

# Code of Conduct for OWLS Academy Trust Trustee Board

## Core Values

The trustee board 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 trustees 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 trustees 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 Trustee Board has the following core powers, strategic functions and responsibilities in line with the OWLS Academy Trust core values:**

The Trustees are responsible for the governance and supervision of the Academy Trust and its committees (including the Local Governing Bodies).

The Trustees have a number of duties and responsibilities relating to the governance of the Academy Trust and its finances. In summary, the Trustees are responsible for:

- establishing the vision, mission and values for the Academy Trust
- carrying on the Academy Trust in accordance with the objects of the Academy Trust as set out in the Articles of Association and safeguarding the assets of the Academy Trust
- designing strategy and structure for the operation of the Academy Trust
- the delegation of the running of the Academies and the direction of the education, pastoral care, financial and other policies of the Academies as appropriate
- ensuring sound management and administration of the Academy Trust
- financial controls and the financial management of the Academy Trust in accordance with the provisions of the Academies Financial Handbook, which sets out in detail provisions for the financial management of the Academy Trust
- setting standards of conduct and values, monitoring performance and the achievement of objectives, and ensuring that plans for improvement are acted upon
- risk management, that is identifying, quantifying and devising systems to minimise the major risks affecting the Academy Trust
- ensuring the Academy Trust and the Academies are conducted in compliance with the general law.

## **Accountability of Trustees**

The Trustees are chiefly accountable to:

- the beneficiaries of the Academy Trust (pupils at the Academies, their parents and the local community) for the quality of education and pastoral care at the Academies, for matters of health and safety and for safeguarding and promoting the welfare of the pupils
- the DfE, the Education Standards & Funding Agency and specifically the Secretary of State under the terms of the Funding Agreement
- the Secretary of State (in his or her role as principal regulator in respect of charity matters) for operating the Academy Trust for the public benefit, for the prudent management of the Academy Trust and its financial efficiency, and for compliance with legislation including charities legislation
- the employees of the Academy Trust for their working environment, and for compliance with the contract of employment and employment law requirements and matters of health and safety
- other regulatory authorities for compliance with regulated responsibilities to which the Academy Trust and the Academies are subject.

## **Conducting Trustees' business**

The Trustees are required to:

- act together and in person and not delegate responsibility of the Academy Trust to others
- act strictly in accordance with the Articles
- act in the Academy Trust's interests only and without regard to their own private interests
- manage the Academy Trust's affairs prudently
- not take personal benefit from the Academy Trust unless expressly authorised by the Articles or the Charity Commission
- take proper professional advice on matters on which they are not themselves competent.

The trustees should also hold the local governing bodies to account. They should offer support, constructive advice, be a sounding board for ideas, a second opinion on proposals and help where needed, but will also challenge, ask questions, seek information and improve proposals where appropriate and at all times act in the best interests of the Academy Trust.

The Trustees shall have regard to the framework for inspecting schools in England under section 5 of the Education Act 2005 (as amended) issued by the Office for Standards in Education, Children's Services and Skills (Ofsted).

The duties and responsibilities of Trustees are explained in further detail in *The essential trustee: what you need to know, what you need to do (CC3)* (Charity Commission) and in the *DfE Governors Handbook*.

The Trustees shall have regard to the Academies Financial Handbook, which shall be circulated to all Trustees.

## Chair of Trustees

The Board shall appoint an individual from among their number to act as Chair. A change of Chair will require a notification to be made to the DfE, including a Disclosure and Barring Service (DBS) disclosure form to be submitted via the DfE.

The main role of the Chair is to chair meetings of the Trust Board. He or she also provides leadership to the Trustees and acts as the main point of contact between the Trustees and the local governing body.

Apart from any special responsibilities or powers given to the Chair in the Articles of Association (e.g. the right to chair meetings of the Trust Board and to have a second or casting vote in any case of an equality of votes at a meeting of the Trust Board), the Chair has no special powers or rights over any other Trustee. If the Chair is to carry out certain specific functions (for example, the power to approve an overspend in a certain area of the budget or the CEO's appraisal) then this must be expressly delegated to them by the Board.

## General responsibilities

*"Trustees must act reasonably and prudently in all matters relating to the Charity and must always bear in mind the interests of the Charity. They should not let their personal views or prejudices affect their conduct as trustees."* (*The Essential trustee: what you need to know (CC3)*, Charity Commission, February 2008).

*"The primary duty of a trustee is to carry out the function of his or her office with the utmost good faith. He or she must be impartial and mindful of the interests of the beneficiaries of the Charity and of the objects for which the Charity is established"*. (*Governance and management of charities*, Andrew Hind, NCVO Publications, 1995)

Trustees should listen to the view of other trustees, staff, volunteers or external advisers respectfully, taking cognisance of differences of opinion. Trustees should not cause offence to others or undermine the standing of their colleagues as a member of the Trust Board.

## Meetings of Trustees

There will be a minimum of three meetings of the Trustees each academic year and three finance meetings. A total of six meetings. Additional meeting will be held as appropriate. Meetings of the Trustees shall be convened and conducted as provided by the Articles.

In determining the agenda for Board meetings and committee meetings, the Trustees will have regard to the requirement on them to:

- ensure good financial management and effective internal controls
- comply with the Funding Agreement and the current version of the Academies Financial Handbook (or successor documents)
- receive and consider information on financial performance at least three times a year
- take appropriate action to ensure ongoing viability against agreed budgets.

In consultation with the Chair, the Clerk to the Trustee board shall prepare an annual plan for the meetings of the trustees.

At meetings, open discussion and debate is actively encouraged, in which every spectrum of objective opinion is welcomed. As Trustees must act with probity, the Board should take and consider professional advice from internal and / or from external advisers in all decision-making.

Where consensus is not achieved, decisions will be taken during board meetings by calling for a vote by those present. Trustees who abstain on, or vote against, any motion may request an appropriate note be made in the minutes.

The Board must be accountable but delegate authority on various matters on which it is entitled to full reports as necessary.

## Delegation of Powers of Trustees

Trusteeship (and directorship which necessarily follows) is a personal office of trust and responsibility and this cannot be transferred to another individual. However, in order to ensure the proper management of the

Academies, the Trustees are able to delegate specific tasks to assist them in carrying out their duties and obligations.

It is for the Trust Board to determine what decisions it will take for itself, what will be delegated to committees, working groups or individual Trustees (e.g. the Chair) and what will be delegated to the local governing body. The Trustees must also consider when and from whom they should take professional advice.

In determining whether delegation is appropriate, the Trustees will have regard to the following principles:

- non-executive powers must be exercised by the Trustees personally and may not be delegated
- except when it is impracticable to do so, executive powers should be delegated to the Chief Executive Officer and Director of Finance, who may authorise further delegation
- every act of delegation is only a delegation of powers and does not relieve the Trustees of responsibility.

***The Trustees have the following Reserved Matters:***

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

- ***to change the name of the Academies***
- ***to determine the educational character, mission or ethos of the Academies***
- ***to adopt or alter the constitution and terms of reference of any committee of the Trust Board***
- ***to terminate a supplemental funding agreement for an Academy***
- ***to establish a trading company***
- ***to sell, purchase, mortgage or charge any land in which the Academy Trust has an interest***
- ***to approve the annual estimates of income and expenditure (budgets) and major projects;***
- ***to appoint investment advisors***
- ***to sign off the annual accounts***
- ***to appoint or dismiss the Chief Executive Officer, the Finance Director, the Company Secretary or the Clerk to the Trustees***

Delegation can be made to:

- Board committees including the following committees:
  - Finance and HR
  - Risk and Audit/ H&S
  - Curriculum Education Standards and Performance
- the Heads /chairs Board (Advisory)
- the LGBs;
- any individual Trustee

### **Stakeholder voices**

Trustees are asked to have regard to the voices of their various stakeholders and to put in place arrangements to receive feedback and to respond appropriately. This shall include the following, as they are involved in other elements/tiers of trust governance and more broadly:

- a) Pupils
- b) Parents
- c) Staff
- d) Local communities

### **Risk Management**

The charities statements of recommended practice ("the SORP") set out requirements for reporting on the risks to a charity.

The Trustees' report therefore must include a description of the principal risks and uncertainties facing the Academy Trust and any subsidiary undertakings, as identified by the Trustees. The report must also include a summary of the Trustees' plans and strategies for managing these risks. The Trustees must identify specific risks and describe ways to combat each one, rather than making general statements regarding risk management.

The Trustees are therefore responsible for:

- identifying the major risks that apply to the Academy Trust, including:
  - operational risks (employment issues, health and safety, fraud, service quality and development etc.)
  - financial risks (accuracy of financial information, cash flow, reserves, over-reliance on funding sources etc.)
  - external risks (changes in government policy, economic factors, demographic changes, adverse publicity etc.)
  - regulatory risks (compliance with legislation, changes in policies of the regulators etc.)
- making decisions (based where appropriate on advice from professional advisors) as to how to respond to those risks
- making appropriate statements regarding the management of risks in the annual report.

The Risk and Audit Committee shall prepare a risk register for approval by the Trustees, along with a procedure by which the risk register shall be subject to regular review. The risk register shall have named individuals assigned to manage each area.

While the board aims to conduct its business openly, it is inevitable that some matters must be confidential either for a time or always.

Trustees:

- will observe complete confidentiality when matters are deemed confidential or where they concern specific members of staff or pupils, both inside or outside school
- will exercise the greatest prudence at all times when discussions regarding school business arise outside a governing board meeting.
- will not reveal the details of any governing board vote.

Board papers: All matters discussed at board meetings (save for items which are clearly neither confidential nor of a sensitive nature either legally, commercially, financially or personally) should be treated as strictly confidential and should not be discussed with anyone other than those present at the meeting when the matter in question was discussed unless authorised by the board to do so. If in any doubt, trustees should contact the chair.

Outside board meetings: Trustees should exercise restraint outside a meeting in relation to particular comments made within the Board meeting by individual members. Trustees must accept that it is inappropriate for any private or public references to "who said what", except in dialogue with other trustees.

### **The management of conflicts of interest**

The Companies Act 2006 imposes a statutory duty on the Trustees to avoid situations in which they have or could have an interest, which conflicts (or could conflict) with the interests of the Academy Trust. The duty is to:

- a) declare the nature and extent of any interest in any matter relating to the Academy Trust; and
- b) avoid any conflict of interest between that interest and the interests of the Academy Trust.

In addition, charity law and guidance issued by the Charity Commission confers obligations on the Trustees to manage any conflict between a Trustee's duty to the Academy Trust and their own personal interests or for a Trustee to be influenced by conflicting duties to the Academy Trust and a third party.

## **Recruitment of Trustees**

It is essential that the Trust Board has a proper mix of skills and experience. The Trustees must therefore be able to identify potential new Trustees in order to plan for succession, which combines continuity of experience and expertise with new ideas and energy.

The Board as a whole is responsible for ensuring that:

- the skills of any new Trustee fit in with the Academy Trust's requirements in the short, medium and longer term
- each new Trustee is not disqualified from acting as a Trustee by any provision of the Academy Trust's Articles of Association (including the requirement that he is not disqualified as a company director or charity trustee)
- there is a system in place which ensures that all relevant checks, including an enhanced DBS check (countersigned by the Secretary of State in the case of a new Chair), are completed before or as soon as practicable after a Trustee takes up position
- the new Trustee understands the responsibility he / she is taking on and consents to act as a Trustee.

Each new Trustee will be properly inducted to ensure that he / she understands the nature and extent of his role and responsibilities. It is the duty of a new Trustee to ensure that he / she is familiar with the Objects of the Academy Trust; its history and ethos and the nature and extent of its activities; and the content of the Academy Trust's Articles of Association.

The Trustees shall provide each new Trustee with:

- the Academy Trust's Articles of Association
- the Governance Charter
- the terms of reference
- the scheme of delegation
- the Roles and Functions

New Trustees shall be required to sign the declaration.

The Clerk to the Trustees shall ensure that any appointment of a new Trustee is notified to the EFA (via the Information Exchange) within 14 days of the appointment (as required under the Academies Financial Handbook).

## **Training and development of Trustees**

The Trustees shall ensure that the Board has the skills and experience needed to perform its functions effectively. Trustees shall also be kept up to date with developments in the legal and regulatory framework in which the Academy Trust operates.

The Trustees must have in place a system for evaluating Trustees, with a view to identifying potential gaps in their skills and any requirements for training. Such evaluation shall be carried out annually. Trustees should accept the need for care and restraint, honouring the spirit as well as the letter of the code of practice, when talking about board matters in any other forum.

## **Disagreements**

Where a Trustee has a disagreement on any matter, he or she should raise the matter informally with the chair or through the normal procedures at a board meeting.

If not resolved, a trustee may request the matter be taken further by the chair.

If a satisfactory conclusion is not reached, the board may recommend the appointment of an independent mediator.

**Trustee declaration on appointment**

**OWLS Academy Trust**

I confirm that I am willing to act as a director of the Academy Trust ("**a Trustee**"). 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 trustee 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