

Code of Conduct for Trustees

Overall Purpose

The purpose of the code of conduct below is to provide Trustees with clear guidelines as to their standard of behaviour, responsibilities, and good practice in fulfilling their obligations to the Academy Trust they represent.

Benefits of being a Trustee of an Academy Trust

While the role of Trustee is a serious duty, there are various positive aspects to the role that can help an individual on a personal and professional basis:

- the knowledge that you are contributing to society and the future of young people
- building self-confidence and experience of committee work
- acquiring new skills – personal and professional – through training and information sharing
- the enjoyment to be had from working with a group of individuals from different backgrounds who share a similar passion for education.

The role of Trustee is one that can offer considerable satisfaction, challenges and experiences, but it should not be forgotten that the position can be quite onerous and require a significant time commitment.

This code of conduct provides Trustees with guidelines as to the standards and behaviour that the Kite Academy Trust expects from the Trust Board, both individually and collectively, when acting on behalf of, or representing, the Trust.

This code of conduct should be read in conjunction with:

- the duties and responsibilities of Academy Trustees (see the Academies Financial Handbook)
- any role descriptions for Trustees
- any statement of expectations issued by the Trust
- the Trust's Articles of Association
- the Trust's meeting etiquette protocol
- the Trust's policy and procedures covering conflicts of interest, anti-money laundering and anti-bribery, the declaration, acceptance and refusal of gifts and hospitality
- the Trust's vision and values

Why we have a Code of Conduct

The Board of the Kite Academy Trust has ultimate responsibility for all actions carried out by staff, committees and volunteers throughout the Trust's activities. This responsibility includes the stewardship of charitable resources, public funds and the delivery of continuous improvement in education.

The Trust Board is therefore determined to ensure the Trust inspires confidence and trust among its pupils, parents, staff, members, partners, supporters, funders, sponsor(s), 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 Kite Academy Trust make provision for the appointment of Trustees, practice and procedure of decision making, tenure of office and ultimately the removal of Trustees. This code of conduct complements the Trust's Articles of Association.

Appointment & Tenure

The Trust Board comprises appointed/co-opted individuals. The term of office for Trustees is four years, after which period the Trustees may be able to stand for re-appointment. A Trustee must not be disqualified from acting as such in order to stand for appointment. The Trustees represent the interests of all the Trust's pupils and wider stakeholders. The Trustee owes their duty to the Trust and not to any individual, organisation or constituency that appointed them.

Induction & Training

In order for Trustees to be effective in performing their legal duties and responsibilities, it is essential that individual Trustees, and the Trust Board as a whole, are aware of the nature of the work of the Trust and its operating environment including the roles of the senior leadership team, teachers, other staff and volunteers.

In order to prepare and support Trustees, the Kite Academy Trust will provide a comprehensive induction and ongoing development opportunities, in line with the statement of expectations. Individual Trustees are invited to speak to the Chair of the Board about any further information or training needs.

Trustees are expected to attend induction and training programmes, given reasonable notice, in line with any individual or collective requirements identified.

The Kite Academy Trust operates a mentoring system whereby existing Trustees are paired with newly appointed/co-opted Trustees to develop a swift understanding of the more informal aspects of the work of the Trust Board. Further information on the mentoring system will be provided by the Clerk upon induction.

The Trust Board 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 the Board.

Role & Function of Trustees

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

- adhere to the Trust's rules and policies, including the Articles of Association, any standing orders and byelaws, and support its charitable objects
- act in the best interests of the Trust at all times, taking professional advice where necessary
- contribute to the work of the Trust Board in order for it to fulfil its role and functions as defined in the articles of association, the Department of Education funding agreement and legislation
- recognise that their role is a collective one and that any task or function delegated to an individual Trustee or advisory body does not relieve the other Trustees of the responsibility for that task or function
- support and assist the Chief Executive Officer

Conflicts of Interest

The Trust Board has a legal obligation to act in the best interests of the Kite Academy Trust and in accordance with the Trust's Articles of Association, and to avoid situations where there may be a potential, real or perceived, conflict of interest.

Trustees should not exert any influence to obtain any preferential treatment for themselves or their family, or other connected persons or organisations (refer to Academies' Financial Handbook). Trustees should be aware of, and act in accordance with, the Trust's policy and procedures on identifying and managing conflicts of interest.

Upon appointment, and at least annually, Trustees 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 published on the Trust's website.

Failure by a Trustee to declare an interest, real or perceived, could result in the complaints process being instigated by the Trust. Depending on the circumstances and severity of the conflict, this may result in the Trustee being removed from office in accordance with the Trust's Articles of Association.

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
- Integrity
- Objectivity
- Accountability
- Openness
- Honesty
- Leadership

In addition, the Trust requires Trustees to perform their duties in accordance with the vision, mission and values of the Trust.

Trustees are encouraged to:

- value fellow Trustees, even when there are differences in opinion
- adhere to the Trust's meeting etiquette
- treat the Trust's Chief Executive Officer, other direct employees, Head Teachers, senior leadership teams, other school employees, volunteers and fellow 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 are expected to understand, agree and promote the Trust's Equality & Diversity Policy in every area of their work. The Trust Board'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 being removed from office.

Stakeholder Engagement

Trustees 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 Trust's Data Protection (GDPR) & Freedom of Information Policy.

Trustees are accountable to the Members of the Trust. In order to demonstrate their accountability to the Trust's wider community and regulators, Trustees 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 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. Trustees 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 Trust & its Academies

In fulfilling their core duties and responsibilities, Trustees will be expected to visit academy sites. For activities other than attending Trust Board and Committee meetings or events organised by the academy, Trustees are requested to follow the procedure below:

- for group visits, arrangements will be discussed and agreed between the Chair of the Board, the CEO and the appropriate Head Teacher(s)
- for individual visits, the Trustee should speak directly to the CEO

The CEO and Head Teachers will make every effort to accommodate the request of the Trustee but may not always be able to agree to specific dates, times or site visits.

Personal visits to academies, or volunteer activity or participation in fundraising events that are not related to the Trustee's role are not covered by this procedure but Trustees must abide by the rules of the event.

Expenses

The position of Trustee is unremunerated, though reasonable out-of-pocket expenses are paid. Please refer to the Kite Academy Trust's Expenses Policy for reimbursement of costs incurred on behalf of the Trust.

Further information about expenses can be gained by speaking directly to the Chair of the Board.

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

Absence from meeting of the Trust Board 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 three consecutive Trust Board meetings will result in the Trustee 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 wishing to present a case against their removal.

If a Trustee wants to submit an item for inclusion in the Trust Board's agenda, they should forward their request to the Chair at least 14 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.

Meetings of the Trust Board shall be held in private, and in accordance with the Kite Academy Trust meeting etiquette. The Trust Board 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 of the Board.

Confidentiality

All Trustees are required to respect the confidentiality of the information they are exposed to as a result of their membership of the Trust Board. All Trustees, when dealing with difficult and confidential issues, are required to act with discretion and care in the performance of their role.

Trustees should only speak to the media with the express permission of the Chair of the Board and Chief Executive Officer. In situations concerning potential whistleblowing matters, Trustees 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 involved in such a breach, in accordance with the Articles of Association.

Ceasing to be a Trustee

Trustees must continue to comply with the qualifications required to hold a Trustee 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 Clerk.

As previously mentioned, failure to attend three consecutive meetings will result in the Trustee being deemed to have resigned their position unless the grounds for absence are deemed to be satisfactory by the Board. An appeals process is available for Trustees wishing to challenge such decisions.

Trustees may resign their office ahead of their four year tenure by writing to the Chair of the Board and/or Clerk. Depending on the reasons and circumstances of the resignation, the Chair 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 leaves office.

Code Non-Compliance

In addition to this Code of Conduct, a Complaints Policy operates to cover allegations made against Trustees 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 of the Board, or in their absence, the 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 Trust 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 Board to:
 - inform the Trustee in writing of the nature of the allegation of the breach, detailing the specific action or behaviour considered to be detrimental to the Trust, and inviting and considering their response within a defined timescale
 - invite the Trustee to address the Trust 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 Trust
 - decide, by simple majority of those present and voting, whether to uphold the charge of the breach and conduct detrimental to the Trust
 - impose such sanctions as shall be deemed appropriate - sanctions will range from the issuing of a written warning as to the Trustee's future conduct and consequences to the removal of the individual from office.

Where the Trust Board cannot agree on a course of action in a situation that is deemed detrimental to the Trust, the Members have the power to remove the Trustee.