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# OWLS Academy Trust

CEO: Peter Merry

Registered office: Langmoor Primary School, Kenilworth Drive, Oadby, Leicester, LE2 5HS

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## **Information and Guidance for Prospective Members, Trustees and Governors**

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## THE OWLS ACADEMY TRUST

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The OWLS Academy Trust was created in 2013 and has grown steadily over the last four years. During this period five of the academies have established strong working relationships: the sixth academy to join the Trust, New Lubbesthorpe Primary School, is currently under construction and will open for the first time in August 2019.

The synergetic relationship of our academies has developed from a desire to improve outcomes for children, whilst driving efficiencies and gaining better value for money. The academies believe in excellence as a birth-right and that all children, regardless of circumstance, have an entitlement to a world class education.

Led by CEO Peter Merry, a National Leader of Education (NLE) with outstanding experience in school leadership and a proven track record of raising standards and aspirations, the head teachers operate in an atmosphere of trust, honesty, integrity and an unwavering commitment to excellence for children. They firmly believe there should be “no excuses or barriers!” in education and are passionate about the difference education can make to children’s lives.

In the summer of 2015, Glenmere Primary School was rated as outstanding by Ofsted, joining Langmoor Primary School and Little Hill Primary School with this rating. Fernvale Primary School and Hinckley Parks Primary School are currently rated good and are striving for outstanding status.

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## GUIDANCE FOR PROSPECTIVE MEMBERS, TRUSTEES AND GOVERNORS

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Being a Member or Trustee of a Multi-Academy Trust, or a Governor of a school or academy is both a rewarding and challenging experience. Individuals in these roles provide strategic leadership and work in partnership with the senior leaders of the Trust and/or school(s) to ensure that every child receives the best possible education.

The demands on Members, Trustees and Governors have changed dramatically in recent years and this guidance has been prepared to help aspiring post-holders understand the expectations and demands of the roles.

We hope that this guidance will provide you with a good overview of the commitment required and the expectations of the role. If, after reading this, you have any questions or require further information, please contact the recruiting body.

### **The Role of Members**

Members are best viewed as guardians of the constitution, changing the Articles of Association if necessary and ensuring the charitable objectives are fulfilled. The Members appoint the Trustees and can exercise reserve powers to appoint and remove Trustees, but it is anticipated that this power will rarely be exercised.

The Academy Trust will ordinarily have at least five Members, some of whom will be classed as independent members and have been selected for their skill sets.

Members will:

- Meet annually in the autumn/spring term to receive the financial report and an update on the strategic direction of the Trust
- Receive Trust Board minutes throughout the year (for interest, and in case any Member has concerns and wishes to understand the decision making process)
- Meet as and when needed to appoint (or remove) Members or Trustees, or to receive recommendations from the Trust Board for suggested changes to the Articles of Association.

Being a Member does not involve decision making on the workings of the Trust – that is the role of the Board of Trustees. The role continues until a Member chooses to resign, is asked to resign by other Members, or becomes unable to continue due to becoming ineligible (through death or committing offences).

### **The Role of Trustees (the Trust Board)**

The corporate management and trustee responsibility for the actions of the company is vested in the “Trustees” of the Academy Trust (together referred to as “the Trust Board”), who are company directors registered with Companies House.

The Trustees are personally responsible for the action of the Academy Trust and the Academies and are accountable to the Members, to the Secretary of State for Education and to the wider community for the quality of the education received by all pupils of the academies and for the expenditure of public money. The Trustees are required, as trustees and pursuant to the funding agreements, to have systems in place through which they can assure themselves of the quality, safety and good practice of the affairs of the Academy Trust. The Trust Board sets Trust-wide policy.

The role of the Trust Board is reflected in the “21 questions that every multi-academy trust should ask itself” identified by the All Party Parliamentary Group on Education Governance and Leadership (January 2015) and broadly comprises:

- Setting the vision, ethos and strategy for the Trust and its academies over the next 3 to 5 years;
- Establishing the governance structures for the Academy Trust, from Members to academy level, in keeping with the Articles of Association;
- Providing clarity, through the published Terms of References and the Roles and Functions Matrix, of the level at which the following governance functions are exercised:
  - Determining each individual academy’s vision, ethos and strategic direction;
  - Recruiting each academy’s head teacher;
  - Performance management of each academy’s head teacher;
  - Determining human resources policy and practice;
  - Oversight of each academy’s budget;
  - Assessment of the risks for each academy.
- Setting the level at which the Local Governing Bodies will have authority and accountability through the scheme of delegation;
- Engaging with the academies’ communities, parents, pupils and staff;
- Contributing to developing collaborative relationships beyond the Academy Trust;
- Ensuring that there is a strong and effective executive leadership structure and personnel in place across the Trust;
- Overview and scrutiny of academies’ education performance data;
- Overview and scrutiny of the Academy Trust’s financial capability and management systems to ensure compliance with the Academies Finance Handbook, and deliver best value for money;
- Ensuring senior leaders within academies are challenged to improve the education of pupils;
- Developing the Trust Board to ensure that it has the capacity, skills and succession plans to have a positive impact on outcomes for pupils.

The Trust Board will carry out a regular skills audit of its Trustees and, where key skills are missing on the Board, expertise will be procured to support the challenge and scrutiny of specialist areas such as human resources or educational performance.

The Trust Board will provide the overview and high-level scrutiny of:

- Educational standards and performance; and
- Finance, human resources, risk and audit.

The full Trust Board meets 3 times per year, normally in the early evening. In addition, a Trust sub-committee is in place in respect of:

- Finance and Audit (meets 3 times per year, normally mornings)

## **The Role of Local Governors**

The role of a Local Governor within a Multi-Academy Trust is an important one. In developing our governance arrangements, the Trust Board has sought to ensure that the responsibility to govern is vested in those closest to the impact of decision making and that such responsibility matches the capacity of those assuming responsibility. The Trust Board establishes Local Governing Bodies for each of the academies, for the most part made up of individuals drawn from the academy’s community both as elected and appointed Governors.

Local Governors are accountable to the Trust Board (which in turn is accountable to the Department for Education) as well as to the communities they serve.

The broad duties of a Local Governing Body are summarised as:

- To contribute to and fulfil the vision and ethos of OWLS in so far as it relates to the Academy, ensuring that the Academy achieves the aims and ambitions it has for its pupils, having regard in particular to the benefits of being part of a family of schools which stresses the importance of collaboration and mutual support;
- To implement and review from time to time the strategic plan for the Academy, focussing on the Academy's performance and achieving sustained school improvement and having regard to any locally agreed priorities identified by the Trust Board;
- To act as a critical friend to the Academy's senior leadership team, being ready to challenge and hold senior leaders to account for all aspects of the Academy's performance;
- To oversee the management of the finances of the Academy, assessing the annual budget prepared by the Academy's Head teacher or equivalent (with the support of the Academy's senior leadership team) and submitting such for approval by the Trust Board, ensuring that the Academy works within its budget and the Academy's senior leadership team adopts and implements appropriate risk and financial management policies and practices;
- To support the Trust Board in ensuring that insurance or equivalent risk protection is put in place and maintained for all risk areas including damage to property, employer liability, public and third party liability and director liability in accordance with any policy issued by the Trust Board from time to time;
- To support the Academy's Head teachers in the development and review (from time to time) of an appropriate staffing structure for the Academy, ensuring there is robust and accountable monitoring of the performance of staff and implementing all and any policies relating to staff adopted by the Trust Board;
- To support the Trust Board in its monitoring and evaluation of the delivery of any central services and functions provided or procured by the Academy Trust for the Academies, reporting any issues or concerns to the CEO and the Chair of the Trust Board;
- To promote within the organisation and externally the benefits of collaboration with the other Academies and to actively seek opportunities to work together either with the aim of improving economic efficiencies within the Academies or identifying and implementing best practice;
- To develop effective links within the Academy's community, communicating openly and frequently as appropriate and ensuring that the Academy meets its responsibilities to the community and serves the community's needs in relation to the safeguarding and education of its pupils; and
- To engage fully and openly with any inspection of the Academy, whether by the Trust Board, Ofsted or any other appropriate public body to whom the Academy is accountable.

Each full Local Governing Body meets 3 times per year, normally in the early evening. In addition, governor sub-committees are in place in respect of:

- Finance and Audit (meets 3 to 5 times per year)
- Curriculum and Standards (meets 3 times per year)
- Safeguarding and Risk Management (meets 3 times per year)

All governors are expected to serve on at least one committee. Meeting times for Governor sub-committees are determined locally by each school.

## Parent, Pupil and Staff Voice

Accessing and responding to pupils' collective concerns is an important part of the operations and governance of OWLS academies. All of our academies have active Pupil Councils with representatives from each year group. Each Local Governing Body is expected to give due regard to issues that are raised through the Pupil Council and the management actions taken in response to the issues.

Parental voice is formally built into the governance structure with the election by parents of parent Governors to each Local Governing Body. Staff voice is similarly built into the governance structure with the election to each Local Governing Body of employees of the Academy (usually one teacher and one non-teaching staff member) by employees of the Academy.

## Skills and Experience

Boards of Trustees and Governing Bodies rely on a range of skills and experiences. You will need a strong commitment to the role, the inquisitiveness to question and analysis, and a willingness to learn. Good interpersonal skills, a basic level of literacy in English and sufficient numeracy skills to understand basic data are essential.

Skills, experience or expertise in areas such as HR, finance, health and safety, legal compliance and premises management are just as valuable as educational-based knowledge or experience.

Of greatest importance, however, is that you have a willingness to learn and undertake whatever training or development activity is needed to fill any gaps in the skills you have to contribute to effective governance of the Trust or school.

## Training and Support

The OWLS Academy Trust is committed to developing the skills and experience of all Members, Trustees and Governors to promote success in the roles.

## Qualification / Disqualification

Please read the following list of qualifications and disqualifications for being a Member, Trustee or Governor. If you are **not** eligible then we will not be able to consider you for appointment / election.

<ul style="list-style-type: none"><li>Registered pupils are <b>not eligible</b> for appointment or election as Member, Trustee or Governor.</li></ul>	
<ul style="list-style-type: none"><li>Members, Trustees and Governors <b>must</b> be aged 18 years or over at the time of election or appointment.</li></ul>	
<ul style="list-style-type: none"><li>A person is <b>disqualified</b> from holding office if that person:<ul style="list-style-type: none"><li>Is the subject of a bankruptcy restrictions order or an interim order, a debt relief restrictions order, an interim debt relief restrictions order or their estate has been sequestrated and the sequestration has not been discharged, annulled or reduced;</li><li>is subject to a disqualification order or disqualification undertaking under the Company Directors Disqualification Act 1986, a disqualification order under Part 2 of the Companies (Northern Ireland) Order 1989, a disqualification undertaking accepted under the Company Directors Disqualification (Northern Ireland) Order 2002, or an order made under section 429(2)(b) of the Insolvency Act 1986 (failure to pay under county court administration order);</li></ul></li></ul>	

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| <ul style="list-style-type: none"> <li>○ has been removed from the office of charity trustee or trustee for a charity by the Charity Commission or Commissioners or High Court on grounds of any misconduct or mismanagement, or under section 34 of the Charities and Trustee Investment (Scotland) Act 2005 from being concerned in the management or control of any body;</li> <li>○ is included in the list of teachers or workers considered by the Secretary of State as unsuitable to work with children or young people;</li> <li>○ is barred from any regulated activity relating to children;</li> <li>○ is subject to a direction of the Secretary of State under section 128 of the Education and Skills Act 2008;</li> <li>○ is disqualified from working with children or from registering for child-minding or providing day care;</li> <li>○ is disqualified from being an independent school proprietor, teacher or employee by the Secretary of State;</li> <li>○ has been sentenced to three months or more in prison (without the option of a fine) in the five years before being appointed/elected as a Member, Trustee or Governor or since becoming a Member, Trustee or Governor;</li> <li>○ has received a prison sentence of two years or more in the 20 years before becoming a Member, Trustee or Governor;</li> <li>○ has at any time received a prison sentence of five years or more;</li> <li>○ has been fined for causing a nuisance or disturbance on school premises during the five years prior to or since appointment or election as a Member, Trustee or Governor;</li> <li>○ refuses a request by the clerk to make an application to the Disclosure and Barring Service (DBS) for a DBS check.</li> </ul> |  |
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If you fail to attend meetings, without the consent of the Trust Board or Local Governing Body (as appropriate), for a continuous period of 6-months you will be disqualified from continuing to hold office as a Trustee or Governor at that academy.

You must notify the clerk if you are disqualified from holding, or from continuing to hold, office as a Member, Trustee or Governor.

Details of the above restrictions may be found in The School Governance (Constitution) (England) Regulations 2012.

Members, Trustees and Governors are deemed to be volunteers, and as such **must** have the right to work in the UK. You will be required to provide evidence of this before election or appointment is confirmed.

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## NATIONAL GOVERNANCE ASSOCIATION CODE OF PRACTICE

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The National Governance Association has for a number of years recommended that governing boards adopt a code of conduct which sets out the purpose of the governing body and describes the appropriate relationship between individual Members / Trustees / Governors, the whole governing board and the executive leaders.

This code sets out the expectations on and commitment required from school governors, trustees and academy committee members in order for the governing board to properly carry out its work within the academies and the community. It should be read in conjunction with the relevant law, the articles of association and the agreed scheme of delegation.

### Definitions

The term “governing board” is used as a generic term to refer to the Trust Board and/or Local Governing Body as appropriate.

Unless otherwise indicated, for Members and Trustees the code shall be interpreted as it applies to the Trust; for Local Governors it shall be interpreted as it applies to the individual academy.

### The governing board has the following strategic functions

- **Establishing the strategic direction, by:**
  - Setting and ensuring clarity of vision, values, and objectives for the academy/trust;
  - Agreeing the school improvement strategy with priorities and targets;
  - Meeting statutory duties.
  
- **Ensuring accountability, by:**
  - Appointing the CEO / head teacher (as delegated);
  - Monitoring the educational performance of the academy/ies and progress towards agreed targets;
  - Performance managing the CEO / head teacher (as delegated);
  - Engaging with stakeholders;
  - Contributing to academy self-evaluation
  
- **Overseeing financial performance, by:**
  - Setting the budget;
  - Monitoring spending against the budget;
  - Ensuring money is well spent and value for money is obtained;
  - Ensuring risks to the organisation are managed.

### As individuals on the governing board we agree to the following:

- **Roles and Responsibilities**
  - We understand the purpose of the board and the role of the CEO.
  - We accept that we have no legal authority to act individually, except when the board has given us delegated authority to do so, and therefore we will only speak on behalf of the governing board when we have been specifically authorised to do so.
  - We accept collective responsibility for all decisions made by the board or its delegated agents. This means that we will not speak against majority decisions outside the governing board meeting.

- We have a duty to act fairly and without prejudice, and in so far as we have responsibility for staff, we will fulfil all that is expected of a good employer.
- We will encourage open governance and will act appropriately.
- We will consider carefully how our decisions may affect the community and other schools/academies.
- We will always be mindful of our responsibility to maintain and develop the ethos and reputation of our Academy/Trust. Our actions within the Trust / Academy and the local community will reflect this.
- In making or responding to criticism or complaints we will follow the procedures established by the governing board.
- We will actively support and challenge the CEO / head teacher;
- We will accept and respect the difference in roles between the board and staff, ensuring that we work collectively for the benefit of the organisation;
- We will respect the role of the CEO and head teachers and their responsibility for the day to day management of the organisation and avoid any actions that might undermine such arrangements;
- We agree to adhere to the Trust / Academy rules and policies and the procedures of the governing board as set out by the relevant governing documents and law;
- When formally speaking or writing in our governing role we will ensure our comments reflect current organisational policy even if they might be different to our personal views;
- When communicating in our private capacity (including on social media) we will be mindful of and strive to uphold the reputation of the organisation

- **Commitment**

- We acknowledge that accepting office as a Member / Trustee / Governor involves the commitment of significant amounts of time and energy;
- We will each involve ourselves actively in the work of the governing board, and accept our fair share of responsibilities, including service on committees or working groups.
- We will make full efforts to attend all meetings and where we cannot attend explain in advance why we are unable to.
- We will get to know the academy/ies well and respond to opportunities to involve ourselves in Trust/Academy activities.
- We will visit the academy/ies, with all visits arranged in advance with the CEO / headteacher and undertaken within the framework established by the governing board.
- When visiting an academy in a personal capacity (i.e. as a parent or carer), we will maintain our underlying responsibility as a Member / Trustee / Governor.
- We will consider seriously our individual and collective needs for induction, training and development, and will undertake relevant training.
- We accept that in the interests of open governance, our full names, date of appointment, terms of office, roles on the governing board, attendance records, relevant business and pecuniary interests, category of governor and the body responsible for appointing us will be published on the Trust / Academy website.
- In the interests of transparency we accept that information relating to Members, Trustees and Governors will be collected and logged on the DfE's national database of governors (Get information about schools).

- **Relationships**
  - We will strive to work as a team in which constructive working relationships are actively promoted.
  - We will express views openly, courteously and respectfully in all our communications with other Members / Trustees / Governors, the clerk to the governing board and school staff both in and outside of meetings.
  - We will support the chair in their role of ensuring appropriate conduct both at meetings and at all times.
  - We are prepared to answer queries from other board members in relation to delegated functions and take into account any concerns expressed, and we will acknowledge the time, effort and skills that have been committed to the delegated function by those involved.
  - We will seek to develop effective working relationships with the CEO, Head teacher, staff and parents, the Trust, the local authority and other relevant agencies and the community.
  
- **Confidentiality**
  - We will observe complete confidentiality when matters are deemed confidential or where they concern specific members of staff or pupils, both inside or outside the Academy / Trust.
  - We will exercise the greatest prudence at all times when discussions regarding school/trust business arise outside a governing board meeting.
  - We will not reveal the details of any governing board vote.
  - We will ensure all confidential papers are held and disposed of appropriately.
  
- **Conflicts of Interest**
  - We will record any pecuniary or other business interest (including those related to people we are connected with) that we have in connection with the governing board's business in the Register of Business Interests, and if any such conflicted matter arises in a meeting we will offer to leave the meeting for the appropriate length of time.
  - We accept that the Register of Business Interests will be published on the Trust / Academy website.
  - We will also declare any conflict of loyalty at the start of any meeting should the situation arise.
  - We will act in the best interests of the school as a whole and not as a representative of any group, even if elected to the governing board.
  
- **Ceasing to be a Member / Trustee / Governor**
  - We understand that the requirements relating to confidentiality will continue to apply after a Member / Trustee / Governor leaves office.

### **Breach of this Code of Conduct**

- If we believe this code has been breached, we will raise this issue with the chair and the chair will investigate; the governing board will only use suspension/removal as a last resort after seeking to resolve any difficulties or disputes in more constructive ways.
- Should it be the chair that we believe has breached this code, another governing board member, such as the vice chair will investigate.

## 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.

**Integrity** - Holders of public office must avoid placing themselves under any obligation to people or organisations that might try inappropriately to influence them in their work. They should not act or take decisions in order to gain financial or other material benefits for themselves, their family, or their friends. They must declare and resolve any interests and relationships.

**Objectivity** - Holders of public office must act and take decisions impartially, fairly and on merit, using the best evidence and without discrimination or bias.

**Accountability** - Holders of public office are accountable to the public for their decisions and actions and must submit themselves to the scrutiny necessary to ensure this.

**Openness** - Holders of public office should act and take decisions in an open and transparent manner. Information should not be withheld from the public unless there are clear and lawful reasons for so doing.

**Honesty** - Holders of public office should be truthful

**Leadership** - Holders of public office should exhibit these principles in their own behaviour. They should actively promote and robustly support the principles and be willing to challenge poor behaviour wherever it occurs.

## Adoption of the Code

The Trust Board of the OWLS Academy Trust will review this code of practice annually for the start of each academic year. Members, Trustees and Governors will then be asked to sign the code at their first meeting of each school year.

## Undertaking

As a Member / Trustee / Governor I will always have the well-being of the children and the reputation of the Trust / Academy at heart.

I will do all I can to be an ambassador for the Trust / Academy, publicly supports the aims, values and ethos.

I will never say or do anything publicly that would embarrass the OWLS Academy Trust, its academies, its Governing Boards or its staff.

Signed: .....

Date: .....

Print Name: .....