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TRUST GOVERNANCE GUIDANCE

Guidance for Trust Leaders, Governance Professionals, Directors/Trustees and Members

of

Multi Academy Trusts

- This guidance is issued by the York Diocesan Board of Education (YDBE) and the Diocese of York Educational trust Limited (DYET).
- This guidance is aimed at YDBE MAT Partners and those involved in supporting the governance of multi academy trusts (MATs) which include one or more Church of England (CE) academies in the Diocese of York.
- The YDBE and the DYET are committed to working in partnership with MATs to ensure that CE schools are inclusive places of distinctive excellence, where all can flourish God's children.
- The purpose of this guidance is to help those involved in supporting the governance to fulfil their role in relation to CE academies within their MAT, and to give the YDBE and DYET the assurances they need that the CE foundation of those academies continues to be preserved and developed.
- The YDBE and DYET retain the right to amend this guidance as may be necessary.
- Where the term "school" is used, this relates to settings described either as a "school" or "academy".

Thank you for the support you provide to the children and adults in academies and schools across the Diocese and beyond.

Should you have any queries about this guidance or need to contact anyone in connection with its contents, please email george.edmond@yorkdiocese.org.

We very much welcome feedback on our guidance and will take this into account in producing future versions.

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SECTION 1 – Introduction to Academy Trust governance roles

1. A multi academy trust (**MAT**) is a charitable company limited by guarantee which is responsible for the operation of multiple academies.
2. The MAT's governance is supported by Members, Directors/Trustees and those who serve on local governing bodies (**LGBs**), with support from the Trust's leaders and Governance Professional. A brief introduction to the tiers of governance is below, however for further information please see e.g. [The Department for Education's Academy Trust Governance Guide](#) and [The Charity Commission's website](#).

A. Members

3. A Member's legal role is often likened to that of shareholders in a corporate company, however in the MAT context Members do not hold shares and are not eligible to participate in any profit.¹ In general, Members' liability is capped at £10 under their guarantee.
4. The role is more "hands off" than that of a Director/Trustee.² They are the guardians of governance in a MAT. The Department for Education's (**DfE**) Academy Trust Governance Guide states as follows: *"It is important that members' do not undertake the trustees' role. However, they will need to assure themselves that the governance of the trust is effective and that trustees are acting in accordance with the trust's charitable objects."*
5. Members have certain oversight powers as set out in the Articles of Association of each MAT, for example in relation to amending the MAT's constitutional documents and appointing and removing Directors/Trustees. Every Trust is required to hold an Annual General Meeting (**AGM**) for Members to receive the MAT's annual report and financial statements and to appoint/remove the MAT's auditors. This is also an opportunity for Members to ask questions and offer strategic challenge and scrutiny in relation to the work of the Board and the strategic direction of the Trust as set by the Board.
6. Trust boards should endeavour to keep Members updated with key developments throughout the year. We encourage all YDBE MAT Partners to hold at least 1 additional meeting throughout the year to keep Members informed.

B. Directors/Trustees

7. The MAT's Board of Directors/Trustees (**Board**) is entrusted with directing the company's operations and is responsible for making key strategic decisions. Those serving on the Board are both company directors and charity trustees, and so carry corporate and charitable governance responsibilities and as such, they should be familiar with the statutory duties placed upon those fulfilling these roles³. The Board is the legal governing body of the MAT and ultimate responsibility rests with the Board for all decisions made within the Trust.

¹ There are also significant restrictions on Members in their dealings with the MAT company aimed at ensuring that Members do not profit from their involvement e.g. in relation to the supply and receipt of goods and services.

² It is important that Members do not overstep the mark and act as if they were a Director/Trustee, as this could open up potential liabilities (as a shadow director/de facto trustee).

³ Principally: Companies Act 2006, Charities Act 2011, the Education Acts (various dates) and Academies Act 2010.

8. The DfE's Academy Trust Governance Guide states as follows: *"The [MAT] is a legal entity and is the employer of any central or academy staff, and has responsibility for the health and safety of those staff, its pupils and any visitors. The [MAT Board] has collective accountability and responsibility for the [MAT] on behalf of the members...The [Board] can delegate most operational matters. It can also delegate aspects of decision-making to a committee, but it cannot delegate responsibility and **must** retain overall control."*

Unfortunately, we are legally unable to external advise trustees/directors regarding their individual corporate responsibilities and obligations. If any Trustees/Directors are unsure regarding their obligations or corporate director responsibilities, they are encouraged to seek independent advice.

9. Neither the YDBE nor DYET has any liability, express or implied, in respect of the actions of any Trustee/Director, even those appointed as foundation/diocesan trustees who act in their personal capacity. Those appointed should seek independent advice if they are unsure about their legal duties and responsibilities.

C. Local Governors

10. Whilst the Board is responsible for overseeing all the academies within the MAT, the Articles of Association and Church School Oversight Agreement requires all Church academies to have a Local Governing Committee (**LGC**). Legally the LGC is a committee of the Board. . Each LGC has a specific remit both to advise the Board in respect of their academy and to take on responsibility for decision making and oversight of specific areas relating to their academy (or academies) as set out in the MAT's Scheme of Delegation.
11. The composition and organisation of LGC's within a Trust can vary depending upon a variety of factors. The YDBE is required to approve all LGC Compositions and should be consulted prior to any organisational changes to any LGC arrangements in relation to any Church academy.

D. Foundation roles

12. In a MAT that includes a Church academy in the Diocese of York, foundation appointments linked to the Church of England will be secured at all levels of governance. Whilst Church academy oversight is a collective responsibility, as well as having the same role as any other Member, Director/Trustee/Local Governor (as applicable), those appointed to foundation roles have a special responsibility to use their roles to ensure that the Church school foundation of CE academies is preserved and developed, in line with the YDBE's vision, the Church of England Vision for Education and the legal framework.
13. The CE ethos and foundation should be preserved and developed at local level, led by the headteacher/principal and other school leaders in partnership with the Diocese and parish. In general, the support and oversight of Church school effectiveness should also take place at local level, and we would recommend a high level of delegation to LGCs in relation to Church school matters. Detailed guidance on the role of a Foundation Local Governor can be found [here](#).
14. All foundation appointments in academy trusts must be made in accordance with the relevant YDBE MAT Partner's Articles of Association (Articles) and any Church School Oversight Agreement (CSOA) in place

between the YDBE MAT Partner and the Diocese. Where appointments are to be made by the YDBE and/or the Diocese of York Educational Trust (DYET), the YDBE's appointment processes must be used.

15. Appointing individuals/bodies are, subject to any specific requirements in the Articles or CSOA, entitled to appoint individuals of their choosing to these roles, without recourse to the academy Trust or the YDBE. However, the YDBE/DYET will generally do so in close consultation with the relevant YDBE MAT Partner and would encourage other appointment individuals/bodies to do the same. In making appointments, the YDBE would also encourage appointing individuals/bodies to do so in light of the YDBE's Trust Governance Guidance (as published) and to consider using the YDBE's application form.
16. For many YDBE/DYET appointments, the YDBE/DYET will request the support of the YDBE MAT Partner in identifying suitable candidates and seek a recommendation from them. In such cases, the YDBE MAT Partner is asked to work with their partners, harnessing the support of their Church schools and their local Church links as appropriate, to identify suitable individuals, and to test out their suitability for the role through discussion (see further below).

Those fulfilling foundation roles should seek to do the following, in a way appropriate to their particular governance role:

- ✓ Understand and articulate the role of the Church of England in the MAT and the importance of the distinctively Christian character of the CE academies within it; encourage and focus debate in key areas (including Christian vision and values, Collective Worship and Religious Education); and help to secure that the CE academies within the MAT thrive as such.
 - ✓ Support the rest of the Members, MAT Board members or members of the LGC (as applicable) in ensuring that the MAT's Object in relation to each CE academy is/are being upheld and that the other requirements within the associated requirements relating to how a CE academy must operate are being met.
 - ✓ Ensure that the Members, MAT Board or LGC (as applicable) gets sufficient information and advice from leaders and lower tiers of governance about the operation of schools as CE schools, to enable their fellow Members, Directors/Trustees or Local Governors (as applicable) to make informed decisions and keep any delegations under review.
 - ✓ Provide an essential link with the YDBE and those that appoint them.
 - ✓ Ensure familiarity with the relevant guidance and access YDBE training on their role.
1. It is important that those fulfilling foundation roles attend meetings wherever possible. If exceptionally a Member cannot attend in person, they can – and should - appoint a person to act as their proxy at a Members' meeting in accordance with the Articles of Association. Please contact the Education team to discuss an appropriate proxy who will likely be a member of the Education team. If it is not possible to appoint a proxy, Members should feed in any comments/views on the matters to be discussed to the Chair ahead of the meeting.

SECTION 2 – Trust level governance appointment processes

Normally, foundation members or directors/trustees will have a link with the Church of England. To this end, we would encourage YDBE MAT Partners to use their Church of England networks/those of the academies they serve to identify individuals to serve in these roles. However, the YDBE recognises that this will not be possible in all cases. Guidance and resources to support identifying potential individuals for foundation roles can be found [here](#).

YDBE MAT Partners may also wish to explore whether an existing Member or Director/Trustee might be a suitable individual to move over into a foundation role.

In all cases, YDBE MAT Partners should explore with the individual their suitability by reference to the following before putting forward an individual for appointment:

- a) commitment to upholding the Christian ethos of the Church of England academies in the Trust and helping to secure, preserve and develop their Christian character;
- b) ability to make an effective contribution to the governance and success of the Trust;
- c) commitment to supporting the non-designated status of non-Church of England academies;
- d) Any potential conflicts of interest, including existing links with the Trust/schools; and
- e) commitment to undertaking all training necessary to fulfil the role and including the YDBE's introductory training on Church school governance.

In general, the YDBE would discourage the appointment of those who have a close link with the Trust/an academy in the Trust, particularly where there are a number of individuals involved in the governance of the academy trust who do have such links.

A. Member appointments - overview

1. The composition of Members differs between MATs. The membership will include a combination of corporate members (including the Diocese of York Educational Trust (**DYET**)) and individual appointments. DYET is the Diocesan Corporate Member of every YDBE MAT Partner. The composition and how appointments are to be made is specified in the MAT's Memorandum and Articles of Association. The Articles will generally⁴ be supplemented by a Church School Oversight Agreement (**CSOA**)/similar and any such supplemental agreement should be checked before an appointment is made.

The YDBE requirements are summarised below:

Member level

- In all cases, DYET will be a corporate Member of the MAT. The Diocesan Director of Education will serve as the representative of DYET.
- Other Foundation Members, which must be agreed by the YDBE, can include DYET appointees, the Archbishop of York⁵/appointee and the Chapter of York⁶ (or equivalents in other Dioceses in the case of a cross-Diocesan MAT). All other proposals for Foundation Members will need to be considered by the YDBE on a case-by-case basis.
- In Church majority governance MATs, Foundation Members must be in the majority (75%).

⁴ Some MATs on very old Articles may not have such an agreement.

⁵ In the Archbishop's corporate capacity

⁶ The Chapter of York is the governing body legally responsible for the care, management, administration, and Christian mission, ministry and witness of York Minster on behalf of the Church of England.

- In Church minority governance MATs, Foundation Members should be in the minority (maximum 25%). Where it is agreed that there will be more than four members, any such additional members will require YDBE consent.
- All Members will be required to give an ethos undertaking (see below).
- In MATs which involve Church schools from multiple Dioceses, it is expected that such Dioceses will also appoint a corporate Member linked to that Diocese, to serve as Member alongside DYET. The Articles will be amended to reflect the role accordingly. Depending on the circumstances, the Members may also include individuals or corporate bodies appointed jointly by the Dioceses.

2. Subscribers to the Memorandum of Association/Church School Oversight Agreement become Members at the time of incorporation of the MAT.⁷ Subsequent Members are appointed in accordance with the requirements in the Articles and must give their consent to become a Member by signing the MAT's agreed form of Member consent, or by signing the MAT's Register of Members.
3. MAT employees cannot be Members and the majority of Members should be independent of the Board. (In practice, the Chair of the Board is usually the only Director/Trustee that might also serve as a Member).
4. All members must sign the Deed of Adherence and Ethos Undertaking before taking up their role.

B. Director appointments - overview

5. The Board's composition differs between MATs. The MAT's Articles will detail the composition of the Board and how Directors/Trustees are to be appointed. The Articles will generally be supplemented by a CSOA/similar and any such supplemental agreement should be checked before an appointment is made.

The YDBE requires that certain Foundation appointments are made within the MAT governance structures. The requirements are summarised below:

Director level

- In Church majority governance MATs:
 - i. the Board of Directors must include at least one DYET appointed Director; and
 - ii. Directors appointed by Members collectively/individuals or bodies connected with the Diocese must outnumber all other Directors by at least two.
- In Church minority governance MATs, the Board of Directors must include at least two and up to 25% DYET appointed Directors. Terms of office of Directors appointed by DYET/other Church individuals/bodies will be for four years, unless otherwise agreed with the MAT.
- The YDBE will work with MATs to agree an appropriate minimum/maximum number of Directors given the above requirements.
- All Directors will be required to give an ethos undertaking (see below).

⁷ They give their consent by signing the Memorandum of Association.

- In MATs which involve Church schools from multiple Dioceses, it is expected that that Diocese's corporate Member will also appoint a Director.

C. Member Appointed Directors/Trustees and Members

6. Further guidance in relation to all appointments can be found below.
7. It is important that the Members confirm the appointment in line with the Articles and company law rules. There is often a misconception that it is necessary to wait until an Annual General Meeting, or call an extraordinary general meeting of Members, for Members to appoint a Director/Trustee or a Member. It is, however, possible to do this by written resolution. Where this mechanism is to be used, there should be the opportunity for Members to discuss the proposal with the other Members (e.g. by email) prior to confirming their consent to the appointment being made.
8. Whilst the appointment of Member Appointed Directors/Trustees and Members is, by definition, the preserve of the Members,⁸ often proposals come from the MAT Board. Members should be encouraged to properly scrutinise potential Directors/Trustees and Members prior to their appointment.
9. Before undertaking this process, please speak to the Assistant Director of Education (School Organisation and Governance) (George.edmond@yorksiocese.org) to ensure the correct steps are taken.
10. A members resolution which requires the approval of DYET as a corporate member will require a written resolution of the Company. Please liaising with the Assistant Director of Education at the earliest opportunity to ensure that this may be undertaken promptly.

D. Appointment of Co-opted Directors/Trustees

11. Further guidance in relation to all appointments can be found within the YDBE Member and Director/Trustee Appointment Guidance.
12. Co-opted Directors/Trustees (where permitted under the MAT's Articles) are appointed by some/all of the existing Directors/Trustees. Prior to co-opting any Directors/Trustees, MATs must check their Articles and any CSOA/similar: please note that co-options will frequently require YDBE/DYET consent.
13. In general, the YDBE discourages Co-opted appointments, as it could serve to dilute Member oversight. However, depending on the way a MAT's Articles are drafted (e.g. where there is a low cap on Member appointed Directors/Trustees), Co-opted appointments may be necessary to plug skills gaps.
14. Before providing its consent to a Co-opted Director/Trustee appointment, YDBE/DYET will require confirmation that the Board of Directors/Trustees has approved the appointment, subject to that consent, and will need to see a copy of the MAT's application form. Further assurances may be sought where this is felt necessary.

⁸ The process for appointment is subject to any specific agreements that are in place in respect of a particular MAT.

E. Foundation Appointments

The number of Foundation governance appointments made in MATs will depend on the types of Church school within them. Please see the [YDBE's academisation strategy](#) for further information. For details of the responsibilities of those serving in Foundation roles, please see section 2.

(a) Foundation Member appointments

15. The Diocese has established The Diocese of York Educational Trust (**DYET**), a charitable company limited by guarantee, which helps to support the YDBE's work in relation to academies. DYET is a corporate Member of every MAT which includes a CE academy in the Diocese and formerly acts as the "Diocesan Corporate Member". In a system of a notable number of mixed MATs, DYET's corporate Member role is seen as essential to embed a permanent and consistent Foundation presence within every MAT. You can find out more about DYET [here](#).
16. As DYET serves as a member in its corporate capacity, it appoints a representative to "speak" for it at Members meetings (**Member Representative**).⁹ As stated above, member resolutions requiring DYET's approval will require a resolution of the Company. The nominated Member Representative (or an alternative individual e.g. the Chair of DYET's board of directors) may also be permitted to represent DYET more generally vis-à-vis the MAT. The scope of this permission will depend on how much authority DYET delegates from time to time. Those serving in this role should be aware of the extent of the delegations in place. The Member Representative will need to provide updates to DYET in relation to the MAT and on actions taken in its name. Where a decision is required from DYET which is not covered by a delegated authority, a resolution will be required to confirm DYET's decision.
17. In a number of MATs, DYET (or another individual/body linked to the Church of England) also appoints one or more individuals to be a Member. Appointing individuals/bodies are, subject to any specific requirements in the Articles or CSOA/similar, entitled to appoint individuals of their choosing to these roles, without recourse to the MAT or the YDBE. However, the YDBE/DYET will generally make appointments in consultation with the MAT and would encourage other appointing individuals/bodies to do the same.
18. Guidance on the YDBE's process for Foundation Member appointments which are to be made by YDBE/DYET can be found in Annex 1. The YDBE encourages other bodies/individuals linked to the Church of England that are responsible for the appointment of Foundation Members to do so in light of the YDBE's appointment guidance and to consider using the YDBE's application form.

(b) Appointment of Foundation Directors/Trustees

19. In all MATs, DYET (and potentially other individuals/bodies linked to the Church of England) can appoint one or more individuals to be a Director/Trustee.

⁹ The Articles will include a provision enabling a Member that is an organisation to authorise an individual to act as their representative at any Members' meeting (Annual General Meeting/Extraordinary General Meeting). At any such meeting, that representative shall be entitled to exercise the same powers on behalf of that Member organisation as that Member organisation could exercise if it was an individual Member of the MAT.

20. Appointing individuals/bodies are, subject to any specific requirements in the Articles or CSOA/similar, entitled to appoint individuals of their choosing to these roles, without recourse to the MAT or the YDBE. However, the YDBE/DYET will generally make appointments in consultation with the MAT and would encourage other appointing individuals/bodies to do the same.
21. Guidance on the YDBE's process for Foundation Director/Trustee appointments which are to be made by YDBE/DYET can be found in Appendix 1. The YDBE would encourage other bodies/individuals linked to the Church of England that are responsible for the appointment of Foundation Directors/Trustees to do so in light of the YDBE's appointment guidance and to consider using the YDBE's application form.

(c) Sourcing individuals to take on Foundation roles

22. For many YDBE/DYET appointments, the YDBE/DYET will request the support of the MAT in identifying suitable candidates and seek a recommendation from them. In such cases, the MAT is asked to work with their partners, harnessing the support of their Church academies and their local Church links as appropriate, to identify suitable individuals, and to test out their suitability for the role through discussion.

MAT APPOINTMENTS – GENERAL GUIDANCE

MATs should have clear processes for identifying, appointing, onboarding and inducting Members and Directors/Trustees. Some considerations are set out below.

Sourcing candidates

MATs need to consider how best to attract the right people. This should include:

- Advertising vacancies.
- Contacting agencies which help schools/MATs find people to join their boards.
- Targeting organisations who might be able to identify a diverse range of individuals.

It is important that a diverse and effective Membership and Director/Trustee Board is maintained. A number of MATs find it useful to set up a search and recommendation panel to aid this process.

Application form

The application forms used by the MAT for appointments made by the Members or Directors/Trustees should ensure that questions are asked in Church school specific areas, including:

- Confirmation that they have read and understood this guidance.
- Details of any Church affiliations/connections.
- Commitment to upholding the Christian ethos of the CE academies in the MAT and helping to secure, preserve and develop their Christian character).
- Commitment to undertaking any training necessary to fulfil the role, and a commitment to promptly complete the YDBE's introductory governance training promptly on appointment.

The YDBE would also recommend that MATs include a question seeking details of any connection/previous connection with the MAT/academies in the MAT.

Exploring suitability

Those proposing and appointing/co-opting Members or Directors/Trustees should ensure that they have sufficient assurance that individuals are fit and proper candidates and are willing and able to do the following¹⁰:

- Make an effective contribution to the governance and success of the MAT.
- Uphold the Christian ethos of the CE academies in the MAT and help to secure, preserve and develop their Christian character, which will need to be confirmed by way of ethos undertaking and (in the case of a Member, also entering into a deed of adherence to become a party to the CSOA – see below).
- Respect and support the non-designated status of non-CE academies within the MAT.
- Undertake all training necessary to fulfil the role, including training in relation to Church academy governance.
- Complement the skill set of those already serving at Member level or on the MAT Board (as applicable).

In respect of appointments made by DYET, a YDBE Officer will meet with proposed candidates to gain an understanding of suitability and also to ensure safer recruitment processes are being undertaken.

Discussion between an individual being considered for appointment and (at least) the Chair of the Board will be essential, both in terms of ensuring that the individual understands the expectations that would be upon them and making sure that the individual is a fit and proper person to take on the role and that appointment is appropriate for the particular MAT. Potential conflicts of interest, including connections/previous connections with the MAT/its schools, should also be explored.

A number of MATs find it useful to set up a recommendation panel to support this process. If this approach is being taken:

¹⁰ The MAT should support third party appointing bodies with this assessment.

- Where the appointment concerned is to be made by Members, it would be expected that one or more Members would be included on the panel, to oversee this process and provide recommendations to those responsible for making the appointment. Those making the appointment decision should still receive an appropriate level of information before they confirm the appointment e.g. a copy of the individual's application form and any additional useful information from the panel.

Diocesan policies, where applicable, will always be applied.

Skills and experience audit

It is important that the MAT carries out a regular skills audit to ensure that the skills of the Members and the MAT Board continue to reflect the needs of the MAT and to inform decisions about appointment of new Members and Directors/Trustees. The MAT should ensure that the form of skills audit used is helping to ensure a diverse board. Details should be provided to the Members and MAT Board as appropriate e.g. when considering potential appointments and at the AGM.

The skills audit should include questions about their skills and experience in relation to Church schools and academies and their governance, including e.g.

- Church of England vision for education
- Religious Education
- Church and academy links
- Church academy governance
- Church academy vision
- Collective Worship
- SIAMS

The diversity of the MAT Board should be kept under review.

Appointment

- **Checks and notifications-** MATs will also need to ensure that they carry out the relevant checks in relation to all appointments, including those appointments made by third parties. As well as Enhanced DBS, eligibility and other checks, MATs should take up references prior to appointment. All required notifications should be made, registers completed and (where required) published and GIAS updated.
- **Ethos undertakings** – Each Member and Director/Trustee must be required to sign the relevant ethos undertaking agreed with the YDBE¹¹ prior to taking up their role, which confirms that they will uphold the charitable Objects of the MAT insofar as they relate to any CE school within the MAT. The MAT should provide a copy of the signed undertaking to the YDBE and Members promptly following the appointment.
- **Church School Oversight Agreement/similar** – Members in most MATs will also be required to enter into a deed of adherence to become a party to the CSOA/similar. The MAT should ensure that this is completed prior to appointment in line with its obligations under that agreement.

Induction and training expectations

Members and Directors/Trustees should receive a proper induction and should be required to undertake appropriate training, including in relation to CE academy oversight. The Chair of the Board and any relevant Committee should ensure induction and training expectations are being met.

All Members and Directors/Trustees should promptly complete the YDBE's introductory governance training promptly on appointment: this expectation should be made clear as part of the appointment process. The YDBE expects Members/Trustees/Directors to engage with YDBE training.

¹¹ The latest form of YDBE agreed undertakings is available on request.

F. Resignation and removal of Directors/Trustees

23. The Articles will specify how a Member or Director/Trustee may resign and how they may be removed. The requirements may be supplemented by relevant provisions in a CSOA/similar. In general individuals can be removed by those responsible for appointing them and can resign by giving written notice to the MAT (as long as, in the case of a Member, a minimum number of Members remain).
24. Those Directors/Trustees who are appointed by DYET should ensure that DYET as the appointing body is notified of the resignation.
25. It is recommended that MATs adopt a Code of Conduct, setting out expectations and including a process for dealing with issues. MATs should contact the YDBE to discuss an issue with an individual fulfilling a Foundation role which cannot be resolved informally.

SECTION 3 – Trust Governance Framework

1. Those responsible for supporting Church academy governance must be familiar with the legal, contractual and governance framework for the MAT and ensure that the obligations under that framework are being complied with. The level of detail they will require will depend on the particular role they carry out.
2. The documentary framework for CE academies looks very similar to that for non-CE academies, with some notable exceptions. For example:
 - **Articles of Association** – There will only be one set of Articles for a MAT but, where the MAT includes a CE academy, there will be certain elements built into them which are specifically designed to protect the foundation of CE academies.¹² Particularly areas of note in relation to Church academy oversight are as follows:

- ✓ **Under the Articles, the Board's primary duty is to advance the charitable Object of the MAT. Members are also bound by the charitable Objects.**

This charitable Object includes ensuring that the CE academy in the MATs are conducted in accordance with the principles, practices and tenets of the Church of England, both generally and in particular in relation to the arrangements for Religious Education and daily acts of collective worship. In doing so, the MAT must recognise and support the individual ethos of each academy and must have regard to the YDBE's advice, follow any directives given by the YDBE under the Diocesan Boards of Education Measure 2021. MATs must have due regard to the Diocesan Strategy as set out in the Articles of Association of each MAT.

- ✓ **The Articles will include the agreed Member and Director/Trustee composition and certain other agreed governance arrangements.**

They will enshrine an appropriate foundation presence at Member level and Board level. As part of this, the Diocese of York Educational Trust (DYET) will be included as a corporate Member and will have the ability to appoint at least one Director/Trustee on the Board. For further details, please see section 3. The Board is answerable to Members for their operation of the MAT company: Directors/Trustees will need to provide the necessary assurance to DYET and the other Members that the Company's Object is being upheld and the foundation of CE academies are protected.

- ✓ **The Articles will reflect the Diocesan academisation strategy and include some specific roles for the YDBE/DYET (e.g. in giving advice and consents) and requirements related to local governing bodies and key leadership appointments.**

- **Church School Oversight Agreement/similar¹³** – The requirements in the Articles are supported by a between the MAT and the Diocese: Members and Directors/Trustees should be familiar with these documents and how they link to their role. Members will have to formally commit to the agreement when they are appointed.
- **Ethos undertakings** – Members, Directors/Trustees and Local Governors in Church of England academies are required to sign up to an ethos undertaking prior to their appointment, which underlines their individual commitment to supporting the foundation of the CE academies within the MAT/those which they oversee. Further details are provided in section 3 (Members and Directors/Trustees) and section 5 (Local Governors).

¹² The information below reflects the latest model Articles – there is some variation in MAT Articles depending on the time they were adopted.

¹³ Some MATs on very old Articles may not have such an agreement.

- **Funding Agreements** – The Master Funding Agreement applies to all schools, however the Supplemental Funding Agreement for individual CE academies will include particular provisions e.g. relating to provision of RE and Collective Worship, staffing and governance. The detail will depend on the academy's former status and what was agreed at the time of conversion: please see below.
- **Trust deed** - The sites and buildings of CE academies are generally owned by separate site trustees. The site trustees hold the land for the specific purposes specified in the trust deed - usually, in essence, for the purpose of running a Church of England academy - and have a legal responsibility to ensure that the activities on the site comply with the requirements of the trust deed.
- **Church Supplemental Agreement** – this is the document under which the site trustees make the land they hold on trust available to the MAT for running of the CE academy and setting out the requirements on all parties. This is by way of a licence instead of a lease, as the site trustees need the ability to revoke the permission to occupy in the event that the land is being used in such a way as to subvert the trusts on which they are held. At a very general level, the Agreement also governs some of the working arrangements between the MAT, Diocese, site trustees and Secretary of State, including around use of intervention powers. (This is not to be confused with the Church School Oversight Agreement mentioned above.)
- **Scheme of Delegation** - The MAT's Scheme of Delegation must appropriately reflect the religious designation and character of the Church academy. To this end, Directors will need to:
 - have due regard to this Strategy and the YDBE's advice and guidance in establishing their (or reviewing their existing) Scheme of Delegation. The YDBE has clear Scheme of Delegation Guidance which must be adhered to; and
 - obtain the YDBE's consent to the adoption/amendment of the Scheme of Delegation in relation to Church governance/Church school matters.

The YDBE's view is that, in general, the support and oversight of Church school foundation should take place at local level – the YDBE would expect a high level of delegation to LGBs in relation to Church school matters, but with appropriate MAT Board oversight. Directors should also obtain and give due regard to the advice of the LGB on those matters affecting the religious character of a Church academy that are not delegated to a LGB but are instead reserved to the Board of Directors.

The Scheme must be in line with Diocesan Strategy and all associated guidance, appropriately reflecting the CE academy protections that are in place and highlighting key requirements relating to the academy as a CE academy. The MAT Board should ensure it gets all necessary consents from the YDBE when establishing/changing its Scheme of Delegation.

- **Memorandum of Understanding between the National Society and DfE¹⁴** - this document sets out the key principles and working arrangements agreed between the National Society and the Secretary of State for Education.
- **Local Governing Committee Composition** - this document sets out the composition requirements of the LGC of each Church Academy. This must be approved by the YDBE.

¹⁴https://assets.publishing.service.gov.uk/government/uploads/system/uploads/attachment_data/file/517423/Memorandum_of_understanding_between_the_National_Society_and_DfE.pdf

MATs must not agree to changes to the documentary framework without first consulting the YDBE and obtaining any necessary consents from the YDBE/DYET (as appropriate).

Understanding key CE academy requirements

3. Those responsible for supporting Church academy governance must be familiar with the things that make CE academy distinctive and the structural differences between Church academies and non-Church academies. The level of detail they will require will depend on the particular role they carry out. All those involved in governance should access the YDBE's introductory governance training and undertake other training as appropriate to the role.
4. There are a number of ways in which CE academies are distinctive, for example:
 - **Vision, ethos and values** – a CE academy should have a distinctive, theologically rooted, Christian vision; be distinctive in its ethos; and its distinctively Christian values should be worked into the daily life of the academy. It should be an inclusive place of distinctive excellence, which meets the needs of the most vulnerable and where all are valued as individuals and as God's children.
 - **Church, Diocesan and Community links** – a CE academy should have effective links with the local Church, Diocese and local community.
 - **Collective Worship** – CE academies must provide a daily act of Collective Worship in accordance with the academy's trust deed/the Anglican tradition.
 - **Religious Education** - special importance should be given to the study of high-quality Religious Education (RE), with RE being an important part of the curriculum and a core subject.
 - **Spiritual, Moral, Social and Cultural (SMSC) development** is a key focus in CE academies.
5. Below is a summary of some key areas to note, based on the general position in converter academies. Please consult your documentation/contact the YDBE for advice in your particular context. Further more detailed guidance is contained within further sections of this document, together with other guidance issued by the YDBE.

	Converter academies – general position		
	Academy – former Voluntary Aided school	Academy – former Foundation school	Academy – former Voluntary Controlled school
Foundation Local Governors <i>Local Governors with special responsibility to secure that the school's religious character is preserved and developed and that the school is conducted in accordance with its trust deed.</i> <i>The composition of the LGB must be agreed by the YDBE.</i>	In the majority on the LGB. Foundation Local Governors must outnumber all other Local Governors by two. Generally one of their number will include the Incumbent (e.g. the vicar) and others will be appointed by the MAT, with the consent of the YDBE and in consultation with the Parochial Church Council (PCC). The YDBE appointment process must be used.	In the minority on the LGB. Must be at least two Foundation Local Governors. Foundation Local Governors must make up approximately, but no more than, 25% of the Local Governing Body. Generally one of their number will include the Incumbent (e.g. the vicar) and others will be appointed by the MAT, with the consent of the YDBE and in consultation with the Parochial Church Council (PCC). The YDBE appointment process must be used.	In the minority on the LGB. Must be at least two Foundation Local Governors. Foundation Local Governors must make up approximately, but no more than, 25% of the Local Governing Body. Generally one of their number will include the Incumbent (e.g. the vicar) and others will be appointed by the MAT, with the consent of the YDBE and in consultation with the Parochial Church Council (PCC). The YDBE appointment process must be used.
Staff appointments <i>YDBE involvement and consent is required for key leadership appointments.</i>	Ability to ask for Christian Commitment The ability to ask for Christian commitment in staffing appointments is much wider than in many CE schools. YDBE advice is that Christian commitment should be taken into account in the appointment of the headteacher/principal and may be taken into account for other members of staff where appropriate: YDBE advice should be obtained.	Subject to some notable exceptions, Christian commitment cannot be taken into account. Special considerations apply in the appointment of the headteacher/principal - with their ability and fitness to preserve and develop the religious character of the school being taken into account - and in the appointment of reserved teachers (who must be able to teach denominational RE where required). YDBE advice should be obtained.	Subject to some notable exceptions, Christian commitment cannot be taken into account. Special considerations apply in the appointment of the headteacher/principal - with their ability and fitness to preserve and develop the religious character of the school being taken into account - and in the appointment of reserved teachers (who must be able to teach denominational RE where required). YDBE advice should be obtained.
Admissions <i>Consultation with the YDBE is required before changes are made to existing policy.</i>	Admissions arrangements must be set following consideration of YDBE guidance. The MAT is admissions authority. The MAT must decide on admissions policy, having considered YDBE guidance. If the MAT Board are the decision makers, advice should be obtained from the LGB. Some policies include foundation places allocated by reference to faith-based oversubscription criteria.	Admissions arrangements must be set following consideration of YDBE guidance. The MAT is admissions authority. The MAT must decide on admissions policy, having considered YDBE guidance. If the MAT Board are the decision makers, advice should be obtained from the LGB. Some policies include foundation places allocated by reference to faith-based oversubscription criteria.	Admissions arrangements must be set following consideration of YDBE guidance. The MAT is admissions authority. The MAT must decide on admissions policy, having considered YDBE guidance. If the MAT Board are the decision makers, advice should be obtained from the LGB. In general, faith-based oversubscription criteria will not be included as a matter of practice.
Site and Buildings ownership	Owned by site trustees, except for the playing fields. The site trustees will hold the land for specific purposes as specified in their trust deed and have a responsibility to ensure that the activities on the site comply with the requirements of the trust deed. The site trustees will frequently be the Diocesan Board of Finance or the local vicar and church wardens. The land will be made available to the MAT under a Church Supplemental Agreement. Playing fields and any structures thereon are usually owned by the Local Authority and leased to the MAT.		
RE <i>In each case, parents (or sixth formers) have certain withdrawal rights.</i>	Denominational RE. This will be the Diocesan syllabus where one exists.	RE will be provided in accordance with the principles of a locally agreed syllabus. In certain circumstances denominational RE may need to be provided.	RE will be provided in accordance with the principles of a locally agreed syllabus. In certain circumstances denominational RE may need to be provided.
Collective worship <i>In each case, parents (or sixth formers) have certain withdrawal rights.</i>	Daily act is required. Must be in accordance with trust deed/Anglican tradition.		
SIAMS Inspection – Statutory Inspection of Anglican and Methodist Schools. <i>SIAMS evaluates how schools, through their theologically rooted Christian vision, are living up to their Church school foundation, enabling people to flourish.</i>	School will be inspected under SIAMS. SIAMS involves consideration of 7 inspection questions (IQs). IQs 1-6 cover the school's theologically rooted Christian vision & vision driven flourishing through: curriculum (inc. RE curriculum); collective worship and vision driven school policy & practice e.g. treating people well and justice and responsibility. IQ7 relates specifically to the standards of teaching & pupil progress in RE.	School will be inspected under SIAMS. SIAMS involves consideration of 6 inspection questions (IQs). IQs 1-6 cover the school's theologically rooted Christian vision and vision driven flourishing through: curriculum (inc. RE curriculum); collective worship and vision driven school policy & practice e.g. treating people well and justice and responsibility. IQ7 does not apply.	School will be inspected under SIAMS. SIAMS involves consideration of 6 inspection questions (IQs). IQs 1-6 cover the school's theologically rooted Christian vision and vision driven flourishing through: curriculum (inc. RE curriculum); collective worship and vision driven school policy & practice e.g. treating people well and justice and responsibility. IQ7 does not apply.

A. Statutory Inspection of Anglican and Methodist Schools (SIAMS)

6. All CE academies and schools are inspected under the Statutory Inspection of Anglican and Methodist Schools (SIAMS) framework. The SIAMS framework sets out the expectations for the conduct of statutory inspection under Section 48 of the Education Act 2005.
7. SIAMS evaluates how schools, through their theologically rooted Christian vision, are living up to their Church school foundation, enabling people to flourish. It involves consideration of specific inspection questions, exploring the impact of the school's theologically rooted Christian vision and vision driven flourishing through curriculum (including the RE curriculum), collective worship and vision driven school policy and practice e.g. treating people well and justice and responsibility. In some CE academies and schools, there is also specific exploration of the standards of teaching and pupil progress in RE.
8. In an academy context, The role of the MAT in ensuring the individual school is living out its church school foundation is explored in a number of the inspection questions. Local Governors as well as Directors/Trustees should be prepared to contribute as part of a SIAMS inspection e.g. by speaking to an inspector.

SECTION 4: Academy Documentation for CE School Conversion

1. Many of the specifics of schools converting to academy status, including many of the aspects outlined above, will be reflected in the suite of legal documents that will need to be entered into in order for a school to become an academy and join a MAT.

(a) Including Church of England protections

2. The YDBE must approve proposals for a CE school to become an academy. Before its final approval is given, the YDBE will need to ensure that it is satisfied that appropriate CE school protections are included in the legal documentation to secure the CE foundation of the school for the future.¹⁵ The YDBE will also ensure any other wider policy considerations or requirements are also met. Details of the Diocese's process are set out at Section 5.
3. When a maintained school becomes an academy, it will lose its former Voluntary Aided ("VA")/Voluntary Controlled ("VC")/Foundation school status. The YDBE will look to ensure that the responsibilities relating to protection of the CE school foundation are mapped over to the academy documentation, reflecting the "as is" principle – so we would generally look to retain the existing CE school protections.¹⁶ Those schools who are currently VC or Foundation may decide upon conversion to become "VA Equivalent", therefore adopting those statutory requirements for all VA and former VA schools as set out in the Education Acts and School Standards Framework Act 1998.
4. Given the different structures involved, protections are also built in at the various layers of governance and management.

(b) Documentary framework

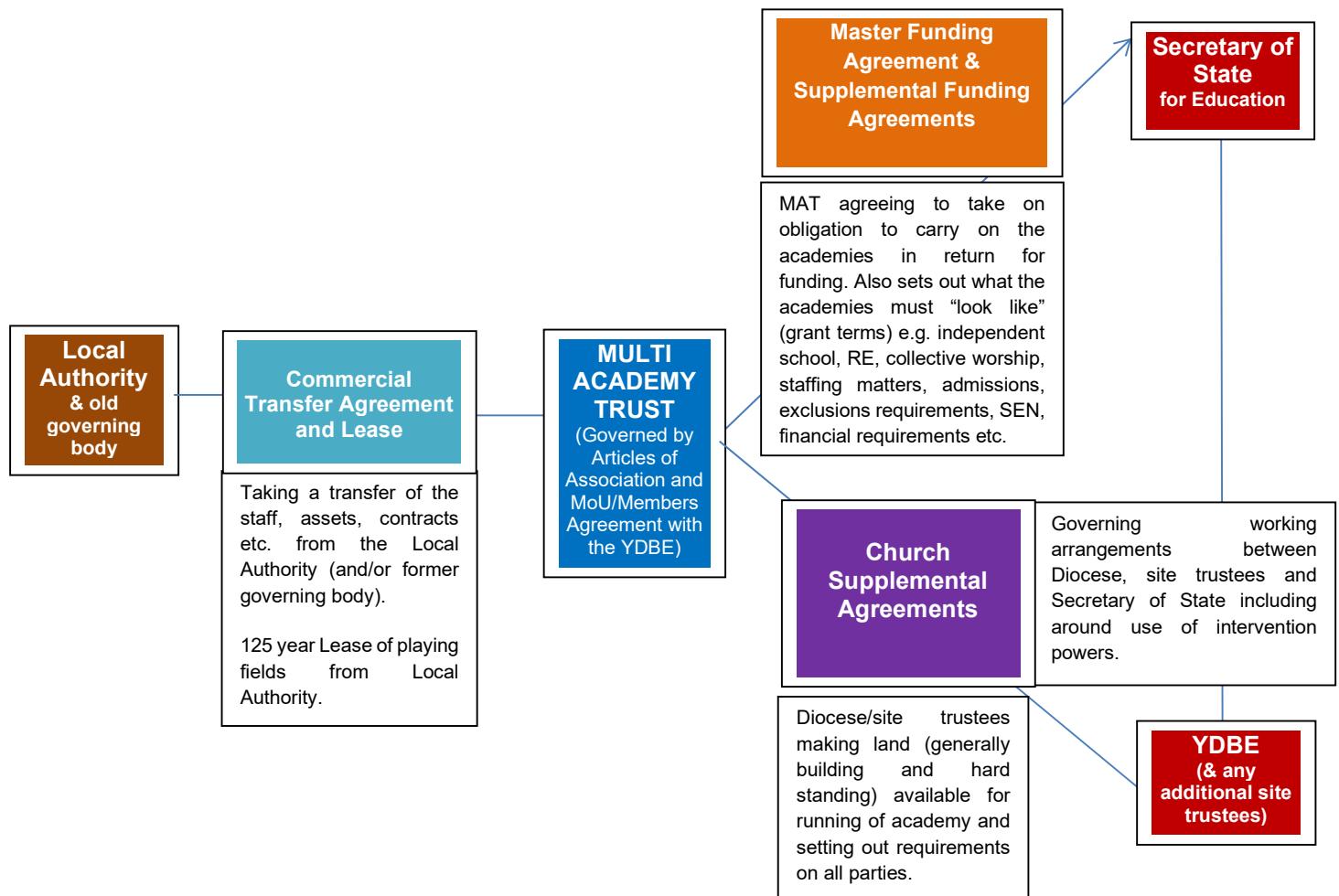
5. The documentary framework for CE academies looks very similar to that for non-CE academies, with some notable differences. Whilst this is very much simplified, Figure 1 and supplementary information below is intended to provide Trusts and Schools with a starting point to understand the documentary framework in the Church school context.¹⁷

¹⁵ Model documents for CE schools have been agreed between the National Society for Education and the DfE. These are tailored to the relevant Diocesan context and are supplemented as appropriate.

¹⁶ There may be exceptions to this convert "as is" principle e.g. a school which was formerly a VC school may take on some of the characteristics of a VA school, either because it is being sponsored or because it has carried out the necessary consultations to make the relevant changes. This is, however, rare.

¹⁷ Note that the documentation may be different depending on your particular context – and will be different in the case of a non-CE school.

Figure 1



(c) Staffing Requirements

1. It is important that those leading CE schools are able to preserve and develop the religious character of those schools. It will be important that the proposals for leadership (including executive leadership) and staffing are clear and that protections in this regard are properly reflected in the legal documentation.
2. The extent of the ability for an academy to ask for Christian commitment in staffing appointments will be reflected in the legal documentation. This would generally reflect the status of the former maintained school.
3. Particular requirements in relation to the appointment of the CEO, any Executive Principal (or similar) with responsibility for overseeing a CE school and Headteachers responsible for CE schools will be included in the Articles of Association and Church School Oversight Agreement/Members Agreement. The YDBE will need to be involved in the recruitment process of all such individuals and this will include the requirement for the YDBE's consent in appropriate contexts.
4. Reference should be made to the latest published YDBE Headteacher Recruitment Guidance for Academies (available on request).

SECTION 5 – Church School Local Governing Committees and other committees

Directors/Trustees will need to establish Local Governing Committees (**LGC**) and agree their composition, as well as determining what matters are to be delegated to them.

A. Local Governing Committee

(a) Establishing an LGC

1. Every CE academy in the MAT should have an LGB with an appropriate foundation presence.
2. The YDBE should approve the composition of any CE academy's LGC, both prior to conversion and in the event that any subsequent changes are proposed.¹⁸
3. At LGC level, the YDBE requires that there is a foundation presence which reflects the status of the former school/any particular circumstances at the time of conversion:

- a. In respect of any CE academy that:
 - was a Voluntary Aided (**VA**) School immediately prior to conversion to academy status;
 - was a Voluntary Controlled (**VC**) School or a Foundation Church School immediately before conversion to academy status, but adopted the VA school equivalent clauses in its Supplemental Funding Agreement on or after conversion to academy status; or
 - is a Church academy which did not have a predecessor school, but which adopted the VA school equivalent clauses in its Supplemental Funding Agreement

the LGC shall (unless otherwise agreed with the YDBE) have such number of Foundation Local Governors as is required to outnumber all other Local Governors by two.
 - b. Subject to the above, in respect of a CE academy that had previously been a VC School, or a Foundation Church School, the LGC shall (unless otherwise agreed with the YDBE) have not less than two and approximately (but no more than) 25% of its members appointed as Foundation Local Governors.
4. If the MAT Board would like to establish an LGC over more than one school, this will need express approval of the YDBE, which will require that the Foundation Local Governor presence for any such school is not watered down. Accordingly, where the YDBE has agreed that a LGC can be constituted for more than one academy, where the joint LGC includes a CE academy falling under a. in the box above, the requirements as set out for that school will apply: otherwise the requirements in b. will apply. Please contact the YDBE at an early stage to discuss any joint LGB proposals.
5. Whilst the overall composition will vary from MAT to MAT, the template LGC composition with accompanying guidance should be the starting point (see Appendix 2). If you have any questions, please reach out to George Edmond (George.edmond@yorkdiocese.org).

¹⁸ This is akin to the position in maintained schools, where the YDBE must approve all school Instruments of Government prior to them being made by the local authority.

Foundation Local Governors
Role of Foundation Local Governors As well as having the same role as any Local Governor, Foundation Local Governors have a special role in, and responsibility for, ensuring that the Christian character of the academy is secured, preserved and developed and that the academy is run in accordance with any trust deed relating to the academy. They are a vital link with the local parish, playing a unique role in strengthening and enriching the dynamic relationship between the academy, Church and the wider community. Foundation Local Governors have specific roles and responsibilities which will depend on the particular academy in which they operate, but they will all need to work with the Parochial Church Council (PCC) and local parish church, the Incumbent (e.g. the vicar) and other members of the LGB in upholding the academy's vision and ethos statement and making sure that the academy is distinctively Christian. They will also have an important role, in partnership with the other Local Governors, in ensuring that the Directors/Trustees get sufficient information about the operation of the academy as a CE academy, so as to enable the Directors/Trustees to be satisfied that the MAT's Objects are upheld in this regard. For further information on the Foundation Local Governor role, please see the YDBE's Introductory Guidance for Foundation Governors.
Appointment and removal of Foundation Local Governors The MAT Board is responsible for appointing Foundation Local Governors, although before any appointment is made, they will require the consent of the YDBE.¹⁹ In order to obtain the YDBE's consent, the agreed composition and the YDBE's foundation appointment guidance and processes must be followed. Most appointments will require consultation with Parochial Church Council (PCC). It is also expected that the MAT will appoint the principal officiating minister (e.g. the vicar) of the parish as an "Ex Officio Foundation Local Governor" if they wish to serve. If they do not take on the role/there is a vacancy, the MAT is expected to appoint a substitute (a "Temporary Ex Officio Foundation Local Governor") in conjunction with the relevant Archdeacon. For general information, please see further the YDBE's Foundation Governor appointment guidance. Full details, including guidance in relation to specific vacancy types, can be found on our website here.

(b) Delegation to the LGC

6. The CE ethos and foundation should be preserved and developed at local level, led by the headteacher/principal and other academy leaders in partnership with the Diocese and parish. In general, the support and oversight of Church academy effectiveness should also take place at local level, supported from Foundation Local Governors. The YDBE would recommend a high level of delegation to LGCs in relation to Church academy matters, but with appropriate MAT Board oversight.
7. The above position is based on the principle of earned autonomy. The Board of Directors/Trustees should ensure that there are appropriate checks and balances and reporting procedures in place relating to the oversight of a CE academy's foundation. The LGC is a committee of the Board, and, like other Board Committees, it should report back to the Board in respect of the action taken/decisions made pursuant to the delegation. The MAT Board should keep the delegations under review and, if necessary, be prepared to revoke those delegations. The MAT Board should discuss any proposals to revoke delegations relating to Church academy oversight with the YDBE.

¹⁹ Where arrangements in place require that the YDBE appoints Foundation Local Governors with the consent of the MAT board, the Education team will work with MATs to update their processes.

(c) Local Governor ethos undertakings

8. All local governors must be required to complete a local governor ethos undertaking agreed with the YDBE²⁰ prior to taking on the role, which confirms that they will uphold the charitable Objects of the MAT insofar as they relate to any CE academy supported by the LGC.
9. Signed ethos undertakings should be retained on file by the MAT and confirmation that they have been entered into by all local governors should be included within the MAT's reporting framework (on which please see further Section 7). There is no need to send copies to the YDBE unless they are requested.

B. Church Academy's Effectiveness Committee/Group

10. The YDBE recommends that MATs establish a Church Academy's Effectiveness Committee/Group to support the Board in ensuring that the foundation and ethos of CE academies are being protected, share best practice across the CE schools within the MAT and report to the Board of Directors/Trustees as appropriate (in turn, supporting the Board in its reporting to Members).
11. An example terms of reference for a Church Academy's Effectiveness Committee/Group can be found [here](#). (The remit can be combined with that of a Committee looking at other areas, if desirable, as long as the areas outlined receive sufficient attention.)
12. Please note, if there is to be a majority of Directors/Trustees on the membership it can be a Committee, otherwise it will need to be a Group (due to the requirements of the Articles of Association).

²⁰ The latest form of YDBE agreed undertakings can be made available on request.

SECTION 6 - Monitoring and reporting

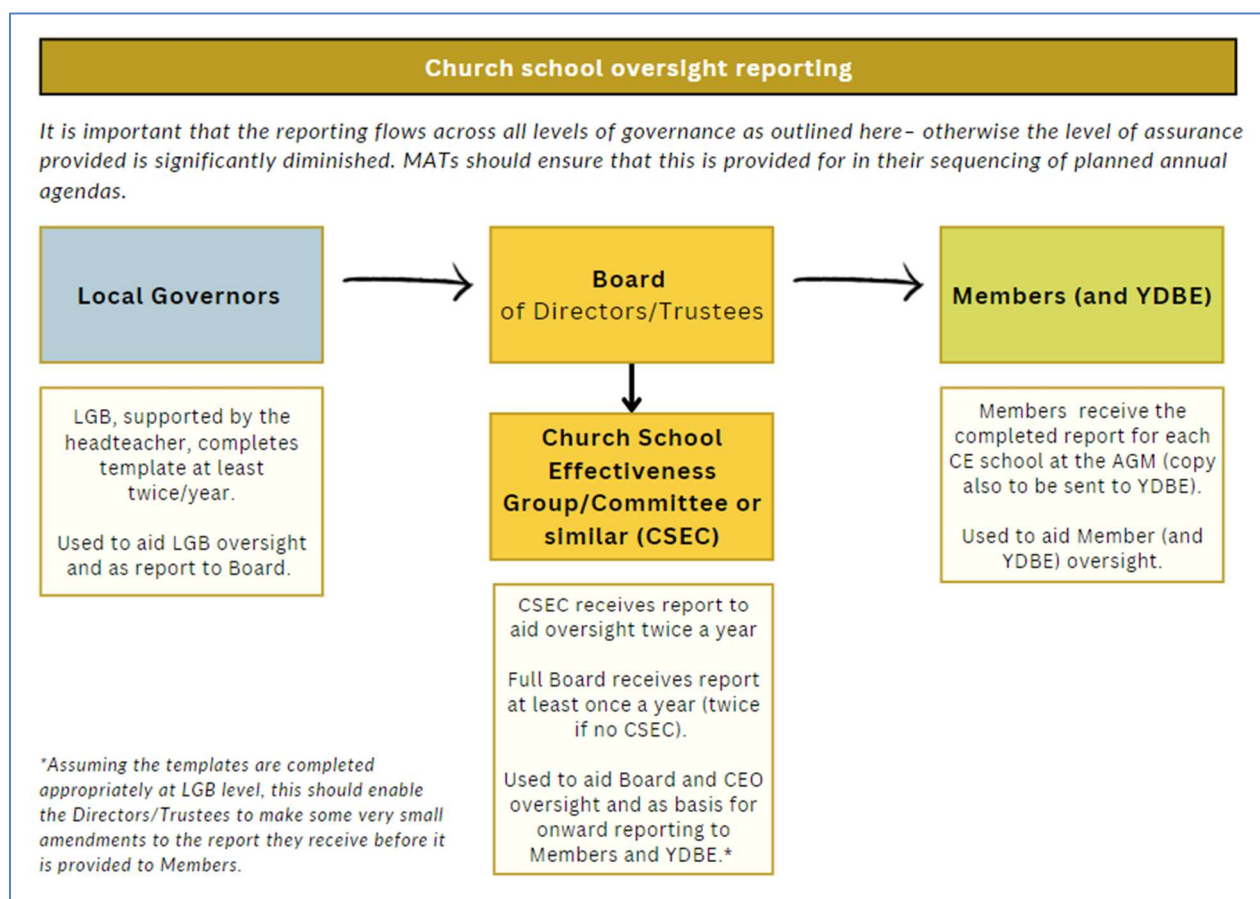
The YDBE and DYET have developed template reporting structures which are designed to:

- ✓ *Help those involved in MAT governance to fulfil their oversight functions; and*
- ✓ *Give the YDBE/DYET the assurances that the Church school governance and accountability mechanisms are functioning as anticipated.*

LINKS TO ALL UP TO THE LATEST TEMPLATE DOCUMENTS CAN BE FOUND [HERE](#).

A. Church School Oversight and reporting

1. It is essential that the MAT Board - supported by the Local Governing Committee (**LGC**) of CE academies and the Church Academy Effectiveness Group/Committee (**CAEC**)/other Board committee responsible for this remit - provide effective oversight of Church academies to ensure that their CE foundation is preserved and developed. Further details of the role of the LGC and CAEC in supporting the Board in this role can be found in Section 5.
2. Members also need to have oversight in this area, proportionate to their role. To this end, Members need to receive appropriate reporting and ensure that there are effective checks and balances and reporting procedures in place across the MAT: ultimately, they need assurance that the MAT's charitable Objects are being fulfilled. The Board should be required to report formally to the Members at least annually on the CE ethos and distinctiveness of each CE academy.
3. All Church academies must complete the Church Academy Report. Reporting must be provided in accordance with the template but can be supplemented with additional reports as required. It is important that the reporting flows across all levels of governance as set out below.



4. The YDBE also recommends that the schools summary SIAMS self-evaluations²¹ are received and considered by the MAT Board's CAEC (or, if there is no such Group/Committee fulfilling this remit, the MAT Board) on a rotational basis, noting that scrutiny of fuller self-evaluations would generally take place at local level.

B. Member general oversight and reporting

(a) Meetings and decision making

5. The MAT will have established general governance oversight mechanism across the Trust. This should include a clear approach to keeping Members informed, so that they can be assured that the Board is exercising effective governance and leadership of the MAT.
6. Members should be updated at the Annual General Meeting (**AGM**) and extraordinary general meetings as appropriate.
 - An AGM should be held at least every twelve months. The AGM is often used by MATs to discuss key matters relating to the previous year and looking ahead. Along with any other formal matters to be dealt with (e.g. appointment of auditors), the Members should discuss the approved Annual

²¹ Although not a statutory requirement, schools will generally have a self-evaluation (SEF). A summary SEF, of perhaps two pages, can be a useful "way in" to the full SEF for:

- Local Governors, especially newer local governors/those who are not involved in the detailed oversight.
- MAT Boards, to aid their understanding of where the school is and to help them engage more meaningfully in their oversight across a number of schools.

Report and Financial Statements and challenge the Chair and other Directors/Trustees (who should be encouraged to attend the meeting) as appropriate on the content. This document should give Members assurance relating to key financial and governance matters. Additional reports should be provided as agreed between the Members and Directors/Trustees and in accordance with this Guidance.

- Additional Members meetings should be held as required, whether at the request of the Directors/Trustees or the Members. In the ordinary course, such extraordinary general meetings will be infrequent, however the YDBE recommends that MATs hold an extraordinary general meeting prior to the AGM to discuss and agree what reporting is required, at least until the relevant reporting structures have become well established. The YDBE recommends at least 1 additional meeting throughout the year to keep Members updated.
7. The Chair of the Board should ensure that the Members are kept informed as appropriate between meetings.
8. It is important that Members attend Members meetings. If, exceptionally, a Member cannot attend in person, they can appoint a person to act as their proxy at a Members' meeting in accordance with the Articles of Association. If appointing a proxy:
- The proxy should be appropriately briefed to act on the Member's behalf and should update the Member following the meeting.
 - Consideration should be given as to whether the proxy should be given specific instructions regarding e.g. how to vote on a proposed resolution.

If a Member is unable to send a proxy, they should feed in any comments/views on the matters to be discussed to the Chair ahead of the meeting where possible.

9. Members are able to make decisions by written resolution. However, decisions made in this way do not necessarily permit full discussion of pertinent matters. Members should exercise caution and ensure that they understand what they are agreeing to before signing a resolution in writing. It is also recommended that Members liaise with one another in relation to a proposed resolution prior to confirming their decision, in order to facilitate proper consideration of any concerns.

(b) YDBE/DYET general reporting requirements

10. The YDBE has produced a template Annual General Oversight Report, which is intended to help MAT Boards to report to Members. This is not Church academy specific but provides what it is felt is some of the essential information Members need to know about all schools in the MAT and the MAT's functioning. It also enables the YDBE to ensure that every MAT has met any Church compliance matters as may be required. This is required in addition to the Annual Report and Financial Statements. Reporting must be provided in accordance with the template but can be supplemented with additional Board reports as required.
11. The Board of each MAT, supported by the CEO and others in the central team as appropriate, should provide a completed Annual General Oversight Report to the Members at each AGM.

The Church Academy Reports and General Annual Oversight Reports must be in line with the templates.

In addition to being an important internal governance mechanism, the Member reports help to give the YDBE and DYET assurance that the CE foundation of CE academies in the Diocese is being protected; help the YDBE Education Team to triangulate the information it holds on schools/MATs; and help to ensure support can be targeted where it is most needed. It also assists the Diocese to signpost MATs to good practice and encourage joint working between MATs where appropriate.

Thank you for the support you provide to the young people and others in schools and academies across the Diocese and beyond.

We hope you find this guidance helpful in fulfilling this important role.

Appendix 1 – Key Documents

Below is a list of all key documents relevant to Trust Governance as referred to in this guidance, with relevant links to where up to date copies of this guidance can be obtained:

- [YDBE Academisation Strategy](#)
- [YDBE Academy Financial Contribution policy](#)
- [YDBE Academy Conversion Guidance](#)
- [Scheme of Delegation Guidance](#)
- [YDBE Admissions Guidance](#)
- [Example Terms of Reference for Church Effectiveness Committee](#)
- [Trust Level foundation appointments application form](#)
- [Introductory Guidance for Foundation Governors and Trustees](#)
- [Various key documents and guidance \(including application forms\) regarding foundation governor appointment.](#)

The YDBE may from time to time update the guidance and policy listed above as may be appropriate. Further guidance and/or policy may also be included as required. The YDBE reserves the right to do so at its discretion.

