

The Dean Close Foundation Council of Members

Governance of The Dean Close Foundation (the Foundation) is entrusted to a Board of Trustees appointed by the Members of the company collectively known as the Council. The Members act as ambassadors, using their wide range of knowledge and experience for the benefit of the Foundation, its schools and nurseries.

The primary function of the Council is to elect the Trustees, who are also members of the Council, and to hold them to account for the policy and direction of the Foundation. The Council meets formally twice a year (in January and May) to receive the Annual Report and Accounts and to elect the Board of Trustees. The Trustees are the legal directors of the Foundation and the governors of the Foundation schools. They set the strategic direction and are accountable to all stakeholders for the Foundation, meeting regularly throughout the year.

As a body, the Council is the source both of new Trustees and of independent advice for the Chairman, the Board and the Warden.

At the formal meetings the Council is given presentations on various aspects of the Foundation's activities and sessions are usually interactive. There are no other occasions when Council members are expected to officially visit, although there is always an open invitation to attend Chapel services, plays, concerts, exhibitions and sports' matches. Invitations are also extended to Commemoration at the Senior School, and Speech Days at the Pre-Prep and Prep in Cheltenham, and Dean Close St John's in Chepstow.

Council members are appointed following consideration by the Nominations Committee, a small sub-committee of Trustees which meets termly, and recommendation to the Board of Trustees (which meets four times a year). In recommending the appointment of new Members to the Council, the Committee has due regard to a suitable balance of skills and experience available on the Council at any one time. In the interests of continuity, the Nominations Committee therefore maintains a list of potential members who would like to be proposed when a vacancy matching her/his skill set arises.

Members of the Council are not governors of the Foundation schools, but they are members of the Foundation's legal entity, equivalent to shareholders in a commercial company. Since the Company is limited by guarantee there are no shares, and the liability is limited to £10 per Member. Legal responsibility for the Foundation lies with the Trustees, as directors of the company, charity trustees and governors. Council Members are listed in the Annual Report & Accounts and on the Foundation website.

At the time of appointment, Members are required to sign a Declaration upholding the objects of the Foundation. A copy is attached.

Council Members serve for a term of five years before being eligible for re-election, with a maximum of three terms.

(September 2020)