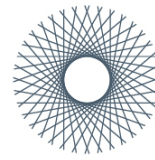


# Code of Conduct (Trustees)



AGORA  
LEARNING  
PARTNERSHIP

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NAME OF POLICY:	Code of Conduct (Trustees)
STATUS:	Non statutory
DATE ISSUED:	December 2017
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APPROVED BY:	Board of Trustees
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## 1. INTRODUCTION

- 1.1 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. This code draws upon and expands the principles highlighted in Good governance: A code for the voluntary and community sector.<sup>1</sup>
- 1.2 This code of conduct provides Trustees with guidelines as to the standards and behaviours that the Agora Learning Partnership expects from the Board (individually and collectively) when acting on behalf of, or representing, the Trust.
- 1.3 This code of conduct should be read in conjunction with:
  - the duties and responsibilities of Trustees
  - any role descriptions for Trustees
  - any statement of expectations issued by the Trust
  - the Trust's articles of association
  - any meeting etiquette protocol
  - 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

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<sup>1</sup> This can be downloaded from [www.governancecode.org](http://www.governancecode.org).

- 1.4 For Executive Trustees, due consideration should also be given to the standards detailed in their contract of employment and they should remain alert to the requirements of each position the individual occupies.

## **2. WHY WE HAVE A CODE OF CONDUCT**

- 2.1 The purpose of the code is to provide Trustees with clear guidelines as to their standard of behaviour, responsibilities, and good practice in fulfilling their obligations to the Trust.
- 2.2 The Board of Trustees of the Agora Learning Partnership has ultimate responsibility for all actions carried out by staff and committees [and volunteers] throughout the Trust's activities. This responsibility includes the stewardship of charitable resources, public funds and the delivery of continuous improvement in education.
- 2.3 The Board of Trustees is therefore determined to ensure that the Trust inspires confidence and trust among its staff, pupils, parents, members, partners, supporters, sponsor, 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.
- 2.4 The articles of association make provision for the appointment and election of Trustees, practice and procedure of decision making, tenure of office and ultimately the removal of Trustees. This code of conduct complements the Trust's articles of association.

## **3. APPOINTMENT AND TENURE**

- 3.1 The Board of Trustees comprises nine appointed and three elected Trustees (12 in total), with the CEO as Trustee (if they so choose to act under Article 57). In addition, the Articles give the option of the co-option of individuals. The term of office for individual Trustees is four years, after which period the Trustee can stand for re-election/re-appointment. In order to stand for election or appointment, a Trustee must not be disqualified from acting as such.
- 3.2 The Board of Trustees should represent the interests of all the Trust's pupils and wider stakeholders. The Trustee owes his/ her duty to the Trust and not to any individual, academy or organisation that appointed them.

## **4. INDUCTION AND TRAINING**

- 4.1 In order for Trustees to be effective in performing their legal duties and responsibilities, it is essential that individual Trustees, and the Board as a whole, are aware of the nature of the work of the Trust and its operating environment including the roles of the central team, academy senior leadership teams, teachers, other staff and volunteers. In order to prepare and support Trustees, the Trust will provide induction and ongoing development opportunities. Individual Trustees are invited to speak to the chair, vice-chair and/or company secretary about any further information or training needs.
- 4.2 Trustees are expected to attend induction and training programmes, given reasonable notice, in line with any individual or collective requirements identified by the Trustee, the periodic board performance appraisal/audit or the chair.

- 4.3 The Trust makes available a buddying/mentoring system whereby a newly appointed/elected/co-opted Trustee can request to be paired with an existing Trustee to develop a swift understanding of the more informal aspects of the work of the Board. Further information can be provided by the company secretary during induction.
- 4.4 The Board of Trustees is expected to regularly undertake a skills audit to assess the skill set and competencies available to the Trust, in line with the Ofsted/DfE guidance, and to identify areas for future development and training. This process will be led by the chair or vice-chair and company secretary.

## 5. ROLE AND FUNCTION OF TRUSTEES

- 5.1 The Trust will provide Trustees with guidance outlining their specific role and responsibilities<sup>2</sup>. In fulfilling their general roles and responsibilities, individual Trustees must:
- adhere to the Trust's rules and policies, including the articles of association, any standing orders and byelaws, and support its charitable objects
  - act in the best interests of the Trust at all times, taking professional advice where necessary
  - contribute to the work of the Board of Trustees 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
  - recognise that their role is a collective one and that any task or function delegated to an individual Trustee or committee does not relieve the other Trustees of the responsibility for that task or function
  - support and assist the chief executive officer

## 6. CONFLICTS OF INTEREST

- 6.1 The Board of Trustees has 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.
- 6.2 Trustees should not exert any influence to obtain any preferential treatment for themselves or their family, or other connected persons or organisations (refer to conflict of interest policy). Trustees should be aware of, and act in accordance with, the Trust's policy and procedures on identifying and managing conflicts of interest.
- 6.3 Upon appointment, and at least annually, Trustees 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 company secretary, and will be made available to the public on the Trust's website, in line with the Trust's conflicts of interest policy.
- 6.4 Failure by a Trustee 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 Trustee being removed from office in accordance with the Trust's articles of association.

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<sup>2</sup> See guidance notes *The duties of charity trustees (England & Wales)* and *Model role description for charity trustees (England & Wales)*

## 7. STANDARDS OF CONDUCT

7.1 Trustees 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<sup>3</sup> and all Trustees are expected to perform their duties in accordance with them. The seven principles are:

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

7.2 In addition, the Trust requires Trustees to perform their duties in accordance with the vision, mission and values of the Trust. Trustees are encouraged to:

- value fellow Trustees, even when there are differences in opinion
- adhere to the Trust's meeting etiquette
- treat the Trust's executive, other employees and fellow board members with respect and in accordance with the Trust's policies
- be mindful of and avoid 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.

7.3 All Trustees are expected to understand, agree and promote the Trust's equal opportunities policy in every area of their work. The Board's 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 shall be investigated and dealt with in line with the complaints procedure and could result in the Trustee being removed from office.

## 8. STAKEHOLDER ENGAGEMENT

8.1 Trustees 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's data protection policy.

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

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<sup>3</sup> Further details can be found [online](#).

- 8.3 Trustees 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 policies. Trustees are advised to act as a conduit for forwarding any pupil, parent and public comments and concerns to the appropriate executive team member, when presented with a complaint from a pupil, parent, member, staff member or the general public, except where separate whistleblowing procedures are a more appropriate avenue for dealing with the complaint.

## **9. VISITING THE TRUST'S ACADEMIES**

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

- for group visits, arrangements will be discussed and agreed between the chair and company secretary, in liaison with appropriate members of the executive and academy senior leadership team
- for individual visits, the Trustee should speak directly to the company secretary and academy headteacher

- 9.2 The academy will make every effort to accommodate the request of the Trustee, but may not always be able to agree to specific dates, times or site visits.

- 9.3 Personal visits to an academy, or volunteer activity or participation in fundraising events that are not related to the Trustee's role are not covered by this procedure but Trustees must abide by the rules of the event.

## **10. EXPENSES**

- 10.1 The position of Trustee is unremunerated, though reasonable out-of-pocket expenses are paid; please refer to the Trust's policy on Trustee 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 company secretary.

- 10.2 Trustees must not receive any financial or non-financial benefit that is not explicitly authorised by the articles of association or the Charity Commission.

## **11. MEETINGS**

- 11.1 Trustees have a responsibility to attend meetings of the Board and committees. When this is not possible, they should submit an apology to the chair and company secretary in advance of the meeting. Trustees are expected to attend for the duration of each meeting.

- 11.2 Trustees are expected to read papers in advance and fully engage with the business of Board and Committee meetings during the meeting.

- 11.3 Absence from the Board of Trustees 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.

- 11.4 Non-attendance of three consecutive Board meetings will result in the Trustee 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 wishing to present a case against their removal.
- 11.5 If a Trustee wants to submit an item for inclusion in the Board's agenda, they should forward their request to the company secretary at least 14 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, in discussion with the company secretary.
- 11.6 Meetings of the Board shall be held in private, and in accordance with the Trust's meeting etiquette. The board of trustees 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, and facilitated by the company secretary.

## **12. MEDIATION**

- 12.1 A mediation process will be made available to the Board, and individual Trustees, 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 company secretary. Before the mediation process is instigated, the chair or vice chair and the complainant should have met in an attempt to resolve the matter and both parties should agree to independent mediation, which will be funded by the Trust.

## **13. CONFIDENTIALITY**

- 13.1 All Trustees are required to respect the confidentiality of the information they are exposed to, as a result of their membership of the Board of Trustees. All Trustees, when dealing with difficult and confidential issues, are required to act with discretion and care in the performance of their role.
- 13.2 Trustees should only speak to the media with the express permission of the chair or chief executive officer. In situations concerning potential whistleblowing matters, Trustees are required to adhere to the Trust's whistleblowing policy.
- 13.3 Any allegations of breaches of confidentiality will be investigated under the complaints policy and could result in the removal of any Trustee involved in such a breach, in accordance with the articles of association.

## **14. CEASING TO BE A TRUSTEE**

- 14.1 Trustees must continue to comply with the qualifications required to hold a Trustee position throughout their period of tenure. Any changes that would render the individual ineligible to serve must be forwarded to the company secretary.
- 14.2 As previously mentioned, failure to attend three consecutive Board meetings will result in the Trustee being deemed to have resigned their position unless the grounds for absence are deemed to be satisfactory by the Board. An appeals process is available for Trustees wishing to challenge such decisions.

- 14.3 Trustees may resign their office ahead of their four-year tenure by writing to the chair and company secretary. Depending on the reasons and circumstances of the resignation, the chair, after consulting the company secretary, may decide to formally record those particulars in the minutes of the next Board meeting.
- 14.4 The confidentiality requirements referred to above continue to apply after the Trustee leaves office.

## 15. CODE NON-COMPLIANCE

- 15.1 In addition to this code of conduct, a [complaints policy](#) operates to cover allegations made against Trustees 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.
- 15.2 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 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 Board to:
    - inform the Trustee 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
    - invite the Trustee to address the Board in person if the matter cannot be resolved satisfactorily through correspondence
    - decide, 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 Trustee'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 Trust, the Trust has the power to remove the Trustee.

Further information regarding any aspects of this code of conduct can be requested from the company secretary.