



Osborne
Co-operative Academy Trust

Self-help
Self-responsibility
Equity
Equality
Democracy
Solidarity

Policy/Procedure: Member, Trustee and Governor Recruitment Policy

Review Frequency: Every Two Years

Date of last review: 2nd April 2019

Date of next review: April 2021

Osborne Co-operative Academy Trust is a multi-academy trust (MAT) incorporated around the principles and values of the international co-operative movement. These are Equality, Equity, Democracy, Self-help, Self-Responsibility and Solidarity, along with the ethical values of openness, honesty, social responsibility and caring for others. These values and principles underpin all our actions.

1. Statement

Osborne Co-operative Academy Trust recognises the role members play in scrutinising governance and in guiding the board of trustees to use their various talents and organize their collectively available skills or resources to achieve the objects of the trust. It also recognises that an effective board of trustees is essential if the trust is to be effective in achieving its objects.

The board must seek to be representative of the people with whom the trust works and must have available to it all of the knowledge and skills required to run the trust.

Individual trustees must have sufficient knowledge, both of trusteeship in general and of the trust's activities, to enable them to carry out their role and to represent the trust at meetings and other events.

This policy sets out how Osborne Co-operative Academy Trust intends to recruit robust and effective members and trustees. It should be read in conjunction with the DfE publication "A Competency Framework for Governance."

Candidates for appointment as Member, Trustee or Governor will not be considered if they intend to run for election as Parish or Local Councillors, Members of Parliament or could use their position as a member of a Local Governing Body of Osborne Co-operative Academy Trust for political gain.

2. Governing Document

The Members of the Academy Trust shall comprise:

- a. CDET, acting corporately by the hand of a director of CDET who supports the Academy Trust's values, whilst there are schools falling within Article 4(ii) within the Academy Trust;*
- b. one person acting as the Forum's representative and as nominated in writing by the Forum to the Clerk;*
- c. up to 2 persons appointed by the Forum ; and*
- d. any person appointed under Article 15A,*
provided that at any time the minimum number of Members shall not be less than three.

The Trust's regulations regarding Members are set out in Osborne Co-operative Articles of Association as:

An employee of the Academy Trust cannot be a Member of the Academy Trust.

Each person entitled to appoint Members in Article 12 shall have the right from time to time by written notice delivered to the Office to remove any Member appointed by them and to appoint a replacement Member to fill a vacancy whether resulting from such removal or otherwise.

If any of the persons entitled to appoint Members in Article 12:

- a. in the case of an individual, die or become legally incapacitated;
- b. in the case of a corporate entity, cease to exist and are not replaced by a successor institution;
- c. becomes insolvent or makes any arrangement or composition with their creditors generally; or
- d. ceases to either themselves be a Member or to have a nominated representative acting as a Member, their right to appoint Members under these Articles shall vest in the remaining Members.

Membership will terminate automatically if:

- a. a Member (which is a corporate entity) ceases to exist and is not replaced by a successor institution;
- b. a Member (which is an individual) dies or becomes incapable by reason of illness or injury of managing and administering his or her own affairs; or
- c. a Member becomes insolvent or makes any arrangement or composition with that Member's creditors generally.

Members may agree by passing a special resolution to remove any Member(s) other than a Member appointed under Articles 12b or any replacement of that Member appointed pursuant to Article 13. The Member whose proposed removal is the subject of the written resolution shall not be entitled to vote on that resolution.

Every person nominated to be a Member of the Academy Trust shall sign a written consent to become a Member and sign the register of Members on becoming a Member.

Trustees:

Osborne Co-operative Academy Trust seeks to have at least (9) and no more than (11) trustees on its board. The members may appoint by ordinary resolution up to (5) trustees, one of whom may be from among their number and one of whom is the CEO. The trustees may appoint or elect up to (2) Academy Trustees from a local governing body from any academy. The trustees may also appoint up to (4) Co-opted Trustees put forward by the forum.

Qualification requirements to be appointed as a trustee are set out in Osborne Co-operative Academy Trust's Articles of Association as:

No person shall be qualified to be a trustee unless he is aged 18 or over at the date of his election or appointment. No current pupil or current student of any of the academies shall be a trustee.

A person shall be disqualified from holding or continuing to hold office as a Trustee if -

- a. s/he has been declared bankrupt and/or his/her estate has been seized from his/her possession for the benefit of his/her creditors and the declaration or seizure has not been discharged, annulled or reduced; or
- b. S/he is the subject of a bankruptcy restrictions order or an interim order.

A person shall be disqualified from holding or continuing to hold office as a trustee at any time when s/he is subject to a disqualification order or a disqualification undertaking under the Company Directors Disqualification Act 1986 or to an order made under section 429(2) (b) of the Insolvency Act 1986 (failure to pay under county court administration order).

A person shall be disqualified from holding or continuing to hold office as a trustee if he has been removed from the office of charity trustee or trustee for a charity by an order made by the Charity Commission or the High Court on the grounds of any misconduct or mismanagement in the administration of the charity for which he was responsible or to which he was privy, or which he by his conduct contributed to or facilitated.

A person shall be disqualified from holding or continuing to hold office as a trustee where s/he has, at any time, been convicted of any criminal offence, excluding any that have been spent under the Rehabilitation of Offenders Act 1974 as amended, and excluding any offence for which the maximum sentence is a fine or a lesser sentence except where a person has been convicted of any offence which falls under section 178 of the Charities Act 2011.

A person shall be disqualified from holding or continuing to hold office as a trustee if s/he has not provided to the chairman of the trustees a criminal records certificate at an enhanced disclosure level under section 113B of the Police Act 1997. In the event that the certificate discloses any information which would in the opinion of either the chairman or the Chief Executive Officer confirm their unsuitability to work with children that person shall be disqualified. If a dispute arises as to whether a person shall be disqualified, a referral shall be made to the Secretary of State to determine the matter. The determination of the Secretary of State shall be final.

3. Recruitment

When a need has been identified to appoint members, the appointing body shall manage the process with due regard to the Articles of Association and DfE framework for governance. Applicants shall be required to complete a personal details form (Appendix 1).

When a need has been identified to recruit trustees the Resources Committee will manage the process. This will include the Chair of Trust and at least one other trustee together with any other people deemed appropriate by the trustees. The sub-committee will have responsibility for ensuring that the remainder of the recruitment and induction process is carried out. Responsibility for recruiting trustees will not be delegated to employees although employees may be given specific administrative tasks by the sub-committee.

4. Key Competencies

The DfE has identified a competency framework for governance.
The key competencies are

1. Strategic leadership
 - 1a. Setting direction
 - 1b. Culture, values and ethos
 - 1c. Decision-making
 - 1d. Collaborative working with stakeholders and partners
 - 1e. Risk management
2. Accountability
 - 2a. Educational improvement
 - 2b. Rigorous analysis of data
 - 2c. Financial frameworks and accountability
 - 2d. Financial management and monitoring
 - 2e. Staffing and performance management
 - 2f. External accountability
3. People
 - 3a. Building an effective team
4. Structures
 - 4a. Roles and responsibilities
5. Compliance
 - 5a. Statutory and contractual compliance
6. Evaluation
 - 6a. Managing self-review and personal skills
 - 6b. Managing and developing the board's effectiveness

We aim to appoint trustees who can demonstrate their suitability for appointment in at least four areas of competency: one from competency 1. Strategic Leadership or 2. Accountability and three from 3. People; 4. Structures; 5. Compliance or 6. Evaluation.

5. Competency Audit

Whenever a trustee departs a competency audit of the board will be done. Efforts at recruiting a replacement will take account of the competency audit and of the competencies being lost by the departure. Consideration must also be given to any specific roles or duties that the individual leaving the board was undertaking.

6. Recruitment of Trustees

Once the ideal competency/experience profile has been identified a recruitment plan will be formulated. This will identify the most appropriate resources from which applicants might be found. Preference should be given to advertisement in the media, volunteer bureau, and direct approaches to professional bodies and to other voluntary organisations over approaches to personal contacts as the intention is to promote diversity and to avoid conflicts of interest.

Osborne Co-operative Academy Trust seeks to ensure diversity in its board of trustees as well as in its staff base and consideration will be given to ways in which groups that are under-represented on the board might be reached and encouraged to apply. However, at the point of selection the board will not discriminate unfairly on any of the grounds listed in the Equal Opportunities Policy.

People enquiring to become trustees will be sent appropriate documentation about the trust, introductory material about trusteeship and will initially be asked to submit their personal details for consideration using the pro-forma shown in appendix 1. Arrangements will be made to assist any potential applicant with specific needs in relation to completion of the form or access to the supporting materials.

7. Recruiting from The Forum

The board recognises that it has only limited control over the appointment of members and trustees by the Forum. It is accepted that Forum Partners should be able to elect people to the board who they believe will best represent their interests however the existing board members also have a responsibility to try to ensure that the needs of the organisation in terms of governance are met by those people elected. The board will seek to do this by adopting a system of recommending appointments to the forum based on identified needs.

All appointments will be subject to the same requirement to provide a criminal records certificate from the Disclosure and Barring Service at an enhanced disclosure level under section 113B of the Police Act 1997.

8. Interview, Selection & Appointment of Co-opted Trustees

Applicants who appear suitable will be invited to attend a trustee meeting as an observer and will receive further information regarding the role of being a trustee. In the event of there being a large number of applicants those most closely matching the skills required

will be approached at this stage in preference to less suitable applicants however, consideration will be given to appointing more than one suitable applicant. As a minimum, and if not sent earlier in the process, applicants will be provided with: a copy of the latest accounts of the trust; Charity Commission Publication CC3- 'Responsibilities of Charity Trustees'; a copy of the trust's governing document; a copy of the minutes of the last three board meetings (edited to conform with the principles of data protection if necessary); a trustee 'job description'; relevant policies including those regarding equal opportunities and conflicts of interest; a copy of this policy.

The applicant will then be interviewed by the recruiting panel and efforts will be made to answer any questions that they may have. The applicant will be asked to declare any conflicts of interest and will be required to provide two references which will be taken up prior to the next board meeting. The applicant will be required to sign a declaration that they are not disqualified from being a trustee as per the requirements listed in section 2. The requirement to attend trustee induction sessions will be described. It is the responsibility of the trustees on the recruiting panel to ensure that references are obtained and all other relevant checks are completed.

The applicant will be asked whether or not they wish to be appointed and will be given the opportunity to attend a further meeting as an observer should they wish to do so.

In accordance with article 78 of the trust's articles of association all candidates put to either the forum for election or the trust board for co-option must first provide a criminal records certificate from the Disclosure and Barring Service at an enhanced disclosure level under section 113B of the Police Act 1997. In the event that the certificate disclosed any information which would in the opinion of either the chair or the Chief Executive Officer confirm their unsuitability to work with children that person shall be disqualified. If a dispute arises as to whether a person shall be disqualified, a referral shall be made to the Secretary of State to determine the matter. The determination of the Secretary of State is final.

The observations and recommendations of the panel will be put to the following board meeting and a vote taken in accordance with the procedure for appointing co-opted trustees detailed in the articles of association.

All appointments will be subject to the same requirement to provide a criminal records certificate from the Disclosure and Barring Service at an enhanced disclosure level under section 113B of the Police Act 1997.

9. Induction of Trustees

Induction sessions will be held for all newly appointed trustees, at which they will be registered as 'directors' with Companies House and will receive information regarding the trust's policies and documents. This session is mandatory.

New trustees will also be invited to meet the Chair of Trust and Chief Executive Officer. The opportunity to visit the trust's schools and to meet the head teachers and staff will

be offered. A mentor will be appointed to offer such support to new trustees as they may wish.

10. Retaining and developing our board

External reviews will be carried out annually to assess and identify areas for trustee development. Training and support will be available to trustees, from both internal and external sources. The trust subscribes to a recognised, online governance training programme. All trustees are expected to participate regularly in their own development. The trust also provides membership of the National Governors Association for all trustees and members of local governing bodies. This provides them with regular updates on legislation, statutory requirements and good practice in academy trusts and academies.

11. Recruitment of Local Governing Body (LGB) members (governors)

The Clerks to all LGBs will inform the Trust Secretary when a vacancy for a Community Governor is identified on their LGB. The LGB's skills audit will be used to identify the skills and attributes required to fill the vacancy.

Once the ideal competency/experience profile has been identified a recruitment plan will be formulated. This will identify the most appropriate resources from which applicants might be found. Preference should be given to advertisement in the media, volunteer bureau, and direct approaches to professional bodies and to other voluntary organisations over approaches to personal contacts as the intention is to promote diversity and to avoid conflicts of interest.

Osborne Co-operative Academy Trust seeks to ensure diversity in its LGBs as well as in its staff base and consideration will be given to ways in which groups that are under-represented on the LGB might be reached and encouraged to apply. However, at the point of selection the board will not discriminate unfairly on any of the grounds listed in the Equal Opportunities Policy. All candidates will be required to uphold the co-operative values of equality, equity, self-help, self-responsibility, democracy and solidarity that form the core of our organisation.

People enquiring to become LGB Governors will be provided with appropriate documentation about the trust, introductory material about governorship and will initially be asked to submit their personal details for consideration using the pro-forma shown in appendix 1. Arrangements will be made to assist any potential applicant with specific needs in relation to completion of the form or access to the supporting materials. Care should be taken to ensure they are eligible for appointment as a governor, with particular attention to Section 11, Persons Ineligible to be governors, extracted from the Terms of Reference for Local Governing Bodies of Osborne Co-operative Academy Trust. Candidates for appointment as a Community Governor will not be considered if they intend to run for election as Parish or Local Councillors, Members of Parliament or could use their position as a member of a Local Governing Body of Osborne Co-operative Academy Trust for political gain.

Any request from a school to appoint a Community Governor must be accompanied by a recent skills audit for the LGB, together with the applicant's application. The Chair of Trust and CEO may wish to meet prospective candidates before the application is considered by the trust board at their next meeting. The Trust Secretary will advise the applicant of the Board's decision and if appropriate, formally invite the applicant to join the trust board's LGB committee.

12. Persons Ineligible to be Governors

No person shall be qualified to be a governor unless he is aged 18 or over at the date of his election or appointment. No current pupil of the academy shall be a governor.

A governor shall cease to hold office if he becomes incapable by reason of mental disorder, illness or injury of managing or administering his own affairs.

A governor shall cease to hold office if he is absent without the permission of the governors from all their meetings held within a period of six months and the governors resolve that this office be vacated.

A governor shall cease to hold office if he would be disqualified from acting as a charity trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision).

A person shall be disqualified from holding or continuing to hold office as a governor:

If his estate has been sequestrated and the sequestration has not been discharged, annulled or reduced.

If he is the subject of a bankruptcy restrictions order or an interim order.

If at any time when he is included in the list of teachers and workers with children or young persons whose employment is prohibited or restricted under section 1 of the Protection of Children Act 1999.

If at any time he is disqualified from working with children under section 28, 29, 29A and 29B of the Criminal Justice and Court Services Act 2000.

If he is a person in respect of whom a direction has been made under section 142 of the Education Act 2002.

Where he has, at any time, been convicted of any criminal offence, excluding any that have been spent under the Rehabilitation of Offenders Act 1974 as amended, and excluding any offence for which the maximum sentence is a fine or a lesser sentence except where a person has been convicted of any offence which falls under section 72 of the Charities Act 1993.

If he has not complied with the trust's DBS policies. Governors are required to be familiar with the DBS policies and must act in compliance with them.

Where a person becomes disqualified from holding, or continuing to hold office as a governor and he is, or is proposed, to become such a governor, he shall upon becoming so disqualified give written notice of that fact to the Clerk to the LGB.

13. Induction of Local Governing Body Governors

Induction to the LGB will be completed by the Chair and Clerk. The Headteacher/Head of School will invite the successful candidate to look around the school and, if requested by the Chair of Governors, may play a role in the induction process. Access to the NGA and online governor training will be provided. Good practice would be to offer an experienced governor as a mentor to new members of the LGB.

Name	Current responsibilities - employment/ self-employment/other non-exec roles, and how these demonstrate expertise/skills required for role as a member/trustee/LGB governor*	Previous roles/posts within other organisations and how these demonstrate expertise/skills required for a role as a member/trustee/LGB governor* Please include names of schools, academy trusts or other educational institutions and dates of employment.	Proposed responsibility as a member/trustee/LGB governor* of the trust (i.e. leadership, educational improvement, finance, business, HR) and the skills/experience you would bring to the trust

Personal Details for Consideration by the Forum as a Member/Trustee/LGB Governor*

