

Clerking in new contexts: academy trust board

Extract from 2021 model articles - MAT

Trustees

45. The number of Trustees shall be not less than three but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.
46. Subject to Articles 48-49 and 53, the Academy Trust shall have the following Trustees:
 - a. up to [x] Trustees, appointed under Article 50; [and]
 - b. [up to [x] Trustees appointed by the Foundation/Sponsor Body]; [and]
 - c. a minimum of two Parent Trustees elected or appointed under Articles 53-[56]/[56B] In the event that no Local Governing Bodies are established under Article 100a or if no provision is made for at least two Parent Local Governors on each established Local Governing Body pursuant to Article 101A
47. The Academy Trust may also have any Co-opted Trustee appointed under Article 58.
48. The first Trustees shall be those persons named in the statement delivered pursuant to sections 9 and 12 of the Companies Act 2006.
49. Future Trustees shall be appointed or elected, as the case may be, under these Articles. Where it is not possible for such a Trustee to be appointed or elected due to the fact that an Academy has not yet been established, then the relevant Article or part thereof shall not apply.

Appointment of Trustees

50. The Members may appoint by ordinary resolution up to [x] Trustees.
 - a. The Foundation/Sponsor Body may appoint Trustees through such process as it may determine.
 - b. The total number of Trustees including the Chief Executive Officer if they so choose to act as Trustee under Article [57] who are employees of the Academy Trust shall not exceed one third of the total number of Trustees.¹
51. Not used.
52. Not used.

¹ Whilst the members can decide whether to appoint the trust's CEO/Principal as a trustee, the Department's strong preference is for no other employees to serve as trustees in order to retain clear lines of accountability through the trust's single executive leader.

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Parent Trustees

- 53.** In circumstances where the Trustees have not appointed Local Governing Bodies in respect of the Academies as envisaged in Article 100a or if no provision is made for at least two Parent Local Governors on each established Local Governing Body pursuant to Article 101A there shall be a minimum of two Parent Trustees and otherwise such number as the Members shall decide who shall be appointed or elected in accordance with Articles 54 - 56.

Election of Parent Trustees and Parent Local Governors

- 54.** Parent Trustees and Parent Local Governors shall be elected or, if the number of Parents standing for election is less than the number of vacancies, appointed (in accordance with the terms of reference determined by the Trustees from time to time). The elected or appointed Parent Trustees must be a Parent of a registered pupil at one or more of the Academies at the time when they are elected or appointed. The elected (or, if the number of Parents standing for election is less than the number of vacancies, appointed) Parent Local Governors of the Local Governing Body must be a Parent of a registered pupil at one or more of the Academies overseen by the Local Governing Body at the time when they are elected or appointed.
- a. Not used
 - b. The number of Parent Trustees and Parent Local Governors required shall be made up by Parent Trustees and Parent Local Governors appointed by the Trustees if the number of Parents standing for election is less than the number of vacancies.
- 55.** The Trustees shall make all necessary arrangements for, and determine all other matters relating to, an election of the Parent Trustees or Parent Local Governors, including term dates and any question of whether a person is a Parent of a registered pupil at one of the Academies. Any election of the Parent Trustees or Parent Local Governors which is contested shall be held by secret ballot. For the purposes of any election of Parent Local Governors, any Parent of a registered pupil at the Academies overseen by the Local Governing Body shall be eligible to vote.
- 56.** In appointing a Parent Trustee or Parent Local Governor the Trustees shall appoint a person who is the Parent of a registered pupil at an Academy as described in Article 54; or where the Trustees are exercising their power to appoint a Parent Trustee or Parent Local Governor and it is not reasonably practical to appoint a Parent as described in Article 54 , then the Trustees

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may appoint a person who is the Parent of a child within the age range of at least one of the Academies or, in the case of an appointment to a Local Governing Body, the age range of at least one of the Academies overseen by that Local Governing Body.

Chief Executive Officer as Trustee

57. Providing that the Chief Executive Officer agrees so to act, the Members may by ordinary resolution appoint the Chief Executive Officer as a Trustee.²

Co-opted Trustees

58. The Trustees may appoint Co-opted Trustees. A 'Co-opted Trustee' means a person who is appointed to be a Trustee by being Co-opted by Trustees who have not themselves been so appointed. The Trustees may not co-opt an employee of the Academy Trust as a Co-opted Trustee if thereby the number of Trustees who are employees of the Academy Trust would exceed one third of the total number of Trustees including the Chief Executive Officer to the extent they are a Trustee.

59 – 63. Not used.

Term of office

59. The term of office for any Trustee shall be four years, save that:
- This time limit shall not apply to any post which is held ex officio.
 - The term of office may be shorter than four years for any Trustee except for Parent Trustees, if the Members (or in the case of a Co-opted Trustee, the Trustees) determine this at the time of appointment of such Trustee.

Subject to remaining eligible to be a particular type of Trustee, any Trustee may be re-appointed or re-elected.

² Members should carefully consider the benefits and risks of appointing the CEO/Principal as a trustee, seeking evidence to support their decisions. Any CEO/Principal serving as trustee should be excluded from discussions about salary and performance and others where there may be a conflict of interest. In accordance with their charitable duties, trustees must exercise independent judgement at all times, challenge proposals and seek evidence from a range of sources to support robust decision-making.