



## Code of Conduct for the Board of Trustees

### Introduction

The Solent Academies Trust (SAT) has ultimate responsibility for all actions carried out by staff and committees throughout the Trust's activities. This responsibility includes the stewardship of charitable resources, public funds and the delivery of continuous improvement in education.

The Board of Trustees is therefore determined to ensure academies throughout the Trust inspires confidence and trust among its pupils, parents, staff, members, supporters, funders, suppliers and the wider public by demonstrating integrity, and avoiding any potential or real situations of undue bias or influence in the decision making of the academy and in dealings with staff, pupils, parents and volunteers.

This code of conduct complements the Trust's articles of association and sets out the expectations, standards of behaviour and commitment required from governors throughout the Trust in order for governing bodies to properly carry out their work.

Trustees are expected to familiarise themselves with the provisions of the Code of Conduct and to act at all times with integrity and transparency.

### Standards of Conduct

Trustees are required to adhere to the highest standards of conduct in the performance of their duties. This code of conduct respects and endorses the seven principles of public life promulgated by the Nolan Committee and all trustees are expected to perform their duties in accordance with them. The seven principles are:

**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.

In addition, trustees are required to perform their duties in accordance with the vision, mission and values of the Academy. Trustees are encouraged to:

- Value fellow Trustees, even when there are differences in opinion.
- Treat the Executive Headteacher, Senior Leadership Team, other employees and fellow Trustees with respect and in accordance with the Trust's policies.
- Be mindful of conduct which could be deemed to be unfair or discriminatory.
- Conduct themselves in a manner which reflects positively on the Trust when attending external meetings or any other events.

All trustees are expected to understand, agree and promote the Trust's equal opportunities policy in every area of their work. The Board of Trustees' activities should not prejudice any part of the community on the grounds of age, disability, gender, gender reassignment, pregnancy and maternity, race, nationality, religion or belief, or sexual orientation.

Any actual or perceived prejudicial action, views or comments shall be investigated and dealt with in line with the complaints procedure and could result in the governor being removed from office.

### **Duties of Directors and Charity Trustees**

Trustees must be aware of the Charity Commission's Guidance for Trustees 'CC23: The Essential Trustee' and must at all times uphold their duties as charity trustees:

- Ensure the charity is carrying out its purposes for the public benefit.
- Comply with the charity's governing document (Articles of Association) and the law.
- Act in the charity's best interests.
- Manage the charity's resources responsibly.
- Act with reasonable care and skill.
- Ensure the charity is accountable.

In addition, Trustees must also comply with their statutory duties as company directors, which are set out in the Companies Act 2006, s170 - 177. The duties are to:

- Act within their powers.
- Promote the success of the company - in doing so, directors must have regard to the:
  - likely long-term consequences of any decision
  - interests of the company's employees
  - need to foster the company's relationships with its customers, suppliers and others
  - impact of the company's operations on the community and the environment
  - desirability of the company maintaining its reputation for high standards of business conduct
  - need to act fairly as between members of the company
- Exercise independent judgment.
- Exercise reasonable care, skill and diligence.
- Avoid conflicts of interest.
- Not to accept benefits from third parties.
- Declare any interest in proposed transactions or arrangements.

## **Induction and Training**

In order for trustees to be effective in performing their legal duties and responsibilities, it is essential that individual trustees, and the Board of Trustees as a whole, are aware of the nature of the work of the Trust and its operating environment including the roles of senior leadership team, teachers, other staff and volunteers.

In order to prepare and support trustees, Solent Academies Trust will provide a comprehensive induction and ongoing development opportunities. Individual trustees are invited to speak to the Chair of the Trust and/or Company Secretary about any further information or training needs.

Governors are expected to attend induction and training programmes, given reasonable notice, in line with any individual or collective requirements identified either by the governor, periodic board performance evaluation or the Chair.

The Trust operates a buddying system whereby existing trustees are paired with newly appointed and elected trustees to develop a swift understanding of the more informal aspects of the work of the Board of Trustees.

Further information on the buddying system will be provided by the company secretary upon induction. The Board of Trustees is expected to undertake a performance appraisal exercise to assess the skill set and competencies available to the Trust, in line with the Ofsted Handbook, and to identify areas for future development and training. This process will be led by the Chair.

## **Core Functions**

The Board of Trustees has the following core strategic functions:

Establishing the strategic direction, by:

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

Ensuring accountability, by:

- Appointing the Executive Headteacher.
- Performance managing the Executive Headteacher.
- Monitoring the educational performance of the Trust and progress towards agreed targets.
- Engaging with stakeholders.
- Contributing to Trust self-evaluation.

Overseeing financial performance, by:

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

## **Role and Responsibilities of Trustees**

In fulfilling their general roles and responsibilities, individual trustees must understand the purpose of the Board of Trustees and the role of the executive leaders. They should respect the executive leader's responsibility for the day to day management of the Trust and avoid any actions that might undermine such arrangements.

Trustees must adhere to the Trust's rules and policies, including the articles of association, any standing orders and byelaws, and support its charitable objects. They should act in the best interests of the Trust at all times, taking professional advice where necessary.

Trustees should act in line with the duty to act fairly and without prejudice and in so far as they have responsibility for staff, fulfil all that is expected of a good employer.

When making decisions, trustees should consider carefully how those decisions may affect the community and other local schools. They should be mindful of their responsibility to maintain and develop the ethos and reputation of the Trust.

Trustees should follow complaint procedures established by the Trust when responding to complaints. When formally speaking or writing in their trustee role they should ensure their comments reflect current Trust policy even if they might be different to trustee's personal views. When communicating in their private capacity (including on social media) trustees need to be mindful of, and strive to uphold, the reputation of the Trust.

### **Collective Responsibility**

Trustees must recognise the role is a collective one and that any task or function delegated to an individual trustee does not relieve the other trustees of the responsibility for that task or function.

They should accept that they have no legal authority to act individually, except when the Board of Trustees has given them delegated authority to do so, and therefore they will only speak on behalf of the Board of Trustees when specifically authorised to do so.

Trustees must accept collective responsibility for all decisions made by the Board and not speak against majority decisions outside of the Board meeting.

### **Conflicts of Interest**

The Board of Trustees has a legal obligation to act in the best interests of the Trust, and in accordance with the articles of association, and to avoid situations where there may be a potential, real or perceived, conflict of interest. Trustees must not act as a representative of any group even if elected to the Board.

Trustees should not exert any influence to obtain any preferential treatment for themselves or their family, or other connected persons or organisations.

The Academies Financial Handbook defines connected persons as:

- A relative of the member or trustee. A relative is defined as: a close member of the family, or member of the same household, who may be expected to influence, or be influenced by, the person. This includes, but is not limited to, a child, parent, spouse or civil partner.
- An individual or organisation carrying on business in partnership with the member, trustee or a relative of the member or trustee.
- A company in which a member or the relative of a member (taken separately or together), and/or a trustee or the relative of a trustee (taken separately or together), holds more than 20% of the share capital or is entitled to exercise more than 20% of the voting power at any general meeting of that company.
- An organisation which is controlled by a member or the relative of a member (acting separately or together), and/or a trustee or the relative of a trustee (acting separately or together). For these purposes an organisation is controlled by an individual or organisation if

that individual or organisation is able to secure that the affairs of the body are conducted in accordance with the individual's or organisation's wishes.

Trustees should be aware of, and act in accordance with, the Trust's procedures on identifying and managing conflicts of interest. Upon appointment, and at least annually, trustees are required to complete a declaration of interest form. This document must also be updated whenever a material change occurs. Trustees are asked to declare any conflict of loyalty at the start of any meeting should the situation arise.

A register of interests will be maintained by the Company Secretary and will be made available to the public. Failure by a trustee to declare an interest, real or perceived, could result in the complaints process being instigated by the Trust. Depending on the circumstances and severity of the conflict, this may result in the trustee being removed from office.

## **Stakeholder Engagement**

Trustees are accountable to a range of interested parties for their actions, hence decision making and governance issues should be as transparent as possible, except for when confidentiality is required or there is likely to be a breach of the Trust's data protection policy.

In order to demonstrate their accountability to the Academy's wider community and regulators, the Department of Education, trustees are encouraged to attend events and provide opportunities to meet, talk and listen to parents, pupils, partner organisations and the public, in order to best understand their views and concerns.

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.

Trustees are advised to act as a conduit for forwarding pupil, parent and public comments and concerns to the appropriate senior leadership team member, when presented with a complaint so except where separate whistleblowing procedures are a more appropriate avenue for dealing with the complaint.

## **Visiting the Academy**

In fulfilling their core duties and responsibilities, trustees will be expected to visit Trust sites. For activities other than attending governing body meetings or events, governors are requested to follow the Trust's Governor Visits policy.

The Trust will make every effort to accommodate the request of the trustee to visit but may not always be able to agree to specific dates, times or site visits. Personal visits to academies, or volunteer activity or participation in fundraising events that are not related to the trustee's role are not covered by this procedure but trustees must abide by the rules of the event.

## **Expenses**

The position of a Trustee is unremunerated, though reasonable out-of-pocket expenses are paid. Please refer to the Trust's policy on governor expenses and how to claim for reimbursement for costs incurred on behalf of the Academy.

Further information about expenses can be gained by speaking directly to the Company Secretary.

Trustees must not receive any financial or non-financial benefit that is not explicitly authorised by the articles of association or the Charity Commission.

## **Meetings**

Trustees have a responsibility to attend meetings of the Board of Trustees. When this is not possible they should submit an apology to the Chair and Company Secretary in advance of the meeting.

Trustees are expected to attend for the duration of each meeting. Absence from the Board meetings without good reason established to the satisfaction of the Board of Trustees could result in the individual being removed from office, in accordance with the articles of association.

If a trustee wants to submit an item for inclusion in the Board of Trustees' agenda, they should forward their request to the Company Secretary, at least 14 working days before the meeting. Late items of an urgent nature may be added to the list of any other business, at the discretion of the Chair, in discussion with the Company Secretary.

Meetings of the Board of Trustees shall be held in private. The Board may decide to invite named staff and other individuals to all or part of a meeting to discuss a particular item. Due consideration will be given to the handling of any confidential or sensitive items. Such invitations will be agreed by the Chair, in liaison with the Executive Headteacher, and facilitated by the Company Secretary.

## **Confidentiality**

All trustees are required to respect the confidentiality of the information they are exposed to as a result of their membership of the Board. All trustees, when dealing with difficult and confidential issues, are required to act with discretion and care in the performance of their role.

Trustees should only speak to the media with the express permission of the Chair of the Trust and Executive Headteacher. In situations concerning potential whistleblowing matters, trustees are encouraged to adhere to the Trust's whistleblowing policy.

Any allegations of breaches of confidentiality will be investigated under the complaints policy and could result in the removal of any trustee involved in such a breach.

The confidentiality requirements referred to above continue to apply after the governor leaves office.

## **Commitment**

Trustees are required to acknowledge that accepting office as a trustee involves the commitment of significant amounts of time and energy.

Trustees are expected to involve themselves actively in the work of the Board of Trustees and accept their fair share of responsibilities. They need to get to know the Trust well and respond to opportunities to involve themselves in Trust activities.

In the interest of transparency, information relating to trustees will be collected and logged on the Department of Education's national database of governors.

## **Code Non-Compliance**

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

- Where misconduct takes place, the Chair may be authorised to take such action as may be immediately required, including the exclusion of the person concerned from a meeting.
- Where such misconduct is alleged, it shall be open to the Board of Trustees to decide, by simple majority of those in attendance, to lay a formal charge of misconduct. In such instances it will be the responsibility of the Board of Trustees 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.
- Inviting the trustee to address the Board of Trustees in person if the matter cannot be resolved satisfactorily through correspondence
- Deciding, by simple majority of those present and voting, whether to uphold the charge of the breach and conduct detrimental to the Trust.
- 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, and the removal of the individual from office.
- Where the Board of Trustees 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.

Further information regarding any aspects of this code of conduct can be requested from the Company Secretary.