

## **ACADEMY STRUCTURE PRECIS**

### **Howard Junior School**

Academy Trusts (as charitable companies limited by guarantee) have two layers of governance: the members of the Trust, who operate at a strategic level (they are the owners of the company, rather like shareholders) and the governors (who together make up the governing body) who have the responsibilities delegated to them by the Academy Trust. The constitution is set out in the Articles of Association which are agreed with the Secretary of State.

#### **MEMBERS**

There is a requirement for at least 3 members including the Chair. They are normally experienced governors or individuals with education knowledge and experience. The Headteacher is not normally allowed to be one. Four is a better number because some decisions need to be passed by what is known as a special resolution and that requires a 75% majority. With 4 members one can vote against and the special resolution still be passed. With 3 members all would have to agree as two would only produce 66%.

NOTE:- The Secretary of State can appoint a member in respect of failing academies.

The Members have the right from time to time by written notice to remove any Member appointed by them and to appoint a replacement Member to fill a vacancy whether resulting from such removal or otherwise.

Membership of the Academy Trust will terminate automatically if:-

- a) a Member (which is a corporate entity) ceases to exist and is not replaced by a successor institution;
- b) a Member (which is an individual) dies or becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs; or
- c) a Member becomes insolvent or makes any arrangement or composition with that Member's creditors generally.

Every person nominated to be a Member of the Academy Trust shall either sign a

written consent to become a Member or sign the register of Members on becoming a Member.

Any individual (but not corporate) Member may resign provided that after such resignation the number of Members is not less than three. A Member shall cease to be a Member immediately on the receipt by the Academy Trust of a notice in writing signed by the person or persons entitled to remove him or her provided that no such notice shall take effect when the number of Members is less than three unless it contains or is accompanied by the appointment of a replacement Member.

### **GOVERNORS/DIRECTORS/TRUSTEES**

The Members can decide how many Governors/Directors/Trustees they wish to appoint. The balance (if any) will be appointed by the GB other than staff and parent governors who are elected.

The number of Governors is not subject to a maximum but there must be at least 3.

#### **Staff Governors**

The Members may appoint any number of Staff Governors, through such process as they decide, provided that the total number of Governors (including the Principal) who are employees of the Academy Trust does not exceed one third of the total number of Governors

#### **Parent Governors**

The Academy must have a minimum of 2 elected Parent Governors:-

- These are elected by parents of registered pupils at the Academy and a Parent Governor must be a parent of a pupil at the Academy at the time when he or she is elected.
- The Governing Body need to determine the rules relating to the election of Parent Governors.
- Any election of Parent Governors which is contested has to be held by secret ballot.

- Every person who is entitled to vote in the election must have an opportunity to do so by post or, if he or she prefers, by having his or her ballot paper returned to the Academy Trust by a registered pupil at the Academy.
- Where a vacancy is required to be filled by an election, the Governing Body is required to take such steps as are reasonably practical to secure that every person who is known to them to be a parent of a registered pupil at the Academy is informed of the vacancy and that it is required to be filled by election. Such parent should be informed that he is entitled to stand as a candidate, and vote at the election, and given an opportunity to do so.
- The number of Parent Governors required can be made up by Parent Governors appointed by the Governing Body if the number of parents standing for election is less than the number of vacancies.
- In appointing a Parent Governor the Governing Body is required to appoint a person who is the parent of a registered pupil at the Academy; or where it is not reasonably practical to do so, a person who is the parent of a child of compulsory school age.

### **LA Governor**

The LA are able to appoint a Governor if they so wish. Most don't bother but it is worth checking with your LA.

### **The Principal**

The Headteacher is automatically a Governor ex officio (by virtue of his office).

### **Additional Governors**

The Secretary of State may give a warning notice to the Academy where he is satisfied—

- i) that the standards of performance of pupils at the Academy are unacceptably low, or
- ii) that there has been a serious breakdown in the way the

Academy is managed or governed, or

- iii) that the safety of pupils or staff of the Academy is threatened (whether by a breakdown of discipline or otherwise).

The Secretary of State may thereafter appoint such Additional Governors as he thinks fit and the Governors have failed to comply, or secure compliance, with the warning notice to the Secretary of State's satisfaction within the compliance period.

He may also appoint such Additional Governors where following an Inspection by the Chief Inspector in accordance with the Education Act 2005 (an "Inspection") the Academy Trust receives an Ofsted grading which amounts to a drop, either from one Inspection to the next Inspection or between any two Inspections carried out within a 5 year period, of two Ofsted grades.

Within 5 days of the Secretary of State appointing any Additional or Further Governors any other appointed Governors and holding office immediately preceding the appointment of such Governors, shall resign immediately and the Members' power to appoint Governors shall remain suspended until the Secretary of State removes one or more of the Additional or Further Governors.

### **Further Governors**

The Secretary of State can also appoint such Further Governors as he thinks fit if a Special Measures Termination Event (as defined in the Funding Agreement) occurs in respect of the Academy.

### **Co-opted Governors**

The Governors appointed by the Members may also appoint Co-opted Governors for such term (not exceeding four years) and otherwise upon such conditions as they think fit. A 'Co-opted Governor' means a person who is appointed to be a Governor by being Co-opted by Governors who have not themselves been so appointed. The Governors may not co-opt an employee of the Academy Trust as a Co-opted Governor if thereby the number of Governors who are employees of the Academy Trust would exceed one third of the total number of Governors (including the Principal).

## **TERM OF OFFICE**

The term of office for any Governor other than Co-opted Governors is 4 years, however this time limit does not apply to the Principal. Subject to remaining eligible to be a particular type of Governor, any Governor can be re-appointed or re-elected.

## **RESIGNATION AND REMOVAL**

A Governor shall cease to hold office if he resigns his office by notice to the Academy Trust (but only if at least three Governors will remain in office when the notice of resignation is to take effect).

A Governor shall cease to hold office if he is removed by the person or persons who appointed him. This does not apply in respect of a Parent Governor.

Where a Governor resigns his office or is removed from office, the Governor or, where he is removed from office, those removing him, shall give written notice thereof to the Secretary.

## **DISQUALIFICATION OF GOVERNORS**

A Governor needs to be 18 or over at the date of his election or appointment.

A Governor shall cease to hold office if he becomes incapable by reason of mental disorder, illness or injury of managing or administering his own affairs.

A Governor shall cease to hold office if he is absent without the permission of the Governors from all their meetings held within a period of six months and the Governors resolve that his office be vacated.

A person shall be disqualified from holding or continuing to hold office as a Governor if:-

- a) his estate has been sequestrated and the sequestration has not been discharged, annulled or reduced; or
- b) he is the subject of a bankruptcy restrictions order or an interim order.

A person shall be disqualified from holding or continuing to hold office as a Governor

at any time when he is subject to a disqualification order or a disqualification undertaking under the Company Directors Disqualification Act 1986 or to an order made under section 429(2)(b) of the Insolvency Act 1986 (failure to pay under county court administration order).

A Governor shall cease to hold office if he ceases to be a Governor by virtue of any provision in the Companies Act 2006 or is disqualified from acting as a trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision).

A person shall be disqualified from holding or continuing to hold office as a Governor if he has been removed from the office of charity trustee or trustee for a charity by an order made by the Charity Commission or the High Court on the grounds of any misconduct or mismanagement in the administration of the charity for which he was responsible or to which he was privy, or which he by his conduct contributed to or facilitated.

A person shall be disqualified from holding or from continuing to hold office as a Governor at any time when he is:

- a) included in the list kept by the Secretary of State under section 1 of the Protection of Children Act 1999; or
- b) disqualified from working with children in accordance with Section 35 of the Criminal Justice and Court Services Act 2000; or
- c) barred from regulated activity relating to children (within the meaning of section 3(2) of the Safeguarding Vulnerable Groups Act 2006)

A person shall be disqualified from holding or continuing to hold office as a Governor if he is a person in respect of whom a direction has been made under section 142 of the Education Act 2002 or is subject to any prohibition or restriction which takes effect as if contained in such a direction.

A person shall be disqualified from holding or continuing to hold office as a Governor where he has, at any time, been convicted of any criminal offence, excluding any that have been spent under the Rehabilitation of Offenders Act 1974 as amended, and

excluding any offence for which the maximum sentence is a fine or a lesser sentence except where a person has been convicted of any offence which falls under section 72 of the Charities Act 1993.

After the Academy has opened, a person shall be disqualified from holding or continuing to hold office as a Governor if he has not provided to the chairman of the Governors a criminal records certificate at an enhanced disclosure level under section 113B of the Police Act 1997. In the event that the certificate discloses any information which would in the opinion of either the chairman or the Principal confirm their unsuitability to work with children that person shall be disqualified. If a dispute arises as to whether a person shall be disqualified, a referral shall be made to the Secretary of State to determine the matter. The determination of the Secretary of State shall be final.

#### **SECRETARY TO THE GOVERNORS**

The Secretary shall be appointed by the Governors for such term, at such remuneration and upon such conditions as we think fit; and any Secretary so appointed may be removed by them. The Secretary shall not be a Governor or a Principal. The Governors may, where the Secretary fails to attend a meeting of theirs, appoint any one of their number or any other person to act as Secretary for the purposes of that meeting.

#### **CHAIRMAN AND VICE-CHAIRMAN OF THE GOVERNORS**

The Governors shall each school year, at their first meeting in that year, elect a chairman and a vice-chairman from among their number. A Governor who is employed by the Academy Trust is not eligible for election as chairman or vice-chairman. The chairman or vice-chairman may at any time resign his office by giving notice in writing to the Secretary. The chairman or vice-chairman ceases to hold office if he:-

- a) he ceases to be a Governor;
- b) he is employed by the Academy Trust;
- c) he is removed from office in accordance with these Articles; or

- b) in the case of the vice-chairman, he is elected in accordance with these Articles to fill a vacancy in the office of chairman.

Where a vacancy arises in the office of chairman or vice-chairman, the Governors must at their next meeting elect one of their number to fill that vacancy.

Where the chairman is absent from any meeting or there is at the time a vacancy in the office of the chairman, the vice-chairman shall act as the chair for the purposes of the meeting. If the vice chair is also absent, the Governors shall elect one of their number to act as a chairman for the purposes of that meeting, provided that the Governor elected shall not be a person who is employed by the Academy Trust.

The Secretary shall act as chairman during that part of any meeting at which the chairman is elected. Any election of the chairman or vice-chairman which is contested shall be held by secret ballot.

The Governors may remove the chairman or vice-chairman from office in accordance with these Articles.

A resolution to remove the chairman or vice-chairman from office which is passed at a meeting of the Governors shall not have effect unless—

- a) it is confirmed by a resolution passed at a second meeting of the Governors held not less than fourteen days after the first meeting; and
- b) the matter of the chairman's or vice-chairman's removal from office is specified as an item of business on the agenda for each of those meetings.

Before the Governors resolve at the relevant meeting on whether to confirm the resolution to remove the chairman or vice-chairman from office, the Governor or Governors proposing his removal shall at that meeting state their reasons for doing so and the chairman or vice-chairman shall be given an opportunity to make a statement in response.

## **POWERS OF GOVERNORS**

The business of the Academy Trust shall be managed by the Governors who may

exercise all the powers of the Academy Trust. No alteration of the Articles and no such direction shall invalidate any prior act of the Governors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the Governors by the Articles and a meeting of Governors at which a quorum is present may exercise all the powers exercisable by the Governors.

The Governors shall have the following powers, namely:-

- a) to expend the funds of the Academy Trust in such manner as they shall consider most beneficial for the achievement of the Object and to invest in the name of the Academy Trust such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the Object; and
- b) to enter into contracts on behalf of the Academy Trust.

In the exercise of their powers and functions, the Governors may consider any advice given by the Principal and any other executive officer.

Any bank account in which any money of the Academy Trust is deposited shall be operated by the Governors in the name of the Academy Trust. All cheques and orders for the payment of money from such an account shall be signed by at least two signatories authorised by the Governors.