



<p><b>CODE OF CONDUCT FOR INSPIRE TRUST GOVERNORS</b></p> <p>Approved by Members:</p> <p>Signed  Chair 22.10.19</p>	 <b>Inspire Trust</b>
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## INTRODUCTION

- 1.1 This code is intended as a guide, to indicate the standards of conduct and accountability which are expected of governors to enable them to understand their legal and ethical duties and to assist them in carrying out those duties. This code, therefore is aimed at promoting effective, well informed and accountable governance and is not intended to be a definitive or authoritative statement of the law of good practice. For the purpose of this Code, the term 'governor' includes members, trustees and governors.
- 1.2 In addition to this code, governors are recommended to familiarise themselves with the source documents listed in the schedule.
- 1.3 This Code should not be read as an exhaustive statement of duties, powers or provisions, and governors should refer to the source documents listed in the Schedule. If a governor is in doubt about the provisions of this Code or any of the source documents, the Clerk should be consulted and, if necessary, professional advice should be obtained. However, ultimate responsibility for the appropriateness of conduct as a governor of the Trust and for any act or omission in that capacity rests with the individual governor.
- 1.4 This Code applies to every committee, governor panel or other working party of the Trust and to every subsidiary company or joint venture of the Trust to which governors may be appointed.
- 1.5 By accepting appointment to the Trust, each governor agrees to accept the provisions of this Code.

## 2. INTERPRETATION

In this code:

- 2.1 'Trust' means the Inspire Trust
- 2.2 'governing body' means any members board, trust board or local governing body.
- 2.3 'governor' includes members, trustees and governors.
- 2.4 'the board' means the Inspire Trust board

## 3. DUTIES

- 3.1 To act fairly, with integrity, objectivity and honesty and without prejudice at all times.
- 3.2 To understand the purpose of the governing body and the role of the lead executive.
- 3.3 Having due regard to the ethos, vision, principles and priorities of the Trust when conducting their business and considering the activities and proposed activities of the Trust.
- 3.4 Accepting that each governor has no legal authority to act individually, except when the board has given delegated authority to do so, and therefore shall only speak on behalf of the board when specifically authorised to do so. All governors will work within this framework, whilst recognising that,

in exceptional circumstances, the Trust Executive has the power to take urgent action. Any such action will be reported at the next meeting.

- 3.5 Accepting collective responsibility for all decisions made by the board or its delegated agents. This means not speaking against majority decisions outside the governing body meeting.
- 3.6 Ensuring that decisions taken by governors at meetings are not for any improper purpose or personal motive.
- 3.7 Governors must not be bound in their speaking and voting by mandates given to them by other persons or bodies.
- 3.8 Governors have a duty to act fairly and without prejudice, and in so far as the Trust has responsibility for staff, to fulfil all reasonable expectations of a good employer.
- 3.9 Encourage open government and act appropriately, be prepared to explain decisions and actions subject to confidentiality.
- 3.10 Carefully consider how decisions made may affect other schools / colleges and the local community. To always be mindful of the responsibility to maintain and develop the ethos and reputation of the school/college /group. The actions of governors within the schools, college and the local community will reflect this.
- 3.11 In making or responding to criticism or complaints relating to the Trust or a school/college within the Trust, to follow the procedures established by the board. Governors must not raise issues relating to individual pupils or personal complaints against the Trust, specific school/college or any member of staff.
- 3.12 To actively support and challenge the lead executive.
- 3.13 To recruit new governors in accordance with the recruitment and selection policy.

#### 4. COMMITMENT

- 4.1 To acknowledge that accepting office as a governor involves the commitment of significant amounts of time and energy; careful regard will be given to this when agreeing to serve or continuing to serve.
- 4.2 All governors will involve themselves actively in the work of the governing body, and accept their fair share of responsibilities, including service on governor panels or other working groups.
- 4.3 Regular and punctual attendance at meetings is essential. Any governors unable to attend a meeting should notify the Clerk in advance, including a reason for absence.
- 4.4 Where possible, governors should arrive to meetings well prepared, having read the agenda and supporting papers and considered the contribution they wish to make.
- 4.5 Governors should get to know the Trust and the schools and college within the trust, responding to available opportunities to be involved in activities.
- 4.6 Every attempt should be made to make regular visits to the schools and the college to gain a better understanding of the learner experience. Visits should be arranged in advance and be undertaken within the established framework.
- 4.7 Collectively and individually, all governors must seriously consider their need for induction, training and development and participate in the relevant training and development programmes.

4.8 In order to promote more effective governance, governors will undertake an annual governing body self-assessment and participate in 1-to-1 sessions with the Chair.

## 5. RELATIONSHIPS

- 5.1 Governors should strive to work as a team in which constructive working relationships are actively promoted.
- 5.2 Views should be expressed openly, courteously and respectfully in all communications with other governors, staff and the clerk to the governing body, ensuring appropriate conduct both at meetings and at all times.
- 5.3 Individuals should be prepared to answer queries from other board members in relation to delegated functions and take into account any concerns expressed. The time, effort and skills that have been committed to the delegated function by those involved is to be acknowledged.
- 5.4 The governing body will develop effective working relationships with the lead executive, staff and parents, the trust, the community and other relevant agencies.

## 6. OPENNESS

- 6.1 In the interests of open government, the full name of each governor, their date of appointment, terms of office, roles on the governing board, attendance records, relevant financial and personal interests, category of governor and the body responsible for appointing will be published on the website used to provide governance details for the Trust .
- 6.2 In the interests of transparency governors accept that information relating to them will be collected for publication on the Inspire Trust/School/College website and logged on the DfE's national database of governors (GIAS – Get Information about Schools).
- 6.3 As a general principle, students and staff of the Trust have free access to information about the proceedings of the governing body. Accordingly, agendas, minutes and other papers relating to meetings of the governing body are normally available for public inspection when they have been approved for publication. Exceptions to this include items that are deemed confidential; for example, items of a sensitive nature and the inclusion of named individuals.

## 7. CONFIDENTIALITY

- 7.1 All governors will observe complete confidentiality when matters are deemed confidential, especially in relation to matters concerning individual staff or pupils.
- 7.2 Governors will exercise the greatest prudence at all times when discussions regarding trust business arise outside of a governing body meeting.
- 7.3 Staff (excluding Headteacher/Principal) and any student governors will not participate in discussion of staffing issues relating to the terms and conditions of individual staff.
- 7.4 Governors should not make statements to the press or media or at any other public meeting relating to the proceedings of the governing body without first having obtained the approval of the Chair, or in his or her absence, the Vice Chair. It is unethical for governors to publicly criticise, canvass or reveal the views of other governors which have been expressed at governing body meetings.
- 7.5 The details of any governing board vote shall not be revealed.

7.6 Decisions reached at a governing body meeting are made public through the minutes of the meeting or via alternative arrangements, however contributions made by individual members and the discussions on which the decisions were based will be regarded as confidential.

## **8. ACCESS AND USE OF DATA OUTSIDE OF TRUST PREMISES**

8.1 All communications to and from the Trust (which include any of the Trust Academies) must be conducted on the secure @[inspiretrust.uk](mailto:inspiretrust.uk) email address provided to each governor.

8.2 All communications to and from the Trust to individual Governors or groups of Governors are to be treated as confidential at all times.

8.3 Governors must at all times abide by the procedures outlined in the Acceptable Use Agreement (AUA) including the use of password protection and security of data. All governors are required to sign an AUA.

8.4 Governors must ensure that they keep secure all papers and documents related to the work of the Trust and must not share these or allow access to these outside the school without express permission of the Chair of Trust and CEO.

8.5 Governors who need to securely dispose of papers can give these to the Clerk who will follow the procedures of the academy for secure disposal.

## **9. CONFLICTS OF INTEREST**

9.1 The Clerk will maintain a Register of Governors' Interests which will be available for public inspection and published on the website used to provide governance details for the Trust.

9.2 Governors must disclose routinely, all business and personal interests (including those related to people connected with individual governors) and the Clerk will enter such interests on the Register. Sufficient detail should be provided to allow the nature of the interests to be understood by enquirers. Governors should inform the Clerk whenever their circumstances change and interests are acquired or lost.

9.3 If any such conflicted matter arises in a meeting, the governor will leave the meeting for the appropriate length of time.

9.4 All governors will act in the best interests of the Trust as a whole and not as a representative of any group, even if elected to the governing board.

9.5 Governors must not receive gifts, hospitality or benefits of any kind from a third party which might be in breach of the Bribery Act 2010 or be seen to compromise their personal judgement or integrity. Any offer of such gifts, hospitality or benefits should immediately be reported to the Clerk.

## **10. PUBLIC SERVICE VALUES**

10.1 Public service values are at the heart of the education service. High standards of personal and corporate conduct based on the Seven Principles of Public Life (Nolan Committee, Standards in Public Life – Appendix 1), and the recognition that learners and other users of the Trust's services come first, are a requirement of being a governor and should underpin all decisions taken.

## **11. SUSPENSION AND REMOVAL OF GOVERNORS**

11.1 The Trust Executive reserves the right to suspend or a remove a governor in accordance with the Articles of Association.

11.2 In suspending or removing a governor, the governing body will do so in accordance with the Articles of Association as appropriate, and the principles within this Code of Conduct to ensure a fair and objective process.

## **12. BREACH OF THIS CODE OF CONDUCT**

12.1 If it is believed this code has been breached, the issue will be raised with the chair and the chair will investigate. The board will only use suspension/removal as a last resort after seeking to resolve any difficulties or disputes in more constructive ways.

12.2 Should it be the chair that is believed to have breached this code, another governing body member, such as the vice chair, will investigate.

## **13. REVIEWING THE CODE**

13.1 The Code of Conduct will be reviewed annually in accordance with the Scheme of Delegation as agreed by the Trust.

**SCHEDULE - List of source documents and further reading**

1. the Academy Articles of Association;
2. the Governance and Executive Framework;
3. the Scheme of Delegation;
4. The funding agreement
5. The Academies Financial Handbook
6. the principles laid down by the Committee on Standards in Public Life (Nolan Committee) for those holding public office, namely:
  - selflessness;
  - integrity;
  - objectivity;
  - accountability;
  - openness;
  - honesty; and
  - leadership.

An extract from the report of the Nolan Committee setting out these Principles in more detail is set out at Appendix 1;

7. the Governance handbook for academies, multi-academy trusts and maintained schools
8. A Competency Framework for Governance
9. Charity Commission guidance – *The essential trustee: what you need to know, what you need to do* (link below)

<https://www.gov.uk/government/publications/the-essential-trustee-what-you-need-to-know-cc3>

## APPENDICES

The following appendices are attached to this Code for reference.

- 1 The Seven Principles of Public Life
- 2 Practical measures

## APPENDIX 1

### THE SEVEN PRINCIPLES OF PUBLIC LIFE

The principles of public life apply to anyone who works as a public office-holder. This includes all those who are elected or appointed to public office, nationally and locally, and all people appointed to work in the civil service, local government, the police, courts and probation services, NDPBs, in health, education, social and care services. All public office holders are both servants of the public and stewards of public resources. The principles also have application to all those in other sectors delivering public services.

The following is an extract from the Second Report of the Committee on Standards in Public Life (The Nolan Committee) [CM3270 -1 May 1996]

#### Selflessness

Holders of public office should take decisions 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.

#### Integrity

Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might influence them in the performance of their official duties.

#### 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.

#### 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.

#### 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 this.

### **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.

### **Leadership**

Holders of public office should promote and support these principles by leadership and example.

## APPENDIX 2

### PRACTICAL MEASURES FOR ACADEMY GOVERNORS

Governors can take relatively simple steps to help them meet their duties.

#### Protection

The Articles of Association state that the Academy Trust will indemnify a governor against any claim brought against them in their capacity as a Director in certain conditions as set out in the Articles.

In addition, courts can give relief if a Director has breached their duties but acted honestly and ought fairly to be excused. Whilst it would be extremely rare for a governor of a not for profit company to be personally liable it is important that all governors are offered appropriate support and training.

#### Practical measures

The following practical measures can also be taken by governors (in conjunction with their clerk) to ensure they are in compliance with their duties:

1. regularly attending and preparing for meetings (e.g. read the agenda and papers in advance and seek briefing where necessary);
2. contributing to and raising concerns at meetings;
3. ensuring that the governing body regularly monitors and reviews its compliance with and performance of its policies;
4. ensuring that the trust has proper procedures for reporting on activities performance and the trust's financial information to governors at each meeting (for example, receiving regular management accounts);
5. encouraging the governing body to seek and act upon legal, financial and other professional advice whenever necessary;
6. checking minutes to ensure they accurately reflect any concerns raised at meetings;
7. clarify the insurance arrangements in place for governors;
8. reading and being familiar with the Memorandum and Articles of Association of the Academy Trust and be aware of its powers, duties and objectives;
9. reading and being familiar with the governors' Code of Conduct and any standing orders of the Academy;
10. seeking advice from the appropriate members of the leadership team in the event of any doubts or concerns about the running of the Academy Trust;
11. being extremely scrupulous in the attention they give to the Academy Trust's present and future liquidity, and in ensuring that their concerns and actions are minuted;
12. ensuring that your interests are registered with the Academy Trust; and
13. taking an interest in the appointment of the management of the Academy Trust to ensure that suitably qualified and experienced managers are in place.