

HOLYWELL ACADEMY FULL GOVERNING BOARD STRUCTURE AND MEMBERSHIP

This table has been updated following a meeting with Belinda Copson, Diocesan Governance Officer, on 8th May 2019, in which the Academy's 2012 Articles of Association were clarified.

The attached **Advisory Note** was produced by Belinda after the meeting to help interpret the Articles, particularly around the role of the Members and the role of the 2 Parochial Church Councils (Cranfield PCC and Wootton PCC).

MEMBERS (CORPORATE AND EX-OFFICIO)

	Name <i>Positions held 2019/20</i>	Status	GIAS listed as	Companies House listed as	Appointed by	Date appointed	Date Ends
1 PSC	DSAET representative	Corporate Member on behalf of the Diocese of St Albans Educational Trust	Member	tbc	Corporate Members and Member	N/A	N/A
2 PSC	Vacant <i>Incumbent at Cranfield Church vacant from July 2019 – will remain vacant until the new appointment is made</i>	Corporate Member on behalf of Cranfield PCC	Member	tbc	Corporate Members and Member	N/A	N/A
		Cranfield PCC Foundation Governor	Trustee	Director	Ex-officio as Incumbent	N/A	N/A
3 PSC	Martin Sanders <i>Vice Chair of Governors</i> <i>Chair of Curriculum Committee</i>	Corporate Member representative of Peter Ackroyd on behalf of Wootton PCC	Member	tbc	Corporate Members and Member	N/A	N/A
		Wootton PCC Foundation Governor	Trustee	Director	Corporate Members and Member, with informal advice from Wootton PCC	01/10/16	30/09/20
4 PSC	Pauline Kendall <i>Chair of Governors</i>	Member	Member	tbc	Ex-officio as Chair of Governors	01/09/19	31/08/20
		Wootton PCC Foundation Governor	Trustee	Director	Corporate Members and Member, with informal advice from Wootton PCC	01/10/18	30/09/22

PSC Persons with Significant Control

Voting entitlement in Full Governing Board meetings – Directors only

Voting in AGMs – Members only

DIRECTORS (GOVERNORS/TRUSTEES)

	Name <i>Positions held 2019/20</i>	Status	GIAS listed as	Companies House listed as	Appointed by	Date appointed	Date Ends
1	Sue Abood	Parent Governor	Trustee	Director	Parents	10/12/18	09/12/22
2	Antony Aldridge	Parent Governor	Trustee	Director	Parents	10/12/18	09/12/22
3	Kam Bains	Parent Governor	Trustee	Director	Parents	10/12/18	09/12/22
4	Michael Simpson	Head Teacher Governor	Trustee	Director	Ex-officio as Head Teacher	N/A	N/A
5	James Ulph	Teaching Staff Governor	Trustee	Director	Corporate Members and Member	26/11/18	25/11/22
6	Lynn Jenkins	Non-teaching Staff Governor	Trustee	Director	Corporate Members and Member	01/10/16	30/09/20
7 PSC	Vacant <i>Incumbent at Cranfield Church vacant from July 2019 – will remain vacant until the new appointment is made</i>	Corporate Member on behalf of Cranfield PCC	Member	Director	Corporate Members and Member	N/A	N/A
		Cranfield PCC Foundation Governor	Trustee	Director	Ex-officio as Incumbent	N/A	N/A
8	Vacant	Cranfield PCC Foundation Governor	Trustee	Director	Corporate Members and Member, with informal advice from Cranfield PCC		
9	Rachel Bacon	Cranfield PCC Foundation Governor	Trustee	Director	Corporate Members and Member, with informal advice from Cranfield PCC	13/11/18	12/11/22
10	Sara Jenkins	Cranfield PCC Foundation Governor	Trustee	Director	Corporate Members and Member, with informal advice from Cranfield PCC	01/04/16	31/03/20
11	Emma Butterwick	Cranfield PCC Foundation Governor	Trustee	Director	Corporate Members and Member, with informal advice from Cranfield PCC	01/05/16	30/04/20
12 PSC	Martin Sanders <i>Vice Chair of Governors</i> <i>Chair of Curriculum Committee</i>	Corporate Member representative of Peter Ackroyd on behalf of Wootton PCC	Member	Director	Corporate Members and Member	N/A	N/A
		Wootton PCC Foundation Governor	Trustee	Director	Corporate Members and Member, with informal advice from Wootton PCC	01/10/16	30/09/20

	Name <i>Positions held 2019/20</i>	Status	GIAS listed as	Companies House listed as	Appointed by	Date appointed	Date Ends
13	Fiona Frossell	Wootton PCC Foundation Governor	Trustee	Director	Corporate Members and Member, with informal advice from Wootton PCC	01/09/19 <i>(subject to DSAET approval)</i>	31/08/23
14	Vacant	Wootton PCC Foundation Governor	Trustee	Director	Corporate Members and Member, with informal advice from Wootton PCC		
15 PSC	Pauline Kendall <i>Chair of Governors</i>	Ex-officio Member	Member	Director	Ex-officio as Chair of Governors	01/09/19	31/08/20
		Wootton PCC Foundation Governor	Trustee	Director	Corporate Members and Member, with informal advice from Wootton PCC	01/10/18	30/09/22
16	Isabel Turner	Wootton PCC Foundation Governor	Trustee	Director	Corporate Members and Member, with informal advice from Wootton PCC	01/10/16	30/09/20
17	Angelina Smith	Clerk (from 29 April 2014) – employed by Holywell School					

PSC Persons with Significant Control

Voting entitlement in Full Governing Board meetings – Directors only

Voting in AGMs – Members only

Foundation Governors (CPCC+WPCC) should always be in a majority of two (as per the footnote on page 20 of the Articles)

Quorum for a Full Governing Board meeting is 3 Directors

ASSOCIATE GOVERNORS

1	Alison Stewart	Deputy Head	N/A	N/A	Full Governing Board	01/09/19	31/08/20
2	Stephan Van der Merwe	Deputy Head	N/A	N/A	Full Governing Board	01/09/19	31/08/20
3	Heather Donnellan	Assistant Head	N/A	N/A	Full Governing Board	01/09/19	31/08/20
4	Colleen Dinner	Business Manager	N/A	N/A	Full Governing Board	01/09/19	31/08/20

Associate Governors do not have Director/Trustee status, nor do they have voting entitlement at Full Governing Board meetings, nor should they be counted in the quorum for the meeting which is 3 Directors

Holywell Church of England Academy: Advisory Note

This note has advisory status and should be read alongside the 2012 Academy Articles and the May 2019 list of Full Governing Board Members and Directors.

1. **Signatories to Articles:** The first page of the Articles confirms the signatories as the three Corporate Member representatives who are:
 - Representative of the Diocese of St Albans Educational Trust
 - Representative of Cranfield PCC
 - Representative of Wootton PCC

2. **Other Members:** The Chair of Governors (CoG) is an ex officio Member.

3. **Role of the two PCCs and appointment of foundation directors.** For Holywell Academy, as with any academy, directors (academy governors) are appointed by the Members. The Members for Holywell Academy comprise three Corporate Members (The Diocese of St Albans Educational Trust, Cranfield PCC, and Wootton PCC) alongside the CoG as an ex officio Member. Each PCC appoints a 'corporate member representative' and it is these individuals who together with the other Members formally appoint directors. Each PCC's formal involvement in appointing directors is through its corporate member representative who will carry out that task on their behalf. Informally, the PCC's collective advice as part of the overall director recruitment process is also warmly welcomed and encouraged. PCCs will often have a good idea of possible candidates for director roles and their interest and informal input is a valuable part of the process.

The Academy Articles for Holywell could be written more clearly in respect of the foundation directors; the only reference is a brief footnote on page 20. As a former VA school, Holywell's foundation directors should always be in a majority of two. In practice the two PCCs between them rightly ensure that their respective appointments collectively form that overall majority of two; so that whilst the wording of the Articles lacks clarity, local practice in this respect is good and appropriate.

4. **Cranfield parish's involvement:** The incumbent of Cranfield parish is an ex officio director on the Full Governing Board, as per article 50. At May 2019, the present incumbent is also Cranfield PCC's chosen corporate member representative hence has a dual role on the Full Governing Board.

5. **Wootton parish's involvement.** The incumbent of Wootton parish is not an ex officio director, and currently is not occupying the role of the PCC's corporate member representative. As at May 2019, Wootton PCC's

corporate member representative is a director appointed by Wootton PCC, and this individual thus also has a dual role on the Full Governing Board.

6. **Appointment of new Members:** Members appoint any additional members – this requires the agreement of members locally plus the written consent of the Board of Education.
7. **Appointment of new Directors:** This needs Member agreement including formal approval of the Diocese of St Albans Educational Trust (DSAET) as one of the corporate members. This does not apply to Parent Governors who are appointed by the Parents through an election process, as per articles 53-58.
8. **Appointment of any Associate roles:** This is for the full governing board to decide locally. Good practice would be to record the appointment in the minutes for a specified term of office – I suggest for a year at a time, reviewed annually. Anyone in an associate role should be appointed to bring specific skills/insights. These roles do not have Director/Trustee status nor do they have voting entitlement at full board meetings, nor should they be counted in the quorum for the meeting.
9. **Quorum:** This is inconsistently given as two or three within the articles. I suggest that two is probably an error and that in practice a quorum should be three to enable a majority vote should that be needed.
10. **Role of Members:** Members should attend an AGM each year and sign off the accounts. This includes the DSAET who as a corporate member must be invited to the AGM.
11. **Number of directors:** The full governing board is unusually large. If recruitment challenges make this unsustainable in future, as long as the foundation majority of 2 is maintained, overall numbers could be reduced within the parameters of the articles (for instance by a reduction in numbers of parent governors and/or co-opted governors). This is something for the full governing board to monitor over time.

Belinda Copson

Governance Officer, Diocese of St Albans Schools Team

20.05.2019