

Clerking in new contexts: academy trust board

Extract from 2021 model articles in a SAT

Trust

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]
 - d. The Academy Trust may also have any Co-opted Trustee appointed under Article 58.
47. The first Trustees shall be those persons named in the statement delivered pursuant to sections 9 and 12 of the Companies Act 2006.
48. 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

49. The Members may appoint by ordinary resolution up to [x] Trustees.
50. A. The Foundation/Sponsor Body may appoint Trustees through such process as it may determine.

B. The total number of Trustees including the principal 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.

Parent Trustees

53. Subject to Article 56A, the Parent Trustees shall be elected by Parents of registered pupils [at the Academy. A Parent Trustee must be a Parent of a

¹ Whilst the members can decide whether to appoint the trust's Principal (or CEO) 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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registered pupil at the Academy at the time when they are elected.

54. The Board of Trustees shall make all necessary arrangements for, and determine all other matters relating to, an election of Parent Trustees, including term dates and any question of whether a person is a Parent of a registered pupil at the Academy. Any election of Parent Trustees which is contested shall be held by secret ballot.
55. The arrangements made for the election of a Parent Trustee shall provide for every person who is entitled to vote in the election to have an opportunity to do so by post or, if they prefer, by having their ballot paper returned to the Academy Trust by a registered pupil at the Academy.
56. Where a vacancy for a Parent Trustee is required to be filled by election, the Board of Trustees shall 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, informed that they are entitled to stand as a candidate, and vote at the election, and given an opportunity to do so.
 - A. The number of Parent Trustees required shall be made up by Parent Trustees appointed by the Board of Trustees if the number of Parents standing for election is less than the number of vacancies.
 - B. In appointing a Parent Trustee the Board of Trustees shall 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 [above] compulsory school age.

Principal as Trustee

57. Providing that the Principal agrees so to act, the Members may by ordinary resolution appoint the Principal 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

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.

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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

60. The term of office for any Trustee shall be four years, save that:

A. This time limit shall not apply to any post which is held ex officio.

B. 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.