



## Members and (Directors) Trustees - Code of Conduct 2017 - 2018

The National Governors' Association (NGA) has for a number of years recommended that governing bodies adopt a code of conduct which sets out the purpose of the governing body and describes the appropriate relationship between individual governors, the whole governing body and the leadership team of the school. It is recommended that this good practice is followed by the Trustees on the Board and then cascaded down to the individual academy Local Governing Bodies.

The following code of conduct is based on the NGA model and other examples of good practice. The code should be thoroughly discussed so that the Trustees on the Board have ownership of it. Once it has been adopted, the Trustees should be asked to review it and sign it on an annual basis, ideally at the first meeting in the autumn term.

This code provides a statement of the broad principles by which the Trustees, the Local Governing Bodies and individual Governors will operate in order to carry out their work for the Trust, within the academies and the local communities.

### Victorious Academies Trust Members and Trustees

Members and Trustees note the Charity Governance Code for Larger Charities as follows:

1. Organisational purpose - The board is clear about the charity's aims and ensures that these are being delivered effectively and sustainably.
2. Leadership - Every charity is led by an effective board that provides strategic leadership in line with the charity's aims and values.
3. Integrity - The board acts with integrity, adopting values and creating a culture which help achieve the organisation's charitable purposes. The board is aware of the importance of the public's confidence and trust in charities, and trustees undertake their duties accordingly.
4. Decision-making, risk and control - The board makes sure that its decision-making processes are informed, rigorous and timely and that effective delegation, control and risk assessment and management systems are set up and monitored.
5. Board effectiveness -The board works as an effective team, using the appropriate balance of skills, experience, backgrounds and knowledge to make informed decisions.
6. Diversity - The board's approach to diversity supports its effectiveness, leadership and decision-making.
7. Openness and accountability - The board leads the organisation in being transparent and accountable. The charity is open in its work, unless there is good reason for it not to be.

Trustees on the Board will retain exclusive responsibility for the following:

- Ensuring compliance with the Trust's duties under Company Law and Charity Law and agreements made with the DfE, including the Funding Agreement, and the Deed of Gift;
- The determination of the educational character and mission of the Academies;
- Ensuring the solvency of the Academy Company and Charity, safeguarding its assets and delivering its charitable outcomes;
- The appointment or dismissal of the Executive Head Teacher / Principal, Head Teacher / Principal (where appointed);

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- Ensuring the continued charitable status of the Company;
- Setting key strategic objectives and targets and reviewing performance against these;
- Determination of the establishment, constitution, membership, proceedings and delegated powers and functions of the Local Governing Bodies and committees and their annual review and revision;
- The approval of Academy Trust policies, not delegated to the Local Governing Bodies to include Admissions and Child Protection;
- The approval of annual estimates of income and expenditure for the Academies at the beginning of the academic year;
- The approval of the appointment/resignation of the auditors for the Trust on an annual basis;
- The approval of the Trust year end accounts;
- Entering into all contracts on behalf of the Trust;
- To authorise expenditure or income over the value of £100,000;
- To authorise the opening of a bank account; and
- To approve the pay structure for the Trust.

#### General

- We understand the purpose of the Trust Board, the individual academy Local Governing Bodies and the role of the Executive Principals / Principals.
- We are aware of and accept the Nolan seven principles of public life:
  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.
  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.
- We will encourage the open expression of views at meetings, but accept collective responsibility for all decisions made by the Trust Board or its delegated agents. We will not speak out against decisions, in public or private, outside the Trust Board.
- We accept that we have no legal authority to act individually, except when the Trust 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 authorised to do so.
- 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 governance and will act appropriately.

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- We accept collective responsibility for all decisions made by the Trust Board or its delegated agents. This means that we will not speak against majority decisions outside the Trust Board meetings.
- We will consider carefully how our decisions may affect the community and other schools and academies.
- We will always be mindful of our responsibility to maintain and develop the ethos and reputation of our academies. Our actions within the Trust, our academies and the local communities will reflect this.
- In making or responding to criticism or complaints affecting the Trust and the academies we will follow the procedures established by the Trust Board.
- We will challenge and actively support the Local Governing Bodies and the Senior Leadership Teams at the academies.

### **Commitment**

- We acknowledge that accepting office as a 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 as appropriate.
- We will make full efforts to attend all meetings and where we cannot attend explain in advance in full why we are unable to.
- We will get to know the Trust Board principles well and respond to opportunities to involve ourselves in the individual academies as appropriate.
- Our visits to Local Governing Body meetings and to individual academies will be arranged in advance with the staff and undertaken within the protocol established by the Trust Board and the Local Governing Bodies and agreed with the Academy Principals.
- We will consider seriously our individual and collective needs for training and development, and will undertake relevant training.

### **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 and representatives on the Local Governing Bodies.
- We will support the Trust Board Chair in their role of ensuring appropriate conduct both at meetings and at all times.
- We are prepared to answer queries from other Trustees 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 Local Governing Bodies of our academies and where appropriate the Principals, staff and parents, the local authority, other schools / academies and other relevant agencies and the local communities.

### **Confidentiality**

- We will observe complete confidentiality when matters are deemed confidential or where they concern specific Trustees, Governors, members of staff or pupils, both inside and outside the academies.

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- We will exercise the greatest prudence at all times when discussions regarding Trust and 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 that we have in connection with the Trust Board's business in the Register of Pecuniary Interests.
- We will declare any pecuniary interest - or a personal interest which could be perceived as a conflict of interest - in a matter under discussion at a meeting and offer to leave the meeting for the appropriate length of time.

#### **Breach of this code of practice**

- If we believe this code has been breached, we will raise this issue with the Chair and the Chair will investigate.
- If the need arises to use the sanction of suspending a Trustee, we will do so by following the appropriate regulations so as to ensure a fair and objective process. If the need arises to remove a Trustee, we will do so by following the appropriate regulations so as to ensure a fair and objective process. We recognise that suspending or removing a Trustee from office should only be used as a last resort after seeking to resolve any difficulties or disputes in more constructive ways.
- If we believe the Chair has breached this code, another Trustee will investigate.

#### **DBS Checking**

We will all agree to DBS checking on appointment to the Trust Board.