



Constitution of CACE

1. Cornwall Academy Chief Executives

The name of the Organisation shall be CACE: Cornwall Association of Chief Executives (hereinafter referred to as the 'Organisation').

2. OBJECTS

- a) The objective of the Organisation will be:
 - 1. To work together to provide world class education for all young people in Cornwall.
 - 2. To sustain the Trust of Cornish Schools CEOs to act as their collective representative.
 - 3. To advocate for the needs of young people and the local services which support these.
- b) Each year these objectives are reviewed and the current interpretation of them is explored and expanded on (see appendix B).

3. MEMBERSHIP

- a) Membership of the Organisation will be open to all CEOs or otherwise titled leaders of Charitable Educational Trusts with responsibility for the leadership and management of multiple schools in Cornwall regardless of nationality, political or religious beliefs, race or sexual orientation, who accept the objectives and values of the Organisation.
- b) All potential members will be invited to each meeting, event or consultation and encouraged to participate although they will not be counted in quorate measures or able to vote until they have become members.
- c) Any person wishing to become a member must sign, and submit to the Organisation, a written application for membership.
- d) The Organisation will consider applications and make a decision at their next quorate meeting following the rules set out in section 7. The Organisation may, at its discretion, refuse any application for membership but in such cases, would contact the applicant within 5 days of the meeting to explain this decision.
- e) Any member wishing to withdraw from membership must sign, and submit to the



Organisation, a written notice. On receipt by the Organisation, notification will be emailed to existing members. If no objections are received within 24 hours, the member will be sent a response to confirm their membership has ceased.

- f) Any member may be expelled from membership by way of a resolution passed by vote at a general meeting following the rules set out in section 7, providing at least 21 days' notice of the proposed resolution has been given, in writing, to the member concerned. The member will be entitled to be heard on the resolution at the general meeting at which the resolution is proposed.
- g) The annual subscription fee will be set by members at the Annual General Meeting and will be calculated from the annual expected cost of events and universal services. The subscription is calculated on the basis of recouping hosting costs, administration and fees to speakers. These fees will be paid and reviewed on an annual basis. Every effort will be made to use existing facilities and staff to minimise costs. Current costs are set out in Appendix A.
- h) Each Educational Trust will pay the same subscription and have the same level of representation regardless of the number of schools or pupils they represent.
- i) Non- members will be charged for individual events at a higher rate. See Appendix A.

4. HONORARY OFFICERS

- a) At the Annual General Meeting, the Organisation shall elect Honorary Officers. These will include: a Chairperson and a Treasurer and may include a Vice Chair and Secretary.
- b) The role of the Treasurer is to take responsibility for ensuring that funds are collected and directed as prescribed in the constitution. They will draw up a report for the AGM.
- c) Honorary officers such as the Chairperson and Vice Chairperson of the Organisation shall hold office until the conclusion of the next Annual General Meeting of the Organisation after their election but shall be eligible for re-election.
- d) The Chairperson shall be ex-officio members of any Subcommittees of the Organisation.

5. MANAGEMENT BOARD

- a) Subject as hereinafter mentioned the policy and management of the affairs of the Organisation shall be directed by a Management Board which shall meet not less than 3 times each year and shall consist of not less than three members.



- b) The members of the Management Board shall be all those members who have paid the annual subscription for the year in question.
- c) The Management Board may appoint Sub-Committees as considered necessary, and shall determine their terms of reference, powers, duration and composition. All acts and proceedings of such Sub-Committees shall be reported back to the Management Board as soon as possible.
- d) For the sake of the calculation of Quorum, the maximum board size will notionally be taken as 10 members.

6. MEETINGS OF THE ORGANISATION

- a) The Annual General Meeting (AGM) shall be held within fifteen months of the preceding AGM. Fourteen days' notice will be given to members by email or writing.
- b) The organisation has the aspiration to hold meetings on a half termly basis, but this constitution does not seek to determine or restrict this number. For the sake of equitable access, it is advised that six meeting dates will be set at the AGM. Equally, it is accepted practice for the date and venue of the next meeting to be agreed at the previous one and for the Chair in each meeting to determine the need for future meetings based on current priorities and the availability of visiting speakers.
- c) The Annual General Meeting will transact the following business:
 - 1. Notes of the previous Annual General Meeting.
 - 2. Consideration of the annual report provided by the Management Committee.
 - 3. Consideration of the annual statement of accounts.
 - 4. Election of Honorary Officers.
 - 5. Appointment of Independent Examiners of accounts.
 - 6. Any other competent business.
- d) The Chair of the Organisation may at any time at his/her discretion, call a Special Meeting to deal with a specific concern raised by not less than 33% of members having the power to vote. Examples of such concerns may be a proposed change to the constitution. A Special Meeting must adhere to the following conditions:
 - 1. The meeting must be called within fourteen days of receiving the written request and must take place within thirty days.
 - 2. All current members must be included in the invitation to such a meeting.
 - 3. Any proposals due to be covered at the meeting must be distributed in writing to the membership at least 14 days prior to the date of the Special Meeting.



4. Notes must be taken and distributed to the membership within ten working days of the meeting.
- e) CACE will establish networks for other layers of leadership within their organisation. These for example could include Trust SENDCos, Trust finance leads, School Improvement Leads and Safeguarding Leads.
 1. No member of CACE need be present at such meetings.
 2. Participants in networks are given the scope to make their own agreements regarding organisation of meetings provided their purposes and values at all times aim to align with those of CACE.
 3. Networks are not decision-making bodies and so must seek authorisation from CACE board for their proposals.
 4. Whilst network members are chosen by Trusts as representatives, the views and suggestions they put forward must be considered their own until endorsed by CACE members.
 5. Minutes of such network meetings will be taken, and a draft copy sent to CACE members within a week of each meeting. Only summaries of decisions requiring CACE agreement need be included.

7. RULES FOR MEETINGS

- a) Decisions requiring $> 1/3$ quorate meeting. (4 board members). The majority of CACE business including:
 - agreeing notes.
 - receiving proposals.
 - setting future agendas.
 - nominating a member to talk on the topic of a previously agreed paper or policy position.
- b) Decisions requiring a 50% quorate meeting. (5 board members):
 - Any decision requiring allocation of membership funds.
 - Any change of protocol.
- c) Decisions requiring a $2/3$ quorate meeting. (7 board members)
 - Election of the Chair and Vice Chair.
 - Sending of letters and notifications on behalf of CACE to external organisations.
 - Any changes to previously agreed programmes.
 - Election of co-opted advisors.
 - Any decision required by an email vote as attendance at a meeting fell below the required level of quorum.



- Election of a committee of at least three subscribers to act with defined delegated responsibility on behalf of the board.
- Nomination of a spokesperson to speak on behalf of the group on a particular topic.

d) Decisions requiring a majority vote of the members:

- Establishment of a new chargeable service.
- Any change to the vision and values of CACE.
- Removal of a board member from the right to subscription.

e) Unless otherwise specified in this Constitution, all questions arising at any meeting shall be decided by a simple majority of those present and entitled to vote. In the event of a tie, the Chairperson has the casting vote.

f) The notes of the Committee Meetings shall contain a record of all proceedings, resolutions and decisions. These notes should be available to the membership at all times.

8. FINANCE

- a) Finance shall be raised by the Management Board through fund raising events, subscriptions, donations, legacies or grants.
- b) The Financial Year shall be from 1st September to 31st August.
- c) The Treasurer shall keep proper accounts of the finances of the Organisation. At the end of the financial year the Treasurer will prepare an annual statement of accounts.
- d) The accounts shall be independently examined at least once a year by the Independent Examiners appointed at the Annual General Meeting.
- e) The independently examined statement of accounts shall be submitted by the Management Committee to the Annual General Meeting.
- f) None of the Organisation's assets may be distributed or otherwise applied (on being wound up or at any other time) except to further its objects.
- g) A bank account shall be opened in the name of the Organisation with a bank or building society as the Management Board shall from time to time decide. The Management Committee shall authorise, in writing, three members of the Management Committee, one of whom shall be the Treasurer, to sign cheques on behalf of the Organisation. All cheques must be signed by not less than two of the authorised signatories, who cannot be related or



resident at the same address. Online payments also require these same two signatories to authorise payments separately.

9. ADMINISTRATION

- a) In order to keep costs to a minimum, the administration of CACE will be the shared responsibility of its members. Under these arrangements, CACE is unable to employ permanent staff or fund regular work.
- b) At the AGM each year a set of meetings, venues and tasks are established which act as a set of formal commitments to the group. If it becomes necessary to provide more formal structures, the board will formalise CACE with companies' house.
- c) Under these arrangements, it is a requirement of tax law that the employment of no member of staff can be dependent on this funding. The work is effectively a sold service that can be offered by at least two Educational School Trusts. To this end, the services should rotate between Trusts where possible. Services required to be specified include:
 - Venues for meetings.
 - Costs of refreshments at meetings.
 - Organisation of conference and discussion events.
 - Drawing up of responses.
 - Writing and circulation of agendas, notes and proposals.
 - Storage of records.
 - Hosting of online services.
 - Recruitment and retention of subscribers.
 - Holding of, and accounting for subscription fees.
 - Payment of expenses.

Such non-contractual cooperation has the potential for multiple points of failure and so relies upon clear notice periods and commitments. For the sake of ongoing credibility, the following standards are expected to be maintained.

- All internal and external communication under the logo of CACE.
- Email addresses that are neutral or under the CACE logo.
- Agendas at least one week prior to any meeting.
- No changes of venues or arrangements with less than four weeks' notice.
- Any paper requiring a collective decision to circulate a draft for agreement following a feedback request.

**10. ALTERATIONS TO THE CONSTITUTION**

Alterations to the conditions may be proposed at the Annual General Meeting or at a Special General Meeting called for that purpose. Any such proposal to alter the Constitution must be given in writing to the Chair at least 21 days before the meeting at which the proposed alteration is to be considered. The proposed alteration must be distributed, in writing, along with the official notification of the meeting to the membership at least 14 days before the meeting. Any alteration to the Constitution will require the approval of two-thirds of those present and eligible to vote.

11. DISSOLUTION

If the Management Board of 10 members, by a simple majority, decide at any time, on ground of expense or otherwise, that it is necessary or advisable to dissolve the Organisation, it shall call a Special Meeting of the Organisation. Any assets remaining after the satisfaction of any proper debts and liabilities, shall be given or transferred equally to any charitable organisation with similar aims and objectives to the Organisation.

This constitution was adopted by its members, at a meeting held on 12th March 2020.

Name: Dan Buckley

Signed:

(Chairperson)

Name:

Signed:

(Vice Chair)

Name: Seth Gent

(Treasurer)

Name: Rachel Yelland

(Secretary)



Appendix A - Charging rates for members and non-members

Those potential members not signed up to the annual subscription will be charged per event. This calculation will be based on a rate that is four times the recouping costs in order to take into account the overheads held by CACE.

Event/Operation	Members paying subscription	Potential members who are not subscribers
Conferences and events		
Publicity:	Where possible, agreed as part of an annual programme calendar	Copy of the calendar shared with invitations
Agenda:	Invitation to provide agenda items	Agenda shared
Costs:	Costs recouped through annual subscription	Charged at 4 x recoup costs
Conference materials:	Shared with all subscribers after the event	Shared with attendees after the event
Position statements, letters to DfE, representations		
Drafting:	Each copy circulated for comments and endorsements	Informed that a document is being prepared
Final agreement:	2-week opportunity to object. If no objection from 2/3 of subscribers it will be sent.	2 week opportunity for non-subscribers to add their endorsement,
Regular meetings		
Agenda and notes:	Invitation to add to agenda, notes and papers are shared.	Invitation, agenda and summary notes shared.
Shared services		
Directory:	Shared and added to. Showing base recoup cost.	Shared. SLA can be taken at 2x recoup

We expect costs to be approximately £350 per year per member.



Appendix B - Wider Purpose and Values

Purposes: To enable and encourage meaningful collaboration between the CEOs of Multi Academy Trusts for the benefit of all young people in Cornwall.

- To provide an information and support network for CEOs through regular meetings.
- To gain the trust and confidence of Cornish CEOs in order to act as their representative and develop policy statements that allow CACE to represent their collective views on matters of shared importance.
- To advocate for the rights of young people and staff at regional and national level including providing system leadership and scrutiny of policy changes.
- To offer solutions to encourage, challenge, or stimulate innovation.
- To regularly review the provision of local services on behalf of young people and, where necessary, collaborating to provide shared services and solutions.
- To maintain strong links with RSC, LA, CASH, CAPH, all schools and education providers to ensure services for children are coherent and professional networks remain inclusive for the benefit of all young people and education staff in Cornwall so we are able to collectively build capacity.
- To develop a new collective education system of national importance which informs the next stage of government policy.

Values: To achieve the goals highlighted above, CACE believe in the following values and principles:

- To actively support the 7 Nolan principles of public life: [1. Selflessness](#), [2. Integrity](#), [3. Objectivity](#), [4. Accountability](#), [5. Openness](#), [6. Honesty](#) and [7. Leadership](#).
- To always work for the common good of all pupils and staff.
- To put aside personal ambition in order to create and sustain genuine collegiate partnership between Trusts and learning organisations in Cornwall.
- To understand and value the importance of reliably identifying and sharing strategies for supporting the mental health and well-being of staff and pupils.
- To nurture and encourage leadership at every level within every Trust: a system wide view of our responsibility to continuously build leadership capacity.
- Confidentiality and cabinet principle: To be able to share, in confidence, ideas, worries, solutions, challenges and impassioned debate to arrive at collective agreements which the whole group publicly support.
- To share resources and ideas as openly and generously as possible recognising their origins and authors in the interest of developing and keeping local talent.
- To embrace and value change and reflective continuous improvement ensuring that we keep what works and replace what doesn't.
- To deliver effectively all compliance, GDPR, safeguarding, and safety policies.
- To value professional knowledge and question deeply in order to maximise the impact of available research in the cost effective delivery of our aims.
- To advocate strongly for young people and the value of education.



Research: CACE is committed to the use and dissemination of educational research to assist CEOs in their decision making and ensure that public funds have the greatest possible impact on the lives of the young people of Cornwall and their families.

Whilst Trust structures are in their infancy and continue to evolve, there are many other systems internationally which have benefitted from extensive research and evaluation such as for example, The London Challenge until 2011: Widely considered to be the most effective recent UK example of collaborative school improvement. Led by Chief Advisor, Tim Brighouse. OFSTED's assessment identified the following reasons for success, all of which could, for example, form topics for discussion within CACE.

- Peer review – successful Heads mentoring underperforming schools with no strings attached and no formal assessment.
- Teachers and leaders being committed to all London children and not just those in their own school, removal of conflicts of interest.
- Networks based on shared support and shared expertise.
- Strong focus on developing leadership capacity.
- Driving control back to the level of the teacher.
- Regular reviews so emerging learning informed next steps.



Appendix C - Standard Agenda for the Annual General Meeting (AGM) Each September

The AGM is the only formally required meeting of the group each year and so is the only one requiring formalised agenda items. The template below is designed to ensure these core processes take place.

All current Honorary Officers remain in post until a successful quorate vote takes place to replace them. If this meeting has fewer than 7 members who can reach agreement, then this decision remains the first agenda item on future meetings until it is possible to resolve it.

1. Apologies: To record those present and consider acceptance of notified apologies.
2. Election of Honorary Officers:
 - 2.1. Election of Chair: To receive nominations and seconds for the position of Chair for the coming year. This is to be decided by at least 7 votes or a majority if more than 14 are present. This post must be filled before the business of the meeting can continue.
 - 2.2. Election of Vice Chair: Following the procedure above – if nobody steps forward this post need not be filled according to the current constitution.
 - 2.3. Election of Secretary: Following the procedure above – if nobody steps forward this post can be allocated to a Clerk or Administrator by the same conditions for agreement.
 - 2.4. Election of Treasurer: Following the procedure above – This post must be filled before the business of the meeting can continue.
3. Agreement of constitution: Has a proposal to change the constitution been circulated to all members at least 14 days before this meeting?
 - 3.1. If NO – then the current constitution will remain in place until the next AGM or until a special meeting is called by the Chair specifically to enact a change.
 - 3.2. If YES – to debate the proposed changes. Any changes require a 2/3 majority of those members who are either present or who have expressed their views in writing to the Chair prior to the meeting.
4. Changes in membership: New members can write a signed application at any time in the year and can be accepted for membership by a majority of members by email.
 - 4.1. Changes in membership since the last AGM should be listed together with the date of acceptance or of leaving.
 - 4.2. Any applications that were denied in the year should be listed and these decisions confirmed by the AGM. Any non-members present should leave the room during this agenda item.
 - 4.3. Any current CEOs not either members or aligned to the group should be listed and those present should ensure that membership has been actively encouraged during the previous year.
 - 4.4. Any member who has been expelled from the group since the last AGM should be provided with a hearing at this AGM. If they have chosen to take this option, then they should be invited into the meeting and given the opportunity to state their case.
5. Presentation of the annual statement of accounts by the Treasurer: To include the following items
 - 5.1. Total income since the last AGM broken down into each Trust's contribution.
 - 5.2. Total outgoings since the last AGM with each item over £1000 individually listed.
 - 5.3. Total remaining in the bank.



- 5.4. Estimated requirement for membership costs for the coming year.
- 5.5. Measures taken since the last AGM to independently verify the accounts.
- 5.6. Review of the three members who are currently signatories on behalf of the organisation (Treasurer plus two others).
- 5.7. Confirmation (by majority vote) that the accounts have been managed effectively and that none of the payments made have resulted in any ongoing contractual agreement.
- 5.8. Agreement (by majority vote) that the level of auditing applied during the year was commensurate with the size of the funds held by the organisation and an agreement as to the arrangements for next year.
6. Membership charges: The current membership charge is debated and agreed. Appendix A is updated by majority vote. All members wishing to continue their membership commit to payment. Payment results in membership of the Management Board for the year, a position that requires attendance of at least 3 meetings.
7. Points of action from the last AGM: Minutes of the last AGM are agreed, and any outstanding actions considered.
8. Review of Purpose and Values: Appendix B is reviewed, and any changes agreed by a majority of those present.
9. Personal liability insurance: All members are advised to ensure they have personal liability insurance in place for the coming year. In 2019/20 this was typically charged at £35 and is a cost that should be met by the individual CEO who wishes to protect themselves against any possible legal action taken against the group. The total funds held by the group at any time are low and legal liability is restricted to the maximum of this amount.
10. Further business of the meeting: This concludes the formal requirements of the AGM. It is advised that the past year is reviewed in terms of progress, influences of local policy and key changes for the minutes although this is not a formal requirement of the AGM.
11. AOB.