

Guidance on the role of the GDBE Corporate Member in Academy Trusts

Introduction

The purpose of this guidance is to explain the role of the Gloucester Diocese of Board of Education (GDBE) when acting as a Member of an academy trust which operates within the Diocese of Gloucester.

Who should read this guidance?

The guidance sets out the roles and responsibilities of GDBE as a Corporate Member guidance is intended for all academy Trust Boards and executive leaders in the diocese where the GDBE is a Member. The guidance should also be read by the Governors of Church of England schools who are considering changing status and joining an academy trust.

What is the Diocese of Gloucester Board of Education?

The GDBE is a statutory body, which is recognised as the religious authority for Church of England schools within a diocese. The responsibilities of the Diocesan Board of Education are set out in the DBE Measure and can be summarised as:

- promoting Christian education across the diocese
- promoting religious education and worship in schools across the diocese
- promoting church schools and advising the governors of church schools with matters affecting church schools in the diocese

Existing academy trusts will note that within their articles of association Corporate Members are appointed by the Diocese of Gloucester Education Trust (DGET). This is because up until September 2022, the Diocese of Gloucester Board of Education was not incorporated so set up a separate Trust with the legal authority to appoint Foundation Governors, Trustees and Members and act as Corporate Member.

The role of DGET as a Corporate Member in an academy trust ensures that the Church of England character and Christian religious designation of the school remains protected once the governing body of the school ceases to be the legally responsible body for the school after academy conversion.

The requirement for the DBE to be appointed as a founding corporate member of an academy trust is set out in the [Church of England academies model articles of association: minority version](#) (for academy trusts who welcome previously Voluntary Controlled schools into the Trust) and the [Church of England academies model articles of association: majority version](#) (for academy trusts who welcome previously Voluntary Aided schools into the Trust). There is a requirement for the DBE to act as corporate member within both sets of articles.

The role of the DGET Corporate Member

The inclusion of a Corporate Member in an academy trust is one of the distinguishing characteristics of church school education. The Corporate Member in each academy trust represents the historic link with the original church establishment of the schools within the trust. As such Foundation Members are the ultimate custodian of the Trust, ensuring protection and progression of church schools' distinctive Anglican and Christian ethos. Corporate Member representatives are unlike other individual members of an academy trust in that they are

not appointed personally as a Member. DGET Corporate Members are appointed specifically to represent the GDBE. They are therefore obliged to seek and follow any direction from the GDBE.

The Education Team will collate a record of Corporate Member meeting attendance and decision-making and provide an annual report to the GDBE through DGET.

Decision making and representation of the Corporate Member

In some instances, the role of Corporate Member is assigned to a named role, this is known as Church Corporate Bodies. Church Corporate bodies are individuals and organisations who represent the Church of England in a legal capacity. Commonly, these are senior positions within the Church such as Diocesan Bishops, Archdeacons, Rural or Area Deans and where this is in place, it will be explicitly documented in the academy trust's articles.

In its role as Corporate Member, the GDBE can delegate decision-making and representation to officers of the Education Team, who will commonly represent the GDBE as Corporate Member, in partnership with the other Trust Members, in the following circumstances:

- Attendance at academy trust Annual General Meetings (AGM)
- Attendance at general Members meetings and/or convene general meetings when there may be concerns about governance/performance
- The appointment of new/additional Members
- The appointment of Academy Trust Trustees/Directors where Members are responsible for the appointment – this decision is delegated to the Diocesan Director of Education in all circumstances
- agree original Articles of Association and proposed changes to Articles
- appoint and remove Member appointed Directors - this decision is delegated to the Diocesan Director of Education in all circumstances
- hold the Board to account for effective governance
- ensure that schools remain distinctly Christian
- appoint and remove the trust's external auditors
- receive the annual report and accounts using the information to:
 - ensure the charitable purpose is upheld by reviewing strategic plans and performance
 - determine whether the ethos and values of the trust are compatible with the object and purpose
 - review stakeholder involvement
 - ensure robust financial oversight
 - remove Directors
- direct the trust board in the case of underperformance or failure of governance

The GDBE expects agendas and papers for academy trust's AGMs to be sent to the Diocesan Director of Education at education@glosdioc.org.uk in good time before the meeting in order that the GDBE can be represented appropriately at the meeting.

It is a legal requirement that academy trusts invite the GDBE in its role as Corporate Member to all meetings involving other Trust Members. Please direct all communication regarding Corporate Member representation to education@glosdioc.org.uk

If an academy trust does not engage with the GDBE and Education Team to secure Corporate Member attendance and representation when required as directed by the trusts articles of association, the GDBE will make written contact with the trust to explore reasons for non-engagement.