



Member's Code of Practice

This code sets out the expectations on and commitment required from Members in order for The Circle Trust to properly carry out its work.

The purpose of the Members

Members are akin to the shareholders of a company and play a very important role in overseeing governance arrangements of the Trust; however, they will typically be less directly involved in the running of it and will most likely meet less frequently, maybe as little as once per year. The Members have three main functions:¹

1. Ultimate control over the academy trust, with the ability to appoint and remove trustees
2. The right to amend the trust's articles of association.
3. Responsibility for the trust achieving its charitable objectives (including financial.)

The Trust will ideally have 5 Members (the maximum), and at least 3. A full complement of five members:

- ensures enough members can 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 simple majority of members to agree).²

The Chair of the Trustee Board will be a Member; however, a distinction between members and trustees will be maintained and no member will be a paid employee of the MAT. This enables Members who are independent of Trustees to provide challenge and scrutiny to the Board of Trustees.

The Trust has a keen understanding of the attributes needed to build a successful trust; therefore, members will be appointed who ideally possess experience and skills in the following areas: Education, Legal, Finance, Business and local community.

¹ 4.2.1- Information correct as of November 2015. Refer to Governor handbook

² Information correct as of July 2016. Refer to Academies Financial Handbook for current information p6

The Members:

- Sets the strategic direction of The Circle Trust by:
 - Having ultimate control over The Circle Trust, with the ability to appoint and remove Trustees
 - Having the right to amend the Trust's Articles of Association
 - Providing oversight and challenge of the Trust's achievements of its charitable objectives including financial responsibilities
- Challenges and supports the Trustees by monitoring, reviewing and evaluating:
 - The strategic direction of the Trust
 - Progress towards objectives
 - The implementation and effectiveness of the Trust's improvement strategy
- Ensures accountability by:
 - receiving the Trust's Annual Accounts
 - appointing the auditors
 - maintaining awareness and understanding of external reports when necessary (OFSTED/Regional Schools Commissioner/EFA etc)
 - holding the Trustees and Executive Headteacher to account for the performance of the Trust
 - ensuring Trustees involve, consult and inform Members and Local Advisory Boards as appropriate
 - ensuring appropriate information is made available to all stakeholders in The Circle Trust
- Approve the appointment of the Executive Headteacher who will deliver the strategic plan (through the day to day management of the Trust, implementation of the agreed policy framework and the delivery of the annual improvement strategy).

For the Members to carry out their role effectively, a Member must be:

- Prepared and equipped to take their responsibilities seriously;
- Ready to seek support when required from external advice such as the National Governors Association/Legal; and
- Willing and able to monitor and review their own performance.

The role of a Member

The Trust is a corporate body, which means:

- No Member can act on her/his own without proper authority from the Full Member Board
- All Members carry equal responsibility for decisions made, and
- Although appointed through different routes (e.g. as ex-Governors from schools in the Trust), the overriding concern of all Members has to be the welfare of the Trust as a whole. There must be no partiality to any specific school in the Trust.

General

- We understand the purpose of the Member as set out above
- We are aware of and accept the [Nolan seven principles of public life](#): set out in the appendix
- We accept that we have no legal authority to act individually, except when the Full Member Board has given us delegated authority to do so, and therefore we will only speak on behalf of the Members when we have been specifically authorised to do so.
- We have a duty to act fairly and without prejudice
- We accept collective responsibility for all decisions made by the Members. This means that we will not speak against majority decisions outside the Members meetings.
- We will consider carefully how our decisions may affect the community and all schools.
- We will always be mindful of our responsibility to maintain and develop the ethos and reputation of The Circle Trust. Our actions in the local community will reflect this.
- In making or responding to criticism or complaints affecting the Trust we will follow the established procedures and policies.

Commitment

- We acknowledge that accepting office as a Member involves the commitment of time and energy.
- We will each involve ourselves actively in the work of the Trust, and accept our fair share of responsibilities
- We will make full efforts to attend all meetings and give notice if we are unable to.
- Our visits to schools in the Trust will be arranged in advance and undertaken within the framework established by the Local Advisors of that school and in agreement with the Headteacher.
- We will consider seriously our individual and collective needs for training and development, and will undertake relevant training
- We are committed to actively supporting and challenging the Trustees and Executive Headteacher.

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.
- 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 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 Trustees, Executive Headteacher and Local Advisors and the community of The Circle Trust

Confidentiality

- We will observe complete confidentiality when matters are deemed confidential or where they concern specific members of staff or child or young person, both inside or outside of Members' meetings
- We will exercise the greatest prudence at all times when discussions regarding school business arise outside a Trust meeting.
- We will not reveal the details of any Member's vote.

Conflicts of interest

- We will record any pecuniary or other business interest that we have in connection with The Circle Trust's business in the Register of Business Interests.
- We will declare any pecuniary interest - or a personal interest which could be perceived as a conflict of interest - in a matter under discussion at a meeting and offer to leave the meeting for the appropriate length of time.

Suitability

Disqualifications for serving as a Member are set out in the appendix.

Breach of this code of practice

- If we believe this code has been breached, we will raise this issue with the Chair and the Chair will investigate; the Members will only use suspension 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 Member will investigate;
- We understand that any allegation of a material breach of this code of practice by any Member shall be raised at a meeting of the Full Member Board, and, if agreed to be substantiated by a majority of Members, shall be minuted and can lead to consideration of suspension from the Trust.

The Trustees of The Circle Trust adopted this code of practice on {date}. All Members will be asked to sign this document as part of their induction.

Undertaking:

As a Member I will always have the well-being of children and young people and their educational outcomes and the reputation of the Trust at heart. I will do all I can to be an ambassador for The Circle Trust, publicly supporting its aims, values and ethos; I will never say or do anything publicly that would embarrass the Trust, the other Members, Trustees, the Executive Headteacher or partner schools.

Signed

Printed name

Date:



Appendix: 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.

Appendix: Disqualification for serving as a Member

General Criteria for disqualification:

- Failure to attend meetings of the Members for a continuous period of one year beginning with the date of the first meeting missed, without the consent of the Members
- Are the subject of a bankruptcy restriction order or an interim order, 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
- 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)
- 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
- Is included in the list of teachers or workers considered by the Secretary of State as unsuitable to work with children or young people
- Has been barred from any regulated activity relating to children/ is subject to a direction of the Secretary of State under section 128 of the Education and Skills Act 2008
- Is disqualified from working with children or from registering for child-minding or providing day care
- Is disqualified from being an independent school proprietor, teacher or employee by the Secretary of State
- Has been sentenced to three months or more in prison (without the option of a fine) in the five years before becoming a Trustee or since becoming a Trustee
- Has received a prison sentence of two years or more in the 20 years before becoming a Trustee
- Has at any time received a prison sentence of five years or more
- 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 governor
- Refuses a request by the clerk to make an application to the Disclosure and Barring Service (DBS) for a criminal records certificate.

A person shall be disqualified for appointment or election as a Member if he/she is an employee of The Circle Trust