

# Trustees' Code of Conduct/ Trustee Induction

April 2021

<b>Date Approved:</b>	April 2021	<b>Review Date:</b>	April 2021	<b>Approved by:</b>	The Trust Board
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## **The Trust Board has the following core strategic functions:**

Establishing the strategic direction, by:

- Setting the vision, values, and objectives for the Academy
- Agreeing the Academy improvement strategy with priorities and targets
- Meeting statutory duties

Ensuring accountability, by:

- Appointing the Headteacher
- Monitoring progress towards targets
- Performance managing the Headteacher
- Engaging with stakeholders
- Contributing to school self-evaluation

Ensuring financial probity, by:

- Setting the budget
- Monitoring spending against the budget
- Ensuring value for money is obtained
- Ensuring risks to the organisation are managed
- Ensuring Academy compliance with the Academies Financial Handbook

## **Duties of Directors and Charity Trustees**

Trustees must be aware of the Charity Commission's Guidance for Trustees 'CC23: The Essential Trustee' and must at all times uphold their duties as charity trustees:

- Ensure the charity is carrying out its purposes for the public benefit.
- Comply with the charity's governing document (Articles of Association) and the law.
- Act in the charity's best interests.
- Manage the charity's resources responsibly.
- Act with reasonable care and skill.
- Ensure the charity is accountable.

In addition, Trustees must also comply with their statutory duties as company directors, which are set out in the Companies Act 2006, s170 - 177. The duties are to:

- Act within their powers.
- Promote the success of the company - in doing so, directors must have regard to the:
  - likely long-term consequences of any decision
  - interests of the company's employees
  - need to foster the company's relationships with its customers, suppliers and others
  - impact of the company's operations on the community and the environment
  - desirability of the company maintaining its reputation for high standards of business conduct
  - need to act fairly as between members of the company
- Exercise independent judgment.
- Exercise reasonable care, skill and diligence.
- Avoid conflicts of interest.
- Not to accept benefits from third parties.
- Declare any interest in proposed transactions or arrangements.

**As individuals on the board we agree to the following:**

## Role and Responsibilities:

- We understand the purpose of the board and the role of the Headteacher.
- We accept that we have no legal authority to act individually, except when the board has given us delegated authority to do so, and therefore we will only speak on behalf of the Trust Board when we have been specifically to do so.
- We accept collective responsibility for all decisions made by the board or its delegated agent. This means that we will not speak against majority decisions outside the Trust Board meeting.
- We have a duty to act fairly and without prejudice, and in so far as we have responsibility for staff, we will fulfil all that is expected of a good employer.
- We will encourage open government and will act appropriately.
- We will consider carefully how our decisions may affect the community and other schools.
- We will always be mindful of our responsibility to maintain and develop the ethos and reputation of our Academy. Our actions within the Academy and the local community will reflect this.
- In making or responding to criticism or complaints, we will follow the procedures established by the governing body.
- We will actively support and challenge the Headteacher.
- Trustees will advise the Head Teacher and the Chair of Trustees immediately should any circumstance arise which may cause disrepute to the Trust Board or the School.

## Commitment

- We acknowledge that accepting office as trustee involves the commitment of significant amounts of time and energy.
- We will each involve ourselves actively in the work of the Trust Board, and accept our fair share of responsibilities, including service on committees or working groups.
- We will make full efforts to attend all meeting and where we cannot attend explain in advance why we are unable to.
- We will get to know the Academy well and respond to opportunities to involve ourselves in school activities.
- We will visit the Academy, with all visits arranged in advance with the Headteacher and undertaken within the framework established by the governing body.
- We will consider seriously our individual and collective needs for induction, training and development, and will undertake relevant training.
- We accept that in the interests of open governance, our full names, date of appointment, terms of office, role on the trust board, attendance records, relevant business pecuniary interests, category of trustee and the body responsible for appointing us will be published on the Academy's website.
- In the interest of transparency, we accept that information relating to trustees will be collected and logged on the DfE's national database (Get Information About Schools).

## Trustees' Code of Conduct

### Relationships

- We will strive to work as a team in which constructive working relationships are actively promoted.
- We will express views openly, courteously and respectfully in all our communications with other trustees.
- We will support the chair in their role of ensuring appropriate conduct both at meetings and at all times.
- We are prepared to answer queries from other board members in relation to delegated functions and take into account any concerns expressed, and we will acknowledge the time, effort and skills that have been committed to the delegated function by those involved.
- We will seek to develop effective working relationships with the Headteacher, staff and parents, the trust, the local authority and other relevant agencies and the community.

### Confidentiality

- We will observe complete confidentiality when matters are deemed confidential or where they concern specific members of staff or pupils, both inside or outside of the Academy.
- We will exercise the greatest prudence at all time when discussions regarding Academy business arise outside a Trust Board meeting.
- We will not reveal the details of any Trust Board vote.

### Conflicts of Interest

- We will record any pecuniary or other business interest (including those related to people we are connected with) that we have in connection with the Trust Board's business in the Register of Business Interests, and if any such conflicted matter arises in a meeting we will offer to leave the meeting for the appropriate length of time. We accept that the Register of Business Interests will be published on the Academy's website.
- We will also declare any conflict of loyalty at the start of any meeting should the situation arise.
- We will act in the best interests of the Academy as a whole and not as a representative of any group, even if elected to the Trust Board.

### Breach of the code of conduct

- If we believe this code has been breached, we will raise this issue with the chair and the chair will investigate; the Trust Board will only use suspension/removal as a last resort after seeking to resolve any difficulties or disputes in more constructive ways.
- Should it be the chair that we believe has breached the code, another Trust Board member, such as the vice chair will investigate.

## **Standards of Conduct**

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 and all trustees are expected to perform their duties in accordance with them. The seven principles are:

***Selflessness*** – holders of public office should act solely in terms of the public interest. They should not do so in order to gain financial or other material benefits for themselves, their family, or their friends.

***Integrity*** – Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might seek to influence them in the performance of their official duties.

***Objectivity*** – In carrying out our public business, including making public appointments, awarding contracts, or recommending individuals for rewards or benefits, holders of public office should make choices on merit.

***Accountability*** – Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.

***Openness*** – Holders of public office should be as open as possible about all the decisions and action that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.

***Honesty*** – Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.

***Leadership*** – Holder of public office should promote and support these principles by leadership and example.

## Trustee Induction – Syllabus Training Plan

	Training	Responsible	Completed
Month 1	<ul style="list-style-type: none"> <li>• Read Fareham Academy Welcome Pack</li> <li>• Meet Clerk</li> <li>• Meet Development Training Governor (DTG)</li> <li>• Update Skills Database</li> <li>• Start Reading List</li> <li>• Be allocated a 'Buddy' Trustee – Meet as required</li> </ul>	Trustee/Clerk  Clerk  DTG  Clerk  Trustee  Chair/Clerk	
Month 2	<ul style="list-style-type: none"> <li>• Trustee Induction</li> <li>• Attend trial committee meeting</li> <li>• Complete E-learning training</li> <li>• Continue Reading List</li> <li>• Navigate through the school website</li> </ul>	Clerk  Trustee  Trustee  Trustee  Trustee	
Month 3	<ul style="list-style-type: none"> <li>• Hampshire Governor Services Induction course</li> <li>• Book 2 appropriate training courses-committee specific</li> <li>• Complete Reading List</li> </ul>	Trustee/Clerk  Trustee  Trustee	
Month 4	<ul style="list-style-type: none"> <li>• Attend nominated Committee</li> </ul>	Trustee	
Month 5	<ul style="list-style-type: none"> <li>• Introduction to Analyse School Performance</li> </ul>	Head Teacher	
Month 6	<ul style="list-style-type: none"> <li>• Review meeting with DTG to define any additional training requirements for specific trustee.</li> <li>• Book 2 more training courses – generic skills requirement</li> </ul>	DTG  Trustee	

## Trustee Induction – Reading List

<b>Key Documents</b>	<b>Priority (H,M or L)</b>
School contacts details – main teaching staff	H
Documents held in 'Governor Induction Documents' folder of Governor Hub	H
School meetings/events calendar	H
The Governing Body's Code of Conduct	H
List of all trustees of the Governing Body, with their contact details and their trustee category.	H
Titles, membership and terms of reference of Governing Body committees and The remits of nominated Trustees.	H
Analyse School Performance Data	H
The current School Prospectus	H
Plan of School Building	M
'Key documents' folder of Governor Hub	M
Staff list with responsibilities	M
The latest OFSTED report	M
School Development Plan	M
The SEF Form	H
The latest minutes of Governing Body meetings and any papers still active from that meeting	M
Staff Organisation Chart	M
Curriculum links visits information	M
Terms of Reference for committees	M
Latest Governor Services training booklet	M
Link to Governor Services intranet	M
Copies of last two Headteacher's reports	H
Academies financial handbook	M
Governors section from Ofsted framework	M
The essential trustee: what you need to know, what you need to do	H

## Trustee Allowances

### **1. Introduction**

- 1.1. The Academy Trust believes that paying trustee' allowances, in specific categories as set out below, is important in ensuring equality of opportunity to serve as trustees for all members of the community and so is an appropriate use of school funds. The specific items allowable reflect this objective. Eligible expenses must be incurred in the performance of a member's duties as a trustee.

### **2. Eligible Expenses**

- 2.1. Car mileage for any training session, conference or any other occasion that the Chair of Trustees authorises, at current Hampshire County Council rate.
- 2.2. Other travel expenses, at cost but not exceeding 2nd class rate and excluding any expenses in connection with foreign travel.
- 2.3. Subsistence (i.e. reimbursement for meals purchased that would not have otherwise been bought)
- 2.4. Taxi fares, at cost, but only if the prior consent of the Chair of Resources Committee has been received
- 2.5. Care costs for children and dependent relatives, at actual cost equivalent to the national minimum wage. (No expenses may be claimed when care is provided by spouses, partners or other responsible persons normally resident in the family home.)
- 2.6. Car park charges, at cost
- 2.7. Postage, telephone, photocopying, stationery charges etc., at cost

### **3. Claims Procedure**

- 3.1. Where expenses are being claimed, trustees should obtain a receipt for all monies spent and present this receipt to the Clerk to the Governing Board who will organise reimbursement via the Finance Department. Claims up to £100.00 a term may be authorised by the Chair of Trustees or Chair of the Resources Committee and the Headteacher. Payment will then be made by the school and a receipt should be signed once the claim is paid.
- 3.2. Claims of more than £100.00 a term will be put to the Full Governing Body for approval.
- 3.3. All claims must be supported by receipts or records of costs.

### **4. Audit and Accountability**

- 4.1. The total costs incurred by the Trust Board in respect of this policy must be reported annually.
- 4.2. All expense claims will be subject to the normal audit arrangements.
- 4.3. All trustees' expense claims and the supporting receipts and records will be held by the Academy's finance manager.



## **5. Withdrawal Arrangements**

- 5.1. In accordance with the Articles of Association, any trustee whose expenses are the subject of consideration at a meeting must withdraw from the item and take no part in it.

## Virtual Governance Policy

### Introduction

Fareham Academy's Articles of Association state under Article 126 that:

Any Trustee shall be able to participate in meetings of the Trustees by telephone or video conference provided that:

- a. He has given notice of his intention to do so detailing the telephone number on which he can be reached and/or appropriate details of the video conferencing suite from which he shall be taking part at the time of the meeting at least 48 hours before the meeting; and
- b. The Trustees have access to the appropriate equipment if after all reasonable efforts it does not prove possible for the person to participate by telephone or video conference the meeting may still proceed with its business provided it is otherwise quorate.

In relation to this the governing body of Fareham Academy has determined the following arrangements will apply;

These arrangements apply to meetings of the full governing body and to committee meetings.

### Virtual Attendance at Face to Face Meetings

- Where a trustee wishes to attend a meeting of the Trust Board by either telephone or video link the chair and clerk must be notified at least 48 hours in advance of the meeting to ensure that appropriate arrangements can be made where possible. The trustees will be asked their reasons for not attending the meeting in person and their attendance virtually will be subject to the approval of the Trust Board at the beginning of the meeting, though this approval will not be withheld without good reason. Where approval is withheld the reason for this will be minuted and the trustee informed immediately;
- Trustees attending the meeting either by telephone or video conference will be entitled to vote on any issue providing they have been 'present' for the whole agenda item which the vote relates to. Where a secret ballot is required this will be facilitated where possible (e.g. by taking a telephone call off speaker phone and the trustee sharing their vote verbally with the clerk). Where this is not possible the trustee will be required either to vote publicly or abstain;
- Trustees attending the meeting virtually will contribute to the quorum for the meeting. If the technological link is lost they will cease to contribute to the quorum, but this will not prevent the meeting continuing in their absence unless it has become inquorate;
- The meeting will be chaired by a trustee who is present in person;
- If, after all reasonable efforts, it does not prove possible for a trustee to participate by telephone or video conference the meeting may still proceed with its business provided it is otherwise quorate.

## **Virtual Meetings**

- All Trust Board meetings and scheduled committee meetings will be face to face meetings (unless exceptional circumstances apply). However additional and extraordinary meetings can take place via telephone or video conference call as long as the usual quorum of trustees is 'present' on the call;
- Where a meeting is taking place virtually every effort will be made to enable all trustees to access the meeting;
- Where a meeting is taking place virtually the usual statutory notice arrangements will apply and all papers to be considered will be circulated at least seven days in advance of the meeting, except where the chair has exercised his/her right to waive the usual notice in an emergency situation;
- Virtual meetings will be minuted in the same way as other meetings, either by the clerk being present virtually or by a trustee who is present, other than the Headteacher, taking the minutes, and these will be presented to the next meeting of the Trust Board;
- Virtual meetings should not be recorded by any trustee or the clerk without the approval of the governing body and for a specified purpose.

## **Review of this Policy**

The policy will be reviewed at least annually, but any trustee with any concerns about its operation can request that it is reviewed at any time.

## **Trustees Code of Conduct/Trustee Induction**

I have read and agree to abide by these rules: ..... Date: .....