



# The Olympus Academy Trust

## Governance Framework Appendix D

### Code of Conduct for Trustees, Governors and Committee Members Policy

#### Document Summary

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<b>On School Websites?</b>	n/a

#### Amendment History

<b>Version</b>	<b>Amendment Date</b>	<b>Author</b>	<b>Amendment Summary</b>
<b>3</b>	10 December 2014	VFi	<ul style="list-style-type: none"> <li>• Change to threshold in 10.2 from 50% to all formal meetings.</li> <li>• Approved by Board of Trustees</li> </ul>
<b>4</b>	9 December 2015	KSt	<ul style="list-style-type: none"> <li>• Added point 3.9. amended references to Federation to Trust.</li> <li>• Approved by Board of Trustees.</li> </ul>

<b>5</b>	29 March 2017	KSt	<ul style="list-style-type: none"> <li>• Changes to nomenclature and updated annual Board work plan to include new appointment letter and signing Code of Conduct. Update pecuniary interests in line with regulatory changes recirculating approved suppliers.</li> <li>• Approved by Board of Directors.</li> </ul>
<b>6</b>	21 March 2018	KSt	
<b>7</b>	May 2020	SWi	<ul style="list-style-type: none"> <li>• Amended nomenclature to reflect the new Governance arrangements and Students to Learners</li> <li>• Approved by Board of Directors.</li> </ul>

## 1. Introduction

- 1.1 The Trust refers to the whole organisation; inclusive of its individual academies and any trading organisations.
- 1.2 This code is designed to guide and support Trustees, governors and committee members in carrying out their role and responsibilities. It applies to all members of the board of Trustees and board committees within The Trust regardless of position or length of office.
- 1.3 The primary duty of all Trustees, governors and committee members is to act in the best interests of the Trust as a whole. This reflects their legal and constitutional duties. Trustees, governors or committee members are not delegates of any academy within the Trust or any outside body, and cannot be mandated or act in the primary interest of any academy within the Trust or outside body.
- 1.4 Trustees, governors or committee members cannot act in their own personal interests and must declare any actual or potential conflicts of interest.
- 1.5 The work and reputation of The Trust relies on all who are associated with it upholding and promoting the shared mission, vision and values. The board of Trustees and each board committee has responsibility for ensuring that all actions carried out by its members and by staff on its behalf are measured and proportionate; hence the production of this code to guide their behaviour.
- 1.6 The Trust is also accountable for large sums of public money and it is responsible for the education provision and services for large numbers of learners. Trustees, governors and committee members should therefore through their conduct:
  - Give stakeholders confidence in the Trust and all those associated with it.
  - Show integrity as representatives of the Trust.
  - Be transparent in actions and decision making and only restrict access to information when there is a wider public interest against disclosure.
  - Ensure that there is no suggestion of influence by improper motives.

## 2. General Obligations

- 2.1 Trustees, governors and committee members must:
  - Carry out their role and responsibilities in accordance with the law and The Trust's constitution, policies, procedures and guidance.
  - Promote diversity and inclusion and treat others with respect.
  - Respect the contribution and rights of others, whether Trustees, governors, committee members, staff, learners or those whom The Trust has dealings with.

- Positively uphold and defend The Trust's values.
- Uphold decisions of the board of Trustees and the board committees.
- Act in accordance with the needs of The Trust when using or authorising the use by others of The Trust's resources.
- Have regard to any relevant advice provided by the CEO, other members of the senior leadership team, and other advisers when reaching decisions.
- Immediately inform the company secretary in the event of criminal allegations and/or criminal proceedings being brought against them.
- Advise the chair of Trustees, CEO and/or company secretary, as soon as possible if they become aware of any conduct by another trustee, governor or committee member which they reasonably believe involves a failure to comply with the Code of Conduct.

## 2.2 Trustees, governors and committee members must not:

- Do anything which compromises or which is likely to compromise the impartiality of those who work for, or on behalf of, The Trust.
- Disclose information given in confidence by anyone, or information acquired which they believe to be confidential, without the consent of a person authorised to give it, unless required by law to do so.
- Prevent another person from gaining access to information to which that person is entitled by law.
- Conduct themselves (in their official capacity, or any other circumstance) in a manner which could reasonably be regarded as bringing their office or The Trust into disrepute.
- Accept gifts or allow extravagance in any entertainment received or given in connection with The Trust's business and always follow The Trust's policies on recording hospitality received, given or declined. (see Gifts and Hospitality Policy)
- Use their position (in their official capacity, or any other circumstance) improperly to confer on or secure for themselves or any other person, an advantage or disadvantage.
- Allow The Trust's resources to be used for their own personal, business or political purposes.
- Seek any special advantage in the use of consultants, contractors, advisors etc. used by The Trust.
- Allow themselves to be mandated by any academy within the Trust or outside body or persons to support, resist or influence a decision of the board of Trustees or board committee; or the exercise of delegated authority by any trustee, governor, committee member or member of staff.
- Behave in a racist or sexist manner, discriminate against any person, encourage nor condone such behaviour in others.

### 3. Conflicts and Disclosure of Interest

3.1 This covers any circumstances where a trustee, governor or committee member or their close relative could in theory receive a personal or business benefit (other than salary and expenses) as a consequence of any of The Trust's activities.

3.2 For the purposes of disclosure, the following definition will apply:

- "Close relative" means a spouse, partner, parent, parent-in-law, son, daughter, stepson, stepdaughter, child of a partner, brother, sister, grandparent, grandchild, uncle, aunt, nephew niece, or the spouse or partner of any of the preceding persons.

3.3 There are two main examples where a benefit could occur:

- A duality of interest - where the circumstances could potentially bring about some personal or business gain.
- A conflict of interest - where both a Trust (i.e. individual academy and/or Trust as a whole) and a personal and/or business interest do actually occur.

3.4 Both types of interest must be disclosed as soon as that interest arises or is considered may potentially arise in the future.

3.5 All Trustees, governors and committee members must declare all bodies trading in which he or she has an interest as any of the following:

- A partner.
- An employee.
- A consultant.
- A trustee.
- A member.
- A shareholder, unless the shares of the company are listed on a recognised stock exchange and the trustee holds less than 1% of the issued capital.
- The owner or controller of more than 50% of the shares of any other company or controls more than 50% of the voting rights attached to the shares; or has the right to appoint one or more Trustees to the board of the company.

3.6 All Trustees, governors and committee members must declare:

- All interests as an official or elected member of any statutory body.
- Any other significant or material interest (see below).

3.7 Other such "significant or material interest" could include the following:

- All interests in any property to be managed, leased or purchased by The Trust.
- An interest in any organisation selling or being agent for any property being managed, leased or purchased by The Trust.

- A business relationship with any person or firm earning fees from work placed by The Trust.
  - A business relationship with any person or firm entering into a contract to carry out work for The Trust.
  - An interest by virtue of membership of a club, organisation, movement or society with which The Trust is linked with in some way.
  - Any other personal or business interest which conflicts with The Trust's interest.
- 3.8 All actual or potential interests must be declared as soon as they arise. In addition the company secretary will require all Trustees, governors and committee members to complete an annual declaration of interests on a prescribed form. The approved list of suppliers, consultants and contractors will be attached to the declaration to assist in the process. Declarations of interest will be held in a register that accurately reflects the details provided in the declaration.
- 3.9 All mandatory information on governors and Trustees will be published on school/Trust websites in accordance with current guidance provided by the Department for Education.
- 3.10 Trustees, governors and committee members may seek advice from the company secretary on potential conflicts or duality of interests, but it is ultimately the personal responsibility of the trustee, governor or committee member to decide on whether it exists or may exist and to make the declaration accordingly.
- 3.11 In reaching such a decision Trustees, governors and committee members should be guided in the view that a personal interest in a matter could be regarded as prejudicial if the interest is one which a member of the public with knowledge of the relevant facts would reasonably regard as so significant as likely to prejudice the trustee's, governor's or committee member's judgement on the matter.
- 3.12 A trustee, governor or committee member with a personal interest in a matter who attends a meeting of The Trust at which the matter is to be considered must disclose to that meeting the existence and nature of that interest at the commencement of the meeting (if the interest is not immediately apparent to the trustee, governor or committee member then they must do so as soon as it is).
- 3.13 The trustee, governor or committee member concerned shall not remain present during the discussion of that matter unless requested to do so by the remaining members of the board or board committee. The trustee, governor or committee member concerned may not vote on the matter in question. No decision of the board or board committee shall be invalidated by the subsequent discovery of an interest which should have been declared.

3.14 There are exceptions to the above as follows:

- Provided the interest has been properly disclosed a trustee, governor or committee member may remain present during the discussion and may vote on the matter under discussion where the interest arises because:
  - the trustee, governor or committee member is a parent/carer, so long as the matter in question affects all or a substantial group of parent/carers; or
  - the trustee, governor or committee member is an official or elected member of any statutory body provided they have no direct or indirect interest in the matter.
- A trustee, governor or committee member shall not be treated as having an interest:
  - of which the trustee, governors or committee member has no knowledge and of which it is unreasonable to expect him/her to have knowledge; or
  - on the establishment of a policy in respect of Trustees', governors' and committee members' remuneration or expenses.

3.15 If a question arises at a meeting of the board of Trustees or board committee as to the right of a trustee, governor or committee member to vote, the question may, before the conclusion of the meeting, be referred to the chair of the meeting and their ruling (having taken advice if necessary from the Clerk) in relation to any trustee, governor or committee member other than themselves shall be final and conclusive.

3.16 Before, during or after consideration of the matter at a meeting where a trustee, governor or committee member has an interest they must not seek to improperly influence the consideration and decision to be made by the other Trustees, governors or committee members.

- Normally parent Trustees, governors or committee members should avoid using their own direct personal circumstances or experiences (or those of others close to them) in a debate to illustrate a point, as this may begin to cross over into a potential conflict of interest. It is also possible that talking about themselves may influence others who should be seeking to make an objective judgement on the matter under consideration. However, there can be occasions when feedback from parent Trustees, governors or committee members is sought specifically when evidence of the impact of a Trust policy or procedure is being gathered.
- For the purposes of this code, "meeting" means any meeting of the board of Trustees, a board committee, working group or panel convened by The Trust; or any other forum where the trustee, governor or committee member is in attendance in their capacity as a trustee, governor or committee member.
- Where a conflict is likely to recur on a frequent basis or where a significant breach has occurred in relation to their own position, the trustee, governor or committee member in question should offer to resign.

#### 4. **Accountability and Openness**

- 4.1 Each academy has an improvement plan which informs, and is informed by, The Trust's strategic plan and supports The Trust's mission, vision and values. There are a range of strategies which set out goals and objectives designed to support the delivery of the mission and vision. There are a large number of policies and procedures covering The Trust's main areas of activity.
- 4.2 All of this provides a framework in which fair decisions can be made in all areas. This approach creates a framework for accountability which minimises the chance that The Trust, the group board or any committee collectively, or any individual trustee, governor or committee member within The Trust could be legitimately criticised.
- 4.3 It is therefore the responsibility of Trustees, governors and committee members to ensure that the strategic plan and the strategies are implemented by the CEO and the rest of the senior leadership team, and that policies and procedures are regularly reviewed and their operation reported upon.
- 4.4 The Trust aims for openness in the way that it works and there are specific policies which cover its approach to this. Items will be dealt with openly wherever possible although some items may be treated as confidential particularly where they may be commercially sensitive or refer to matters of a personal nature. Information on the work and decisions of the board of Trustees and board committees will be disseminated to relevant staff and publicised to stakeholders and key partners within the context of The Trust's openness policy.
- 4.5 Within this, however, confidentiality of learners, staff and agencies with which The Trust works will be respected. Board and committee members must at all times treat as strictly confidential:
- Information concerning people – learners, Trustees, governors and committee members, staff, applicants, etc.
  - Commercially sensitive information i.e. information that if it became widely available could adversely affect The Trust's negotiating position in a transaction.
  - Financial information relating to The Trust.
  - Matters that would breach the confidence of a third party.
  - All other items listed in The Trust's openness policy.
- 4.6 Trustees, governors and committee members should respect at all times matters which have been determined as confidential. If any trustee, governor or committee member is unsure they should err on the side of caution and consult with the CEO or relevant Chair.

## **5. Press and Media**

- 5.1 In the event that any trustee, governor or committee member is approached by the press or media for comment on any matters relating to The Trust, the matter must be referred immediately to the CEO or Marketing Lead who will consult with the chair of Trustees as the spokesperson for The Trust. Trustees, governors and committee members should not discuss The Trust's affairs with the press or media without prior approval from the CEO or Chair of Trustees

## **6. Political Activities**

- 6.1 By virtue of the history and nature of work for some of the academies within The Trust it may occasionally stray into the political arena. It is essential to demonstrate The Trust's non-political nature and Trustees, governors and committee members must keep personal political activities totally separate from The Trust's work. Any trustee, governor or committee member who is involved in political activities must ensure that the reputation and status of The Trust or any of its academies is not damaged by their personal political activities.

## **7. Relationships with Learner or Staff**

- 7.1 Trustees, governors and committee members must be careful to never allow any personal relationships with learner or staff to influence The Trust's dealings with them, particularly in relation to matters concerning their rights as a learner or responsibilities as a member of staff.
- 7.2 Trustees, governors and committee members must never allow themselves to be compromised by, nor take advantage of, their relationships with learners or staff. The relationship of trust must never be abused.

## **8. Gifts and Hospitality**

- 8.1 Trustees, governors and committee members are expected at all times to conduct themselves in respect of The Trust's activities with the highest degree of probity. The Trust expects the highest standard of honesty from Trustees, governors and committee members in their business dealings, and expects that this can be shown to be the case
- 8.2 The Trust has in place a policy on gifts and hospitality in order to give Trustees, governors and committee members guidelines as to the level of gifts and hospitality that may be acceptably received or given and to provide a system for such gifts or hospitality to be recorded (including those declined), so that Trustees, governors and committee members are not open to possible criticism or any charge of undue influence. The same standards are expected of staff.
- 8.3 Failure to follow the policy (including the proper registration of gifts and hospitality received, given and declined) will be regarded as a breach of this code.

## **9. Purchasing**

- 9.1 Trustees, governors and committee members must avoid suspicion of preferential treatment by suppliers, consultants and contractors by separating their private purchasing from that of The Trust. In order to avoid any suspicion that a supplier may give or receive favourable treatment, Trustees, governors and committee members must achieve a separation between their purchasing decisions as individuals and those for The Trust.
- 9.2 Trustees, governors and committee members should not knowingly use, for personal or private business, any of The Trust's professional advisors, accountants, auditors, solicitors, architects, surveyors, consultants, builders, maintenance contractors or suppliers of bulk goods or services (except monopolies, or near monopolies, such as utilities, e.g. gas, water) as held in the list of suppliers, consultants and contractors maintained by the company secretary.
- 9.3 Where this is impractical, they must inform the company secretary in writing and confirm that no financial advantage will be secured as a result of their position as a trustee, governor or committee member.

## **10. Attendance**

- 10.1 It is part of the responsibilities of Trustees, governors and committee members to ensure that their attendance is maximised. In particular there is a responsibility to fully prepare and to participate in the work of the board, or its committees; to attend meetings regularly, participate fully in discussions and share responsibility within the decision making process; and to complete relevant training or represent the Trust as required.
- 10.2 It is acknowledged that on occasions attendance may be prevented to due ill health, caring responsibilities, or other unforeseen factors. Commitment is an essential component of being a trustee, governor or committee member and every effort should be made to plan diaries so that attendance can be maximised. If however any trustee, governor or committee member without special permission approved by the board Trustees is absent from 4 or more consecutive formal meetings which they were due to attend then in accordance with the articles of association they can be disqualified as a trustee, governor or committee member, subject to the approval of the board of Trustees.
- 10.3 The board of Trustees may resolve to remove from office a trustee, governor or committee member and it may take into account non-attendance as a factor in deciding to act to remove a trustee, governor or committee member earlier than the 4 consecutive meeting standard set out above.

## **11. Dealing with Staff**

- 11.1 Trustees, governors and committee members must be aware that they have a duty towards staff. The management of staff is the responsibility of the CEO. In order to ensure that The Trust is not compromised in terms of its employee relations, Trustees, governors and committee members must behave in a manner which is consistent with all of The Trust's staffing policies and procedures and its approach to equality and diversity.

- 11.2 If any trustee, governor or committee member has a concern about the performance, behaviour or competence of any member of staff, it should be reported to the Headteacher or CEO (as applicable) in the first instance. Concerns will then be investigated in line with the appropriate policy and procedures. The CEO will subsequently inform the chair of Trustees and the complainant of the result of the investigation and of any steps which have been or are to be taken as a consequence of this. Such information will be privileged and will be kept confidential unless otherwise directed by the CEO.
- 11.3 In the case of a concern regarding the CEO, it should be reported to the chair of Trustees. The matter will be investigated by the chair of Trustees taking external advice if required. Again concerns will be investigated in line with appropriate policies and procedures and the complainant will be advised of the result of the investigation and of any steps which have been or are to be taken as a consequence of this. Such information will be privileged and will be kept confidential unless otherwise directed by the chair of Trustees.
- 11.4 Where a trustee, governor or committee member has serious concerns and does not feel able to raise these with the chair of Trustees or the CEO a process is in place to enable these to be reported confidentially - the Whistle Blowing Policy can be found on The Trust's website, or is available from the company secretary.

## **12 Breaches of the Code of Conduct**

- 12.1 Trustees, governors and committee members should recognise that failure to follow this code of conduct may damage The Trust's reputation and its work and so will be viewed as a disciplinary matter.
- 12.2 Actual or potential breaches of this code or any other complaints against Trustees, governors or committee members will be investigated by the company secretary in consultation with the chair of Trustees, any other relevant chair and the CEO.
- 12.3 Actual or potential breaches of the code of conduct or any other complaints against the chair of Trustees will be investigated by the vice chair of Trustees, the CEO and the company secretary.
- 12.4 Trustees, governors or committee members under investigation for breach of the code of conduct will be notified of the enquiry and invited to present an explanation for their behaviour or actions. The chair of Trustees in consultation with any other relevant chair and CEO will decide on whether convene a disciplinary panel or whether some other action is more appropriate, including the issuing of an informal warning to the trustee, governor or committee member about their conduct.
- 12.5 The chair of Trustees (or, where the breach or complaint relates to the chair of Trustees, the vice chair of Trustees) in consultation with the CEO has the right to suspend the trustee, governor or committee member from their position until the conclusion of the investigation. They will convene a panel of 3 other Trustees, governors or committee members (including at least one trustee) to hear the case which will be presented by way of written and oral report to the panel. The trustee, governor or committee member will have the right of written and oral representation to the panel meeting. They may be supported by a trustee, governor or committee member colleague. Legal representation is not permitted.

- 12.6 Any trustee, governor or committee member breaching the code of conduct may only be removed from office by resolution of the board of Trustees. If at the panel hearing a breach of the code of conduct is found to have taken place then the Clerk will prepare a report for the next meeting of the board of Trustees setting out the nature of the breach of the code of conduct, a summary of the panel's findings, and any recommended sanction.
- 12.7 The report will provide the trustee, governor or committee member the opportunity to present any justifications to the board of Trustees in writing should they wish to remain in office. They may not attend the meeting whilst the board of Trustees considers that item and reaches its decision.
- 12.8 The board of trustee's decision will be conveyed to the trustee, governor or committee member in writing within 5 school days.

### 13. **Disqualification from Office**

- 13.1 This code of conduct highlights areas where Trustees, governors and committee members may or will be expelled from office for breaches of the code or other serious matters. Trustees, governors and committee members should also be aware that under the articles of association their appointment will immediately cease in the following circumstances:
- Being prohibited by law from becoming a trustee.
  - Being prohibited by law from being a charity trustee.
  - Being removed as a charity trustee from another charity due to misconduct or mismanagement.
  - Being prohibited by law from working with children:
    - Conviction of any criminal offence at any time (other than spent convictions and typically those where the maximum sentence is a fine or lesser sentence).
    - Failure to provide a current enhanced level DBS certificate.
    - In light of any matters disclosed on the DBS certificate which in the opinion of the chair of Trustees or the CEO confirms them as unsuitable to work with children.
    - Incapability to handle their own affairs by reason of mental disorder, illness or injury.
    - Failure to attend all meetings within a 6 month period without special consent from the board of Trustees.
- 13.2 For the actual wording in each instance Trustees, governors and committee members should view the articles of association.
- 13.3 The articles state that the same circumstances for disqualification of Trustees are also applicable to governors and committee members who are not Trustees.

14. **Acceptance**

- 14.1 Upon appointment all Trustees, governors and committee members are required to countersign a copy of the Code of Conduct and Pecuniary and business interest's forms. Board will note the Code of Conduct annually in term 1 and re-complete pecuniary and business interests.
- 14.2 Trustees, governors and committee members are expected to refer to and abide by these and other documents within The Trust's governance framework throughout their term of office and remain familiar with their contents.
- 14.3 Any future changes to this Code of Conduct once agreed by the board of Trustees will be deemed to have been accepted by all serving Trustees, governors and committee members.