Code of Conduct for the Trust Board & Local Governing Bodies policy

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Signed by: **Trust/Committee Chair**	*D. Norris* Chair to RMAT Board

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This policy/procedure reflects legislation, any relevant statutory and non-statutory guidance and best practice. The responsibility for setting policy and procedure resides with the Robus Multi Academy Board of Trustees and as such the relevant Board must be satisfied that the content of the policy/procedure suits their requirements prior to its formal adoption.

Code of Conduct for the Trust Board and Local Governing Bodies

This Code should be read in conjunction with the Articles of Association and the agreed Scheme of Delegation. This Code of Conduct sets out the expectations of and the commitment required from the trustees, academy governors and Trust Members in order for the Trust Board to properly carry out its work within the academies and the wider community.

It is intended as a guide to help trustees and governors understand their legal and ethical duties and to assist them in carrying out those duties and in their relationship with the Trust Board, Local Governing Bodies, Chief Executive Officer, and the Academy Headteachers. This Code is aimed at promoting effective, well-informed, and accountable governance and is not intended to be a definitive or authoritative statement of the law or good practice.

This Code applies to every sub-committee or working party of the Trust Board and Local Governing Body and to every subsidiary company or joint venture of the Multi-Academy Trust to which trustees or governors may be appointed.

The Trust Board/Local Governing Body is the key strategic making body within the Multi-Academy Trust/Academy, setting the strategic framework, and ensuring that all of its statutory duties are met. Raising achievement is at the heart of a governing body's strategic role; every child has the right to attend a good school.

If a Trustee or academy governor is in doubt about the provisions of this Code or any of the source documents, the Clerk should be consulted and, if necessary, professional advice should be obtained. However, ultimate responsibility for the appropriateness of conduct as a trustee or governor of the Multi-Academy Trust and for any act or omission in that capacity rests with the individual trustee or governor.

Every trustee and governor will be requested to sign the Code of Conduct and Confidentiality declaration upon first appointment and each subsequent year of appointment in the autumn term.

The Multi-Academy Trust has adopted the following principles and procedures:

INTRODUCTION

By accepting appointment to the Trust Board or Local Governing Body, each trustee and governor agrees to accept the provisions of this Code. The Multi-Academy Trust is committed to ensuring that it conducts its business in accordance with the highest ethical standards as set out in more detail in this Code. Trust Members, trustees and academy governors will be aware of and accept the Seven Nolan Principles of Public Life.

This Code of Conduct has due regard to, including but not limited to, the following relevant legislation and guidance:

- DfE Governance Handbook (2021)
- Academies' Trust Handbook (2020)
- Keeping Children Safe in Education (2021)
- Charity Commission CC3 – *the essential trustee: what you need to know, what you need to do*
- Companies Act 2006
- The Children Act 1998
- The Children Act 2004
- The Education Act 2011
- The Childcare (Disqualification) and Childcare (Early Years Provision Free of Charge) (Extended Entitlement) (Amendment) Regulations 2018
- The Childcare Act 2006
- The Data Protection Act and the General Data Protection Regulations (GDPR) 2018
- Framework for Ethical Leadership in Education

Selflessness
We will act solely in terms of the public interest.

Integrity
We will avoid placing ourselves under any obligation to people or organisations that might try inappropriately to influence us in our work. We will not act or take decisions in order to gain financial or other material benefits for ourselves, our family, or our friends. We will declare and resolve any interests and relationships.

Objectivity
We will act and take decisions impartially, fairly and on merit, using the best evidence and without discrimination or bias.

Accountability
We are accountable to the public for our decisions and actions and will submit ourselves to the scrutiny necessary to ensure this.

Openness
We will act and take decisions in an open and transparent manner. Information will not be withheld from the public unless there are clear and lawful reasons for so doing.

Honesty
We will be truthful.

Leadership
We will exhibit these principles in our own behaviour. We will actively promote and robustly support the principles and be willing to challenge poor behaviour wherever it occurs.

We will focus on our core governance functions:

1. ensuring there is clarity of vision, ethos, and strategic direction
2. holding executive leaders to account for the educational performance of the organisation and its pupils and the performance management of staff
3. overseeing the financial performance of the organisation and making sure its money is well
4. ensuring the voices of stakeholders are heard

As individual board members, we agree to:

Fulfil our role & responsibilities

1. We accept that our role is strategic and so will focus on our core functions rather than involve ourselves in day-to-day management.
2. will fulfil our role and responsibilities as set out in our scheme of delegation.
3. We will develop, share, and live the ethos and values of our trust
4. We agree to adhere to trust policies and procedures as set out by the relevant governing documents and law.
5. We will work collectively for the benefit of the trust
6. We will be candid but constructive and respectful when holding senior leaders to account.
7. We will consider how our decisions may affect the trust and local community.
8. We will stand by the decisions that we make as a collective.
9. Where decisions and actions conflict with the Seven Principles of Public Life or may place pupils at risk, we will speak up and bring this to the attention of the relevant authorities.
10. We will only speak or act on behalf of the board if we have the authority to do so.
11. We will fulfil our responsibilities as a good employer, acting fairly and without prejudice.
12. When making or responding to complaints we will follow the established procedures.
13. We will strive to uphold the trust's reputation in our private communications (including on social media).
14. We will not discriminate against anyone and will work to advance equality of opportunity for all.

Demonstrate our commitment to the role

1. We will involve ourselves actively in the work of the board, and accept our fair share of responsibilities, serving on committees or working groups where required.
2. We will make every effort to attend all meetings and where we cannot attend explain in advance why we are unable to.

3. We will arrive at meetings prepared, having read all papers in advance, ready to make a positive contribution and observe protocol.
4. We will get to know the trust/academy well and respond to opportunities to involve ourselves in trust activities.
5. We will visit the trust/academy and when doing so will make arrangements with relevant staff in advance and observe school and board protocol.
6. When visiting the academy in a personal capacity (for example, as a parent or carer), we will continue to honour the commitments made in this code.
7. We will participate in induction training and take responsibility for developing our individual and collective skills and knowledge on an ongoing basis.

Build and maintain relationships

1. We will develop effective working relationships with trust leaders, staff, parents, and other relevant stakeholders from our local community/communities.
2. We will express views openly, courteously, and respectfully in all our communications with board members and staff both inside and outside of meetings.
3. We will work to create an inclusive environment where each board member's contributions are valued equally.
4. We will support the chair in their role of leading the board and ensuring appropriate conduct.

Respect confidentiality

1. We will observe complete confidentiality both inside and outside of school when matters are deemed confidential or where they concern individual staff, pupils, or families.
2. We will not reveal the details of any trust/governing board vote.
3. We will ensure all confidential papers are held and disposed of appropriately.
4. We will maintain confidentiality even after we leave office.

Declare conflicts of interest and be transparent

1. We will declare any business, personal or other interest that we have in connection with the board's business, and these will be recorded in the register of business interests.
2. We will also declare any conflict of loyalty at the start of any meeting should the need arise.
3. If a conflicted matter arises in a meeting, we will offer to leave the meeting for the duration of the discussion and any subsequent vote.
4. We accept that the Register of Business Interests will be published on the trust's/academy's website.
5. We will act in the best interests of the trust/academy as a whole and not as a representative of any group.
6. We accept that in the interests of open governance, our full names, date of appointment, terms of office, roles on the trust/governing board, attendance records, relevant business and pecuniary interests, category of trustee/governor and the body responsible for appointing us will be published on the trust/academy website.
7. We accept that information relating to board members will be collected and recorded on the DfE's national database (Get information about schools), some of which will be publicly available.

We understand that potential or perceived breaches of this code will be taken seriously and that a breach could lead to formal sanctions*.

Adopted by: [Name of governing board] on [date]

Signed: [Chair of Board]

The [governing board] agree that this code of conduct will be reviewed annually, upon significant changes to the law and policy or as needed and it will be endorsed by the full governing board.

Annex A

Etiquette for Online Meetings

These protocols have been drafted as an addendum to the Code of Conduct for all trustees and governors to establish required protocols and behaviours for online meetings.
The protocols and behaviours do not differ to the expected behaviours for standard Trust Board or Local Governing Body meetings.

Attendees are reminded that they are bound by the Trust's Confidentiality Statement and that all discussions remain classified and that third parties will not be granted access to any materials, including documentation held on the MAT's e-governance site, without the express written permission of the Chief Executive Officer.

Online meetings will only be organised in the event of extenuating circumstances to ensure that interruptions to Trust business are kept to a minimum and are not intended to replace or substitute scheduled meetings as the 'norm'.

- The agenda and supporting papers will be circulated in the normal manner at least 7 days prior to the date of the meeting by the Clerk.
- The Clerk should be made aware of any potential conflicts of interest prior to the meeting
- The meeting will not proceed until the quorum, in accordance with the relevant Terms of Reference, is present

Etiquette

- Please be punctual to the meeting. It is recommended that you join the meeting approximately 10 minutes before the start to be able to deal with any connection issues, etc.
- Try to keep a good signal; this can be difficult but stay in one place where you have a good connection
- Please consider your backdrop and clothing to ensure that it is appropriate and non- objectional to personal preferences.
- Mute the microphone when you are not speaking
- Be prepared: online meetings are the same as any other meeting so ensure that you have familiarised yourself with the agenda and have any notes that you wish to refer to close at hand
- The Chair will open the meeting and welcome attendees. The Chair is responsible for conducting the meeting, ensuring that discussions remain on topic and that all attendees are fully engaged with the opportunity to participate.
- Speak clearly and be courteous & respectful to others; do not speak over one another and please remember to keep discussions relevant to the agenda item.
- Please pay attention; it is very easy to become distracted, but it will be most annoying to the other attendees if they are constantly asked to repeat what they've said.
- At the end of the meeting, the Chair will thank attendees for their participation and close the meeting.

***Breach of this Code**

If it is believed that this Code has been breached, the matter will be raised with the Chair to the Trust Board or Local Governing Body who will investigate under the Multi-Academy Trust's procedures for dealing with complaints against trustees and governors.

In the event that it is believed to be the Chair who has breached the Code, another trustee or governor, such as the Vice-Chair, will investigate.

The Trust Board or Local Governing Body will only suspend or remove a trustee or governor from the Trust Board or Local Governing Body as a last resort after seeking to resolve any difficulties or disputes in a more constructive manner.

Where a trustee or governor's conduct has been investigated in accordance with the appropriate complaints procedure for trustees and governors and the complaint has been found to be so serious that the individual should no longer serve as a trustee or governor, the expectation would be for that individual to resign from the role.

Should the individual's resignation not be forthcoming and their continuation as a trustee or governor would significantly affect the reputation and work of the Multi-Academy Trust, the trustee or governor may be suspended or removed from role in accordance with the Articles of Association and relevant procedures.

If a complaint made against the Chair, or Vice-Chair, is fully or partially upheld by an investigating panel, the Trust Board or Local Governing Body may remove the chair or vice-chair from office.

Annex B

CONFIDENTIALITY STATEMENT

I shall not, either during my term of office, nor at any time after its expiration or termination, use for my own purposes [or for any purposes other than those of the Academy or Multi-Academy Trust Board], or divulge to any person, corporation, company, or other organisation whatsoever, any confidential information belonging to the Academies or the Multi-Academy Trust or relating to its affairs or dealings which may come to my knowledge during my tenure.

Confidential information shall include (but shall not be limited to) the following:

a) information concerning the services offered or provided by the Academy or Multi-Academy Trust or any Subsidiary including the names of any persons, companies, or other organisations to whom such services are provided, their requirements and the terms upon which services are provided to them (save that such information shall not be regarded as confidential once it has been published in any document which is available to members of the public);

b) the Academies' or Multi-Academy Trust's business plans, financial position, and marketing strategies or those of any Subsidiary;

c) any information relating to a proposed reorganisation, expansion or contraction of the Academies' or the Multi-Academy Trust's activities (or those of any Subsidiary), including any such proposal which also involves the activities or any other organisation;

d) financial information relating to the Academies or Multi-Academy Trust or any Subsidiary (save to the extent that such information is included in the published audited accounts);

e) details of:
   i) employees of the Academies or Multi-Academy Trust or any Subsidiary, the remuneration and other benefits paid to them and their experience, skills, and aptitudes;

   ii) any arrangements for the supply of personnel to the Academies or Multi-Academy Trust or any Subsidiary by a third-party provider;

f) any information that has been notified as being confidential or that which might reasonably be expected to be confidential;

g) any information which has been given to the Academies or Multi-Academy Trust or any subsidiary in confidence by pupils or other persons, companies, or organisations.

I shall not, without the express permission of the Chief Executive Officer, allow third parties access to materials belonging to the Academies or the Multi-Academy Trust, including (but not limited to) information and documentation held on the Multi-Academy Trust's e-governance site.

I understand and accept that such third parties will be bound by the terms of this confidentiality statement.

Signed: …….. **Date: …….**