Halliard Trust Members
Terms of Reference

1. Introduction

The members of the Halliard Trust are the guardians of its governance, sitting at the top of the trust's governance structure and ensuring that the standard of governance across the trust is high.

These Terms of Reference should be read in conjunction with the articles of association and with the scheme of delegation.

2. Appointment of Members

The number of members shall be not less than three with the appointment of additional members made by a special resolution. All decisions made by special resolution require a majority in favour of 75%.

In line with Department for Education guidance, employees of the Trust cannot be Members and the Members aim for at least a majority of Members to be independent of the Board of Trustees.

All member appointments are registered with the Companies House, as well as being recorded in the statutory book of the trust. In addition, the members' names, dates of appointment, and any relevant interests are published on the trust's website.

All members are required to have an enhanced Disclosure and Barring Service (DBS) check, a section 128 direction check and a right to work/identity check.

3. Responsibilities

a) To hold the trust board to account
b) Ensure that the trust's charitable objective is being met.
c) Agree any changes to the articles of association
d) Agree any change to the name of the trust
e) Appoint the Members and Trustees
f) Appoint and remove the external auditors
g) Members are entitled to receive a copy of the annual report and accounts

The annual report includes a governance statement with details of the trust board's composition, and what has been done to review and develop Trust governance.

All decisions made by special resolution require a majority in favour of 75%.

4. Reporting by the Board to the Members

Within 14 days of each meeting the Trust Board will:

- Prepare and agree minutes of its meetings;
- The minutes will be sent to the Members within 21 days following each Board meeting.
- The Board shall arrange for the production and delivery of such other reports or updates as requested by the Members from time to time.
- The Board shall conduct an annual review of its work and these terms of reference and shall report the outcome, including an evaluation of effectiveness, leadership and impact to ensure the Members are provided with an overview of how well the trust board thinks they are meeting the trust's charitable objective.

5. AGM

The Trustees determine the time and place of the Trust AGM as set out in the articles of association. An AGM will be held once each financial year, each AGM to be not more than 15 calendar months since the previous AGM.

In order for the AGM to go ahead, at least two members must attend. Trustees (who are not members) cannot count toward quorum but are entitled to attend and speak at the AGM, for example to demonstrate how the Board is fulfilling its governance functions on behalf of the trust as a whole. The senior executive leader and finance director will also attend. LGB members and other stakeholders may be invited to attend part of the meeting.

The audited accounts and annual report are formally received at the AGM. The AGM is the opportunity for members to hear from the trustee board and the CEO about progress made during the last year as well as plans for the future.

6. Other Meetings of the members

Additional general meetings of the members will be held if needed for members to be updated about the work of the board, if there are identified weaknesses within the board of Trustees or following a major restructure of governance.

7. Review

These terms of reference will be reviewed annually.