



# OWLS

## Trust Members Code of Conduct

Date code of conduct last reviewed: July 2026

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Signed by: *J. Tedds*

01.09.26

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Chair of trustees

Date: \_\_\_\_\_

## **Contents:**

### [Aim of this code of conduct](#)

1. [Core functions of governance](#)
2. [Standards for conduct, behaviour and practice](#)
3. [Breaching the code](#)
4. [Monitoring and review](#)

## **Appendices**

[Code of Conduct Acknowledgement Form](#)

[Code of Conduct Group Acknowledgement Form](#)

## **Aim of this code of conduct**

At The OWLS Multi-Academy Trust, we recognise and value the effort taken by trustees who contribute towards the governance of the trust and its academies. We encourage your assistance and acknowledge that many of the trust's activities and processes would be at risk if it were not for your help. As a result, we want to make sure that your time spent as part of the board of trustees is productive and enjoyable.

This code of conduct outlines what is expected from members of the board of trustees and sets out the code of conduct which all trustees are required to comply with.

This document outlines what is expected from members and trustees and sets out the code of conduct that all Members and trustees are required to comply with.

### **1 Members' meetings**

There are two types of meetings members can hold. These are the annual general meeting (AGM) and general meetings.

### **2 The AGM**

There is no requirement for members to hold meetings other than an AGM each academy financial year, if holding an AGM is a requirement outlined in the MAT's AoA. The two items of business that will be covered at an AGM are:

- Receipt of the annual accounts.
- Overview of the Appointment of the auditors for the following financial year.

The AGM can also be used to manage the appointment and resignation of trustees, and to provide strategic oversight and accountability of the ethos and values of the MAT and governance arrangements.

Members, trustees and external auditors have the right to attend and speak at the AGM, but only members have the right to vote.

### **3 General meetings**

General meetings are any additional meetings of the members. They must be kept separate from the trustee meetings of the MAT. As members are the equivalent of the MAT shareholders, their meetings fall under the Companies Act 2006.

A general meeting may be called by the MAT trustees at the request of members. Both general meetings and the AGM require 14 days' clear notice and must be called in a formal notice containing the business to be discussed. The formal notice must go to every member, trustee and auditor either in writing, electronically or via the website or a combination.

The notice must give date, time, location and the nature of the business to be discussed. If there is a special resolution to be discussed this should also be notified.

Whilst trustees can speak at a general meeting, only members can vote or be counted towards the quorum.

## **1. Core functions of governance**

The board of Members will have knowledge on the three core functions of governance:

- Ensuring clarity of vision, ethos and strategic direction
- Holding executive leaders to account for the educational performance of the academy and its pupils, and the effective and efficient performance management of staff
- Overseeing the financial performance of the academy and making sure its money is well spent

The Members understands and meets the following key features of effective governance:

1. Strategic leadership that sets and champions vision, ethos and strategy
2. Accountability that drives up educational standards and financial performance
3. People with the right skills, experience, qualities and capacity
4. Structures that reinforce clearly defined roles and responsibilities
5. Compliance with statutory and contractual requirements
6. Evaluation to monitor and improve the quality and impact of governance

All Members are required to fulfil their duties in line with the law, the 'Governance handbook' and 'The 7 principles of public life'. In addition, all trustees will be expected to be:

- Committed
- Confident
- Curious
- Challenging
- Collaborative
- Critical
- Creative

## **2. Standards for conduct, behaviour and practice**

All Members will agree to meeting the standards outlined in this section.

### **1. Undertake the roles and responsibilities of a Member**

All Members will:

- Have knowledge of the development of policies across the trust.
- Understand and review the trust's vision, values and long-term strategy.
- Be aware of financial affairs.
- Act fairly and in accordance with equal opportunities principles while making decisions affecting the appointment, recruitment, professional development, performance management, payment and discipline of staff.
- Make decisions collectively and take responsibility for actions taken and decisions made by the board of trustees.
- Where decisions and actions conflict with 'The 7 principles of public life' or may place pupils at risk, bring this to the attention of the relevant authorities.
- Not speak against majority decisions outside board meetings.
- Not speak about discussions or decisions outside of board meetings.

- Act in a fair and open-minded manner during discussions.
- Consider professional advice on anything which they do not have expertise in themselves.
- Ensure that a properly constituted, balanced and competent board is maintained.
- Hold themselves accountable for the performance of the board of trustees and the trust.
- Not use their status as a Member to gain advantage or gain financially within the trust.
- Accept that they have no legal authority to act individually or on behalf of the trust, except when they have been given delegated authority to do so.
- Only speak on behalf of the board of trustees or trust when they have been specifically authorised to do so.
- Respect executive and senior leaders and their responsibility for the day-to-day management of the organisation, never acting in a way that could undermine such arrangements.
- Adhere to the trust's rules and policies, and the procedures of the trust and its committees, in accordance with the relevant governing documents and law.
- Act fairly and without prejudice.
- Encourage open governance.
- Be mindful of their responsibility to maintain and develop the ethos and reputation of the trust.
- Consider how decisions may affect the community, including the wider trust community.
- Adhere to the trust's rules and policies, and the procedures of the trust, in accordance with the relevant governing documents and law.
- When formally speaking or writing in a governing role, ensure their comments reflect current trust policy, even if this might be different to personal views.
- Where they hold another role within the trust, such as a volunteer, strive to keep these roles separate.
- Recognise the difference between their role and that of staff, trust members, volunteers and other committee members.
- Ensure that the safeguarding policies and procedures in place are effective and support the delivery of a robust whole trust approach to safeguarding.
- Ensure regularity and propriety in use of the trust's funds and take ownership of the trust's financial sustainability and its ability to operate as a going concern.
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## **2. Demonstrate commitment to the role**

All Members will:

- Fully understand their role and commit to the amount of time and energy the role involves.
- Be actively involved in the role and accept their fair share of responsibilities within the board of Members.

- Give full effort to the attendance of meetings and come to all meetings prepared. Where a Member cannot attend a meeting, they will contact the clerk in advance to give their apologies and reason for non-attendance.
- Participate in induction, training and development activities.
- Continually seek ways to improve governance practice.
- Visit academies within the trust as and when necessary to maintain oversight of the performance and engage with stakeholders.

### **3. Behave appropriately**

All Members will:

- Pay due regard to their position of public office and adhere to 'The 7 principles of public life':
  - Selflessness
  - Integrity
  - Objectivity
  - Accountability
  - Openness
  - Honesty
  - Leadership
- Acknowledge the time, effort and skills demonstrated in the execution of delegated functions by other members of the board.
- Act in the best interests of the trust, its academies and its pupils – Members will not act in a manner that will bring disrepute to the trust.
- Declare and change in their eligibility to hold the position of trustee as per the disqualification criteria set out in the trust's Articles of Association.
- Not break the law, go against charity regulations or act in disregard of the trust's policies in any aspect of their role on the board.
- Use the trust's resources responsibly and not for personal gain, ensuring that any expenses or reimbursement are documented.
- Not accept gifts or hospitality without the prior consent of the board of trustees and will always act in line with the trust's Gifts, Hospitality and Anti-bribery Policy.

### **4. Build relationships**

All Members will:

- Seek to develop open, honest and effective working relationships with committees, the trust's central team, executive and senior leaders, and staff members and parents at the trust's academies, as well as any other relevant bodies, such as the LA.
- Continuously strive to work as a team.
- Express their views openly, in a courteous and respectful manner.
- Honour the authority of the chair of trustees as appointed leader of the board and support them in their role.
- Acknowledge the time, effort and skills demonstrated in the execution of delegated functions by other members of the board.

- Consider any concerns expressed about the delegated functions of the committees and answer queries from trustees within committees regarding their role.

## **5. Maintain confidentiality**

All Members will:

- Maintain complete confidentiality both inside and outside the trust when matters discussed between trustees are deemed confidential, or where they concern specific members of staff or pupils.
- Exercise the greatest care and caution when partaking in discussions regarding trust business outside of board meetings.
- Not reveal details of a board vote.
- Operate in line with the Data Protection Act 2018 and UK GDPR.
- Continue to apply the requirements for confidentiality after they leave office.

## **6. Be transparent**

All Members will:

- Accept and consent that, in the interests of open and transparent governance, their full name, dates of appointment, details of who appointed them, term of office, roles in other educational organisations, attendance at board meeting records, and any conflicts of interest will be published on the trust's website.
- Provide, with consent, information relating to them, as Members, to be logged on 'Get Information about Schools' (GIAS), the DfE's national database. The trust will provide GIAS with the information provided by trustees.

## **7. Declare conflicts of interest**

All Members will:

- Act in the best interests of the trust at all times and will not act in the interest of, or as a representative of, any group or individual.
- Declare and record, in the Conflicts of Interest Register, any business, personal or other interests that they might have in connection to the business of the board of trustees. The interests of those related or closely connected to a trustee will be declared on the Conflicts of Interest Register.
- Declare any interest they may have in an item of business on the agenda and will immediately remove themselves from the meeting while it is under discussion. Any conflict of interest will be declared at the start of any meeting, should the situation arise.

## **3. Breaching the code**

If a trustee/Member breaches this code of conduct, the issue will be raised with the chair of the board of trustees, who will make arrangements for the concern to be investigated. In the event that it is believed the chair of the board of trustees has breached this code of conduct, trust members will arrange for a trust member or someone independent to the board of trustees and trust to undertake the investigation.

The board of trustees will only suspend or remove a trustee from their post as a last resort. The board of trustees will attempt to resolve any difficulties or disputes in a constructive manner before suspension or removal is considered. If the need arises to suspend a trustee, the board of trustees will ensure a fair and objective process by implementing the following procedure:

- A resolution to remove a trustee from office will be included on an agenda of a meeting of the board of trustees and circulated to all trust members.
- A meeting of the trust's members will be held and the resolution to remove the trustee from office will be fully explained.
- The trust members will give due and careful consideration to the reasons given to remove the trustee from office.
- The trustee, whom it has been proposed to remove from the board of trustees, will be given the opportunity to make a statement in response to the resolution to remove them from office.
- The trust members will consider the proposal to remove the trustee and make a decision without unnecessary delay.
- The trustee will be informed of the trust members' decision in writing within five working days.
- Note the same principles in section 3 apply to Members.

#### **4. Monitoring and review**

This policy will be reviewed on an annual basis by the trust members and any changes made will be communicated to all trustees and relevant members of staff.

All trustees are required to familiarise themselves with this document as part of their induction programme.

The next scheduled review date for this document is annually in July.

## Code of Conduct Acknowledgement Form

|                        |  |
|------------------------|--|
| <b>Name of Member:</b> |  |
|------------------------|--|

**Please tick the appropriate box once you have read and understood the following documents:**

|                                                  |  |
|--------------------------------------------------|--|
| Behavioural Policy                               |  |
| Child Protection and Safeguarding Policy         |  |
| Health and Safety Policy                         |  |
| Equality, Equity, Diversity and Inclusion Policy |  |
| Data Protection Policy                           |  |
| Disciplinary Policy and Procedure                |  |
| Complaints Procedures Policy                     |  |
| 'Keeping children safe in education'             |  |

I hereby acknowledge the terms detailed within the Board of Trustees Code of Conduct and agree to abide by this code whilst I am an acting member of the local governing board. I understand that the role is of a voluntary nature and, therefore, I will not receive payment for my duties. Any expenses I claim will be in line with the Trustee Expenses Policy.

Signature: \_\_\_\_\_

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:** LE19 4BF

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- Behavioural Policy
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- Complaints Policy
- 'Keeping children safe in education'

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