



Urbis Academy Trust

Code of Conduct for Board of Trustees

Approved by: Board of Trustees **Date:** October 2021

Last reviewed on: October 2021

Next review due by: October 2022

1. INTRODUCTION

- 1.1 The board of trustees is the school's accountable board. This document sets out the role of the board of trustees and the level of expectations of all trustees of the school. It is not intended to be an exhaustive list of instructions, but is to be a guide for all trustees to abide by.
- 1.2 This document is to be reviewed annually by the board of trustees, at the first meeting of the autumn term. An in year review of this document may take place at any time to ensure the governing board continues to offer the highest standard of professional conduct.

2. AS A BOARD OF TRUSTEES, OUR THREE CORE FUNCTIONS ARE:

- To set the vision and strategic direction of school;
- To hold the headteacher to account for its educational performance; and
- To ensure financial resources are well spent.

3. THE BOARD OF TRUSTEES

- 3.1 Sets the strategic direction of the school by:
- Setting the values, aims and objectives for the school;
 - Agreeing the policy framework for achieving those aims and objectives;
 - Setting targets;
 - Agreeing the school improvement strategy, which includes approving the budget and agreeing the staffing structure.
- 3.2 Challenges and supports the school by monitoring, reviewing and evaluating:
- The implementation and effectiveness of the policy framework;
 - Progress towards targets;
 - The implementation and effectiveness of the school improvement strategy;
 - The budget and the staffing structure.

3.3 Ensures accountability by:

- Reviewing and signing off the school's own self-evaluation report;
- Responding to Ofsted reports when necessary;
- Holding the headteacher to account for the performance of the school;
- Ensuring parents and pupils are involved, consulted and informed as appropriate;
- Making information available to the school community.

3.4 The board of trustees is also responsible for the appointment and performance management of the headteacher who will deliver the school aims and report appropriately to the board of trustees. The headteacher is responsible for the day to day management of the school, implementation of the agreed policy framework and school improvement strategy, and delivery of the curriculum.

4. FOR THE BOARD OF TRUSTEES TO CARRY OUT THEIR ROLE EFFECTIVELY, TRUSTEES MUST BE:

- Prepared and equipped to take their responsibilities seriously;
- Acknowledged as the accountable board by the lead professionals;
- Supported by the appropriate authorities in that task; and
- Be willing and able to monitor and review their own performance.

5. THE ROLE OF A TRUSTEE

4.1 In law, the board of trustees is a corporate board, which means:

- No trustee can act on her/his own without proper authority from the full board of trustees;
- All trustees carry equal responsibility for decisions made, and
- Although appointed through different routes (i.e. parents & staff elections, local authority nomination, community members, and foundation appointments), the overriding concern of all trustees has to be the achievement and welfare of the school as a whole.

6. THE BOARD OF TRUSTEES WILL:

- Understand its purpose and the role of the headteacher as set out above;
- Operate at a strategic level, leaving the headteacher and senior school leaders responsible and accountable to it for the operational day-to-day running of the school;
- Accept that we have no legal authority to act individually, except when the board of trustees has given us delegated authority to do so, and therefore we will only speak on behalf of the board of trustees when we have been specifically authorised to do so;
- Accept collective responsibility for all decisions made by the board of trustees or its delegated agents. This means that we will not speak against majority decisions outside the board of trustees' meeting;
- Fulfil its 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;
- Encourage open government and will act appropriately;
- Consider carefully how our decisions may affect the community and other schools;
- Always be mindful of our responsibility to maintain and develop the ethos and reputation of our school. Our actions within the school and the local community will reflect this;
- And in making or responding to criticism or complaints affecting the school, we will follow the procedures established by the board of trustees.

7. 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 board of trustees, and accept our fair share of responsibilities, including service on committees or working groups.

- 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 school well and respond to opportunities to involve ourselves in school activities.
- Our visits to school will be arranged in advance with the staff and undertaken within the framework established by the board of trustees and agreed with the headteacher.
- We will consider seriously our individual and collective needs for training and development, and will undertake an annual skills review and attend relevant training.
- We each will attend a trustee induction training programme and any other training deemed necessary to fulfil our roles effectively.
- We are committed to actively supporting and challenging the headteacher.

8. 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 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 headteacher, staff and parents, the local authority and other relevant agencies and the community.

9. 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 school.
- We will exercise the greatest prudence at all times when discussions regarding school business arise outside a board of trustees meeting.
- We will not reveal the details of any board of trustee vote.

10. CONFLICTS OF INTEREST

- We will record any personal, pecuniary or other business interest that we have in connection with the board of trustees' business in the Register of Business 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.
- We will declare if we are a relative to any individual or organisation that is connected to a member or trustee of the academy trust of which we govern
- The board of trustees will abide by the council's model process for maintaining the register of interests.

11. DELEGATION

- 11.1 The board of trustees agrees to delegate some of its functions to committees and individual link trustees; terms of reference for each established committee will be reviewed annually and approved by the board of trustees. Each committees and/or individuals must report back to the board of trustees on any activities they have carried out on its behalf. The board of trustees understand that it always acts as a 'corporate board' and remains accountable in law and to Ofsted for the performance of all its duties and functions.

11.2 In reviewing delegation, the board of trustees notes that the chair of trustees must not exercise as an individual any of the functions of the board of trustees except where this has been sanctioned by the board of trustees or in the specific circumstances permitted within regulations. The chair of trustees is permitted to act in cases of urgency where a delay in exercising the function would be likely to be seriously detrimental to the interests of the school, a pupil, parent or member of staff.

12. TRUSTEES' ALLOWANCES:

12.1 Payments can only be paid for expenditure necessarily incurred to enable the person to perform any duty as a trustee. This does not include payments to cover loss of earnings for attending meetings. Travel expenses must be at a rate not exceeding the HM Revenue and Customs (HMRC) approved mileage rates, which are changed annually and are on HMRC website. Other expenses should be paid on provision of a receipt and be limited to the amount shown on the receipt.¹

13. BREACH OF THIS CODE OF PRACTICE

- If we believe this code has been breached, we will raise this issue with the chair of trustees and the chair will investigate; the board of trustees should only use suspension as a last resort after seeking to resolve any difficulties or disputes in more constructive ways;
- Should it be the chair of trustees that we believe has breached this code, another trustee, such as the vice chair will investigate;
- We understand that any allegation of a material breach of this code of practice by any trustee shall be raised at a meeting of the board and, if agreed to be substantiated by a majority of trustees, shall be minuted and can lead to consideration of suspension from the trustees' board;
- We are aware of the provisions of regulation 17 of the School Governance (Procedures) (England) Regulations 2013, which pertain to the grounds for suspension as a school trustee.

¹ The School Governance (Roles, Procedures and Allowances) (England) Regulations 2013 (January 2014) Departmental advice.

14. AT COST REQUIREMENTS

14.1 Subject to a trust **must** pay no more than 'cost' for goods or services provided to it by the following persons ('services' do not include services provided under a contract of employment):

- any member or trustee of the academy trust
- any individual or organisation connected to a member or trustee of the academy trust. For these purposes the following persons are connected to a member, or trustee:
 - a relative of the member or trustee. A relative is defined as a close member of the family, or member of the same household, who may be expected to influence, or be influenced by, the person. This includes, but is not limited to, a child, parent, spouse or civil partner
 - an individual or organisation carrying on business in partnership with the member, trustee or a relative of the member or trustee
 - a company in which a member or the relative of a member (taken separately or together), and/or a trustee or the relative of a trustee (taken separately or together), holds more than 20% of the share capital or is entitled to exercise more than 20% of the voting power at any general meeting of that company
 - an organisation which is controlled by a member or the relative of a member (acting separately or together), and/or a trustee or the relative of a trustee (acting separately or together). For these purposes an organisation is controlled by an individual or organisation if that individual or organisation is able to secure that the affairs of the body are conducted in accordance with the individual's or organisation's wishes
- any individual or organisation that is given the right under the trust's articles of association to appoint a member or trustee of the academy trust; or any body related to such individual or organisation
- any individual or organisation recognised by the Secretary of State as a sponsor of the academy trust; or any body related to such individual or organisation.

14.2 A body is related to another individual or organisation if it: is controlled by the individual or organisation; or controls the organisation; or is under common control with the individual or organisation. For these purposes control means:

- holding more than 20% of the share capital (or equivalent interest), or

- having the equivalent right to control management decisions of the body, or
- having the right to appoint or remove a majority of the board or board of trustees.

14.3 The 'at cost' requirement does not apply to the trust's employees unless they are also one of the parties described in section 'At cost requirements'.

14.4 Whilst these provisions do not apply to contracts of employment, the same principles of securing value for money and using public money properly, including managing conflicts of interest, will still apply. Salaries paid should be appropriate to the individual's skills and experience and the salary rates paid in the wider market.

14.5 Should any staff/personnel of an individual or organisation referred to in section 'At cost requirements' be based in, or work from the premises of, the academy trust, that individual/ organisation and the trust **must** agree an appropriate sum to be paid to the trust for such use/occupation of the premises, save to the extent that they are carrying out work for the trust.

15. EFFECTIVE DATE

15.1 The 'at cost' requirement applies to contracts for goods and services from a connected party agreed by the academy trust on or after 7 November 2013.

16. DE MINIMIS

16.1 The 'at cost' requirement applies to contracts for goods and services from a connected party exceeding £2,500, cumulatively, in any one financial year of the trust. For these purposes, where a contract takes the trust's cumulative annual total with the connected party beyond £2,500, the element above £2,500 must be at no more than cost.

17. PROFESSIONAL SERVICES

17.1 In relation to organisations supplying legal advice or audit services to the academy trust, the 'at cost' requirement applies where the organisation's partner directly managing the service is a member or trustee of the trust but not in other cases for those organisations. The published ethical standards for auditors also prevent

partners or employees of the audit firm from acting as a trustee of their client trust, but not of other trusts.

18. DOCUMENTATION

18.1 Academy trusts **must** ensure that any agreement with an individual or organisation referred to in section 'At cost requirements' to supply goods or services to the trust is properly procured through an open and fair process and is:

- supported by a statement of assurance from that individual or organisation to the trust confirming that their charges do not exceed the cost of the goods or services, and
- on the basis of an open book agreement including a requirement for the supplier to demonstrate clearly, if requested, that their charges do not exceed the cost of supply

19. FULL COST

19.1 For these purposes the cost will be the 'full cost' of all the resources used in supplying the goods or services. Full cost includes:

- all direct costs (the costs of any materials and labour used directly in producing the goods or services)
- indirect costs (comprising a proportionate and reasonable share of fixed and variable overheads).

19.2 Full cost **must not** include an element of profit.

20. NOVEL AND/OR CONTENTIOUS TRANSACTIONS

20.1 Novel payments or other transactions are those of which the academy trust has no experience, or are outside the range of normal business activity for the trust. Contentious transactions are those which might give rise to criticism of the trust by Parliament, and/or the public, and/or the media. Novel and/or contentious transactions **must** always be referred to EFA for explicit prior authorisation.