

Code of Conduct for OWLS Academy Trust Members

Core Values

The members will at all times:

- Observe the highest standards of impartiality, integrity and objectivity in relation to the governance
- Be accountable to its stakeholders and regulatory bodies for its activities

Expectations

All members are required to follow the seven principles of public life.

The Seven Principles of Public Life

(Originally published by the Nolan Committee: The Committee on Standards in Public Life was established by the then Prime Minister in October 1994, under the Chairmanship of Lord Nolan, to consider standards of conduct in various areas of public life, and to make recommendations).

Selflessness - Holders of public office should act solely in terms of the public interest. They should not do so in order to gain financial or other material benefits for themselves, their family, or their friends.

Integrity - Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might seek to influence them in the performance of their official duties.

Objectivity - In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit.

Accountability - Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.

Openness - Holders of public office should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.

Honesty - Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.

Leadership - Holders of public office should promote and support these principles by leadership and example.

All members are required to comply with:

- the Articles of Association
- these terms of reference
- the scheme of delegation
- the conflicts of interest policy
- the code of practice appended at Annex 2 of these terms of reference
- ensure they understand their duties, rights and responsibilities, and that they are familiar with the function and role of OWLS Academy Trust
- not misuse information gained in the course of their Trusteeship for personal gain, nor seek to use the opportunity of service to promote their private interests or those of connected persons, firms, businesses or other organisations
- participate actively in the induction process and any relevant training

The Members have the following core powers, strategic functions and responsibilities in line with the OWLS Academy Trust core values:

- To review and amend the Articles of Association
- To change the name of the Academy Trust
- To receive an annual report from the Trustees and the CEO on the Academy Trust's performance
- To approve any service contracts for Trustees
- To appoint external auditors

The Members of the Academy Trust are the equivalent of the shareholders in a commercial company (save that they do not receive dividends). In simple terms the Members "own" the Academy Trust.

They have a number of statutory rights and rights set out in the Academy Trust's Articles of Association (the **Articles**). The Academies Financial Handbook issued annual by the Education Funding Agency ("ESFA") provides as follows:

- Members have an overview of the governance arrangements of the trust.
- Members can amend the articles and may do so to support stronger governance arrangements.
- While members can be trustees, retaining some distinction between the two layers ensures that members, independent of the trustees, provide oversight and challenge - this is especially important in multi academy trusts in which trustees are responsible for a number of academies.
- Academy trusts should be established with at least three members, although DfE encourages trusts to have at least five members in total

This:

- Ensures enough members to take decisions via special resolution (which requires 75% of members to agree) without requiring unanimity; and
- Facilitates majority decisions being taken by ordinary resolution (which requires a majority of members to agree).
- Members must not be employees of the academy trust.
- The appointment of any new Member must be notified to ESFA (via the Information Exchange) within 14 days of the appointment.
- The appointment and resignation/removal of Members does not need to be notified to Companies House.
- The Academy Trust's statutory books/registers should include a register of Members, which should be kept up-to-date particularly on appointment and removal/resignation.

The Reserved Matters are:

(subject to such other consents/ requirements as might be required by law or the Funding Agreement)

- ***to change the name of the Academy Trust***
- ***to change the Objects (which would require Charity Commission and Secretary of State consent)***
- ***to change the structure of the Trust Board***
- ***to amend the Articles of Association***
- ***to pass a resolution to wind up the Academy Trust***
- ***to appoint the auditors (save to the extent that the Trustees may make a casual appointment)***

Member declaration on appointment

OWLS Academy Trust

I confirm that I am willing to act as a Member of the Academy Trust. I further confirm that I am not disqualified from so acting by virtue of any provisions of the Articles of Association of the Academy Trust, including, but not limited to, the requirement that I am not disqualified from acting as a charity governor, trustee, member or director by virtue of section 178 of the Charities Act 2011.

I confirm that I will abide by the terms of reference.

I confirm that I will abide by the confidentiality requirements.

I confirm that I will abide by the requirement to state conflict of interests.

Signed

Date.....

Please sign and retain the additional copy of this document with your records.

OWLS Academy Trust: a company limited by guarantee

Company registration number: 8537140

Registered office: LE2 5HS