



## **Create Learning Trust Members Board Terms of Reference**

### **STRUCTURE**

The Members of the Trust are akin to the shareholders of a company (except that they do not receive dividends). They have ultimate control over the Trust.

The number of Members shall not be less than three, where there are an even number of members, the chair has the casting vote. They have a number of statutory rights and also rights set out in the Trust's Articles of Association (the Articles).

The statutory rights of the Members are:

- The right to remove Trustees
- The right to amend the Articles
- The right to receive annual accounts
- The right to appoint the auditors

The rights of the Members under the Articles are:

- The appointment of Trustees (max 11)
- The appointment and removal of Members Membership of the Board of Trustees will be approved by the Members. The Chair will be elected by the Board of Trustees.

The Members Board will meet annually, via the AGM.

### **TERMS OF REFERENCE**

1. To meet at least annually at the Annual General Meeting
2. To appoint and remove trustees as necessary
3. Make general provisions relating to the conduct of proceedings and the declaration and management of conflicts of interest.
4. To operate within the agreed Scheme of Delegation.
5. To sign off the annual accounts