

CODE OF CONDUCT BOARD OF TRUSTEES

Date of issue: 01/09/2020

1. Responsibilities of Trustees

The specific responsibilities of Trustees are set out in the profile for the role; however, in broad terms the Board of Trustees have the following core strategic functions:

Establishing the strategic direction, by:

- Setting and ensuring clarity of vision, values, and objectives for the Trust.
- Agreeing the improvement strategy with priorities and targets.
- Meeting statutory duties.

Ensuring accountability, by:

- Appointing the Chief Executive.
- Monitoring the educational performance of the schools and progress towards agreed targets.
- Performance managing the Chief Executive. Line management responsibility is delegated to the Chair of Trustees and performance is reviewed annually by the Remuneration Committee.
- Engaging with stakeholders.
- Contributing to self-evaluation.
- Providing support and challenge to the Senior Leadership Team as a collective Board of Trustees.

Overseeing financial performance, by:

- Setting the budget.
- Monitoring expenditure against the budget.
- Ensuring money is well spent and value for money is obtained.
- Ensuring risks to the organisation are managed

2. Roles and responsibilities

As individuals, the Board of Trustees and as members of Board Sub-Committees or Working Parties we agree to the following:

- We understand the purpose of the Board and the role of the Senior Leadership Team.
- 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 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 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.
- We will always be mindful of our responsibility to maintain and develop the ethos and reputation of our group of schools. Our actions within schools and the local community will reflect this.
- In making or responding to criticism or complaints we will follow the established procedures.
- We will actively support and challenge the Senior Leadership Team and hold them to account.
- We accept and respect the difference in roles between the Board, the Senior Leadership Team and staff, ensuring that we work collectively for the benefit of the organisation
- We will respect the role of the Senior Leadership Team and their responsibility for the day to day management of the organisation and avoid any actions that might undermine such arrangements.



- We will provide advice to the Senior Leadership Team on matters relating to the management of the Trust when invited to do so.
- We agree to adhere to the Trust's rules and policies and the procedures of the Board of Trustees as set out by the relevant governance documents and law.
- When formally speaking or writing in our role as a Trustee 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 Trust.

3. Commitment

- We acknowledge that accepting office as a Trustee involves the commitment of significant time and energy.
- We will each involve ourselves actively in the work of the Board of Trustees and accept our fair share of responsibilities.
- 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 Trust well and respond to opportunities to involve ourselves in school activities.
- When visiting a school in a personal capacity (i.e. as a parent or carer), we will maintain our underlying responsibility as a Trustee.
- 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 Board, attendance records, relevant business and pecuniary interests, category of governor and the body responsible for appointing us will be published on the website.
- In the interests of transparency, we accept that information relating to Trustees will be collected and logged on the DfE's national database of governors (Edubase).
- We understand that we may suggest items for consideration at a future meeting of Trustees by informing the Clerk.

4. 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 others 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 relevant parties internally and externally.

5. Confidentiality

- We will observe complete confidentiality at all times when matters are deemed confidential or where they concern specific members of staff or students, and understand if there is a serious breach of confidentiality, Trustees may be removed from the Board.
- We will exercise the greatest prudence at all times when discussions regarding Trust business arise outside a board meeting.
- We will not reveal the details of any vote.
- We will ensure all confidential papers are held and disposed of appropriately



6. Conflicts of interest & Membership

- 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 Trust 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, and understand that due to potential conflict we will not obtain this information in the form of any minutes or from any other Trustee outside of the meeting.
- We accept that the Register of Business Interests will be published on the Trust's website.
- We must declare any conflict of loyalty at the start of any meeting should the situation arise.
- We must act in the best interests of the Trust (The Trust Board, Sub-Committees and Working Groups) at all times.
- We will not act as a representative of any group, even if elected to the local governing body of a school within the Trust, in our capacity as a Trustee.
- We recognise that conflicts between our role as a Trustee and member schools within the Multi Academy Trust can arise and as such will take the following steps to minimise a risk materialising:
 - School visits undertaken as a Trustee will be for a specific purpose, authorised in advance by the Headteacher.
 - Attendance at Local Governing Bodies as a Trustee should be to fulfil the link Trustee role set out in the link Trustee terms.
- A serving Trustee may not apply for a position of paid employment within the Trust including any school / academy, and any Trustee intending to do this is required to resign from their role as a Trustee. This is to protect Trust and Trustee's reputation and to reduce the risk of actual or perceived conflict as much as possible. Under company and charity law Trustees should not personally benefit from their role.
- Trustees may only serve on two committees of the Board; this is to ensure Trustees do not exert undue influence and to facilitate better separation and independent scrutiny.
- There should be no crossover between membership of Remuneration and Audit committee. This is due to the Audit committee's key role in checking the Trust's internal financial controls.
- The Academies Financial Handbook states that the Chair of Trustees should not be the Chair of the Audit committee.
- To ensure separation of the Audit committee, the Chair of Finance should not be chair of Audit.

7. Stakeholder engagement

- Trustees should be fully aware of their representative functions and should not become personally involved in those operational matters that should rightly be handled by the appropriate member of staff.

8. Role of a Link Trustee

A Link Trustee acts as a conduit between the Board of Trustees and a Local Governing Body of one school. This is not an operational role or a member of the Local Governing Body.

The expectations are that Link Trustees:

- Engage openly and honestly with Local Governing Bodies.
- Support Local Governing Bodies to develop their understanding of the role of the Trust Board.
- Support Local Governing Bodies to fulfil the expectations of the Trust Board.
- Hold Local Governing Bodies to account where required either individually or through the Trust board.
- Engage with each Local Governing Body to understand their unique challenges and those of the school.
- Open communication channels between the Local Governing Body and the Trust and vice versa.
- Report areas of success and of risk to the Board of Trustees.
- Raise serious concerns about either the Local Governing Body or the School with the Board of Trustees at the earliest opportunity after consulting with the Chair of Governors to achieve a resolution.



- Attend at least one Local Governing Body each academic year in the capacity of Trustee.
- Represent the Trust at School Pay Committee meetings
- Undertake at least one school visit each academic year.
- Ensure that Local Governing Bodies effectively undertake their responsibility to monitor the educational performance of the school and the progress towards targets and priorities.

9. Ceasing to be a Trustee

- We understand that the requirements relating to confidentiality will continue to apply after a Trustee leaves office.

10. Breach of this Code of Conduct/Compliance

Non-compliance with the code of conduct may result in action being taken as follows:

- Where misconduct takes place, the Chair or Vice-Chair may be authorised to take such action as may be immediately required, including the exclusion of the person concerned from a meeting. The Trust 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 Board member, such as the Vice Chair will investigate.
- Where such misconduct is alleged, it shall be open to the Trust Board to decide, by simple majority of those in attendance, whether to lay a formal charge of misconduct. In such instances it will be the responsibility of the Trust Board to:
 - Inform the Trustee in writing of the nature of the allegation of the breach, detailing the specific action or behaviour considered to be detrimental to the Trust, and inviting and considering their response within a defined timescale;
 - Invite the Trustee to address the Trust Board in person if the matter cannot be resolved satisfactorily through correspondence;
 - Decide, by simple majority of those present and voting, whether to uphold the charge of the breach and conduct detrimental to the Trust; and
 - Impose such sanctions as shall be deemed appropriate. Sanctions will range from the issuing of a written warning as to the Trustee's future conduct and consequences, to the removal of the Trustee from office.
- Where the Board cannot agree on a course of action in a situation that is deemed detrimental to the Trust, the Trust has the power to remove the Trustee.



Seven Principles of Public Life

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.

