

3 November 2016

Dear

### **Appointment as Member of Hadrian Learning Trust**

I am writing to confirm your appointment as a Member of Hadrian Learning Trust (the **Trust**). I would be grateful if you could read this letter and return a signed copy confirming your acceptance of your appointment and the terms set out below.

#### **1. Appointment**

Your appointment commences on the date you countersign this letter and continues until terminated in accordance with the Trust's Articles of Association.

By accepting this appointment, you are:

- accepting the terms set in this letter and undertaking to use your rights as a Member to give full effect to this letter;
- confirming that you are able to fulfil your role and that you are not subject to restrictions or obligations which prevent you from acting as a Member and/or aware of any reasons which might bring the Trust into disrepute or damage its reputation by reason of you being a Member.

#### **2. Objects & Ethos**

The current objects and ethos of the Trust are encapsulated within statements annexed to this letter. Members will uphold the objects and ethos of the Trust.

While the Trustees may amend the objects and ethos of the Trust from time to time, this is subject to consultation with stakeholders including students, staff and parents and also subject to the agreement of the Members.

Each Member agrees to exercise their voting rights:

- to ensure that the affairs of the Trust and the academies it maintains (the **Academies**) shall be conducted so far as it is lawful in a manner that is consistent with the above ethos and objects;
- to promote the success of the Trust and the Academies;
- to promote the transparent and accountable operation of the Trust;
- to ensure that the Trust and its Academies take an active role in the communities they serve;
- in connection with the powers to appoint and remove Trustees of the Trust, to ensure that Trustees so appointed:
  - are committed to the above ethos and objects;
  - have the necessary skills, knowledge and experience needed to support the Trust as a whole;
  - are committed to driving school improvement and improved educational outcomes for the Academies' pupils;
  - are committed to the proper and effective use of public funds;
  - number no less than a minimum of five Trustees at any one time;
  - the recruitment and shortlisting of potential Appointed Trustees is carried out in conjunction with the Trust Board, with the final interview panel to include at least one independent Member;
  - the recruitment, shortlisting and appointment of Co-opted Trustees is the responsibility of the Trust Board.

### **3. Appointment of Members**

Each Member agrees to exercise their voting rights to appoint new Members provided that such persons would not be immediately disqualified from acting as a Member.

The Chair and Vice Chair of the Trust Board shall become Members on election to their office by the Trust Board.

No person shall be appointed as a Member until they have signed a written consent in substantially the same form as this letter or other form approved unanimously by the Members.

### **4. Fees, Expenses & Professional Indemnity**

You acknowledge that this is an unpaid role and you undertake to comply with:

- the Trust's Articles of Association (including but not limited to the provisions on application of income and property of the Trust set out in Article 6); and

- the provision of the Academies Financial Handbook (as amended from time to time) in so far as it relates to obligations on Members of academy trusts.
- The liability of the Members is limited to contributing the nominal sum of £10 on dissolution of the Academy Trust as detailed in the Articles of Association; Trustees are covered by professional indemnity insurance as part of the Department for Education's Risk Protection Arrangements.

## **5. Role & Commitment Required**

The role of the Members of the Trust is akin to that of shareholders. Members have ultimate responsibility for ensuring the Trust achieves its charitable objectives, as set out in the Articles of Association. Their role is to hold the Trustees to account for the activities and performance of the Trust, and to ensure effective governance arrangements.

This is an important but usually hands-off role. Members may advise, warn and if necessary intervene through the removal/appointment of Trustees.

It is anticipated that up to three meetings of Members will be required per academic year, including receiving the Report and Accounts. The purpose of these meetings would be to review educational outcomes and experience, financial performance and strategy/governance arrangements.

## **6. Retirement & Termination**

You may resign as a Member of the Trust at any time by giving written notice to the Chair of the Board of Trustees at the registered office of the Trust provided that after such resignation the number of Members is not less than three.

Notwithstanding anything else in this letter or the Trust's Articles of Association your appointment as a Member:

- will terminate in the case of the Chair and Vice Chair of the Trust Board when you cease to hold office.
- will terminate with immediate effect if you:
  - die or become incapable by reason of illness or injury of managing and administering your affairs;
  - are the subject of a bankruptcy restrictions order or an interim order or make any arrangement or composition with your creditors generally.
- may be terminated by a special resolution of the other Members if:
  - you have been found guilty of any fraud or dishonesty;
  - acted in any manner which, in the opinion of the Trust, brings or is likely to bring you or the Trust into disrepute or is materially adverse to the interests of the Trust;

- committed any serious or repeated breach or non-observance of your obligations to the Trust; or
- the removal is in the interests of the Trust.

**7. Third Party Rights**

The terms of this letter shall not be enforceable by any person other than you or the Trust.

Please indicate your acceptance of these terms by signing and returning the attached copy of this letter.

Yours sincerely

Chair of Trust Board, Hadrian Learning Trust

For and on behalf of the Trust

I agree to the above terms of appointment as a Member and undertake to comply with its terms at all time.

Signed on [date] .....

By .....

## Annex

### Objects

The Academy Trust's objects ("the Objects") are specifically restricted to the following:

a. to advance for the public benefit education in the United Kingdom, in particular but without prejudice to the generality of the foregoing, by establishing, maintaining, carrying on, managing and developing schools offering a broad and balanced curriculum ("the mainstream Academies") or educational institutions which are principally concerned with providing full-time or part-time education for children of compulsory school age who, by reason of illness, exclusion from school or otherwise, may not for any period receive suitable education unless alternative provision is made for them ("the alternative provision Academies") or 16 to 19 Academies offering a curriculum appropriate to the needs of its students ("the 16 to 19 Academies") or schools specially organised to make special educational provision for pupils with Special Educational Needs ("the Special Academies").

### Ethos

*"Outstanding eagerness to promote good learning"\**

This is a friendly, welcoming school, built on foundations of mutual respect and care for others. We work together to become all we can be.

We share a love of learning and believe in the highest academic standards for everyone. We value education in its broadest sense, knowing that the arts, sport and other opportunities help shape us as individuals and as citizens of the wider world.

We are committed to enabling all of our students to develop their knowledge and understanding, skills and mindset, so that they can take their next steps with confidence. Our aim is that every child will grow into a happy, fulfilled and successful adult.

\* Charter granted to the people of Hexham by Queen Elizabeth I, 1599