



# Code of Conduct for Members, Trustees and Governors

## Version 1.0

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## **POLICY STATEMENT**

This Code describes the standards of conduct and accountability which are expected of Members, Trustees and Governors within the Education Alliance, to enable them to carry out their legal and ethical duties.

### **1. PURPOSE**

The aim of this code is to promote effective, well informed and accountable academy governance. It should be read in conjunction with the Declarations and Conflicts of Interest Policy.

### **2. SCOPE**

This Code applies to every committee or working party of the Board and to every subsidiary company or joint venture of the Trust. If a Member, Trustee or Governor is in doubt about the provisions of the Code or any associated documentation they should contact the Director of HR in the first instance.

Whilst the Education Alliance provides guidance via this Code, the Governance Handbook and the Declarations and Conflicts of Interest Policy, ultimate responsibility for the appropriateness of conduct as a Member, Trustee or Governor and for any act or omission in that capacity rests with the individual Member, Trustee or Governor.

### **3. EQUALITY AND DIVERSITY**

The Education Alliance is committed to:

- Promoting equality and diversity in its policies, procedures and guidelines
- Delivering high quality teaching and services that meet the diverse needs of its student population and its workforce, ensuring that no individual or group is disadvantaged

### **4. VISION AND VALUES**

The Trust's vision is seeking excellence through inspirational leadership, teamwork, innovation and challenge we work to ensure that all of us achieve our best. Our values are:

- Working together for students
- Generating ideas and sharing outstanding practice
- Promoting independence and interdependence
- Encouraging questioning, feedback and challenge

The Trust has four guiding principles:

- Focus on students to drive decisions
- Believe the team is stronger than the sum of its parts
- Build relationships on trust, respect, honesty and integrity
- See it, own it, make it happen

Members, Trustees and Governors must have due regard to the vision and values of the Trust when conducting business in relation to the office they hold within the Trust.

### **5. PRINCIPLES AND DUTIES**

The Board is committed to:

- Having close regard to the voice of the learner

- Combating any discrimination within the Trust on the grounds of the characteristics protected by the Equality Act 2010
- Engaging with the community the Trust serves in order to understand and meet its needs
- Ensuring that it conducts its business in accordance with the highest ethical standards as set out in this Code

Members, Trustees and Governors are expected to show the Trust the highest loyalty and act in good faith in its best interests, acting honestly, diligently and independently. The actions of Members, Trustees and Governors should promote and protect the good reputation of the Education Alliance and the trust and confidence of those with whom it deals.

Decisions taken by Members, Trustees and Governors at Trust meetings must not be for any improper purpose or personal motive. Decisions taken must always be for the benefit of the Trust, its students other beneficiaries of the Trust and must be taken with a view to safeguarding public funds. Accordingly, Members, Trustees and Governors must not be bound in their speaking and voting by mandates given to them by other bodies or persons (including but not limited to the bodies that elected them).

Members, Trustees and Governors must observe the provisions of the Trust's Memorandum and Articles of Association and the Governance Handbook and Trustees must observe the duty to give immediate notice to the Governance Clerk should they become disqualified from continuing to hold office.

Members, Trustees and Governors must comply with the Standing Orders and terms of reference of the meetings they attend, ensuring that the Board and Local Governing Body meetings (and any committee or working group) conducts itself in an orderly, fair, open and transparent manner. Trustees must keep the Standing Orders and Terms of Reference under periodic review.

Members, Trustees and Governors should work together so that the Board, Local Governing Bodies and the Chief Executive (CEO) perform their respective roles effectively in line with the Scheme of Delegation.

Members, Trustees and Governors should refer to the Governance Clerk for advice relating to the governance functions which are set out in the Governance Handbook and have regard to the Governance Clerk's independent advisory role.

## **6. STATUTORY ACCOUNTABILITY**

Trustees are collectively responsible for observing the obligations and responsibilities set out in the Funding Agreement which the Trust has entered into with the Secretary of State as a condition of receiving public funds.

Although the Education Funding Agency (EFA) is the main provider of funds to the Trust, Trustees should note that they are also responsible for the proper use of income derived from other sources, and for the control and monitoring of expenditure of such income, in order to meet the requirements of the EFA and public audit.

As accounting officer for the EFA, its Chief Executive is directly responsible and accountable to Parliament for ensuring that the uses to which the EFA puts its funds are consistent with the purposes for which the funds were given and comply with the conditions attached to them. The CEO, as accounting officer for the Trust, is also directly responsible and accountable to Parliament, through the Committee of Public Accounts, for the effective stewardship by the

Trust of public funds. The CEO may be required to appear before the Committee of Public Accounts, alongside the Chief Executive of the EFA, to give an account of the use made by the Trust of such funds. The Board is accountable to Parliament for ensuring the financial health of the Academy, and to the Courts for ensuring that the Trust is conducted in accordance with the Education Acts and the general law. The responsibilities of the CEO as Accounting Officer are set out in the Academies Financial Handbook.

## **7. PUBLIC SERVICE VALUES**

Public service values are at the heart of the education service. High standards of personal and corporate conduct and the recognition that students and other users of the Trust's services come first, are a requirement of being a Member, Trustee and Governor, and should underpin all decisions taken by the Board, Local Governing Bodies and other associated committees and working groups.

A Member, Trustee or Governor should in all his or her work for the Trust exercise such skill as he or she possesses and such care and diligence as would be expected from a reasonable person in the circumstances. This will be particularly relevant when Members, Trustees and Governors act as agents of the Trust, for example, when functions are delegated to a committee of the Board or to the Chair. Trustees should be careful to act within the terms of reference of any committees on which they serve.

Members, Trustees and Governors are responsible for taking decisions which are within the powers given to them by the Trust's Articles of Association and Governance Handbook. If a Trustee thinks that the Board is likely to exceed its powers by taking a particular decision, he or she should immediately refer the matter to the Governance Clerk for advice.

## **8. CONFLICTS OF INTEREST**

Members, Trustees and Governors should seek to avoid putting themselves in a position where there is a conflict (actual or potential) between their personal interests and their duties to the Trust. They should not allow any conflict of interest to arise which might interfere with the exercise of their independent judgement.

Trustees are reminded that under the Trust's Articles of Association and its Declarations and Conflicts of Interest Policy and the general law they must disclose to the Board any direct or indirect financial interest they have, or may have, in the supply of work to the Trust or the supply of goods for the purposes of the Trust, or in any contract or proposed contract concerning the Trust, or in any other matter relating to the Trust or any other interest of a type specified by the Board in any matter relating to the Trust, or any duty which is material and which conflicts or may conflict with the interests of the Board.

If an interest of any kind (including an interest of a spouse or partner of a Member, Trustee or Governor or of a close relative of the Member, Trustee or Governor or his or her partner or spouse) is likely or would, if publicly known, be perceived as being likely to interfere with the exercise of a Member, Trustee or Governor's independent judgement, then:

- the interest, financial or otherwise, should be reported to the Governance Clerk
- the nature and extent of the interest should be fully disclosed to the Board/Local Governing Body before the matter giving rise to the interest is considered
- if the Member, Trustee or Governor concerned is present at a meeting of the Board/Local Governing Body, or any of its committees, at which such supply, contract or other matter constituting the interest is to be considered, he or she should:

- (a) not take part in the consideration or vote on any question with respect to it and shall not be counted in the quorum for that meeting; and
- (b) withdraw from that Board/Local Governing Body or committee meeting where required to do so by a majority of the Members, Trustees or Governors or committee present at the meeting

“Close relative” includes but is not limited to a father, mother, brother, sister, child, grandchild and step-father/mother/brother/sister/child.

Where it is proposed that the Board/Local Governing Body should grant a Trustee/Governor a financial interest (such as a contract for the supply of goods or services) the Board/Local Governing Body must observe the requirements of the Charities Act 2011 and the provisions of Trust’s Articles of Association. The Board/Local Governing Body may wish to take legal advice before granting such an interest to a member, via the Governance Clerk.

Members, Trustees and Governors must not receive gifts, hospitality or benefits of any kind from a third party which might be in breach of the Bribery Act 2010 or be seen to compromise their personal judgement or integrity. Any offer or receipt of such gifts, hospitality or benefits should immediately be reported to the Governance Clerk.

The Governance Clerk will maintain a Register of Interests which will be open for public inspection and posted to the school’s internet site. Members, Trustees and Governors must disclose routinely to the Board/Local Governing Body/other committees all business interests, financial or otherwise, which they may have, and the Governance Clerk will enter such interests on the Register. Members, Trustees and Governors must give sufficient details to allow the nature of the interests to be understood by enquirers and they must inform the Governance Clerk whenever their circumstances change and interests are acquired or lost.

## **9. COLLECTIVE RESPONSIBILITY**

The Board operates by Trustees taking majority decisions in a corporate manner at quorate meetings. Therefore, a decision of the Board, even when it is not unanimous, is a decision taken by the Trustees collectively and each individual Trustee has a duty to stand by it, whether or not he or she was present at the meeting of the Board when the decision was taken. The same applies to Members and their meetings and Governors and Local Governing Body meetings. If a Trustee disagrees with a decision taken by the Board, his or her first duty is to have any disagreement discussed and minuted. If the Trustee strongly disagrees, he or she should consult the Chair and, if necessary, then raise the matter with the Board when it next meets. If no meeting is scheduled, the Trustee should refer to the power of any three Trustees under the Academy’s Articles of Association to requisition a meeting of the Trustees and, if appropriate, exercise it, requesting the Governance Clerk to circulate the Trustee’s views in advance to the other Trustees. Alternatively, as a final resort, the Trustee may decide to offer his or her resignation from office, after consulting the Chair.

## **10. OPENNESS AND CONFIDENTIALITY**

Due to the Board’s public accountability and the importance of conducting its business openly and transparently, Trustees should ensure that, as a general principle, students and staff of the Trust have free access to information about the proceedings of the Board. Accordingly, agendas, minutes and other papers relating to meetings of the Board are normally available for public inspection when they have been approved for publication by the Chair.

There will be occasions when the record of discussions and decisions will not be made available for public inspection, for example, when the Board considers sensitive issues or

named individuals and for other good reasons. Such excluded items will be kept in a confidential folder by the Clerk, and will be circulated in confidence to Trustees. Some confidential items are likely to be of a sensitive nature for a certain period of time only (for example information relating to a proposed commercial transaction or collaboration with another institution). The Board should specify how long such items should be treated as confidential or, if this is not possible, such items should be regularly reviewed to consider whether the confidential status should be removed or whether the public interest in disclosure outweighs that confidential status and the item made available for public inspection. When considering such issues Trustees must also consider the Academy's publication scheme issued under the Freedom of Information Act 2000.

Trustees have no right of access to minutes dealing with matters in respect of which they are required to withdraw from meetings under the Trust's Articles of Association.

It is important that the Board and its committees have full and frank discussions in order to take decisions collectively. To do so, there must be trust between Trustees with a shared corporate responsibility for decisions. Trustees should keep confidential any matter which, by reason of its nature, the Chair or members of any committee of the Board are satisfied should be dealt with on a confidential basis.

Trustees should not make statements to the press or media or at any public meeting relating to the proceedings of the Board or its committees without first having obtained the approval of the Chair or, in his or her absence, the Vice Chair. It is unethical for Trustees publicly to criticise, canvass or reveal the views of other Trustees which have been expressed at meetings of the Board or its committees.

## **11. COMPLAINTS**

The Trust has a Complaints Procedure in place with the aim of encouraging feedback transparently, fairly and consistently. The Trust also has a Grievance Procedure in place for staff alongside a Whistleblowing Policy as per its legal and statutory requirements.

The Education Alliance welcomes stakeholder comments, compliments, concerns and complaints as they help us to improve and ensure we best serve others' needs. Receiving feedback when people feel we have performed well (compliments), when people feel we can improve (comments) and when people feel we haven't done something well (concerns and complaints) will help us to continue to learn, develop and improve the services we deliver.

The EFA will consider complaints about the Trust that fall into any of the following three categories:

- where there is undue delay or the Trust does not comply with its Complaints Procedure
- where the Trust is in breach of its funding agreement with the Secretary of State
- where the Trust fails to comply with any other legal obligation

The EFA will not overturn a Trust decision regarding a complaint, however, if it finds that the Trust has not dealt with a complaint properly it will request that the complaint is considered again and that procedures meet legal and statutory requirements.

## **12. GOVERNANCE DEVELOPMENT**

The Board will seek to ensure that all Trustees are appointed on merit, in accordance with an open selection procedure in line with its appointment processes and the Governance Handbook. The Board will ensure that Trustees and Governors are drawn widely from the community the Trust and its schools serve. The Board will ensure it adheres to the Trust's Articles of Association and Governance Handbook, being mindful of the need to combat discrimination and promote equality.

Trustees and Governors must participate in the annual performance review process, addressing any knowledge or skills gaps through accessing appropriate learning and development offered by the Trust.

## **13. ASSOCIATED DOCUMENTATION**

- Articles of Association
- Governance Handbook
- Academies Financial Handbook (issued by the EFA)
- Code of Conduct
- Declarations and Conflicts of Interest
- Performance Review Process for the Trust Board and LGBs
- Freedom of Information Policy

## **14. REVIEW**

This Code will be reviewed on an annual basis.

## **Appendix 1**

### **Signed Agreement**

As a Member/Trustee/Governor I confirm I have read and I understand the Trust's Code of Conduct for Members, Trustees and Governors and I agree to observe this Code of Conduct to the best of my abilities.

I accept that I remain personally responsible for ensuring I do not place myself in a position or situation which may result in a potential or perceived breach of this code.

Signed:

Name:

Date:

## **Appendix 2**

### **The Seven Principles of Public Life**

The following is an extract from the second report of the Nolan Committee on Standards in Public Life, May 1996:

#### **Selflessness**

Holders of public office should take decisions 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 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 3

### Six Core Principles of Good Governance

The following is an extract from the Good Governance Standard for Public Services published by the Independent Commission on Good Governance in Public Services, January 2005:

1. **Good governance means focusing on the organisation's purposes and on outcomes for citizens and service users**
  - 1.1 Being clear about the organisation's purposes and its intended outcomes for citizens and service users;
  - 1.2 Making sure that users receive a high quality service;
  - 1.3 Making sure that taxpayers receive value for money.
2. **Good governance means performing effectively in clearly defined functions and roles**
  - 2.1 Being clear about the functions of the governing body;
  - 2.2 Being clear about the responsibilities of the non-executives and the executive, and making sure those responsibilities are carried out;
  - 2.3 Being clear about the relationships between the governors and the public.
3. **Good governance means promoting values for the whole organisation and demonstrating the values of good governance through behaviour**
  - 3.1 Putting organisational values into practice;
  - 3.2 Individual governors behaving in ways that uphold and exemplify effective governance.
4. **Good governance means taking informed, transparent decisions and managing risk**
  - 4.1 Being rigorous and transparent about how decisions are taken;
  - 4.2 Having and using good quality information, advice and support;
  - 4.3 Making sure that an effective risk management system is in operation.
5. **Good governance means developing the capacity and capability of the governing body to be effective**
  - 5.1 Making sure that appointed and elected governors have the skills, knowledge and experience they need to perform well;
  - 5.2 Developing the capability of people with governance responsibilities and evaluating their performance, as individuals and as a group;
  - 5.3 Striking a balance, in the membership of the governing body, between continuity and renewal.
6. **Good governance means engaging stakeholders and making accountability real**
  - 6.1 Understanding formal and informal accountability relationships;
  - 6.2 Taking an active and planned approach to dialogue with accountability to the public;
  - 6.3 Taking an active and planned approach to responsibility to staff;
  - 6.4 Engaging effectively with institutional stakeholders.