

# drb Ignite Multi Academy Trust

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## **Code of Conduct** **Trustees**

## drb Ignite Multi Academy Trust Vision

The drb Ignite Multi Academy Trust has been established through a shared belief that lives can be transformed by what goes on in schools. We believe that the process of teaching and learning shapes futures. To this end our vision is to give every pupil learning experiences that excite them and give them the power to begin to shape their own lives.

### Vision

*All pupils achieve the highest standard of educational outcomes regardless of circumstances or background.*

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## 1. Trust Core Values

Trustees will at all times:

- act as ambassadors for the Trust vision and values
- act in full compliance with the Academies Financial Handbook 2020
- use the DfE Governor's Handbook 2019 and associated Governance Competencies Framework 2019 to guide their work
- observe the highest standards of impartiality, integrity and objectivity in relation to governance of the Trust and its schools
- be accountable to all stakeholders and regulatory bodies for all activity
- follow the seven principles of public life known as the Nolan Principles.

## 2. The Seven Principles of Public Life

*Originally published by the Nolan Committee: The Committee on Standards in Public Life was established by the then Prime Minister in October 1994, under the Chairmanship of Lord Nolan, to consider standards of conduct in various areas of public life, and to make recommendations.*

The Trust follows the Seven Principles of Public Life. These apply to staff, leaders and trustees.

1. **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.
2. **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.
3. **Objectivity** - In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit.
4. **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.
5. **Openness** - Holders of public office should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.
6. **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.
7. **Leadership** - Holders of public office should promote and support these principles by leadership and example.

## 3. Strategic functions and responsibilities

All Trustees are required to comply with the Academies Financial Handbook 2020 and associated Governance Handbook 2019 as well as the following Trust's governance documentation:

- Articles of Association
- Trust Funding Agreement
- Governance Charter and Scheme of Delegation
- Conflicts of Interest Policy
- Risk Management Register
- Safeguarding Policy and Procedures

Trustees are responsible for the strategic leadership, governance and supervision of the Trust, its committees and schools. They have a number of statutory compliance duties and responsibilities relating to the governance of the Trust and its finances. In summary, the Trustees are responsible for:

- establishing the vision, mission and values of the Trust
- working in accordance with the objects of the Trust as set out in the Articles of Association and which includes safeguarding the Trust's assets
- designing strategy and structure for the safe operation of the Trust

- safeguarding children and child protection. Trustees will fully comply with all statutory responsibilities as set out in the DfE statutory guidance *Keeping Children Safe in Education 2020*
- delegation of the running of schools and the direction of the education, pastoral care, financial and other policies of the schools to the CEO and senior team
- ensuring sound management, governance and administration of the Trust
- financial controls and the financial management of the Trust in accordance with the provisions of the Academies Financial Handbook 2020 and ESFA requirements, which set out in detail provisions for the financial oversight of the Trust
- setting standards of conduct, monitoring performance and the achievement of objectives, and ensuring that plans for improvement are acted upon
- the safe management of risk which involves identifying, quantifying and devising systems to minimise the major risks affecting the Trust
- ensuring the Trust and its schools behave in compliance with the general law.

The duties and responsibilities of Trustees are explained in further detail in *The essential trustee: what you need to know, what you need to do (CC3)* (Charity Commission) and in the *DfE Governors Handbook 2019*. Trustees should have constant regard to the Academies Financial Handbook 2020 which is available on the Trustee Sharepoint.

## 4. Accountabilities

The Trustees are accountable to:

- the beneficiaries of the Trust i.e. pupils, parents, families and local communities for the quality of education and pastoral care, matters of health and safety and for safeguarding and promoting pupil welfare
- the DfE, the Education Skills and Funding Agency (ESFA) and specifically the Secretary of State under the terms of the Funding Agreement for governance and financial probity
- the employees of the Trust for their working environment and for compliance with their contract of employment, employment law requirements and matters of health and safety
- other regulatory authorities for compliance with regulated responsibilities to which the Trust and schools are subject e.g. Safeguarding Partners (local authorities, chief officers of police and clinical commissioning groups)

## 5. Conducting business

When conducting their regular business Trustees are required to:

- act together and in person and not delegate responsibility for Trust decision making to others
- act strictly in accordance with the Trust's Articles of Association
- act in the Trust's interests only and without regard to their own private interests
- manage the Trust's financial affairs prudently and in line with the Academies Financial Handbook 2020
- not take personal benefit from the Trust unless expressly authorised by the Articles or the Charity Commission
- take proper professional advice on matters on which they are not themselves competent

- listen to the view of other trustees, members, staff, volunteers or external advisers respectfully, taking cognisance of differences of opinion. Trustees should not cause offence to others or undermine the standing of their colleagues
- comply with all statutory requirements as set out in DfE guidance *Keeping Children Safe in Education 2020*.

Trustees should also have regard to the framework for inspecting schools in England under section 5 of the Education Act 2005 (as amended) issued by the Office for Standards in Education, Children's Services and Skills (Ofsted).

## 6. Role of the Trust Chair

Trustees will appoint an individual from among their number to act as Chair. A change of Trust Board Chair will require notification to be made to the DfE. The main role of the Chair is to chair meetings of the Trust Board and act as a lead ambassador for the Trust's vision and values. He/she also provides leadership to the Trustees and acts as a critical support for the CEO. Apart from any special responsibilities or powers given to the Chair in the Articles of Association the Chair has no special powers or rights over any other Trustee. If the Trust Chair is to carry out certain specific functions (for example, the power to approve an overspend in a certain area of the budget or the CEO's appraisal) then this must be expressly delegated to them by the Board through the Chair's Action Policy.

## 7. Trustee Meetings

There will be a minimum of three meetings of the full Trust Board each academic year. Board meetings will be convened and conducted as outlined in the Trust's Articles of Association.

In determining the agenda for Board meetings and committee meetings, Trustees will have regard to the requirement on them to:

- ensure good financial management and effective internal controls
- comply with the Funding Agreement and the Academies Financial Handbook 2020
- take appropriate action to ensure ongoing viability against agreed budgets
- manage risk with appropriate mitigation measures
- challenge Trust school improvement performance and support the raising of standards for all pupils
- maintain a strong culture of safeguarding and child protection
- oversee the educational attainment of looked after children
- listen to the views of parents, families, communities and other stakeholders
- maintain a safe and professional working environment for all staff
- demonstrate leadership in all matters

In consultation with the Chair and CEO, the Clerk to the Trust Board will prepare an annual plan for the meetings of the Trustees including all sub-committee meetings.

At meetings, open discussion and debate will be actively encouraged, with every spectrum of objective opinion welcomed. In order to act with probity, the Board will take and consider professional advice from internal and/or from external advisers in decision-making as appropriate.

Where consensus is not achieved, decisions will be taken during board meetings by calling for a vote of those present. Trustees who abstain on, or vote against, any motion may request an appropriate note be made in the minutes.

The Board remains accountable when authority has been delegated on a particular matter and is entitled to full reports from the CEO and senior team as appropriate to support this accountability.

## 8. Delegation of Trustee powers

Trusteeship is a personal office of trust and responsibility and this cannot be transferred to another individual. However, in order to ensure the proper management of the Trust, Trustees are able to delegate specific tasks to assist them in carrying out their duties and obligations.

It is for the Trust Board to determine what decisions it will take for itself, what will be delegated to committees, working groups or individual Trustees (e.g. the Chair)

As part of this, Trustees must also consider when and from whom they will take professional advice.

In determining whether delegation is appropriate, Trustees should have regard to the following principles:

- non-executive powers must be exercised by Trustees personally and may not be delegated except when it is impracticable to do so
- executive powers should be delegated to the Chief Executive Officer and Director of Finance (CFO), who may authorise further delegation
- every act of delegation is only a delegation of powers and does not relieve the Trustees of responsibility.

## 9. Reserved Matters

Trustees have the following Reserved Matters subject to such other consents as might be required by law or the Funding Agreement

- to change the name of Trust schools
- to determine the educational character, mission or ethos of the schools
- to adopt or alter the constitution and terms of reference of any committee of the Trust Board
- to terminate a supplemental funding agreement for a school
- to establish a trading company
- to approve the annual estimates of income and expenditure (budgets) and major projects
- to appoint investment advisers
- to sign off the annual accounts
- to appoint or dismiss the Chief Executive Officer, Chief Finance Officer, Company Secretary or Clerk to the Trustees

## 10. Stakeholder voices

Trustees are expected to respect all stakeholders and to put in place arrangements to receive feedback and to respond appropriately. Stakeholders include

- a) Pupils
- b) Parents/carers
- c) Families
- d) Teaching and support staff
- e) Local communities
- f) The Diocese of Worcester (for Beechwood CE School only)
- g) Local Safeguarding Partners

## 11. Risk Management

The effective management and oversight of risk is an important role of Trustees. The Trust Risk Register includes a description of the principal risks and uncertainties facing the Trust and any subsidiary undertakings and mitigation as identified by the Trustees. The Risk Register is presented at every Trust Board Meeting and includes a summary of the Trustees' plans and strategies for managing these risks. The Risk Register identifies specific risks and describes ways to combat each one, rather than making general statements regarding risk management.

Trustees are responsible for:

- identifying the major risks that apply to the Trust, including operational risks (employment issues, health and safety, fraud, service quality and development etc.)
- financial risks (accuracy of financial information, cash flow, reserves, over-reliance on funding sources etc.)
- external risks (changes in government policy, economic factors, demographic changes, adverse publicity etc.)
- regulatory risks (compliance with legislation, changes in policies of the regulators etc.)
- estates risks (related to buildings, land, health and safety etc.)
- making decisions (based where appropriate on advice from professional advisers) as to how to respond to those risks
- making appropriate statements regarding the management of risks in the Trust's annual report.

The Risk and Audit Committee are accountable for preparation of the Risk Register for Board approval, along with a procedure by which the Risk Register shall be subject to regular review. The Risk Register shall also have named individuals assigned to manage each area.

## 12. Confidentiality

While the Board aims to conduct its business transparently and openly, it is inevitable that some matters must be confidential either for a time or always. Trustees should:

- observe complete confidentiality when matters are deemed confidential or where they concern specific members of staff or pupils, either inside or outside school
- exercise the greatest prudence at all times when discussions regarding school business arise outside a Board meeting.
- not reveal to others the details of any Board vote.

**Trust Board:**

All matters discussed at Board meetings (save for items which are clearly neither confidential nor of a sensitive nature either legally, commercially, financially or personally) should be treated as strictly confidential and should not be discussed with anyone other than those present at the meeting when the matter in question was discussed unless authorised by the Board to do so. If in any doubt, Trustees should contact the chair for guidance.

**Outside Trust Board:**

Trustees should exercise restraint outside a meeting in relation to particular comments made within the Board meeting by individual members. Trustees must accept that it is inappropriate for any private or public references to *who said what*, except in dialogue with other Trustees.

### 13. Conflicts of interest including pecuniary interest

The Companies Act 2006 imposes a statutory duty on Trustees to avoid situations in which they have or could have an interest, which conflicts (or could conflict) with the interests of the Trust. The duty placed on Trustees is to:

- declare the nature and extent of any interest in any matter relating to the Trust
- avoid any conflict of interest between that interest and the interests of the Trust.

In addition, charity law and guidance issued by the Charity Commission confers obligations on Trustees to manage any conflict between a Trustee's duty to the Trust and their own personal interests or for a Trustee to be influenced by conflicting duties to the Trust and a third party.

All conflicts of interest must be reported and recorded in the Trust's Conflict of Interest and Pecuniary Interest Register.

### 14. Recruitment of Trustees

It is important that the Trust Board has a proper mix of skills, experience and representation. Trustees must therefore be able to identify any gaps through a regular audit process in order to plan for succession and combine continuity of experience, representation and expertise with new ideas and energy.

The Board is responsible for ensuring that:

- the skills of any new Trustee fit in with the Trust's requirements in the short, medium and longer term

- any new Trustee is not disqualified from acting as a Trustee by any provision of the Trust's Articles of Association (including the requirement that he/she is not disqualified as a company director or charity trustee)
- there is a system in place which ensures that all relevant checks, including an enhanced DBS check are completed before or as soon as practicable after a Trustee takes up position
- the new Trustee understands the responsibility he/she is taking on and consents to act as a Trustee in line with this Code of Conduct

Each new Trustee will be properly inducted to ensure that he/she understands the nature and extent of his/her role and responsibilities. It is the duty of a new Trustee to ensure that he/she is familiar with the objects of the Trust; its history and culture and the nature and extent of its activities; and the content of the Trust's Articles of Association.

The Trust Board shall provide each new Trustee with:

- Trust's Articles of Association
- Governance Charter and Scheme of Delegation
- Safeguarding Policy and Procedures (KCSIE 2020)
- Academies Financial Handbook 202

The Clerk to the Trustees will ensure that any appointment of a new Trustee is notified to the ESFA within 14 days of the appointment as required under the Academies Financial Handbook 2020.

## 15. Training and development of Trustees

The Trustees will ensure that the Board has the ongoing skills and experience needed to perform their functions effectively through an effective training plan. Trustees will also be kept up to date with developments in the legal and regulatory framework in which the Trust operates by the CEO. The Trustees will conduct a regular audit for evaluating Trustee performance, with a view to identifying potential gaps in skills and any requirements for training.

## 16. Managing Disagreements

Where a Trustee has a disagreement on any matter, he/she should raise the matter with the Chair or through the normal procedures at a Board meeting.

If not resolved, a Trustee may request the matter to be taken further by the Chair.

If a satisfactory conclusion is not reached, the Board may recommend the appointment of an independent mediator.

## 17. Monitoring and Review

<b>Monitoring and review</b>	CEO Trust Chair Members
<b>Links</b>	Safeguarding Policy Whistleblowing Policy Data Protection (GDPR) Policy Acceptable ICT Use Policy
<b>Staff responsible</b>	CEO Trust Chair Members
<b>Committee responsible</b>	<b>Trust Board</b>
<b>Date approved</b>	November 2018
<b>Reviewed</b>	June 2020
<b>Next review</b>	June 2022
<b>Sign off by Chair of Trust</b>	 Date: June 2020

\*Please note that should there be any changes/further national guidance issued relevant to this policy, it will be updated accordingly prior to the review date shown above and referred to the next Trust Board meeting.

Issue No.:	Change date:	Change description:
1.0	Aug'18	Initial release
2.0	Nov'18	Rebranded, updated and signed off for release
3.0	Jun'20	Review and signed off for release



# CODE OF CONDUCT Trustees

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## APPENDIX ONE

### Trustee declaration on appointment

#### drb Ignite Multi Academy Trust

I confirm that I am willing to act as a Trustee member of the drb Ignite Trust.

I confirm that I am not disqualified from so acting by virtue of any provisions of the Articles of Association of the Trust, including, but not limited to, the requirement that I am not disqualified from acting as a charity trustee or director by virtue of section 178 of the Charities Act 2011.

I confirm that I will abide by the Trustee Code of Conduct.

I confirm that I will abide by the confidentiality requirements.

I confirm that I will abide by the requirement to read, complete and sign the Conflict of Interest policy.

Signed .....

Date.....

Please sign and retain the additional copy of this document with your records.