



# Terms of Reference Supervisory Members September 2025

<b>1. Constitution</b>	<p>1.1 The Basildon Academies Trust (BAT) is a Multi Academy Trust.</p> <p>1.2 Supervisory Members play a limited but crucial role in safeguarding of Academy Trust governance. Their role is to ensure that the charitable object of the Trust is fulfilled and to conduct oversight of the Board of Trustees. Members help to ensure that Academy Trustees are exercising effective governance.</p> <p>1.3 The Supervisory Members Board should act pursuant to the Articles of Association of the Trust.</p>
<b>2. Membership</b>	<p>2.1 The Supervisory Members Board shall comprise of a minimum of 3 Members.</p> <p>2.1.1 The Members of the Academy Trust<sup>4</sup> shall comprise:</p> <ol style="list-style-type: none"> <li>a. the signatories to the Memorandum (until such time as they cease to be a Member); and</li> <li>b. any person appointed under Article 15A, provided that at any time the minimum number of Members shall not be less than three.</li> </ol> <p>2.1.2 An employee of the Academy Trust cannot be a Member of the Academy Trust.</p> <p>2.1.3 There must be a majority of Members who are not also Trustees.</p> <p>2.2 There should be significant separation between the individuals who are Members and those who are Trustees. Members must be independent of the Board with the exception of the Chair of the Academy Trustees who is appointed as a Member.</p> <p>2.3 The Chair and Vice Chair shall be elected annually, unless a vacancy arises before that date, from among the members of the Trust Board.</p> <p>2.4 The term of office for any Member is set out in the Scheme of Delegation</p> <p>2.5 The Clerk will be the Professional Clerk to the Trust.</p>
<b>3. Conflicts of Interest</b>	<p>3.1 Any Member who has or can have any direct or indirect duty or personal interest (including but not limited to any personal financial interest) which conflicts or may conflict with their duties as a Member shall disclose that fact to the Supervisory Board as soon as they become aware of it.</p> <p>3.2 A Member must be absent from any discussions of the Supervisory Board in which it is possible that a conflict will arise between their duty to act solely in</p>

	the interests of the Academy Trust and any duty or personal interest (including but not limited to any Personal Financial Interest).
<b>4 Responsibilities of the Supervisory Board</b>	<p>4.1 Members will not be involved in the day-to-day business of the Academy Trust and will ensure they do not assume the powers of the Academy Trustees. Members help to ensure that Academy Trustees are exercising effective governance by utilising a range of powers including:</p> <p>4.1.1 Appointing and removing Academy Trustees: Members can appoint Academy Trustees and remove any or all serving Academy Trustees.</p> <p>4.1.2 Appointing and removing Members: There must always be a minimum of three Members. Members can appoint new Members or remove existing Members except: the foundation/sponsor body or a related body, e.g. religious body, and any Members appointed by the foundation/sponsor.</p> <p>4.1.3 Directing Academy Trustees: Members can, by special resolution, direct Academy Trustees to take a specific action where Academy Trustees are unable or unwilling to act in the best interests of the Academy Trust. Members should consider using this power if they believe the trust board is failing to carry out its core functions or is acting unlawfully.</p> <p>4.1.4 Amending the Academy Trust's Articles of Association: Members can amend the Articles of Association (including the objects clause), subject to any restrictions in the Articles, the funding agreement or charity and company law.</p> <p>4.1.5 Appointing and removing Auditors: Members appoint the Academy Trust's auditors and will receive and review (but do not have to sign off) the Academy Trust's annual audited accounts (subject to the Companies Act)</p>
<b>5 Proceedings of Trust Board meetings</b>	<p>5.1 Meetings will be called by the Chair of the Supervisory Members Board. The Members will meet as often as is necessary to fulfil its responsibilities and at least once per year for the AGM. Meetings will be called by the Chair of the Supervisory Board.</p> <p>5.2 The notice of each Members meeting, with the agenda and supporting papers, will be sent by the Clerk to the members, and any other person attending in advance of the meeting.</p> <p>5.3 The quorum for a meeting of the Members, and any vote on any matter thereat, shall be any three Members.</p> <p>5.4 The quorum for the purposes of any vote - Members may vote at its meetings. The Chair will have a casting vote.</p> <p>5.5 Members are required to complete a declaration of interest form on joining the Board and at the start of each academic year.</p> <p>5.6 Each member present in person shall be entitled to one vote.</p> <p>5.7 Where there is an equal division of votes the Chair shall have a casting vote.</p>

	<p>5.8 A register of attendance shall be kept for each meeting and published annually on the trust website.</p> <p>5.9 The minutes of the proceedings of a meeting of the Members shall be recorded and kept for the purpose by the person acting as Governance Professional for the purposes of the meeting; and shall be signed (subject to the approval of the members) at the same or next subsequent meeting by the person acting as chair thereof. Within 28 days of each Members Board meeting the Board will produce draft minutes of to be approved at the next meeting.</p>
<p><b>6</b> <b>Disqualification and removal of Members</b></p>	<p>6.1 A Member shall cease to be a Member if:</p> <p>6.1.1 that Member (which is an individual) dies or becomes incapable by reason of illness or injury of managing and administering their own affairs;</p> <p>6.1.2 that Member has been declared bankrupt and/or their estate has been seized from their possession for the benefit of their creditors and the declaration or seizure has not been discharged, annulled or reduced, or if they are the subject of a bankruptcy restrictions order or an interim order.</p> <p>6.1.3 that Member is a corporate entity and:</p> <ul style="list-style-type: none"> <li>i. ceases to exist;</li> <li>ii. a resolution or order is made for the Member to be wound up or to enter into administration;</li> <li>iii. enters into any arrangement or composition with its creditors; or</li> <li>iv. becomes insolvent;</li> </ul> <p>6.1.4 that Member has been convicted of a Serious Criminal Offence;</p> <p>6.1.5 that Member has not provided to the Chair a criminal records certificate at an enhanced disclosure level under section 113B of the Police Act 1997 or if such a certificate discloses information which the Chair considers would make that Member unsuitable for their role. If a dispute arises as to whether the Member should 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;</p> <p>6.1.6 that Member refuses to consent to any checks required by the Secretary of State under the provisions of the Funding Agreement or otherwise;</p> <p>6.1.7 that Member is found to be unsuitable to be a Member by the Secretary of State under the provisions of the Funding Agreement;</p> <p>6.1.8 that Member is employed by the Academy Trust;</p> <p>6.1.9 that Member would be disqualified from being a Trustee of this Academy Trust for any other reason, regardless of whether they are also a Trustee.</p> <p>6.1.10 Their term of office expires, and they are not re-appointed.</p> <p>6.2 Where, by virtue of these Articles a person becomes disqualified from holding or continuing to hold office as a Member; and they are, or are proposed,</p>

	<p>to become such a Member, they shall upon becoming so disqualified give written notice of that fact to the Governance Professional.</p> <p>6.3 Any Member may resign provided that after such resignation the number of Members is not less than three. A Member shall cease to be one immediately on the receipt by the Academy Trust of a notice in writing signed by the person or persons entitled to remove them under Articles 13 or 16 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.</p> <p>6.4 The Members may agree by passing a special resolution to appoint such additional Members as they think fit. In addition to Article 13, the Members may agree by passing a special resolution to remove any Member(s). The Member whose proposed removal is the subject of the resolution shall not be entitled to vote on that resolution.</p> <p>6.5 Every person nominated to be a Member of the Academy Trust shall sign a written consent to become a Member and sign the register of Members on becoming a Member.</p>
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