

<b>Committee:</b> Policy and Resources	<b>Date:</b> 6 September 2018
<b>Subject:</b> Appointment of Company Member – City of London Academies Trust (Company Number 04504128)	<b>Public</b>
<b>Report of:</b> Town Clerk	<b>For Decision</b>
<b>Report Author:</b> Alistair MacLellan	

### **Main Report**

1. A vacancy has arisen among the Company Members of the City of London Academies Trust (COLAT), who the City Corporation appoints, in the room of the Deputy Policy Chairman, who has advised he is not able to serve. The governance structure of COLAT is set out as an appendix.
2. At its meeting on 12 October 2017, the Court of Common Council resolved that a nominee of the Chairman/Deputy Policy Chairman could serve as Company Member of COLAT in the room of the Chairman/Deputy Policy Chairman, where they were not able to serve. Any nomination requires the approval of the Policy and Resources Committee. It is noted that this appointment will also be subject to the Department for Education's consent under the terms of COLAT's funding agreement.
3. It has been suggested that Chris Hayward CC be put forward as a candidate to serve as Company Member in the room of the Deputy Policy Chairman, and your Committee is invited to consider this nomination. Your Committee will be mindful that, whilst day to day operational oversight of the City of London Academies Trust is exercised by its Board of Directors (themselves appointed by the City of London Corporation or co-opted by the COLAT Board), certain rights are reserved to the Company Members including rights to amend the company's governing document (Articles of Association) and appoint/remove Company Directors if, in the view of a majority of the Company Members, the Directors are not acting in the best interests of the company. A Company Member has fiduciary duties to exercise the powers they have in that capacity in good faith, to act in the best interests of the company and not to act under a conflict of interest.
4. Mr Hayward is a strong candidate for the position of Company Member of the City of London Academies Trust. He currently serves on the City's Education Board, the Grand Committee responsible for strategic oversight of the City's Education Strategy and strategic City academy matters. He has previously served as Company Director of the City of London Academies Trust (January 2016 – March 2018), and therefore has a high degree of recent relevant experience of COLAT matters.

#### **Recommendation(s)**

That Members consider and approve the appointment of Chris Hayward CC as Company Member of the City of London Academies Trust in the room of the Deputy Policy Chairman.

#### **Alistair MacLellan**

Town Clerk's Department

T: 020 7332 1416

E: [alistair.maclellan@cityoflondon.gov.uk](mailto:alistair.maclellan@cityoflondon.gov.uk)

## **Appendix – City of London Academies Trust Governance Structure**

### **Company Members**

Under COLAT's Articles of Association, the City of London Corporation has the right to appoint four individuals as company Members and is itself a corporate company member.

The City Corporation has appointed the Town Clerk (and his representative under the Scheme of Delegations) as its authorised representative in respect of its corporate company membership of COLAT.

The City Corporation has also agreed, as a matter of policy, that the individual company Members shall be:

- Policy Chairman/their nominee
- Deputy Policy Chairman/their nominee
- Education Board Chairman/their nominee
- Education Board Deputy Chairman/their nominee

### **Company Directors**

Under COLAT's Articles of Association, the City of London Corporation has the right to appoint six company Directors.

The City Corporation has agreed, as a matter of policy, that these six Sponsor Directors shall be:

- Sponsor Director - Policy Committee Appointee
- Sponsor Director - Policy Committee Appointee
- Sponsor Director - Education Board Appointee
- Sponsor Director - Education Board Appointee
- Sponsor Director - Education Board Chairman/their nominee
- Sponsor Director - Education Board Deputy Chairman/their nominee

The COLAT Board of Directors may also appoint Co-Opted Directors to the Board of Directors provided that the majority of Directors in office at any time are Sponsor Directors.