



Directors' Code of Conduct

Adopted by Board: 11 December 2018
Review Period: 3yrs
Review Date: December 2021
Person responsible for policy: Clerk

Code of Conduct for Directors

It is important that confidence in good governance and probity of the Trust is maintained. In order to assist the Board of Directors (the Board) achieve this, the Trust has adopted this Code of Conduct for Directors (the Code).

- The Trust shall use The Good Governance Standard for Public Services as a guide to help the Board achieve good governance but also as a tool to regularly assess the strengths and weaknesses of the Academy's governance practice and improve it.
- Each Director shall uphold the seven principles of public life identified by the Nolan Committee on Standards in public life (May 1996).
- Each Director shall obey the Articles and decisions taken by the Board in accordance with the Articles.

The Trust:

- aims to establish a Board that is competent, accountable, independent and diverse that promotes best practice in governance
- aims to make sure that its Directors promote and uphold high standards of conduct, probity and ethics
- requires its Directors to act in accordance with the Trust's Articles of Association (the Articles) and the Code

Application of the Code

This Code applies to all Directors and committee members of the Trust when exercising any of the Board's powers delegated to them under the Articles. By accepting appointment to the Board, each Director agrees to accept the provisions of this Code.

Publication of Directors' Details and the Register of Interests

Directors hold an important public office and their identity should be known to the member institutions and wider communities. In the interests of transparency, the following will be published on the Trust website:

- the structure and remit of the Trust, any committees, and the full name of the Chair;
- for each Director who has served at any point over the past 12 months:
 - their full names, date of appointment, term of office, date they stepped down (where applicable), who appointed them (in accordance with the Trust's instrument of government),
 - relevant business and pecuniary interests (as recorded in the register of interests) including:
 - governance roles in other educational institutions;
 - any material interests arising from relationships between Directors or relationships between Directors and member institutions' staff (including spouses, partners, close relatives); and
 - their attendance record at Trust and committee meetings over the last academic year.
- Any Director failing to provide information to enable the Trust to fulfil their responsibilities may be in breach of this Code and, as a result, be bringing the Trust into disrepute. In such cases the Trust should consider suspending the Director.

Should the Trust appoint Associate Members, it will be made clear whether they will have voting rights on any of the committees to which they have been appointed.

The Good Governance Standard for Public Services

The standard prepared by The Independent Commission on Good Governance in Public Services in 2005 comprises six core principles of good governance, each with its supporting principles. Set out below is an extract of these core principles.

1. Good governance means focusing on the organisation's purpose and on outcomes for citizens and service users.
Directors will:
 - be clear about the Trust's purpose and its intended outcomes for citizens and students
 - make sure that students receive a high quality education
 - make sure that taxpayers receive value for money
2. Good governance means performing effectively in clearly defined functions and roles.
Directors will:
 - be clear about the functions of the Board
 - be clear about the responsibilities of non-executives and the executive, and making sure that those responsibilities are carried out
 - be clear about relationships between Directors and the public
3. Good governance means promoting values for the whole organisation and demonstrating the values of good governance through behaviour.
Directors will:
 - put organisational values into practice
 - behave in ways that uphold and exemplify effective governance
4. Good governance means taking informed, transparent decisions and managing risk.
Directors will:
 - be rigorous and transparent about how decisions are taken
 - have and use good quality information, advice and support
 - make sure that an effective risk management system is in operation
5. Good governance means developing the capacity and capability of the Trust to be effective.
Directors will:
 - make sure that appointed and elected Directors have the skills, knowledge and experience they need to perform well
 - develop the capability of people with governance responsibilities and evaluate their performance, as individuals and as a group
 - strike a balance, in the membership of the Board, between continuity and renewal
6. Good governance means engaging stakeholders and making accountability real.
Directors will:
 - understand formal and informal accountability relationships
 - take an active and planned approach to dialogue with and accountability to the public
 - take an active and planned approach to responsibility to staff
 - engage effectively with institutional stakeholders

Nolan principles

The Board expects each Director to uphold the following seven principles based on the Nolan Committee's work:

1. **selflessness** - take decisions solely based on the vision and values of the Trust
2. **integrity** – not be compromised in carrying duties by outside organisations or personal interest
3. **objectivity** – remain impartial and ensure choices are made on merit alone
4. **accountability** – be responsible for decisions and actions
5. **openness** – give reasons for actions wherever possible and restrict information only when the wider public interest clearly demands

6. **honesty** – declare any private interests and take steps to resolve any conflicts arising in a way that protects the public interest
7. **leadership** – promote these principles by example

Additionally, the Board expects Directors to promote equality and diversity in all aspects of the Board's governance and when carrying out any of their functions.

Duties & responsibilities of Directors

Directors shall:

1. fulfil their responsibilities and duties as a Director of the Trust in good faith and in accordance with the general law including (but not limited) to:
 - act in the best interests of the Trust
 - secure the proper and effective use of the Trust's property
 - act personally in all respects
 - act within the scope of any authority given to them and the Board by law, by regulations or by the Articles
 - use the proper degree of skill and care when making decisions, particularly when investing the Trust's funds
2. act in accordance with the articles from time to time
3. be committed to the Trust's values and objectives (including equal opportunities), to contribute to and share responsibility for the Board's decisions, to read Board papers and to attend meetings, training sessions and other relevant events
4. declare all interests they have as required by the articles and the general law and to comply with any rules requiring withdrawal from a meeting where this is required because of an interest
5. respect the confidentiality of information that they may have access to as a Director of the Trust and keep confidential the affairs of the Board
6. inform the Clerk to the Board as soon as possible should any changes to their circumstances occur during their term as a Trustee, including if:
 - there are any changes to the interests which have been declared
 - they become, or cease to be, a company director, Board member or Director of another company or charity
 - their occupation changes
 - they move house
 - they become employed by the Trust

Breaches of the Code

- Every Director is under a duty to report any breach of this Code or any grounds for believing that a breach of the Code has occurred to the Chair (and if the allegation is about the Chair, to the Vice-Chair).
- Failing to report a breach of the Code is itself a breach of this Code.
- Any breach of this Code will be treated extremely seriously by both the Board and the Trust and may result in suspension or removal from the Board.
- In the event of a breach of this Code, each Director agrees to participate fully in any investigations procedure instigated by the Board and to abide by any sanction that may be imposed on them by the Board for such breach.

Review

The Chair of the Board will be responsible for ensuring that this Code is kept under review.