



Poppy Academy Trust

Trustees' and Governors Code of Conduct

This code sets out the expectations on and commitment required from trustees of the Trust and the governors of the local governing boards, in order to properly carry out their work within the community.

The trustee board has the following core strategic functions:

Establishing the strategic direction, by:

- Setting and ensuring clarity of vision, values, and objectives for the Trust and schools
- Agreeing Trust improvement strategies with priorities and targets
- Meeting statutory duties

Ensuring accountability, by:

- Appointing the CEO
- Performance managing the CEO
- Monitoring the educational performance of schools within the Trust and progress towards targets
- Engaging with stakeholders
- Contributing to school self-evaluation

Overseeing financial performance, by:

- Setting the budget
- Monitoring spending against the budget
- Ensuring money is well spent and value for money is obtained
- Ensuring risks to the organisation are managed

The local governing boards have the following core strategic functions:

Establishing the strategic direction, by:

- Supporting and ensuring clarity of vision, values, and objectives for the Trust and the school where they are governor at
- Agreeing school improvement strategies with priorities and targets
- Meeting statutory duties

Ensuring accountability, by:

- Consulted in appointing the Headteacher
- Consulted in performance managing the Headteacher
- Monitoring the educational performance of the school and progress towards targets
- Engaging with stakeholders
- Contributing to school self-evaluation

Overseeing policies and procedures, including but not limited to

- Safeguarding
- Health and Safety
- Parental and Staff concerns and complaints
- Headteacher well-being

As individual trustees and governors, we agree to the following:

Role & Responsibilities

- We understand the roles of the trustee board, local governing bodies and the CEO and Headteachers.
- We will only speak on behalf of the Trust or Local Governing Board when we have been specifically authorised to do so.
- We accept collective responsibility for all decisions made by the Trust and/or the Local Governing Board or its delegated agents. This means that we will not speak against majority decisions outside the trustee/LGB meeting.
- 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.
- We will consider carefully how our decisions may affect the community and other schools.
- We will always be mindful of our responsibility to maintain and develop the ethos and reputation of the Trust and schools within the Trust. Our actions within the Trust and the local community will reflect this.
- In making or responding to criticism or complaints we will follow the procedures established by the Trust.

Commitment

- We acknowledge that accepting office as a Trustee or Governor involves the commitment of significant amounts of time and energy.
- We will each involve ourselves actively in the work of the Trust/school, 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 why we are unable to.
- We will get to know the school's within the Trust and respond to opportunities to involve ourselves in Trust and school activities.
- We will visit schools within the Trust, with all visits to schools arranged in advance with the staff and undertaken within the framework established by the Trust and agreed with the Headteacher.
- When visiting a school within the Trust in a personal capacity (e.g. as a parent or carer), we will maintain our underlying responsibility as a Trustee.
- We will consider seriously our individual and collective needs for training and development, and will undertake relevant training.
- We accept that in the interests of open government, our names, terms of office, attendance at trustee meetings, roles on the Trustee board will be published on the Trust's website and role in the local governing boards will be published on the school's website.
- In the interests of transparency, we accept that information relating to trustees and governors will be collected and logged on to the DfE's national database.

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, school governors, the clerk to the

Trustees/Governors and local governing bodies and school staff both inside and outside meetings.

- 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 Trustees and members of local governing bodies 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 members of the Trust, the CEO, CFO, Headteachers, local governing bodies, staff and parents, the local authority and other relevant agencies and the community.

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 Trust or schools' business arise outside a Trust/Governor meeting.
- We will not reveal the details of any Trustee/Governance vote.
- We will ensure all confidential papers are held and disposed of appropriately.
- We will take steps to ensure confidentiality of any material held on a laptop, PC or other device relating to our trustee responsibilities.

E Safety

- Trustees and Governors have read and agreed to the Trust ICT Acceptable Users Policy.
- Trustees and Governors have agreed that their personal email may be used for communications with schools within the Trust and with other trustees. We will ensure that all such communications adhere to this Code of Conduct. We understand that we may be required to make such communications public and will maintain a professional approach to communications at all times.

Conflicts of interest

- We will record any pecuniary or other business interest (including those related to people we are connected with) that we have in connection with the business of the Trust or any of the schools within the Trust in the Register of Business Interests, and if any such conflicted matter arises in a meeting, we will offer to leave the meeting for the appropriate length of time. We accept that the Register of Business Interests will be published on the Trust's website.
- We will also declare any conflict of loyalty at the start of any meeting should the situation arise.
- We will act in the best interests of the Trust as a whole and not as a representative of any group.

Duties under the Companies Act 2006

- The Trust is constituted as a company limited by guarantee, As directors of the company we acknowledge the duties imposed on us by the companies Act 2006 and in particular the general duties of directors set out in sections 171 to 177 of that Act and reproduced in the Appendix to this Code.

Ceasing to be a trustee

- We understand that the requirements relating to confidentiality will continue to apply after a Trustee leaves office.

Breach of this code of conduct

- If we believe this code has been breached, we will raise this issue with the chair and the chair will investigate; we will seek to resolve any difficulties or disputes in constructive ways.
- Should it be the chair that we believe has breached this code, another Trustee or governor, such as the vice chair will investigate.

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).

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.

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.

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.

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.

Adopted by the trustees and governors of The Poppy Academy Trust and signed by every trustee and governor.

APPENDIX

General duties of directors

171 Duty to act within powers

A director of a company must -

- a) act in accordance with the company's constitution, and
- b) only exercise powers for the purposes for which they are conferred.

172 Duty to promote the success of the company

(1) A director of a company must act in the way he considers, in good faith, would be most likely to promote the success of the company for the benefit of its members as a whole, and in doing so have regard (amongst other matters) to -

- a) the likely consequences of any decision in the long term,
- b) the interests of the company's employees,
- c) the need to foster the company's business relationships with suppliers, customers and others,
- d) the impact of the company's operations on the community and the environment,
- e) the desirability of the company maintaining a reputation for high standards of business conduct, and
- f) the need to act fairly as between members of the company.

(2) Where or to the extent that the purposes of the company consist of or include purposes other than the benefit of its members, subsection (1) has effect as if the reference to promoting the success of the company for the benefit of its members were to achieving those purposes.

(3) The duty imposed by this section has effect subject to any enactment or rule of law requiring directors, in certain circumstances, to consider or act in the interests of creditors of the company.

173 Duty to exercise independent judgment

(1) A director of a company must exercise independent judgment.

(2) This duty is not infringed by his acting -

- a) in accordance with an agreement duly entered into by the company that restricts the future exercise of discretion by its directors, or
- b) in a way authorised by the company's constitution.

174 Duty to exercise reasonable care, skill and diligence

(1) A director of a company must exercise reasonable care, skill and diligence.

(2) This means the care, skill and diligence that would be exercised by a reasonably diligent person with -

- a) the general knowledge, skill and experience that may reasonably be expected of a person carrying out the functions carried out by the director in relation to the company, and
- b) the general knowledge, skill and experience that the director has.

175 Duty to avoid conflicts of interest

- (1) A director of a company must avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the company.
- (2) This applies in particular to the exploitation of any property, information or opportunity (and it is immaterial whether the company could take advantage of the property, information or opportunity).
- (3) This duty does not apply to a conflict of interest arising in relation to a transaction or arrangement with the company.
- (4) This duty is not infringed -
 - (a) if the situation cannot reasonably be regarded as likely to give rise to a conflict of interest; or
 - (b) if the matter has been authorised by the directors.
- (5) Authorisation may be given by the directors -
 - (a) where the company is a private company and nothing in the company's constitution invalidates such authorisation, by the matter being proposed to and authorised by the directors; or
 - (b) where the company is a public company and its constitution includes provision enabling the directors to authorise the matter, by the matter being proposed to and authorised by them in accordance with the constitution.
- (6) The authorisation is effective only if -
 - (a) any requirement as to the quorum at the meeting at which the matter is considered is met without counting the director in question or any other interested director, and
 - (b) the matter was agreed to without their voting or would have been agreed to if their votes had not been counted.
- (7) Any reference in this section to a conflict of interest includes a conflict of interest and duty and a conflict of duties.

176 Duty not to accept benefits from third parties

- (1) A director of a company must not accept a benefit from a third party conferred by reason of -
 - (a) his being a director, or
 - (b) his doing (or not doing) anything as director.
- (2) A "third party" means a person other than the company, an associated body corporate or a person acting on behalf of the company or an associated body corporate.
- (3) Benefits received by a director from a person by whom his services (as a director or otherwise) are provided to the company are not regarded as conferred by a third party.
- (4) This duty is not infringed if the acceptance of the benefit cannot reasonably be regarded as likely to give rise to a conflict of interest.
- (5) Any reference in this section to a conflict of interest includes a conflict of interest and duty and a conflict of duties.

177 Duty to declare interest in proposed transaction or arrangement

(1) If a director of a company is in any way, directly or indirectly, interested in a proposed transaction or arrangement with the company, he must declare the nature and extent of that interest to the other directors.

(2) The declaration may (but need not) be made -

- (a) at a meeting of the directors, or
- (b) by notice to the directors in accordance with -

(i) section 184 (notice in writing), or

(ii) section 185 (general notice).

(3) If a declaration of interest under this section proves to be, or becomes, inaccurate or incomplete, a further declaration must be made.

(4) Any declaration required by this section must be made before the company enters into the transaction or arrangement.

(5) This section does not require a declaration of an interest of which the director is not aware or where the director is not aware of the transaction or arrangement in question.

For this purpose a director is treated as being aware of matters of which he ought reasonably to be aware.

(6) A director need not declare an interest -

- (a) if it cannot reasonably be regarded as likely to give rise to a conflict of interest;
- (b) if, or to the extent that, the other directors are already aware of it (and for this purpose the other directors are treated as aware of anything of which they ought reasonably to be aware); or
- (c) if, or to the extent that, it concerns terms of his service contract that have been or are to be considered -

(i) by a meeting of the directors, or

(ii) by a committee of the directors appointed for the purpose under the company's constitution.