

Approved: July 2019

Board of Trustees Code of Conduct

1. Introduction to the Code

- 1.1 This code is intended as a guide, to indicate the standards of conduct and accountability which are expected of Trustees, to enable them to understand their legal and ethical duties and to assist them both in carrying out those duties and in their relationship with the Trust and the CEO. This Code seeks to promote effective, well informed and accountable Trust governance, and is not a definitive or authoritative statement of the law or good practice.
- 1.2 In addition to the Code, Trustees are recommended to familiarise themselves with the source documents listed in the Schedule.
- 1.3 If a Trustee is in doubt about the provisions of this Code or any of the source documents, the Trust Secretary should be consulted and, if necessary, professional advice should be obtained. However, ultimate responsibility for the appropriateness of conduct as a Trustee and for any act of omission in that capacity rests with the individual Trustee.
- 1.4 This Code applies to every Committee of the Trust and to every subsidiary company or joint venture of the Trust to which Trustees may be appointed.
- 1.5 By accepting appointment to the Trust, each Trustee agrees to accept the provisions of this Code.
- 1.6 Each Trustee by accepting the provisions of this Code agrees that any breach of the Code by them may lead to the termination of their appointment as a Trustee in accordance with Article 15 of the Articles of Association.
- 1.7 This Code also applies to advisory members appointed by the Members of SAT.

2. Code Details

2.1 *Interpretation – in this Code:*

- 2.1.1 'Agency' means the Education and Skills Funding Agency (ESFA) or any successor body;
- 2.1.2 'Mission Statement' means the statement set out at paragraph 2.2.2 of this Code or such other mission statement as may be agreed by the Trust from time to time;
- 2.1.3 'Core Values' means those Core Values set out at paragraph 2.2.3 of this Code or such other core values as may be agreed by the Trust from time to time;
- 2.1.4 'Committee' means where the context so requires any sub-committee or task and finish group appointed by the Trust.
- 2.1.5 'Trustee', 'Chair', 'CEO' and 'Clerk' mean respectively a Trustee of the Trust, the Chair of the Board of Trustees, the CEO of the Trust and the Trust Secretary who acts as the Clerk to the Board of Trustees.
- 2.1.6 'DfE' means the Department for Education;
- 2.1.7 All other definitions have the same meanings as given in the Trust's Articles of Association; and
- 2.1.8 Words importing one gender import any gender.

2.2 *Aims and Values*

- 2.2.1 The Trust's vision is to enable all students to gain the right qualifications, the best grades, the connections with businesses and the character strengths they need to success and realise their future.

Approved: July 2019

- 1.1.1 The Trust's Mission Statement is to use education as a catalyst of positive social change and prosperity for the community we serve, leaving no-one behind.
- 1.1.1 We will foster in students and staff:
 - Resilience
 - Curiosity
 - Optimism
 - Confidence
 - Ambition
 - Ownership
 - Self-control
 - Respect
- 1.1.2 The Trust's Vision and Mission Statements together with the corporate objectives of the Trust agreed by the Trust from time to time seek to encapsulate the core purposes and aims of the Trust. Trustees should have due regard to these purposes and aims and to the Trust's core values when conducting the business of the Trust and considering the activities and proposed activities of the Trust.
- 1.1.3 The Trust recognises its obligations to all those with whom it and/or the Trust have dealings, including students, employees, suppliers, other educational institutions and the wider community. In particular, the Trust is committed to combating any discrimination within the Trust on the grounds of race, ethnic or national origin, religion, belief, age, disability, gender or sexuality.
- 1.1.4 The Trust encourages the expression of, and will take into account, the views of the students of the Academies within the Trust on all matters pertaining to the Trust.
- 1.1.5 The Trust is also committed to ensuring that it conducts its business in accordance with the highest ethical standards as set out in more detail in this Code.

1.2 *Duties*

- 1.2.1 Trustees owe a fiduciary duty to the Trust. This requires that they should show it the highest loyalty and act in good faith and in its best interests. Each Trustee should act honestly, diligently and (subject to the provisions appearing in paragraph 2.9 of this Code relating to collective responsibility) independently. The actions of Trustees should promote and protect the good reputation of the Trust and the trust and confidence of those with whom it deals.
- 1.2.2 Decisions taken by Trustees at meetings of the Trust and its Committees must not be for any improper purpose or personal motive. Decisions taken must always be for the benefit of the Trust, the students at the Academies within the Trust, the staff and other users of the Trust and its Academies and must be taken with a view to safeguarding public funds. Accordingly, Trustees must not be bound in their speaking and voting by mandates given to them by other bodies or persons.
- 1.2.3 Trustees must observe the provisions of the Trust's Articles of Association and in particular the responsibilities given to the Trust and its Committees to ensure that the Trust conducts itself in an orderly, fair, open and transparent manner. Trustees must keep Standing Orders and Terms of Reference under annual review.

Approved: July 2019

- 1.2.4 Trustees should always have regard to the different, but complementary, responsibilities given to the CEO. Whereas it is the Trust's function to decide strategic policy and overall direction and to monitor the performance of the CEO, it is the CEO's role to implement the Trust's decisions, and to manage the Trust's affairs within the budgets and framework fixed by the Trust. Trustees should work together so that the Trust and the CEO perform their respective roles effectively.
- 1.2.5 Trustees should refer to the Trust Secretary for advice relating to the governance functions and have regard to the Trust Secretary's independent advisory role.

1.3 *Statutory Accountability*

- 1.3.1 Trustees are collectively responsible for observing the duties set out in the Academies Financial Handbook which the Trust entered into with the Agency as a condition of receiving public funds.
- 1.3.2 Although the Agency is the main provider of funds to the Academies within 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 relevant funding body and public audit.
- 1.3.3 As accounting officer for the Agency, its Chief Executive is directly responsible and accountable to Parliament for ensuring that the uses to which the Agency 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 Agency, to give an account of the use made by the Trust of such funds. The Trust is accountable to Parliament for ensuring the financial health of the Trust, and to the Courts for ensuring that the Trust is conducted in accordance with the Education Acts and the general law.

1.4 *Public Service Values*

- 1.4.1 Public service values are at the heart of the Education service. High standards of personal and corporate conduct, based on the principles set out in Annexes 1 and 2 of this Code, and the recognition that students and other users of the Academies within the Trust's services come first, are a requirement of being a Trustee, and should underpin all decisions taken by the Board of Trustees.

1.5 *Skill, Care and Diligence*

- 1.5.1 A Trustee should in all his work for the Trust exercise such skill as he possesses and such care and diligence as would be expected from a reasonable person in such circumstances. This will be particularly relevant when a Trustee acts as an agent of the Trust, for example, when functions are delegated to a Committee of the Trust or to the Chair. Trustees should be careful to act within the terms of reference of any Committee on which they serve.

Approved: July 2019

1.6 Powers

1.6.1 Trustees are responsible for taking decisions which are within the powers given to the Trust. If a Trustee thinks that the Trust is likely to exceed its powers by taking a particular decision, he should immediately refer the matter to the Trust Secretary for advice.

1.7 Conflicts of Interest

1.7.1 Trustees should avoid putting themselves in a position where there may be a conflict (actual or potential) between their personal interests and their duties to the Trust or their ability to exercise independent judgement.

1.7.2 Trustees are reminded that under the Trust's Articles of Association they must not acquire or hold any interest in any property held or used for the purpose of the Trust or receive any remuneration for their services.

1.7.3 Any Trustee who has or can have any direct or indirect duty or personal interest (including but not limited to any Personal Financial Interest) which conflicts or may conflict with his duties as a Trustee shall disclose that fact to the Trustees as soon as he becomes aware of it.

1.7.4 A Trustee must absent himself from any discussions of the Trustees in which it is possible that a conflict will arise between his duty to act solely in the interests of the Academy Trust and any duty or personal interest (including but not limited to any Personal Financial Interest).

1.7.5 Where the Trustee is also a Governor of West Suffolk College, and the conflict relates to his duty to or the interests of that College then 1.7.4 shall not apply unless he has a Personal Financial Interest and, for the avoidance of doubt, such Trustees shall be able to vote in any such matters.

1.7.6 Trustees are reminded that under the Trust's Articles of Association and the general law they must disclose to the Trust 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 Trust in any matter relating to the Trust, or any duty which is material and which conflicts or may conflict with the interests of the Trust.

1.7.7 If an interest of any kind (including an interest of a spouse or partner of a Trustee or of a close relative of the Trustee 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 Trustee's independent judgement, then:

1.7.7.1 The interest, financial or otherwise, should be reported to the Trust Secretary;

1.7.7.2 The nature and extent of the interest should be fully disclosed to the Trust before the matter giving rise to the interest is considered;

1.7.7.3 If the Trustee concerned is present at a meeting of the Trust, or any of its Committees, at which such supply, contract or other matter constituting the interest is to be considered he shall:

Approved: July 2019

- (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 Trust or Committee meeting where required to do so by a majority of the Board of Trustees or Committee as the case may be present at the meeting.

1.7.8 For the purposes of clause 2.8.4 “close relative” includes but is not limited to parent, grandparent, sibling, child, grandchild and step parent/ grandparent/ sibling/ child or grandchild.

1.7.9 Trustees must not receive gifts, hospitality or benefits of any kind from a third party which might 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 Trust Secretary.

1.7.10 The Trust Secretary will maintain a register of Trustee’ Interests which will be open for public inspection. Trustees must disclose routinely to the Trust all business interests, financial or otherwise, which they may have, and the Trust Secretary will enter such interests on the Register. Trustees must give sufficient details to allow the nature of the interests to be understood by enquirers. Trustees should inform the Trust Secretary when their circumstances change and interests are acquired or lost. In deciding whether an interest should be disclosed, Trustees should have regard to the meaning of “interest” in paragraphs 2.8.4 and 2.8.5 of this Code.

1.8 *Collective Responsibility*

1.8.1 The Trust operates by Trustees taking majority decisions in a corporate manner at quorate meetings, including meetings held by telephone or video conference and by alternative methods such as written resolutions, in all cases only if so provided for in the Articles of Association. A decision of the Board of Trustees, even when it is not unanimous, is a decision taken by the Board of 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 of Trustees when the decision was taken.

1.8.2 If a Trustee disagrees with a decision taken by the Board of Trustees, his first duty is to have any disagreement discussed and minuted. If the Trustee strongly disagrees, he should consult the Chair and, if necessary, then raise the matter with the Board of Trustees when it next meets. If no meeting is scheduled, the Trustee should refer to the power of the Chair or any five Trustees under the Standing Orders to call a special meeting and, if appropriate, exercise it, requesting the Trust Secretary 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.

1.9 Openness and Confidentiality

1.9.1 Because of the Trust’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 Academies within the Trust have free access to information about the proceedings of the Trust. Accordingly, agendas, minutes and

Approved: July 2019

other papers relating to meetings of the Trust are available in accordance with the Trust's Access to Governance Information Policy set forth in Annexe 3 of this Code. There will be occasions when the record of discussion and decisions will not be made available for circulation; for example, when the Board of Trustees considers sensitive issues or named individuals and for other good reasons. Such excluded items will be marked as confidential and 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 Trust should specify how long such items should be treated as being confidential or, if this is not possible, such items should be regularly reviewed to consider whether the public interest disclosure outweighs that confidential status and the item made available for public inspection. When considering such issues the Trustees should also consider the Trust's Procedure issued under the Freedom of Information Act 2000 and the Trust's Access to Governance Information Policy set forth in Annexe 3 of this Code.

- 1.9.2 It is important that the Board of Trustees, its Committees and Sub Groups 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 matters which, by reason of its nature, the Chair or members of any Committee are satisfied should be dealt with on a confidential basis.
- 1.9.3 Trustees should not make statements to the press or media, or at any public meeting, relating to the proceedings of the Trust without first having obtained the approval of the Chair or, in his absence, the Vice Chair. It is unethical for Trustees to criticise, canvass or reveal the views of other Trustees publicly that have been expressed at meetings of the Board of Trustees or its Committees.

1.10 *Complaints*

- 1.10.1 In order to ensure that the affairs of the Trust are conducted in an open and transparent manner and that the Trust is accountable for its use of public funds but also to its employees, its students and the community it serves, it is important for there to be appropriate complaints procedures in place and for these to be well publicised and reviewed regularly. Trustees are reminded of their specific responsibility under the Articles of Association to make rules specifying the procedures in accordance with which employees of the Academies within the Trust may seek redress of any grievances relating to their employment, of the importance of having formal complaints procedures in place to handle issues raised by students of the Academies within the Trust, former students of the Academies within the Trust and third parties and of the legal requirement to have a whistle blowing procedure in place.
- 1.10.2 Students and employees of the Academies within the Trust and other third parties have a right to make a complaint to the Agency in respect of the Trust or any of its decisions and this right is referred to in the Trust's Complaints and Whistle Blowing procedures. Trustees in particular are reminded that under the Agency's Procedure for dealing with complaints about Providers of Education and Training, the Agency:

Approved: July 2019

- Must investigate all allegations or irregularity (unlawful or unethical conduct), financial malpractice, equality and diversity issues and health and safety risks to staff, learners or the public;
- Can investigate quality or management or learning provision, undue delay or non-compliance with published procedures, poor administration by the Provider, equality and diversity issues (except where there is a more appropriate mechanism for dealing with the matter through the court or tribunal or other organisations), health and safety concerns and complaints made by students.

1.11 Attendance at meetings

1.11.1 A high level of attendance at meetings of the Board of Trustees is expected so that Trustees can perform their functions properly. The target attendance is at least 85% at Board of Trustee meetings and 75% for Committee meetings. Further information is contained in the Guidance on Expectations for Trustees Attendance set forth in Annexe 4 of this Code.

1.12 Governance Development

1.12.1 The Members will seek to ensure that all Trustees are appointed on merit, in accordance with an open selection procedure carried out by the Search and Nominations (the SAT Members) Committee, and are drawn widely from the community which the Trust serves so as to be representative of that community. The Members should have regard to the provisions relating to the membership of the Board of Trustees in the Trust's Articles of Association, the need to combat discrimination and to promote equality, and the need to make available a range of necessary skills and experience to ensure that the Trust carries out its function under the Trust's Articles of Association.

1.12.2 Trustees must obtain a thorough grounding in their duties and responsibilities by participating in the Trust's governance induction and training programmes.

1.12.3 In order to promote more effective governance, Trustees will carry out an annual review of performance of the Board of Trustees of its duties and responsibilities, as part of a continuing process of self-evaluation.

Annexes

Annexe 1 – The Seven Principles of Public Life

Annexe 2 – Six Core Principles of Good Governance

Annexe 3 – Access to Governance Information Policy

Annexe 4 – Guidance on Expectations for Trustees Attendance