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# Eden Primary School – governance and constitution

Eden Primary Trust (our legal name) is an independent entity. We are ultimately responsible for everything we do (unlike, say, a local authority school; or a school which is part of a multi-academy trust). Our constitution is known as the Articles of Association – the document is on the school website on the [“Governing Body”](#) page.

To make things complicated we are subject to three different regulatory regimes.

- a) We are a state-funded school and are subject to the regulations of the Department for Education (DfE) and the Education and Skills Funding Agency (ESFA) such as the [Governance Handbook](#) and the [Academy Trust Handbook](#). Although the term Free School is often used particularly during the application and development phase, we are classed as an Academy and are subject to all rules that apply to Academies.
- b) We are a charity which means we are subject to the rules governing charities. We are not actually a “registered” charity as academies are [“Exempt Charities”](#) – this means that the Department for Education acts as the “Principal Regulator”. In practice this means that information is not held on the Charity Commission website but it is on our own website.
- c) We are a limited company which means we are regulated by [Companies House](#). The kind of company we are is a “company limited by guarantee” – which is basically a non-profit company where the shareholders are replaced by members – see below. The regulatory regime from Companies House is fairly light –the main element being our annual returns.

## Roles and titles

One source of confusion has been the distinction between “Members” on the one hand and “Trustees/Governors/Directors” on the other.

The Members in a non-profit company are the equivalent of shareholders in a for-profit company. At present there are five Members at Eden, all either founders of the school, or past or present Chairs of Trustees. The Members meet once a year, mainly to appoint new Trustees and check that Eden is still upholding its founding ethos and vision.

There are some schools that have a more complex structure but we have the simple, DfE-approved, structure. The latest DfE handbooks have spelled out these roles clearly and unambiguously.

The Board of Trustees is the body responsible for the day to day governance of the school. Each person on the Board is a Governor (of the school), a Trustee (of the charity) and a Director (of the company). The DfE’s preference, which we follow, is to use the single term Trustee – emphasising the enhanced level of responsibility (as compared with more traditional Local Authority school governors).

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Although these titles and functions are all rolled up together it may be helpful to unpack them a little.

- a) As Governors we are responsible for the effective strategic direction of the school. The DfE identify three core functions of our Board:
- Ensuring clarity of vision, ethos and strategic direction.
  - Holding the headteacher to account for the educational performance of the school and its pupils.
  - Overseeing the financial performance of the school and making sure its money is well spent.

We delegate the operational running of the school to the Headteacher and, for that reason the appointment of a Head is probably the single most important task we ever undertake. Once the Head is in place, our role focuses on scrutiny, accountability, strategic direction, advice and support.

- b) As Trustees we are responsible to run the charity/school for the public benefit – once we are appointed or elected we are not representatives of sectorial interests. The Charity Commission clarifies this as follows: ***“School governors are appointed in different ways and may reflect different perspectives including staff, parents, local authority, and the community. Your duty as a governor and charity trustee is not to represent any body or group that appointed you; your duty is to the charity.”*** There is masses of documentation regarding the role of trustees and we may also wish to have regard for the [Seven Principles of Public Life](#) (The Nolan Principles).

- c) As Company Directors we are responsible for the continued success of the school. The Companies Act specifies various duties of Directors including:
- Promoting the success of the company
  - Exercising independent judgement
  - Exercising reasonable care, skill and diligence
  - Avoiding conflicts of interest

Just to be clear, wherever I’ve used just one of the terms I always include the other two. Generally it is our practice to use the term Trustee.

*Steve Miller, February 2018 (revised January 2024)*