

Code of Conduct for Trustees, Members Committee Members & Senior Managers

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The Sovereign Trust

Code of Conduct

It is essential that those responsible for the governance of a Multi Academy Trust are aware of their legal duties as a trustee under charity law, as a director under company law, and as a governor under education legislation.

The information in this document draws upon and expands the principles highlighted in the Charity Governance Code.

Overall purpose

The purpose of this Code of Conduct below is to provide trustees, members, committee members, local governors and senior managers of The Sovereign Trust with clear guidelines as to their standard of behaviour, responsibilities, and good practice in fulfilling their obligations to the academy trust they represent and serve.

Benefits of being a trustee or governor of an academy trust

While the role of trustee, member or local 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 children and young people
- Building self-confidence and experience of Board and 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 Sovereign Trust

Code of Conduct

Benefits of being a trustee or governor of an academy trust

The role of academy trustee or local 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.

This guidance should be read in conjunction with the role description and our conflicts of interest policy.

This Code of Conduct provides trustees, members, governors and officers with guidelines as to the standards and behaviours that the Trust expects from the Board and local committees (individually and collectively) when acting on behalf of, or representing, the Trust.

This code of conduct should be read in conjunction with:

- The duties and responsibilities of academy trustees/ local governors
- Any specific role descriptions for trustees/local governors and officers
- The Trust's Articles of Association and Scheme of Delegation
- 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 mission, vision and values

For staff governors, due consideration should also be given to the standards detailed in their contract of employment and remain alert to the requirements of each position the individual occupies.



The Sovereign Trust

Code of Conduct

Why we have a code of conduct

The board of The Sovereign Trust academy trust 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 educational outcomes.

The board of trustee directors is therefore determined to ensure the Trust inspires confidence and trust among its pupils, parents, staff, members, partners, supporters, funders, regulators, 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 Trust and in dealings with staff, pupils, parents and volunteers.

The Articles of Association of The Sovereign Trust make provision for the appointment/ election of trustees, members, local advisory committees and officers, practice and procedure of decision making, tenure of office and ultimately the removal of trustees and governors. This Code of Conduct complements the Trust's Articles of Association.



The Sovereign Trust

Code of Conduct

Appointment and tenure

The board of trustee directors comprises appointed, elected and co-opted individuals. The term of office for individual trustees is three years and four years for governors of Local Advisory Committees, after which period they may be able to stand for re-election/re-appointment subject to a limit of six years for trustees and eight years for local governors. A trustee or governor must not be disqualified from acting as such to be able to stand for election or appointment.

The board of trustee directors and members should represent the interests of all the Trust's pupils and wider stakeholders. The trustee directors and members always owes their duty to the academy trust as whole, and not to any particular individual, organisation or constituency that appointed them.



The Sovereign Trust

Code of Conduct

Induction and training

In order for trustees and local governors to be effective in performing their legal duties and responsibilities, it is essential that individual trustees/ governors, and the Trust board as a whole, are aware of the nature of the work of a Multi Academy Trust and its operating environment, including the roles of Executive Management Team, teachers, other staff and volunteers. In order to prepare and support trustees and governors, the Trust will provide a comprehensive induction and ongoing development opportunities, in line with the role description. Individual trustees and governors are invited to speak to the chair and/or clerk about any further information or training needs.

Trustees and governors are expected to attend induction and training programmes, given reasonable notice, in line with any individual or collective requirements identified by the trustee / governor, or arising from the periodic board performance appraisal or a request from the Chair.

The Trust operates a buddying/mentoring system whereby existing trustees/governors are paired with newly appointed trustees and governors to develop a swift understanding of the more informal aspects of the work of the Trust board or governing body. Further information on the buddying/mentoring system will be provided by the Secretary or clerk upon induction.

The board of trustee directors and local advisory committees are expected to undertake a performance appraisal exercise to assess the skill set and competencies available to the Trust, in line with the DfE Governance Handbook and Competency Framework, and to identify areas for future development and training. This process will be led by the Chair.



The Sovereign Trust

Code of Conduct

Roles and functions of trustees, members governors and officers

The Trust will provide trustees members, governors and officers with guidance outlining their specific role and responsibilities. In fulfilling their general roles and responsibilities, individuals must:

- Adhere to the Trust's rules and policies, including the Articles of Association, Scheme of Delegation, Financial Regulations and byelaws, and support its charitable objects
- Act in the best interests of the Trust at all times, taking professional advice where necessary if there are areas of doubt or lack of knowledge
- Contribute to the work of the Local Advisory Committee/ Board of trustee directors in order for it to fulfil its role and functions as defined in the Articles of Association and Scheme of Delegation and complying with the Funding Agreement, Academies Financial Handbook and legislation and guidance published from time to time
- Recognise that their role is a collective one and that any task or function delegated to an individual trustee or governor or committee does not relieve the other trustees or governors of the responsibility for that task or function
- Support and assist the Chief Executive Officer and individual Heads of School.



The Sovereign Trust

Code of Conduct

Conflicts of interest

The board of trustee directors, members and local governors have a legal obligation to act in the best interests of the Trust and in accordance with the Trust's Articles of Association, and to avoid situations where there may be a potential, real or perceived, conflict of interest.

Trustees, members and governors should not exert any influence to obtain any preferential treatment for themselves or their family, or other connected persons or organisations. Trustees and governors should be aware of, and act in accordance with, the Conflicts of Interest Policy.

Upon appointment, and at least annually, trustees, members, governors and officers are required to complete a declaration of Outside and Business Interests form. This document must also be updated whenever a material change occurs. A register of interests will be maintained by the Secretary and will be made available to the public via the website, in line with the Trust's Conflicts of Interest Policy and the requirements of the Academies Financial Handbook.

Failure by a trustee director, member, governor or officer 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 person being removed from office in accordance with the Trust's Articles of Association.



The Sovereign Trust

Code of Conduct

Standards of conduct

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

1. Selflessness

Holders of public office should act solely in terms of the public interest.

2. 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.

3. Objectivity

Holders of public office must act and take decisions impartially, fairly and on merit, using the best evidence and without discrimination or bias.

4. 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.



The Sovereign Trust

Code of Conduct

Standards of conduct continued

5. 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.

6. Honesty

Holders of public office should be truthful.

7. 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 Sovereign Trust

Code of Conduct

Standards of conduct *continued*

In addition, the Trust requires trustees, members, governors and officers to perform their duties in accordance with the vision, mission and values of The Sovereign Trust. All are encouraged to:

- Value fellow trustees, members and governors, even when there are differences in opinion
- Adhere to the Trust's meeting etiquette
- Treat the Trust's CEO, Heads of School, Executive Management Team, 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 trustees, members, governors and officers are expected to understand, agree and promote the Trust's equality and diversity policies in every area of their work. The Trust board's or local advisory committees' 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 will be investigated and dealt with in line with the complaints procedure and could result in the person being removed from office.



The Sovereign Trust

Code of Conduct

Stakeholder engagement

Trustees 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 if there is likely to be a breach of the Trust's data protection policy.

Trustees and governors are accountable to the membership. In order to demonstrate their accountability to the Trust's wider community and regulators, including the Department of Education, trustees and governors are encouraged to attend events and provide opportunities to meet, talk and listen to the members, parents, pupils and partner organisations they represent and the public, in order to better understand their views and concerns.

Trustees and local 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 as detailed in the Trust's Scheme of Delegation and policies. Trustees and governors are advised to act as a conduit for forwarding pupil, parent/carer and public comments and concerns to the appropriate member of the Executive Management Team, when presented with a complaint from a pupil, parent/carer, member, staff member or the general public, except where the separate 'Whistleblowing Procedure' is a more appropriate avenue for dealing with the complaint.



The Sovereign Trust

Code of Conduct

Visiting the Trust's schools

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

- For group visits, arrangements will be discussed and agreed between the Chair and CEO, in liaison with appropriate members of the Executive Management Team
- For individual visits, the trustee/ governor should speak directly to the CEO or Head of School

The Trust will make every effort to accommodate the request of the trustee/ governor, but may not always be able to agree to specific dates, times or site visits.

Personal visits to the schools, or volunteer activity or participation in fundraising events that are not related to the trustee/ governor's role are not covered by this procedure but trustees/ governors must abide by the rules of the event.



The Sovereign Trust

Code of Conduct

Expenses

The position of trustee director / governor is unremunerated, though reasonable out-of-pocket expenses may be paid. Please refer to the Trust's policy on trustee/ governor expenses and how to claim for reimbursement for costs incurred on behalf of the Trust.

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

Trustees and governors must not receive any financial or non-financial benefit that is not explicitly authorised under the Articles of Association or by the ESFA or Charity Commission.



The Sovereign Trust

Code of Conduct

Meetings

Trustees and governors have a responsibility to attend meetings of the Trust board or local advisory committee. When this is not possible they should submit an apology to the Chair and/or clerk in advance of the meeting. Trustees/ governors are expected to attend for the duration of each meeting.

Absence from the board of trustees /local advisory committee 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 consecutive governing body/board meetings for a period of six months will result in the trustee/ 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 trustees/ governors wishing to present a case against their removal.

If a trustee/ governor wants to submit an item for inclusion in the Board's agenda, they should forward their request to the clerk at least 10 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 clerk.

Meetings of the board/ governing body shall be held in private, and in accordance with the Trust's meeting etiquette. The board of trustees or governors 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 CEO or Head of School, and facilitated by the Secretary or clerk.



The Sovereign Trust

Code of Conduct

Mediation

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

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

Confidentiality

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

Trustees/ governors should only speak to the media with the express permission of the CEO. In situations concerning potential whistleblowing matters, trustees/ governors 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 person involved in such a breach, in accordance with the Articles of Association.



The Sovereign Trust

Code of Conduct

Ceasing to be a trustee / governor

Trustees, members, governors and officers must continue to comply with the qualifications required to hold their position throughout their period of tenure, as defined in the Articles of Association. Any changes that would render the individual ineligible to serve must be notified to the Secretary or clerk.

As previously mentioned, failure to attend consecutive meetings over period of six months will result in the trustee/ governor being deemed to have resigned their position unless the grounds for absence are deemed to be satisfactory by the board/ local advisory committee.

An appeals process is available for trustees /governors wishing to challenge such decisions.

Trustees/ governors may resign their office ahead of their tenure by writing to the Chair. Depending on the reasons and circumstances of the resignation, the Chair, after consulting the clerk, may decide to formally record those particulars in the minutes of the next meeting.

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



The Sovereign Trust

Code of Conduct

Code non-compliance

In addition to this Code of Conduct, a Complaints Policy operates to cover allegations made against anyone 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 board/ local advisory committee 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 governing body/board to:
 - Inform the trustee/ 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, and inviting and considering their response within a defined timescale



The Sovereign Trust

Code of Conduct

Code non-compliance *continued*

- Inviting the trustee/ governor to address the board/ local advisory committee 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 / governor's future conduct and consequences, and the removal of the individual from office.
- Where the board/ committee cannot agree on a course of action in a situation that is deemed detrimental to the academy, the Trust has the power to remove the trustee/ governor.

Further information regarding any aspects of this code of conduct can be requested from the Secretary or clerk

