

CHANCERY MULTI ACADEMY TRUST



To deliver an outstanding learning experience for all children so they flourish and thrive; enabling them to achieve their own individual excellence.

CODE OF CONDUCT FOR MEMBERS, DIRECTORS AND LOCAL GOVERNORS

The Code of Conduct for Members, Directors and Local Governors in respect of Chancery Multi Academy Trust has been discussed and adopted by the Directors Board

Chair of Board: R Caulfield

Responsible Officer: CEO - L Houldsworth

Agreed and ratified by the Directors Board on: 25th September 2019

To be Reviewed: September 2022

1. Scope

This code of conduct provides members, directors and governors with guidelines as to the standards and behaviours that Chancery Multi Academy Trust expects from members, directors and governors (individually and collectively) when acting on behalf of, or representing, the trust.

This code of conduct should be read in conjunction with:

- the delegated duties and responsibilities of academy members, directors and governors in the scheme of delegation
- any role descriptions or terms of reference for members, directors and governors
- any statement of expectations issued by the Trust
- the academy's articles of association
- the trust's policy and procedures covering conflicts of interest, anti-money laundering and anti-bribery, the declaration, acceptance and refusal of gifts and hospitality
- the trust's and academies' mission, vision and values.

2. Why we have a Code of Conduct

The board of directors of Chancery Multi Academy Trust has ultimate responsibility for all actions carried out by staff and volunteers throughout the trust. This responsibility includes the stewardship of charitable resources, public funds and the delivery of continuous improvement in education.

The board of directors is therefore determined to ensure the trust inspires confidence and trust among its pupils, parents, staff, members, partners, supporters, funders, suppliers and the wider community 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.

The articles of association of Chancery Multi Academy Trust make provision for the appointment of members, directors and governors, practice and procedure of decision making, tenure of office and ultimately the removal of member, directors and governors. This code of conduct complements the trusts's articles of association.

3. Purpose

The purpose of the specimen code of conduct below is to provide trustees/directors/governors with clear guidelines as to their standard of behaviour, responsibilities, and good practice in fulfilling their obligations to the academy they represent.

Benefits of being a member, director and governor of our trust

While the role of member, director and governor is a serious duty, there are various positive aspects to the role that can help an individual on a personal and professional basis:

- the knowledge that you are contributing to society and the future of young people

- building self-confidence and experience of committee work
- acquiring new skills – personal and professional – through training and information and sharing
- the enjoyment to be had from working with a group of individuals from different backgrounds who share a similar passion for education.

The role of academy member, director and governor is one that can offer considerable satisfaction, challenges and experiences, but it should not be forgotten that the position can be quite onerous and require a significant time commitment.

4. Induction and Training

In order for members, directors and governors to be effective in performing their legal duties and responsibilities, it is essential that individual members, directors and governors are aware of the nature of the work of the trust and its operating environment, including the roles of the senior trust team, senior leadership teams, teachers, other staff and volunteers. In order to prepare and support members, directors and governors, Chancery Multi Academy Trust will provide a comprehensive induction and ongoing development opportunities. Individual members, directors and governors are invited to speak to their chair about any further information or training needs.

Members, directors and governors are expected to attend induction and training programmes, given reasonable notice, in line with any individual or collective requirements identified.

Chancery Multi Academy Trust operates a buddying system whereby existing member, directors and governors are paired with new member, directors and governors to develop a swift understanding of the more informal aspects of their work. Further information on the buddying system will be provided by the chair of the relevant board upon induction.

The relevant board of members, directors and governors collectively and individually are expected to undertake an ongoing skills audit exercise through trust governor to assess the skillset and competencies available to the trust or academy, in line with the Ofsted Handbook, and to identify areas for future development and training. This process will be led by the chairman.

5. Role and function of members, directors and governors

The trust will provide members, directors and governors with guidance outlining their specific role and responsibilities contained in the trust's scheme of delegation. In fulfilling their general roles and responsibilities individual members, directors and governors:

- Must understand the purpose of the board and its strategic role
- Must adhere to the trust's and academy's rules and policies, including the articles of association, any standing orders and byelaws, and support its charitable objects
- Must act in the best interests of the trust at all times, taking professional advice where necessary

- Must contribute to the work of the members board, board of directors and board of governors in order for it to fulfil its role and functions as defined in the articles of association, the Department of Education funding agreement and legislation
- Must recognise that their role is a collective one and that any task or function delegated to an individual or committee does not relieve the other members, directors and governors of their responsibility for that task or function.
- Must support and assist the chief executive and headteachers.
- Have a duty to act fairly and without prejudice, and in so far as they have responsibility for staff they will fulfil all that is expected as a good employer.
- Encourage open governance and act appropriately.
- Consider carefully how decisions may affect the trusts community and other schools.
- Always be mindful of their responsibility to maintain and develop the ethos and reputation of the Trust and its academies. Their actions within the trust and in the local community will reflect this.
- When making or responding to criticism or complaints they will follow the procedures established within the trusts and academies policies.
- Actively support and challenge trust and academy leaders.
- Accept and reflect the differences in roles between the relevant boards and staff, ensuring that they work collectively for the benefit of the trust.
- Respect the role of trust and academy leadership teams and their responsibility for the day to day management of the organisation and avoid any actions that might undermine those arrangements.
- When communicating in their private capacity (including on social media) they will be mindful of and strive to uphold the reputation of the trust.
- Avoid, as far as possible, becoming involved in any communication that may lead to a conflict of interest with their role for the trust.

6. Conflicts of interest

The members board, board of directors, board of governors has a legal obligation to act in the best interests of Chancery Multi Academy Trust, and in accordance with the academy's articles of association, and to avoid situations where there may be a potential, real or perceived, conflict of interest.

Members, directors and governors should not exert any influence to obtain any preferential treatment for themselves or their families, or other connected persons or organisations.

Members, directors and governors should be aware of, and act in accordance with, the trust's policies and procedures on identifying and managing conflicts of interest.

Upon appointment, and at least annually, members, directors and governors are required to complete a declaration of interest form. This document must also be updated whenever a material change occurs. A register of interests will be maintained by the school and trust and published on their websites to be made available to the public, in line with the trust's conflicts of interest policy.

Failure by a member, director or governor to declare an interest, real or perceived, could result in the complaints process being instigated by the trust or academy. Depending on the circumstances and severity of the conflict, this may result in the member, director or governor being removed from office in accordance with the academy's articles of association.

7. Standards of conduct

Members, directors and governors 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 members, directors and governors are expected to perform their duties in accordance with them. The seven principles are:

- selflessness
- integrity
- objectivity
- accountability
- openness
- honesty
- leadership.

In addition, the trust requires members, directors and governors to perform their duties in accordance with the vision, mission and values of the trust. Trustees, directors and governors are encouraged to:

- value fellow members, directors and governors, even when there are differences in opinion
- adhere to the trust's terms of reference for meetings documents
- treat the trust and academies' senior trust team, headteachers, senior leadership teams, other employees and fellow board members 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 members, directors and governors are expected to understand, agree and promote the trust's and academies' equal opportunities policies in every area of their work. The boards' activities should not prejudice any part of the community on the grounds of age, disability, 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 member, director or governor being removed from office.

8. Stakeholder engagement

Members, directors and governors 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 data protection policy.

In order to demonstrate their accountability to the trust's wider community and regulators, members, directors and governors are encouraged to attend events and provide opportunities

to meet, talk and listen to the employees, volunteers, parents, pupils and partner organisations in order to best understand their views and concerns.

Members, directors and governors 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 or other designated person. Members, directors and governors 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 except where separate whistleblowing procedures are a more appropriate avenue for dealing with the complaint.

9. Visiting an academy within the trust

In fulfilling their core duties and responsibilities, members, directors and governors will be expected to visit school sites. For activities other than attending board or committee meetings or events organised by the academy or trust, members, directors and governors are requested to follow the procedure below:

- for group visits, arrangements will be discussed and agreed between the chair of the board in liaison with an appropriate members of the senior leadership team
- for individual visits, the member, director and governor should speak directly to the Chief Executive or headteacher.

The academy or trust will make every effort to accommodate the request of the members, directors and governors, but may not always be able to agree to specific dates, times or site visits.

Personal visits to the trust or academy, or volunteer activity or participation in fundraising events that are not related to the member's, director's or governor's role are not covered by this procedure but members, directors and governors must abide by the rules of the event.

8. Expenses

The position of member, director and governor is unremunerated, though reasonable out of pocket expenses could be agreed by the school or trust on request. Please refer to trust and school policy on director and governor expenses and how to claim for reimbursement for costs incurred on behalf of the academy.

Members, directors and governors must not receive any financial or non-financial benefit that is not explicitly authorised by the articles of association or the Charity Commission.

9. Meetings

Members, directors and governors have a responsibility to attend meetings of their board.

When this is not possible they should submit an apology to the school or trust in advance of the meeting. Members, directors and governors 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 could result in the individual being removed from office, in accordance with the articles of association.

Non-attendance of three consecutive board meetings will result in the member, director or governor being deemed to have resigned their position, unless the grounds for absence are regarded as satisfactory by the board. An appeals process is available for those members, directors or governors wishing to present a case against their removal.

If a member, director or governor wants to submit an item for inclusion in the board's agenda, they should forward their request to the chair of the board at least 7 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.

Meetings of the board 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 Chief Executive or head teacher.

10. Mediation

A mediation process is available to the board, and individual members, directors and governors, for use when there has been a breakdown of communication or trust between the board and the trust's or academy's senior managers. Further information should be requested from the chair.

Before the mediation process is instigated, the chair, vice chair and complainant should have met in an attempt to resolve the matter.

11. Confidentiality

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

Members, directors and governors should only speak to the media with the express permission of the chief executive or headteacher. In situations concerning potential whistleblowing matters, members, directors and governors are encouraged to adhere to the trust's and academy's whistleblowing policy.

Any allegations of breaches of confidentiality will be investigated under the complaints policy and could result in the removal of any members, directors and governors involved in such a breach, in accordance with the articles of association.

12. Ceasing to be a member, director and governor

Members, directors and governors must continue to comply with the qualifications required to hold a member, director and governor position throughout their period of tenure, as defined in the willingness to serve declaration. Any changes that would render the individual ineligible to serve must be forwarded to the chair or the relevant board.

Members, directors and governors may resign their office ahead of their tenure by writing to the chair of the relevant board. Depending on the reasons and circumstances of the resignation, the chair may decide to formally record those particulars in the minutes of the next board meeting.

The confidentiality requirements referred to above continue to apply after the member, director or governor leaves office.

13. Code non-compliance

In addition to this code of conduct, a complaints policy operates to cover allegations made against members, directors and governors that appear to breach the spirit of the code or specific conditions of service. Ideally any penalties for non-compliance would never need to be applied.

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.
- Where such misconduct is alleged, it shall be open to the governing body/board 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 relevant board to:

- inform the meeting, director or governor in writing of the nature of the allegation of the breach, detailing the specific action or behaviour considered to be detrimental to the trust or academy, and inviting and considering their response within a defined timescale
- inviting the member, director or governor to address the relevant board 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 academy
- impose such sanctions as shall be deemed appropriate. Sanctions will range from the issuing of a written warning as to the member, director or governor's future conduct and consequences, and the removal of the individual from office.

- Where the board cannot agree on a course of action in a situation that is deemed detrimental to the academy, the academy has the power to remove the member, director or governor.