

Members: As charitable companies limited by guarantee, every academy trust has Members who are the guardians of the governance of the Trust. In a company limited by shares, Members would be the equivalent of shareholders.

The role of members is to hold Trustees to account for the governance of the Trust. To do this they need an overview of governance arrangements, but responsibility for conducting the business of the Trust remains firmly with the Trustees. Members should therefore be **'eyes on, hands off'**.

We believe the most robust governance structures have a significant degree of separation between different layers of accountability. The OWN Trust does not have anyone who serves both as a Trustee and as a Member.

Everyone involved in governance at The OWN Trust commits to the Nolan seven principles of public life: selflessness, integrity, objectivity, accountability, openness, honesty and leadership

Members' main role:

1. Members appoint and, where necessary, remove trustees
2. Members appoint and, where necessary, remove other Members
3. Members have the power to amend the Articles of Association to support stronger governance arrangements
4. Members appoint the trust's auditors and receive the trust's annual audited accounts. This is done annually at the AGM.
5. Every Member of the Trust undertakes to contribute such amount as may be required (not exceeding £10) to the Trust's assets if it should be wound up while they are a Member or within one year after they cease to be a Member.

How do Members exercise their duties?

1. In practice Members' role is limited to their meetings.
2. Members may access Trust documents and policies (either published or via the trustees' secure area of the website) so they can assure themselves that the Trust Board is exercising effective governance and leadership. This also enables them to judge if they may need to exercise their powers to ensure effective governance.
3. Trustees, or others involved in governance of the Trust (e.g. those appointed to committees including any LGBs,) may escalate concerns to Members, where these have not been satisfactorily addressed by the Trust Board.
4. Members will meet annually, at the Annual General Meeting. Any other business needing to be conducted during the year will normally be by written resolution not requiring a physical meeting.

Further information on the role of Members can be found in the Governance Handbook <https://www.gov.uk/government/publications/governance-handbook>