

THE
C  **MPASS**
PARTNERSHIP OF SCHOOLS

Governance Code of Conduct for
Directors, Trustees and Governors



1. Introduction

For academies it is essential that those responsible for the governance of an academy 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. It is because of this triple responsibility that the terms 'trustee', 'director' and 'governor' may be used interchangeably. The three terms are used in this document to emphasize the triple legal duties trustee.

The information in this document draws upon and expands the principles highlighted in *Good governance: A code for the voluntary and community sector*¹.

2. Overall purpose

The purpose of the Governance Code of Conduct 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 multi-academy trust they represent.

This guidance note should be read in conjunction with the Conflict of Interest policy and the Compass Multi-Academy Trust's Articles of Association. For further information on the legal responsibilities of a charity trustee, please refer to *The Essential Trustee: What you need to know* published by the Charity Commission.

This Code of Conduct provides trustees/directors/governors with guidelines as to the standards and behaviours that The Compass Partnership of Schools expects from their Board of Trustees and governing bodies (both individually and collectively,) when acting on behalf of, or representing the Trust and its academies.

This Code of Conduct should be read in conjunction with:

- the Scheme of Delegation
- the multi-academy trust's articles of association
- the multi-academy trust's policy and procedures covering conflicts of interest, anti-fraud, corruption and bribery, gifts and hospitality
- the multi-academy trust's ethos, 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.

¹ www.governancecode.org

Why we have a code of conduct

The Compass Partnership of Schools Board of Trustees has ultimate responsibility for all actions carried out by staff and committees throughout the multi-academy trust's activities. This responsibility includes the stewardship of charitable resources, public funds and the delivery of continuous improvement in education.

The Board of Trustees is therefore determined to ensure the Trust inspires confidence and trust among its pupils, parents, staff, members, partners, supporters, funders, 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 Compass Partnership of Schools make provision for the appointment/ election of trustees/directors/governors, practice and procedure of decision making, tenure of office and ultimately the removal of trustees/directors/governors. This code of conduct complements the multi-academy trust's articles of association.

Appointment and tenure

The board of trustees/directors/governors comprises appointed/elected/ co-opted/nominated individuals. The term of office for individual trustees/directors/governors is four years, after which period the trustees/directors/governors may be able to stand for re-election/re-appointment to a limit of nine years/with a break of one year between the final third term of office. A trustee/director/governor must not be disqualified from acting as such and must be a member of the academy in order to stand for election or appointment.

The Board of Trustees/directors/governors should represent the interests of all the Trust's/academy's pupils and wider stakeholders. The trustee/director/governor owes his/ her duty to the multi-academy trust and not to any individual, organisation or constituency that appointed them.

Induction and training

In order for trustees/directors/governors to be effective in performing their legal duties and responsibilities, it is essential that individual trustees/directors/governors, and the governing body/board as a whole, are aware of the nature of the work of the Trust and its operating environment, including the roles of senior leadership team(s), teachers, other staff and volunteers. In order to prepare and support trustees/directors/governors, The Compass Partnership of Schools will provide a comprehensive induction and ongoing development opportunities. Individual

trustees/directors/ governors are invited to speak to the Chair of Trustees about any further information or training needs they may have.

Trustees/directors/governors are expected to attend induction and training programmes, given reasonable notice, in line with any individual or collective requirements identified by the trustee/director/governor or Chair.

The Compass Partnership of Schools operates a buddying/mentoring system whereby existing trustees/ directors/governors are paired with newly appointed/elected/co-opted trustees/directors/ governors to develop a swift understanding of the more informal aspects of the work of the Board of Trustees/local governing body. Further information on the buddying/mentoring system will be provided as part of the induction process.

The Board of Trustees/directors/governors collectively and/or individually is expected to undertake a performance appraisal exercise to assess the skill set and competencies available to the Trust, in line with the Ofsted Handbook, and to identify areas for future development and training. This process will be led by the Chair of Trustees.

Role and function of trustees/directors/governors

The Trust will provide trustees/directors/governors with guidance outlining their specific role and responsibilities. In fulfilling their general roles and responsibilities individual trustees/directors/governors must:

- adhere to the Trust's rules and policies, including the articles of association, scheme of delegation any standing orders and byelaws, and support its charitable objects
- act in the best interests of the Trust and academies at all times, taking professional advice where necessary
- contribute to the work of the local governing body/board of trustees/directors/governors in order for it to fulfil its role and functions as defined in the articles of association, the Department for Education master and supplemental funding agreements, and legislation
- recognise that their role is a collective one and that any task or function delegated to an individual trustee/director/governor or committee does not relieve the other trustees/directors/governors of the responsibility for that task or function
- support and assist the Chief Executive Officer/headteacher(s).

Conflicts of interest

The governing body/board of trustees/directors/governors has a legal obligation to act in the best interests of The Compass Partnership of Schools, and in accordance with the articles of association, and to avoid situations where there may be a potential, real or perceived, conflict of interest.

Trustees/directors/governors should not exert any influence to obtain any preferential treatment for themselves or their family, or other connected persons or organisations (please refer to the Conflict of Interest policy).

Trustees/directors/governors should be aware of, and act in accordance with, the multi-academy trust's policy and procedures on identifying and managing conflicts of interest.

Upon appointment, and at least annually, trustees/directors/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 Clerk, and will be made available to the public, in line with the Conflict of Interest policy.

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

Standards of conduct

Trustees/directors/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 trustees/directors/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 multi-academy trust requires trustees/directors/governors to perform their duties in accordance with the vision, mission and values of the Trust.

Trustees/directors/governors are encouraged to:

- value fellow trustees/directors/governors, even when there are differences in opinion
- adhere to the multi-academy trust's meeting etiquette

- treat the multi-academy trust's senior leadership teams, other employees and fellow governors and 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/directors/governors are expected to understand, agree and promote the Trust's equal opportunities policy in every area of their work. The Board/governing body'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/director/governor being removed from office.

Stakeholder engagement

Trustees/directors/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 academy's data protection policy.

Trustees/directors/governors are accountable to the membership. In order to demonstrate their accountability to the Trust's wider community and regulators (the Department for Education, trustees/directors/governors 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.

Trustees/directors/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 policy. Trustees/directors/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 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.

Visiting the schools

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

- for group visits, arrangements will be discussed and agreed in liaison with appropriate members of the school's senior leadership team
- for individual visits, the trustee/director/governor should speak directly to the school's headteacher.

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

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

Expenses

The position of trustee/director/governor is unremunerated. The Compass Partnership of Schools will not pay trustees/directors/governors for loss of earnings for attending meetings or fulfilling their core duties but will reimburse their reasonable out of pocket expenses actually and necessarily incurred in the performance of their obligations. In each case a claim for expenses must be supported by a receipt evidencing payment and the prior approval of the CEO /Chair of Trustees must be obtained for an expense exceeding £25 in value. Receipts, accompanied by the Trust expenses form, must be submitted within a month from the date at which the costs were incurred. When travel is by train it must be standard class and buses should be used as opposed to taxis where this is practical.

Further information about expenses can be gained by speaking directly to the Trust Finance Lead.

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

Meetings

Trustees/directors/governors have a responsibility to attend meetings of the Board/governing body. When this is not possible they should submit an apology to the Chair in advance of the meeting. Trustees/directors/governors are expected to attend for the duration of each meeting.

Absence from the governing body/board of trustees/directors/governors 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 **four** consecutive governing body/board meetings will result in the trustee/director/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/directors/governors wishing to present a case against their removal.

If a trustee/director/governor wants to submit an item for inclusion in the board's agenda, they should forward their request to the Clerk 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, in discussion with the Clerk.

Meetings of the governing body/Board shall be held in private, and in accordance with multi-academy trust's meeting etiquette. The governing body/board of trustees/ directors/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/headteacher, and facilitated by the Clerk.

Mediation

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

Trustees/directors/governors should only speak to the media with the express permission of the Chair/CEO. In situations concerning potential whistleblowing matters, trustees/directors/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 trustee/director/governor involved in such a breach, in accordance with the articles of association.

Ceasing to be a trustee/director/governor

Trustees/directors/governors must continue to comply with the qualifications required to hold a trustee/director/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 company secretary.

As stated previously, failure to attend **four** consecutive meetings will result in the trustee/director/governor being deemed to have resigned their position unless the grounds for absence are deemed to be satisfactory by the Board/governing body. An appeals process is available for trustees/directors/governors wishing to challenge such decisions.

Trustees/directors/governors may resign their office ahead of their four-year 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 board meeting.

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

Code non-compliance

In addition to this Code of Conduct, a Complaints Policy operates to cover allegations made against trustees/directors/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/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 governing body/board to:
 - inform the trustee/director/governor in writing of the nature of the allegation of the breach, detailing the specific action or behaviour considered to be detrimental to the academy, and inviting and considering their response within a defined timescale
 - inviting the trustee/director/governor to address the governing body/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 trustee/director/governor's

future conduct and consequences, and the removal of the individual from office.

- Where the Board/governing body cannot agree on a course of action in a situation that is deemed detrimental to the Board/academy, the Trust/academy has the power to remove the trustee/director/governor.

Further information regarding any aspects of this code of conduct can be requested from the Director of Operations and Partnerships.

Compass Governor / Trustee / Member Expenses Claim Form

Name	
Position	
Address	
Post Code	

I claim the total sum of £..... for expenses as detailed below. I have attached relevant receipts to support my claim.

I understand that any claims over £25.00 will require prior approval from CEO / Chair of Trustees in advance and attach supporting permission as evidence.

	£
Travel to meetings/training courses	
Travel/subsistence to national meetings or training events	
Other (please specify)	
TOTAL EXPENSES CLAIMED	

Confirmation expenses claimed within month incurred

Signed Date

Certified by Date
(CEO / Chair of Trustees)

Monitoring, evaluation and review

The Board of Trustees will assess the implementation and effectiveness of this policy. The policy will be promoted and implemented throughout the Academy.

This Policy will be reviewed by the Board of Trustees on a 3-yearly cycle and must be signed by the Chair of the Board of Trustees and Headteacher.

Adherence to the policy will be monitored by the school's local governing body.

Policy adopted:	Spring 2018
Aligned for:	School Name
Other related Policies	
Next Review:	Spring 2021
Signature of Chair of the Board of Trustees:	Signature of Headteacher: