

Members: Core Responsibilities

Members are the guardians of governance of the Trust and should ensure that the Trust is advancing education for the public benefit. Members' powers are set out in the trust's articles of association and in company law. See the [Companies Act 2006](#).

Members shall:

1. Preserve the Trust's charitable purpose

- Ensure the Trust continues to operate in line with its objects and ethos.
- Safeguard the long-term educational mission of the Trust.

2. Ensure governance integrity

- Confirm that Members and Trustees understand and respect the distinction between strategic oversight and operational management.
- If appropriate, to direct the Board of Trustees to commission an external review of governance.
- Receive a copy of the annual report and accounts.

3. Hold the Board to account

- Evaluate whether the Board is:
 - Well constituted
 - Operating lawfully
 - Managing risks effectively
 - Maintaining strong educational and financial oversight
 - Maintaining effective oversight of safeguarding
- In exceptional circumstances, Members can 'direct' trustees to take specific action via special resolution and consider if they need to appoint different or additional trustees.

4. Appoint and Remove Members and Trustees in accordance with the [Companies Act 2006](#).

- Appoint Members and Trustees in accordance with the Articles.
- Remove Members and Trustees where necessary to protect the Trust's interests or ensure effective governance.

5. Appoint and Remove the Auditors as set out in the Trust's Articles of Association

- Ensure the Trust operates effective internal controls systems that meet the latest statutory audit requirements.

6. Approve changes to the Trust's constitution

- Amend the Articles of Association, where permitted, ensuring compliance with legal and DfE requirements.

7. Confirm significant structural decisions

- Decisions such as:
 - Trust dissolution
 - Mergers or transfers that affect the Articles of Association
 - Changes to the Trust's name or objects in line with statutory and regulatory requirements

8. Keep informed of the work of the Trust Board

- Attend the AGM and any additional briefings as required
- Read Trust Board minutes and briefing papers as required

Further guidance on the role of Members and how it fits into the broader governance structures can be found on the NGA website: [Role of members | National Governance Association](#)

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