



# TRUSTEE CODE OF CONDUCT

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Adopted by Trust Board:

Last Review Date: September 2024

Next Review Date: September 2025

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## **1 PURPOSE**

- 1.1 This code sets out the expectations of and commitment required from Trustees in order for the Board of Trustees to properly carry out its work within the South York Multi-Academy Trust ('the Trust'), its schools and the community. It applies to all Trustees.

## **2 STRATEGIC FUNCTIONS OF THE BOARD OF TRUSTEES**

- 2.1 The Trust's Scheme of Delegation outlines the Board of Trustees' strategic functions. Specific responsibilities may be altered or removed by the trustees in line with the Scheme of Delegation.

## **3 ROLES AND RESPONSIBILITIES**

- 3.1 Trustees must always have the achievement and well-being of the children at heart.
- 3.2 Trustees understand the purpose of the board and its strategic role.
- 3.3 Trustees will fulfil their role and responsibilities as set out in the scheme of delegation.
- 3.4 Trustees understand how the role of the board differs from and works with others including the Headteacher and where appropriate, executive leaders, local governing bodies and academy committees.
- 3.5 Trustees have no legal authority to act individually, except when the Board of Trustees has given delegated authority to do so, and therefore will only speak on behalf of the Board of Trustees when specifically authorised to do so.
- 3.6 Trustees accept collective responsibility for all decisions made by the Board of Trustees or its delegated agents. Trustees will not speak against majority decisions outside the Board of Trustees meeting.
- 3.7 Trustees recognise that the Board of Trustees works as a collective body whose business must be clearly recorded, and therefore will always seek to conduct Board of Trustees business and formal decisions in properly constituted meetings, except where matters have been specifically delegated.
- 3.8 Trustees must act fairly and without prejudice, and in so far as they have responsibility for staff, will fulfil the obligations of a good employer.

- 3.9 Trustees will not discriminate against anyone and will work to advance equality of opportunity for all.
- 3.10 Trustees will encourage open governance and will act appropriately.
- 3.11 Trustees will consider carefully how decisions may affect the Trust's schools and the community.
- 3.12 Trustees have a responsibility to maintain and develop the ethos and reputation of the Trust and its schools. Their actions within the Trust, its schools and the local community will reflect this.
- 3.13 In making or responding to criticism or complaints, Trustees will follow the relevant procedures.
- 3.14 Trustees will actively support and challenge the CEO and be constructive and respectful when holding them to account.
- 3.15 Trustees will respect the difference in roles between the Board of Trustees, Local Governing Boards and staff, ensuring that all bodies work collectively for the benefit of the organisation.
- 3.16 Trustees will respect the role of the CEO, headteachers and senior leaders, and their responsibility for the day to day management of the organisation, and will avoid any actions that tend to undermine such responsibility.
- 3.17 Trustees will adhere to the Trust's rules and policies and the procedures of the Trust as set out by the relevant governing documents and law.
- 3.18 When formally speaking or writing in a governing role, Trustees will ensure their comments reflect current organisational policy even if this may be different from their personal views.
- 3.19 Trustees are representatives of the Trust and its schools. When communicating in either official or private capacity (including on social media), Trustees will be mindful of and strive to uphold the aims, values, ethos and reputation of the Trust. Trustees must disclose or seek direction on any issues which may potentially conflict with their responsibilities to the Trust and its schools. In all cases, Trustees have a responsibility to assess the potential conflict. Actual or perceived conflicts of interest **must** be disclosed.

#### **4 COMMITMENT**

- 4.1 Accepting office as a Trustee involves the commitment of significant amounts of time and energy.
- 4.2 Trustees will each involve themselves actively in the work of the Board of Trustees, and accept a fair share of responsibilities, including service on committees or working groups.
- 4.3 Trustees will make full efforts to attend all meetings and where they cannot attend will explain in advance why they are unable to. Trustees should ensure they attend a minimum of 65% of Board and Committee meetings on which they serve during each academic year (i.e. 1<sup>st</sup> September to 31<sup>st</sup> August).
- 4.4 Trustees will be aware that regular non-attendance at Trust Board meetings can lead to eventual disqualification.
- 4.5 Trustees prepare for meetings by reading all papers beforehand.
- 4.6 Trustees will get to know the Trust and its schools well and respond to opportunities to involve themselves in Trust based activities.
- 4.7 Trustees will visit the Trust's schools, with all visits arranged in advance and undertaken within the framework established by the school's Local Governing Board.

- 4.8 When visiting the Trust's schools in a personal capacity (i.e. as a parent or carer), Trustees will maintain our underlying responsibility as a Trustee.
- 4.9 Trustees will consider seriously their individual and collective needs for induction, training and development, and will undertake relevant training.
- 4.10 Trustees accept that in the interests of open governance, their full names, date of appointment, terms of office, roles on the Board of Trustees, attendance records, relevant business and pecuniary interests, category of trusteeship and the body responsible for appointing them will be published on the Trust's website.
- 4.11 Trustees accept that information relating to them will be collected and logged on the DfE's national database (Get information about schools).

## **5 RELATIONSHIPS**

- 5.1. Trustees will strive to work as a team in which constructive working relationships are actively promoted.
- 5.2. Trustees will work to create an inclusive environment where each board member's contributions are valued equally.
- 5.3. Trustees will express views openly, courteously and respectfully in all communications with other Trustees and local governors, the Clerk to the Trust Board and school staff both in and outside of meetings.
- 5.4. Trustees will support the Chair in their role of ensuring appropriate conduct both at meetings and at other times.
- 5.5. Trustees will confront malpractice by speaking up against and bringing to the attention of the relevant authorities' any decisions and actions that conflict with the Seven Principles of Public Life (see appendix 1) or which may place pupils at risk.
- 5.6. Trustees will endeavour to answer queries from other Trustees in relation to delegated functions and take into account any concerns expressed, and will acknowledge the time, effort and skills that have been committed to the delegated function by those involved.
- 5.7. Trustees will seek to develop effective working relationships with the executive leaders, staff and parents, Local Governing Boards, the Local Authority and other relevant agencies and the community.

## **CONFIDENTIALITY**

- 6.1 Trustees will observe complete confidentiality when matters are deemed confidential or where they concern specific members of staff or pupils, both inside or outside school.
- 6.2 Trustees will exercise prudence at all times when discussions regarding Trust or school business arise outside a Board of Trustees meeting.
- 6.3 Trustees will not reveal the details of any Board of Trustees vote.
- 6.4 Trustees will ensure all confidential documents and information are held and disposed of appropriately, and will take reasonable steps to preserve the confidentiality and integrity of any IT systems they use in connection with Trustees' business.

6.5 The requirements relating to confidentiality will continue to apply after a Trustee or a school's local governor leaves office

## **7 CONFLICTS OF INTEREST**

7.1 Each Trustee will record any pecuniary or other business interest (including those related to people they are connected with) that they have in connection with the Board of Trustee's business in the Register of Business Interests, and if any such conflicted matter arises in a meeting they will offer to leave the meeting for the appropriate length of time.

7.2 Trustees accept that the Register of Business Interests will be published on the Trust's website.

7.3 Trustees will also declare any conflict of interest at the start of any meeting where relevant.

7.4 Trustees will act in the best interests of the Trust as a whole and not as a representative of any group, even if elected to the Board of Trustees.

## **8 BREACH OF THIS CODE OF CONDUCT**

8.1 If a Trustee believes this Code has been breached, they should raise this issue with the Chair who will investigate following the procedure set out in Appendix 2.

8.2 If the Chair is believed to have breached this Code, Trustees should refer the matter to the Vice-Chair of Trustees.

8.3 The process for addressing breaches of this code of conduct is set out in Appendix 2.

## **9 DATE AGREED**

Trustees advised that they fully understand and agreed to abide by this Code of Conduct.

Date: 19<sup>th</sup> September 2024

## APPENDIX 1 – THE SEVEN PRINCIPLES OF PUBLIC LIFE

*Originally published by the Nolan Committee: The Committee on Standards in Public Life was established by the then Prime Minister in October 1994, under the Chairmanship of Lord Nolan, to consider standards of conduct in various areas of public life, and to make recommendations.*

**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.

### The Framework for Ethical Leadership in Education

*The Ethical Leadership Commission has developed the following Framework for Ethical Leadership to help school leaders take difficult decisions. As important as the language is, these aren't just fine words, they are meant to support a culture in which ethical decision making can flourish.*

- 1. Selflessness:** School and college leaders should act solely in the interest of children and young people.
- 2. Integrity:** School and college leaders must avoid placing themselves under any obligation to people or organisations that might try inappropriately to influence them in their work. Before acting and taking decisions, they must declare and resolve openly any perceived conflict of interest and relationships.
- 3. Objectivity:** School and college leaders must act and take decisions impartially and fairly, using the best evidence and without discrimination or bias. Leaders should be dispassionate, exercising judgement and analysis for the good of children and young people.
- 4. Accountability:** School and college leaders are accountable to the public for their decisions and actions and must submit themselves to the scrutiny necessary to ensure this.

**5. Openness:** School and college leaders should expect to act and take decisions in an open and transparent manner. Information should not be withheld from scrutiny unless there are clear and lawful reasons for so doing.

**6. Honesty:** School and college leaders should be truthful.

**7. Leadership:** School and college leaders 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. Leaders include both those who are paid to lead schools and colleges and those who volunteer to govern them.

Schools and colleges serve children and young people and help them grow into fulfilled and valued citizens. As role models for the young, how we behave as leaders is as important as what we do. Leaders should show leadership through the following personal characteristics or virtues:

**1. Trust:** *leaders are trustworthy and reliable* We hold trust on behalf of children and should be beyond reproach. We are honest about our motivations.

**2. Wisdom:** *leaders use experience, knowledge and insight* We demonstrate moderation and self-awareness. We act calmly and rationally. We serve our schools and colleges with propriety and good sense.

**3. Kindness:** *leaders demonstrate respect, generosity of spirit, understanding and good temper* We give difficult messages humanely where conflict is unavoidable.

**4. Justice:** *leaders are fair and work for the good of all children* We seek to enable all young people to lead useful, happy and fulfilling lives.

**5. Service:** *leaders are conscientious and dutiful* We demonstrate humility and self-control, supporting the structures, conventions and rules which safeguard quality. Our actions protect high-quality education.

**6. Courage:** *leaders work courageously in the best interests of children and young people* We protect their safety and their right to a broad, effective and creative education. We hold one another to account courageously.

**7. Optimism:** *leaders are positive and encouraging* Despite difficulties and pressures, we are developing excellent education to change the world for the better.

## **APPENDIX 2 – BREACHES OF THIS CODE OF CONDUCT**

- 1.1 If a Trustee breaches the Code of Conduct during a meeting, the Chair of Trustees should inform that Trustee either immediately, or at the end of the meeting, as appropriate. The Clerk is responsible for alerting the Chair of Trustees to any breach of the Code of Conduct that may have occurred.
- 1.2 If any Trustee believes that a Trustee may have breached the Code of Conduct, they should alert the Chair. The Chair should investigate.
- 1.3 If the Chair has reason to believe that a Trustee has breached the Code of Conduct, they should in the first instance arrange to meet with that Trustee to explain the breach and ensure that the Trustee understands their duties and responsibilities. The Chair may recommend further training. If the Trustee does not make themselves available within 20 working days of the request for a meeting, or if they do not undertake the training within an agreed period of time, this will be deemed a further breach of the Code of Conduct and the matter will be escalated as per 1.4 below.
- 1.4 If a Trustee persistently breaches the Code of Conduct, or repeats a breach after it has been discussed informally, or the Chair of Trustees (in consultation with the Clerk/Governance Adviser) deems the breach to be particularly serious, the Chair should write to that Trustee formally warning them that they are in breach of the Code of Conduct. The letter should clearly state which sections(s) of the Code of Conduct the Trustee has breached, and the consequences of any further breaches. The Chair should offer to meet with the Trustee to explain the contents of the letter further, and may recommend training or other personal development.
- 1.5 If a Trustee breaches the Code of Conduct after receiving a written warning, or does not undertake any recommended training within an agreed period of time, the Chair of Trustees should write again to the Trustee and clearly state which sections(s) of the Code of Conduct has been breached, what actions the Chair has taken to address the breaches, and what the impact of the Trustee's behaviour has been on the Trust and/or its schools. The Chair of Trustees should submit all relevant evidence.
- 1.6 The Chair of Trustees will convene a panel of at least three Trustees within 15 days to consider the evidence, the severity of the breach(es) and the impact of the breach(es) on the Trust and its schools. If the Chair of Trustees has had prior involvement with the complaint at any stage, s/he should not sit on the panel. The Trustee in question should attend the panel to explain their actions. The panel may recommend suspension of the Trustee for a period of up to six months; they may recommend that the Trustee undertake a specified program of training or personal development; or they may recommend that the Members remove the Trustee (or any combination of these actions).
- 1.7 Any decision to remove a Trustee can only be taken by the Members. Where a Trustee is concerned that the Chair of Trustees may have breached the Code of Conduct, they should report this in confidence to the Vice-Chair of Trustees. The Vice-Chair of Trustees should investigate the report. If the Vice-Chair of Trustees finds evidence that a breach has occurred, s/he should then follow this process as above, taking the role of the Chair of Trustees in the process.

- 1.8 Exceptional misconduct is misconduct of such a serious and fundamental nature that it breaches the relationship between the Trustee and the Trust. In the event that a Trustee commits an act of exceptional misconduct, the matter should be referred immediately to the Members, who may summarily suspend or remove the Trustee.
- 1.9 This process does not affect or limit the power of Members to remove any Trustee at any time under the Scheme of Delegation (A2:5), if they reasonably believe that that Trustee's conduct or presence is not in the best interests of the Trust or its schools.