HOLYWELL ACADEMY FULL GOVERNING BOARD
STRUCTURE AND MEMBERSHIP – Update: October 2026

Holywell Church of England Academy

This text has advisory status and should be read alongside the 2012 Academy Articles and the list of Full Governing Board Members and Directors whose format was restructured in May 2019.

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. **Directors (not Trustees):** In a church school setting 'Directors' are the equivalent to 'Governors' in a maintained school. The term 'Trustees' in a church school academy setting has a different, very specific meaning relating to the site ownership.

4. **Members and Directors distinction:** Since Holywell's existing academy articles were written, nationally a new set of Model Articles for church schools has been issued. In this more recent model there is a strong emphasis on separation of powers (ie. individuals not having dual roles as both Members/Directors) and a marked preference for five Members where possible. The Education and Skills Funding Agency (ESFA) echoes both these points in the Academies Financial Handbook (Sept 2020).

5. **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.

6. **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 was also Cranfield PCC's chosen Corporate Member representative hence had a dual role on the Full Governing Board. In December 2020 a new incumbent was appointed to the parish who will also be the Cranfield PCC's Corporate Member representative and hence continue to have a dual role on the Full Governing Board.

7. **Wootton parish's involvement**: The incumbent of Wootton parish is not an ex officio Director, and at May 2019 was not occupying the role of the PCC's Corporate Member representative. At May 2019, Wootton PCC's Corporate Member representative was an appointed PCC Director, and this individual thus also had a dual role on the Full Governing Board. Since November 2020, the incumbent of Wootton parish has taken on the role of Corporate Member representative for the Wootton PCC instead of the Director referred to above. This goes some way to address the points made in item 4 above regarding the need for separation between Members and Directors.

8. **Appointment of new Members**: Members appoint any additional non-corporate Members – this requires the agreement of Members locally plus the written consent of the Board of Education.

9. **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. With regard to the appointment of Staff Governors, article 50A states that 'the Members may appoint up to three Staff Governors through such process as they may determine'. This is currently done by direct Member appointment but it is up to the Members to decide which method of appointment to use. The option of an elected process is open to Members if they wish to do this.

10. **Appointment of any Associate roles**: This is for the full governing board to decide locally. These are reviewed and appointed annually at the first Full Governing Body meeting of the academic year. Anyone in an Associate role is appointed to bring specific skills/insights. These roles do not have Director/Governor status nor do they have voting entitlement at Full Governing Board meetings, nor should they be counted in the quorum for the meeting.

11. **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.

12. **Role of Members with regard to the annual accounts**: Members should attend an AGM each year and formally receive the accounts. This includes the DSAET who, as a Corporate Member, must be invited to the AGM. It is the Directors' role to prepare the annual report and accounts with their accountants and formally approve their

acceptance as a true record for the financial year, before they are received by the Members at the AGM.

13. **Number of Directors required by the Articles:** Articles 46a and 50 require a minimum of 11 'governors' of whom the incumbent is one. In the table above, the incumbent used to be included as a 'CPCC governor' but is now referred to as a 'governor'. We have chosen to refer to 10 'Foundation Governors' who are split equally between the 2 PCCs. Item 5 above makes the point that the Articles are not clear in this regard, and it is this lack of clarity and subsequent clarification, which has led to the change in the way the incumbent is now listed and our own interpretation on the PCC Governors. The other requirements are for up to 3 Staff Governors (46b), 3 Parent Governors (46d) and the Headteacher as an ex-officio Governor (46e). There is also provision for up to 2 co-opted governors (59).

14. **Number of Directors being large**: 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

Updated to reflect further clarifications since November 2020, by

Angelina Smith

Clerk to the Governors

18.03.2021

The Members of the Academy Trust shall comprise

- the signatories to the Memorandum of Association:
    - The Diocese of St Alban's Educational Trust
    - St Mary's PCC
    - St Peter and St Paul's PCC
- 1 person appointed by the Secretary of State, in the event that the Secretary of State appoints a person for this purpose
- The Chairperson of the Governors
- Additional members as agreed by the members in consultation with the Diocesan Board of Education

The Directors (Governors) of the Academy Trust: subject to Articles 48-49 and 64, the Academy Trust shall have the following appointed by the Members:

- Not less than 11 Directors (Governors) appointed under Article 50
- Up to three staff Directors (Governors), appointed under Article 50A
- 3 Parent Directors (Governors), appointed under Articles 53-58
- The Principal
- Any Additional Directors (Governors) appointed under Article 62, 62A 0r 68A
- Any Co-opted Directors (Governors)

MEMBERS (3 CORPORATE AND 1 EX-OFFICIO)*

	Name	Status	GIAS listed as	Companies House listed as	Appointed by	Date appointed	Date Ends
1 **PSC**	DSAET representative (usually Director of Education, Diocese Schools Team [Duncan Gauld)	**Corporate Member on behalf of the Diocese of St Albans Educational Trust**	Corporate Member Original signatory		Original signatory	N/A	N/A
2 **PSC**	Wootton PCC representative (NB. Until the appointment of a new Vicar of St Mary's church in Wootton, Pauline Kendall will act in a dual role as Corporate Member on behalf of Wootton PCC and Foundation Governor)	**Corporate Member on behalf of Wootton PCC**	Corporate Member Original signatory		Original signatory	N/A	N/A
2 **PSC**	Cranfield PCC representative (remains as the Incumbent of Cranfield Church - Isaac Pain – Vicar of St Peter and St Paul's Church who is also a Trustee ex-officio from March 2021)	**Corporate Member on behalf of Cranfield PCC**	Corporate Member Original signatory		Original signatory	N/A	N/A
		Cranfield PCC Foundation Governor	Trustee	Director	Ex-officio as Incumbent *(Article 12)*	N/A	N/A
4 **PSC**	Pauline Kendall *Chair of Governors*	**Member**	Member		Ex-officio as Chair of Governors	Ex-officio as Chair of Governors	First appointed on 31/09/14 New term of office from 01/10/22 to 30/09/26
		Wootton PCC Foundation Governor	Director	Director	Corporate Members and Member, with informal advice from Wootton PCC	Corporate Members and Member, with informal advice from Wootton PCC	First appointed on 31/09/14 New term of office from 01/10/22 to 30/09/26

PSC Persons with Significant Control

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Updated October 2025

DIRECTORS (GOVERNORS)

	Name	Status	GIAS listed as	Companies House listed as	Appointed by	Date appointed	Date Ends
3	Lyndsey Hood-Smith *Chair of Curriculum Committee*	**Parent Governor**	Director	Director	Parents	15/11/23	14/11/27
4	Michael Simpson	**Head Teacher Governor**	Director	Director	Ex-officio as Head Teacher	N/A	N/A
5	Emma Lau	**Staff Governor (Teaching)**	Director	Director	Corporate Members and Member	22 Oct 2025	21 Oct 2029
6	James Ulph	**Staff Governor (Non-teaching)**	Director	Director	Corporate Members and Member	22 Oct 2025	21 Oct 2029
7	Ann Watson	**Staff Governor (Non-teaching)**	Director	Director	Corporate Members and Member	22 Oct 2025	21 Oct 2029
8 **PSC**	Isaac Pain Rector at Cranfield Church from December 2020, joined this Board ex-officio as Incumbent in March 2021	**Corporate Member on behalf of Cranfield PCC**	Director	Director	Corporate Members and Member	N/A	N/A
		Governor	Director	Director	Ex-officio as Incumbent *(Article 50)*	N/A	N/A
9	Sue Abood	**Cranfield PCC Foundation Governor**	Director	Director	Corporate Members and Member, with informal advice from Cranfield PCC	01/04/24	31/03/28
10	Sara Jenkins	**Cranfield PCC Foundation Governor**	Director	Director	Corporate Members and Member, with informal advice from Cranfield PCC	01/04/24	31/03/28
11	Martin Sanders *Vice Chair of Governors* *Chair of Strategy Group*	**Wootton PCC Foundation Governor**	Director	Director	Corporate Members and Member, with informal advice from Wootton PCC	01/10/24	30/09/28
12	Fiona Frossell *Chair of Business Committee and Audit and Risk Committee*	**Wootton PCC Foundation Governor**	Director	Director	Corporate Members and Member, with informal advice from Wootton PCC	01/10/23	31/09/27
13 **PSC**	Pauline Kendall *Chair of Governors*	**Ex-officio Member**	Member	Director	Ex-officio as Chair of Governors	First appointed on 31/09/14 New term of office from 01/10/22	30/09/26

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	Name	Status	GIAS listed as	Companies House listed as	Appointed by	Date appointed	Date Ends
		Wootton PCC Foundation Governor	Director	Director	Corporate Members and Member, with informal advice from Wootton PCC	First appointed on 31/09/14 New term of office from 01/10/22	30/09/26
14	Isabel Turner *Chair of Ethos and Pastoral Care Committee*	**Wootton PCC Foundation Governor**	Director	Director	Corporate Members and Member, with informal advice from Wootton PCC	01/10/24	30/09/28
	Farah Hashim	Clerk (from 7 November 2023) – employed by Holywell School					

PSC Persons with Significant Control

Voting entitlement in Full Governing Board meetings – Directors/Governors only

Foundation Directors/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 three Directors (though the Articles are inconsistent on this giving it as two and three)

There is capacity for up to 5 Foundation Governors per PCC

ASSOCIATE ATTENDERS (non-voting)

	Name	Status	GIAS listed as	Companies House listed as	Appointed by	Date appointed	Date Ends
1	Anna Craddock	**Deputy Headteacher**	N/A	N/A	Full Governing Board	N/A	N/A
2	Romana Tomei	**Business Manager**	N/A	N/A	Full Governing Board	N/A	N/A
3	Sarah Law	**Finance Director**	N/A	N/A	Full Governing Board	N/A	N/A
4	Sanchia Davidson	**SENDCo**	N/A	N/A	Full Governing Board	N/A	N/A
5	Alison Stewart	**Deputy Headteacher and DSL**	N/A	N/A	Full Governing Board	N/A	N/A
6	Stephan Van der Merwe	**Deputy Headteacher**	N/A	N/A	Full Governing Board	N/A	N/A

Associate Attenders:

- **do not have Director/Governor status**
- **do not have voting entitlement at Full Governing Board meetings**
- **should not be counted in the quorum for Full Governing Board meetings which is 3 Directors**
- **are appointed annually by FGB at its first meeting of the academic year.**

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