be underestimated. We would therefore urge all churches to look at governance as a form of Christian service, ensuring God’s love is shared with the young people of the local community through church academies.

# Members

Members of a company limited by guarantee (like the 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.

Members have limited but important powers under the Articles. These include the right to wind up the Academy Trust, amend the Articles, change the name of the company, appoint other Members and appoint and remove one or more Directors. However, Members should not interfere with the day to day operation of the Trust or any school or approach Directors or the Headteacher on an individual basis in their role as a Member.

The Academy Trust must have at least three Members (the DFE prefer 5), one of whom must always be the Chair of the Directors, the DBE will also be a corporate Member. Where a voluntary aided school decides to convert to Academy status, the Diocesan Board of Education (DBE) or Diocesan Corporate Member will appoint the majority of the Members. The DBE corporate will be represented at meetings by either the Diocesan Director of Education (or other officer) or a person appointed to that role following the process set out for DBE appointed Members. If the person is not a member or officer of the DBE, it must have confidence that the person will accurately represent the views of the DBE and will expect the Member to follow the appointments procedure set out in this document and any guidance issued.

Members share equally the responsibility of being a ‘guardian’ of the Academy Trust. Whilst the Directors will manage the business of the Academy Trust and exercise all the powers of the Academy Trust on a day to day basis, the Directors are ultimately accountable to the Members for this.

In general terms, the responsibilities of a Church of England Member of an Academy Trust are to:

* Be a ‘guardian’ of the Academy Trust;
* Ensure that the Academy Trust is acting within its Objects as set out in the Articles;
* Safeguard and promote the values of the Academy Trust and its Christian ethos;
* Support the Academy 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.
* Appoint (and where necessary remove) one or more Directors of the Academy Trust. In a Trust that is based on the Voluntary Aided (majority) model, the Members appoint the majority of Directors. It is imperative that Members ensure Directors appointed are able to fulfil the Christian foundation of the Trust in addition to having skills needed by the Board.

The Members of an Academy Trust will generally meet at least once a year at an Annual General Meeting (AGM), with others choosing to meet more often.

During the course of the year, it would be appropriate for the Directors to keep the Members up-dated on fundamental issues relating to the running of the Academy Trust.

These might include:

* Vacancies arising on the Board for which the Members have responsibility.
* 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 balanced curriculum which the Academy Trust is under a duty to offer;
* Resignation of the CEO or other senior central trust staff;
* Details of any Ofsted / SIAMS Inspections and other related external monitoring;
* Resignation or the appointment of a Headteacher or Executive Headteacher;

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 Directors to alert them and/or to convene a meeting if appropriate.

**Expectations of Members**

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

* An understanding of the doctrines and tenets of the Church of England and the importance of Church of England schools to the mission of the Church;
* A commitment to the Academy Trust and its Objects including the Christian character and ethos of the Academy Trust;
* A willingness to devote the necessary time and effort to Academy Trust business;
* Effective communication skills and a willingness to ensure effective communication between the DBE (through the DDE) and the Academy Trust;
* An ability to hold others to account for their professional practice;
* Good independent judgment;
* An understanding and acceptance of the legal duties, responsibilities and liabilities of Members within company and charitable law;
* A commitment to following DBE procedure and guidance in order to ensure the church status of each church academy is strengthened.
* An ability to ensure confidentiality and act at all times with integrity.

# Appointment process - Members

For both DBE Corporate Member (if not the DDE) and DBE/DBE Corporate Member appointed Members

# Academy Trust MemberApplication Form

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| **Name of Academy Trust:** |  |
| **Type of Member (please delete as appropriate)** | DBE/DBE Corporate Member appointedDBE Corporate representative |
| **Name:** |  |
| **Address:** |  |
| **E-mail:** |  |
| **Occupation:** |  |
| **Relevant Skills and experience:** (eg education, management, corporate governance etc) |
|  |
| **Place of worship:** |  |
| **Worship leader Email:** |  |
| **Data Information** The information that you provide on this form will be held on a computerised database maintained by the Chester Diocesan Board of Education. Your application form will be retained in electronic form on a secure server for the time that you are in office.  |
| **Office use only** |
| Worship leader contacted | Date of DBE agreement | Chair of Board informed | Database updated |
|  |  |  |  |

Member Declaration (to be completed by applicant)

I confirm that:

(a) I am committed to:

* making an effective contribution to the success of the Multi Academy Trust; and
* ensuring that the Christian character of the Church of England academies within the Multi Academy Trust are secured, preserved and developed; and

(b) I will ensure that DBE policy and procedure is followed and challenge any decisions that may be at odds with it;

(c) I consent to the information provided on this form being retained and processed by the Multi Academy Trust and others involved in the appointment process, for the purposes of determining my suitability for the role, for subsequent quality assurance and monitoring purposes and for all other purposes reasonably associated with such use.

Signed: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Date: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Name: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Please take time to make sure that the information given on this form is true and complete. In the event that you are appointed, any inaccurate or misleading information may lead to your removal.

# Directors

In all Academy Trusts, the individuals appointed to make strategic decisions about the day to day running of the company have three names:

* They are Directors - because the Academy Trust is a company;
* They are Trustees - because the Academy Trust is a charity; and,
* They are Governors - because the Academy Trust is responsible for running the school(s)

This can be very confusing as the documentation used to set up the Academy Trust and the Department for Education guidance for Academies uses these three titles interchangeably, depending on the context. For the purposes of this document, we shall refer to the Directors/Trustees/ Governors of an Academy Trust as ‘Directors’.

Directors are made up of a diverse range of individuals. The Members will always appoint one or more Directors. Others might be elected by parents or staff; co-opted by the Board of Directors; or appointed by the DBE or DBE Corporate Member where the DBE does not appoint the majority of Members. The Articles will stipulate the number and types of Directors which the Academy Trust should have.

The Directors come together to form the Board of Directors (‘Board’), sometimes also referred to as the Board of Trustees. The Chair of the Board of Directors will become a Member of the Academy Trust.

In academies that are based on the voluntary aided (majority) model, the Members appoint the majority of Directors; in academies set up on the voluntary controlled (minority) model the DBE or DBE corporate Member appoints a minority (up to 25%) of Directors. The DBE expects Members of Academy Trusts to follow this appointments procedure when appointing Directors to ensure that the Christian foundation of the Trust is upheld.

Throughout this process the Diocesan Director of Education may choose to interview proposed Directors prior to actioning the application to ensure they are able to uphold the Christian foundation of the church academies within the Trust.

**Expectations of DBE appointed or approved Directors**

It is an expectation of the DBE that Foundation Directors will have:

* An understanding of the doctrines and tenets of the Church of England and the importance of Church of England schools to the mission of the Church;
* A commitment to the Academy Trust and its Objects including the Christian character and ethos of the Academy Trust;
* A willingness to devote the necessary time and effort to Academy Trust business;
* Effective communication skills and a willingness to ensure effective communication between the DBE (through the DDE) and the Academy Trust;
* An ability to hold others to account for their professional practice;
* Good independent judgment;
* An understanding and acceptance of the legal duties, responsibilities and liabilities of Directors within company and charitable law.
* A commitment to attend Diocesan and other training in order to develop skills and knowledge;
* A commitment to following DBE policy and procedure;
* An ability to ensure confidentiality and act at all times with integrity.

# Process for appointment of DBE/DBE Corporate Member appointed Director (minority model)

# Process for appointment of Directors by Members (where the Members appoint the majority of Directors) approved by the DBE/DBE Corporate Members

# Academy Trust DirectorApplication Form

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| Name of Academy Trust |  |

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| Name: |  |
| Address: |  |
| Email: |  |
| Tel: |  |

Why do you wish to be a member of the Board of Directors?

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| Have you experience of being a school governor or director? |  YES / NO |

If ‘yes’, please give details and any particular experience (such as chairing subcommittees)

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**For those standing to be re-appointed – please indicate what you feel your impact has been during your term of office and the evidence for this:**

**[A] Skills required by all**

* A commitment to the education and personal development of children
* An commitment to support the Church foundation of the church schools/academies
* A commitment to give time to the Trust in terms of attendance at meetings, preparation for meetings, and attendance at training
* Good interpersonal skills
* The ability to work as part of a team
* The ability to plan carefully and manage time
* The confidence to ask challenging questions and hold professionals to account
* The ability to think and act strategically
* A commitment to supporting multiple schools/academies within a Multi-Academy Trust (for appointment to a MAT Board)

Please comment in the box below on any skills listed above in that you feel you have:

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**[B] Knowledge or experience in some of these areas:**

* Current education legislation
* Operation of academies
* Financial procedures
* Charity and company law
* Determining best value
* Data analysis and statistics
* Human resources/personnel
* **Church school ethos (Please ensure this area is referenced in your response)**
* Christian worship
* Religious Education
* The Denominational inspection process
* The Ofsted inspection process
* Curriculum
* Special Educational Needs
* Safeguarding
* Early Years’ Education
* Self-evaluation and the ability to assess impact
* Project management
* Performance management and appraisal
* ICT
* Communication
* School buildings and maintenance
* The ability to chair effective meetings

Please comment in the box below on any knowledge, experience or training in the areas listed above:

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***Please continue on a separate sheet if required***

Are you employed by the Academy Trust or any schools/academies within it?  **YES/NO**

If YES, what is your role?

Do you have any other personal or business links with the Academy Trust or any schools/academies within it?

 If YES please could you give brief details

**Data Information** The information that you provide on this form will be held on a computerised database maintained by the Chester Diocesan Board of Education. Your application form will be retained in electronic form on a secure server for the time that you are in office.

Director Declaration (to be completed by applicant)

It is important that you understand the role of a Director/Trustee of a Multi Academy Trust before agreeing to be put forward for appointment. Please therefore make sure you have spoken to the Chair of the Board of Directors/Trustees regarding what’s required of you.

I confirm that:

(a) I am committed to:

* making an effective contribution to the governance and success of the Multi Academy Trust; and
* ensuring that the Christian character of the Church of England academies within the Multi Academy Trust are secured, preserved and developed; and
* Respecting the non-designated status of any non-Church of England academies within the Multi Academy Trust.

(b) I am eligible to become a Director/Trustee of the Multi Academy Trust (please refer to eligibility requirements as set out in the academy articles);

(c) In the event that my application is accepted, I am aware that my appointment will be subject to me passing the relevant vetting checks and my agreement to information being published by me as set out in the enclosed information.

(d) I will ensure that DBE policy and procedure is followed and challenge any decisions that may be at odds with it;

(e) I consent to the information provided on this form being retained and processed by the Multi Academy Trust and others involved in the appointment process, for the purposes of determining my suitability for the role, for subsequent quality assurance and monitoring purposes and for all other purposes reasonably associated with such use.

Signed: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Date: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Name: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Please take time to make sure that the information given on this form is true and complete. In the event that you are appointed, any inaccurate or misleading information may lead to your removal.

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# Faith Reference

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| **Academy Trust:**  |

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| **Name of Director** whose term of office is expiring if any |  |
| **Director Type (please delete as appropriate)**  | DBE/DBE Corporate Member appointedMember appointed (DBE approved)  |
| **Date** of end of term of office if any |  |

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| **Proposed Director** |
| **Name** *(including Title)*: |
| **Address** *(including postcode):* |
| **Church Involvement**Which Church does the nominee attend?Is the nominee “regular and supportive”?Worship leader’s confirmation | **YES / NO** **Signed:****Role:**  |

# Local Governing Bodies

In Multi Academy Trusts, each Academy may have its own ‘Local Governing Body’ (‘LGB’) or ‘Advisory Body’. These have a similar status to committees of a maintained Governing Body and the only powers they have are those that are delegated to them by the Board of Directors. The ability to delegate additional responsibilities or remove responsibilities is not static and the level of delegation can be reviewed to meet changing circumstances. For example, if a school was judged by Ofsted to be ‘Good’ after previously being judged ‘Inadequate’, it might be appropriate for the LGB to be given more delegated powers by the Board.

Individuals serving on an LGB or Advisory Body may or may not be Directors of the Academy Trust.

The LGB should reflect the prior status of the school (eg Voluntary Aided, Voluntary Controlled or Community). Academies that were previously Voluntary Controlled must have at least 2 and no more than 25% of their LGB appointed by the DBE or the Directors following approval of the DBE Corporate Member; previous community schools will not have any governors appointed by the DBE or local church; previous Voluntary Aided schools will have all of the LGB appointed by the Directors with the approval of the DBE or DBE Corporate Member (except for elected parents). It would be the expectation that appointments should be done in consultation with the local parish.

**Expectations of DBE appointed Local Governors**

It is an expectation of the DBE that Local Governors will have:

* An understanding of the doctrines and tenets of the Church of England and the importance of Church of England schools to the mission of the Church;
* A commitment to the Academy Trust and its Objects including the Christian character and ethos of the Academy Trust;
* A commitment to the Christian character and ethos of the academy they oversee;
* A willingness to devote the necessary time and effort to academy business;
* Effective communication skills and a willingness to ensure effective communication between the DBE and the Academy Trust;
* An ability to hold others to account for their professional practice;
* Good independent judgment;
* An understanding of the role of the LGB within the Trust;
* A commitment to attend Diocesan and other training in order to develop skills and knowledge;
* A commitment to following DBE policy and procedure;
* A ability to ensure confidentiality and act at all times with integrity.

# Process for appointment of LGB Members (both appointed and approved by the DBE/DBE Corporate Member)

# chester_diocese_logo_colour_smallLocal Governing Body Application form

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| Name of Academy Trust |  |

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| --- | --- |
| Name of Academy (School) |  |

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| --- | --- |
| Name: |  |
| Address: |  |
| Email: |  |
| Tel: |  |

Why do you wish to be a member of the Local Governing Body?

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| Have you experience of being a school governor? |  YES / NO |

If ‘yes’, please give details and any particular experience (such as chairing subcommittees)

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**For those standing to be re-appointed please indicate what you feel your impact has been during your term of office and the evidence for this:**

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**[A] Skills required by all**

* A commitment to the education and personal development of children
* An commitment to support the Church foundation of the school/academy
* A commitment to give time to the school/academy in terms of attendance at meetings, preparation for meetings, visiting the school and attendance at training
* Good interpersonal skills
* The ability to work as part of a team
* The ability to plan carefully and manage time
* The confidence to ask challenging questions and hold professionals to account

Please comment in the box below on any skills listed above in that you feel you have

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**[B] Knowledge or experience in some of these areas:**

* **Church school ethos (Please ensure this area is referenced in your response)**
* Current education legislation
* Curriculum
* Christian worship
* Religious Education
* Special Educational Needs
* Safeguarding
* Early Years’ Education
* Self-evaluation and the ability to assess impact
* Data analysis and statistics
* The Ofsted inspection process
* The Denominational inspection process
* Project management
* Financial procedures
* Determining best value
* Human resources/personnel
* Performance management and appraisal
* ICT
* Communication
* School buildings and maintenance
* The ability to chair effective meetings

Please comment in the box below on any of the knowledge, experience or training you may have in the areas listed above.

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***Please continue on a separate sheet if required***

Are you employed at the school/academy?  **YES/NO**

If YES, what is your role?

Are you a parent of a child currently in the school? **YES/NO**

**Data Protection Information** The information that you provide on this form will be held on a computerised database maintained by the DBE (Diocese of Chester). Your data will be used in accordance with the principles set out in the Data Protection Act 1998 which protects the right to the privacy of individuals whose personal details are held by a data controller.



Local Governing Body Member Declaration (to be completed by applicant)

It is important that you understand the role of an LGB Member in a Multi Academy Trust before agreeing to be put forward for appointment. Please therefore make sure you have spoken to the Chair of the Local Governing Body regarding what’s required of you.

I confirm that:

(a) I am committed to:

* making an effective contribution to the governance and success of the school within the Multi Academy Trust; and
* ensuring that the Christian character of this Church of England academy within the Multi Academy Trust is secured, preserved and developed.

 (b) I am eligible to become a Local Governor.

(c) In the event that my application is accepted, I am aware that my appointment will be subject to me passing the relevant vetting checks and my agreement to information being published by me as set out in the enclosed information.

(d) I will ensure that DBE policy and procedure is followed and challenge any decisions that may be at odds with it;

(e) I consent to the information provided on this form being retained and processed by the Multi Academy Trust and others involved in the appointment process, for the purposes of determining my suitability for the role, for subsequent quality assurance and monitoring purposes and for all other purposes reasonably associated with such use.

Signed: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Date: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Please take time to make sure that the information given on this form is true and complete. In the event that you are appointed, any inaccurate or misleading information may lead to your removal.

# Faith Reference

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| **School/Academy:** **Name of Academy Trust:** |

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| --- | --- |
| **Name of Local Governor** whose term of office is expiring |  |
| **Type of Governor** (Please delete as appropriate) | DBEBoard appointed DBE/DBE Corporate Body approved |
| **Date** of end of term of office |  |

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| --- |
| **Applicant. Please complete this even if it is a reappointment** |
| **Name** *(including Title)***:** |
| **Address** *(including postcode):* |
| **Church Involvement**Which Church does the nominee/governor attend?Is the nominee “regular and supportive”? | **YES / NO**  |
| Worship leader’s confirmation:**Signed:****Role:** |

**Skills audit (may be used alongside the NGA audit)**

We recommend the use of the National Governors’ Association (NGA) skills audit which can be found at the following link <http://www.nga.org.uk/getattachment/Guidance/Workings-Of-The-Governing-Body/Governance-Tools/Skills-Audit/NGA_Skills_Audit-FINAL.pdf.aspx> with the following additional questions that are specifically relevant to church schools and can be added to the NGA audit:

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| --- | --- |
| **Experience, skills and other attributes** | Level of experience/skill: rate on scale of 1 (none) to 5 (extensive)  |
| **Additional Skills for governors of Church Schools** | 1 | 2 | 3 | 4 | 5 |
| Knowledge of the expectations of church school distinctiveness |  |  |  |  |  |
| Understanding of the distinctive ethos and vision for this school |  |  |  |  |  |
| Experience/knowledge of the SIAMS framework |  |  |  |  |  |
| Understanding of collective worship in a church school |  |  |  |  |  |
| Experience of Christian worship |  |  |  |  |  |
| Understanding of the traditions and structure of the Church of England |  |  |  |  |  |
| Knowledge of RE and its role in the church school curriculum |  |  |  |  |  |
| Understanding of the different categories of church schools and its impact on this school |  |  |  |  |  |
| Experience of developing church/school links |  |  |  |  |  |
| Knowledge of the local church and parish |  |  |  |  |  |