

Trustees' Code of Conduct

2020/2021

Approved: 14 October 2020



Abbey MAT Code of Conduct for Trustees

October 2020

1. Introduction

“To work in partnership to educate, nurture and empower”

Our vision is that the academies, supported by Abbey MAT, will provide an environment which is welcoming, caring, calm, disciplined and purposeful and will stretch our young people academically, support them pastorally and help them develop socially and spiritually.

We are committed to raising the skills base across our communities by ensuring a focus on quality, encouraging innovation and strengthening the ethos of the academies as distinctive schools. The framework will strive to maintain academies which will retain their own independent culture and ethos whilst operating within a strategic partnership to improve quality, share best practice and operate effectively and efficiently.

This Code sets out the expectations on and commitment required from academy trustees in order for the Abbey MAT Board of Trustees to properly carry out its work within Abbey MAT and its academies. Once approved by Trustees, the Code will apply to all trustees and committee members serving on the Abbey MAT Board of Trustees.

This Code is based on the DfE's Governance Handbook and model guidance issued by the National Governance Association. It should be read in conjunction with relevant legislation and our constitutional documents (the Abbey MAT Articles of Association, our agreed Scheme of Delegation and any other direction issued by the Abbey MAT Board of Trustees and Members from time to time).

2. Aims, scope and principles

This Code aims to set and maintain standards of conduct that we expect all trustees to follow.

By creating this Code, we aim to ensure that trustees carry out their role with honesty and integrity, and help us to ensure Abbey MAT is an environment where everyone is safe, happy and treated with respect.

Failure to follow the code of conduct may result in disciplinary action being taken, as set out in the appendix.

Please note that this code of conduct is not exhaustive. If situations arise that are not covered by this code, trustees will use their judgement and act in the best interests of the Trust, its academies, and pupils.

3. The 7 Nolan principles of public life

As trustees, we will follow these principles set out by the government at all times. They apply to anyone who holds a public office:

Selflessness – we will act solely in terms of the public interest

Integrity – we will avoid placing ourselves under any obligation to people or organisations that might try inappropriately to influence us in our work. We will not act or take decisions in order to gain financial or other material benefits for ourselves, our family, or our friends. We will declare and resolve any interests and relationships.

Objectivity – we will act and take decisions impartially, fairly and on merit, using the best evidence and without discrimination or bias.

Accountability – we understand that we are accountable to the public for our decisions and actions and will submit ourselves to the scrutiny necessary to ensure this.

Openness – we will act and take decisions in an open and transparent manner. We will not withhold information from the public unless there are clear and lawful reasons for so doing.

Honesty – we will be truthful

Leadership – we will exhibit these principles in our own behaviour. We will actively promote and robustly support the principles and be willing to challenge poor behaviour wherever it occurs.

3. The Framework for Ethical Leadership in Education

The Ethical Leadership Commission has developed a Framework for Ethical Leadership which builds on the Nolan Principles to help academy leaders take difficult decisions. The framework helps to support a culture in which ethical decision making can flourish. Leaders include both those who are paid to lead academies and those who volunteer to govern them.

Academies serve children and young people and help them grow into fulfilled and valued citizens. As role models for the young, how we behave as leaders is as important as what we do. Abbey MAT leaders, including trustees, should show leadership through the following personal characteristics or virtues:

- **Trust:** *Leaders are trustworthy and reliable*

We hold trust on behalf of children and should be beyond reproach. We are honest about our motivations.

- **Wisdom:** *Leaders use experience, knowledge and insight*

We demonstrate moderation and self-awareness. We act calmly and rationally. We serve our academies with propriety and good sense.

- **Kindness:** *Leaders demonstrate respect, generosity of spirit, understanding and good temper*

We give difficult messages humanely where conflict is unavoidable.

- *Justice: Leaders are fair and work for the good of all children*

We seek to enable all young people to lead useful, happy and fulfilling lives.

- *Service: Leaders are conscientious and dutiful*

We demonstrate humility and self-control, supporting the structures, conventions and rules which safeguard quality. Our actions protect high-quality education.

- *Courage: Leaders work courageously in the best interests of children and young people*

We protect their safety and their right to a broad, effective and creative education. We hold one another to account courageously.

- *Optimism: Leaders are positive and encouraging*

Despite difficulties and pressures, we are developing excellent education to change the world for the better.

3. Trustees' responsibilities

The 4 core functions of the Abbey MAT Board of Trustees are:

1. Establishing the strategic direction, by:
 - Setting and ensuring clarity of vision, values, and objectives for Abbey MAT
 - Agreeing the academy improvement strategies with priorities and targets
 - Meeting statutory duties
2. Ensuring accountability, by:
 - Appointing the CEO and Executive Leaders
 - Monitoring the educational performance of the academies and progress towards agreed targets
 - Performance managing the CEO
 - Engaging with stakeholders
 - Contributing to self-evaluation
3. 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
4. Ensuring that other key players with a stake in the organisation get their voices heard by:
 - Gathering the views of pupils, parents and staff and reporting on the results.
 - Reaching out to the Trust's wider community and inviting them to play their part.

- Using the views of stakeholders to shape the Trust's culture and the underpinning strategy, policies and procedures.

In order to do this effectively, as individuals we will:

- Understand the strategic purpose of the Board of Trustees and academy leaders
- Understand how the role of the Board of Trustees differs from and works with others including the CEO, executive leaders, Board Committees, and local governing bodies.
- Accept and respect the difference in roles between the Board of Trustees and staff, ensuring that we work collectively for the benefit of the organisation.
- Respect the role of the executive leaders and their responsibility for the day to day management of the organisation and avoid any actions that might undermine such arrangements.
- Accept that we have no legal authority to act individually, except when we have been given 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.
- Understand that where responsibility has been delegated, the Board of Trustees as a whole remains accountable and that important decisions relating to core functions will be made by the full Board of Trustees
- 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 of meetings of the Board of Trustees and/or its committees
- Understand 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.
- Encourage open governance and will act appropriately.
- Consider carefully how our decisions may affect the community and our academies
- Operate and make decisions in the best interests of pupils, informed by the views and needs of our key stakeholders (pupils, parents, staff, the local community, and Abbey MAT)
- Always be mindful of our responsibility to maintain and develop the ethos and reputation of Abbey MAT and its academies. Our actions within the local community will reflect this.
- Follow the procedures established by Abbey MAT when making or responding to criticism or complaints.
- Adhere to the Abbey MAT's policies and procedures, and the procedures of the Board of Trustees as set out in relevant legislation, statutory guidance, and the Abbey MAT Articles of Association and Scheme of Delegation.
- Actively support and challenge leaders.

- Set and maintain an ethos of high expectations for everyone in the Abbey MAT community, including in the conduct and the professionalism of the Board of Trustees itself
- Ensure our comments reflect current organisational policy even if they might be different to our personal views when formally speaking or writing in our governing role
- Be mindful of and strive to uphold the reputation of the organisation when communicating in our private capacity (including on social media)
- Avoid, as far as possible, becoming involved in any communication which may lead to a conflict of interest with the role of the Board of Trustees
- Not undermine fundamental British values, including democracy, the rule of law, individual liberty and mutual respect, and tolerance of those with different faiths and beliefs
- Take responsibility for our self-evaluation, regularly reviewing our Board of Trustees' performance, constitution and skillset
- Take part in any training or development required to fill any gaps in the skills we need for effective governance
- Comply with relevant guidance and legislation and our funding agreement that sets out how we must manage the Trust's money, and procure goods and services
- Act with integrity and transparency when making financial decisions, and understand that our financial management and decision-making will be scrutinised and audited
- Declare all gifts worth more than £0 and record them on the gifts and hospitality register as set out in the Abbey MAT Gifts and Hospitality Policy. We will not accept bribes
- Work to actively identify and manage risks to Abbey MAT and its academies.

4. Commitment to governance

We:

- Acknowledge that accepting office as a trustee involves the commitment of significant amounts of time and energy
- Will 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
- Will make full efforts to attend all meetings and where we cannot attend explain in advance why we are unable to
- Recognise the importance of being a present part of our community and will ensure that our use of videoconferencing facilities to participate in meetings is by exception, not routine
- Will prepare ahead of meetings to ensure we make informed contributions

- Will get to know the Trust and its academies well and respond to opportunities to involve ourselves in Abbey MAT and academy activities
- Will maintain our underlying responsibility as a trustee when visiting the Abbey MAT academies in a personal capacity (i.e. as a parent or carer)
- Will consider seriously our individual and collective needs for induction, training and development, and will undertake relevant training.
- Accept that in the interests of open governance, our full names, date of appointment, terms of office, roles on the Board of Trustees, attendance records, relevant business and pecuniary interests, category of trustee and the body responsible for appointing us will be published on the Abbey MAT website
- Accept that, in the interest of transparency, information relating to trustees and committee members will be collected and logged on the DfE's national database of trustees (Get information about schools).

5. Relationships

We:

- Will strive to work as a team in which constructive working relationships are actively promoted
- Will express views openly, courteously and respectfully in all our communications with other trustees, local governors, the clerk to the Board of Trustees, and Abbey MAT staff both in and outside of meetings
- Will support the chair in their role of ensuring appropriate conduct both at meetings and at all times
- Will confront malpractice by speaking up against and bringing to the attention of the relevant authorities' any decisions and actions that conflict with the Seven Principles of Public Life or which may place pupils at risk
- Are prepared to answer queries from other trustees and local governing body members 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
- Will seek to develop effective working relationships with the executive leaders, staff and parents, Abbey MAT local governing bodies, the local authority and other relevant agencies and the community.

6. Openness and transparency

Conflicts of interest

To make sure our Board of Trustees takes impartial decisions without bias, we will:

- Publish an up-to-date register of business and pecuniary interests of all trustees including associate members
- Declare any potential conflicts of interest at the beginning of each meeting, and withdraw from the meeting for the relevant item of business and not vote on the matter.

The general principle is that no one should be involved in a decision where their personal interests may conflict with those of the Board of Trustees or, where their interest is greater than any other member of the Board of Trustees. Those involved in the governance of Abbey MAT academies have a legal duty to act only in the best interests of Abbey MAT and its academies.

Where a situation arises in which they may not be able to do this due to a personal interest they have, steps should be taken to identify, prevent and record the conflict. This ensures that trustees are acting in the best interests of Abbey MAT.

Trustees and committee members agree to disclose:

- Ownership or partnership of a company or organisation which may be used to provide goods or services to Abbey MAT or its academies
- Goods or services they offer which may be used by the Abbey MAT or its academies
- Trusteeships and governorships at other educational institutions or charities
- Any close relation to someone who satisfies either of the above
- Any close relationship to someone who is employed by Abbey MAT or its academies

Trustees and committee members must withdraw from meetings and not vote when:

- There may be a conflict between their interests and the interests of the Board of Trustees;
- A fair hearing is required and there is any reasonable doubt about their ability to act impartially; or
- They have a pecuniary interest.

If there is any dispute as to whether an individual is required to withdraw from a meeting and not vote, the rest of the members of the Board of Trustees present at the meeting must vote on it.

The key guidelines for withdrawal from a meeting are:

- Trustees/committee members have to withdraw when their own appointment, reappointment or removal as a member of the Board of Trustees or a committee is under consideration.
- Where a trustee, committee member, or a person acting as an advisor to the Board of Trustees, is also employed by the Trust, they must withdraw themselves from the part of any

meeting at which there is a discussion about their own employment, pay, or performance appraisal.

- A clerk may have a conflict of interest or pecuniary interest but is not required to withdraw from a meeting unless the clerk's appointment, remuneration or disciplinary action is being considered. However, where a conflict of interest or pecuniary interest occurs they must only act in the capacity of a clerk.

Publishing information

To ensure our board is transparent and open to the community we serve, we will make certain information publicly available.

We accept that the following information will be published on the Abbey MAT website to ensure transparency:

- The structure and remit of the members, board of trustees, committees and local governing bodies/GABs, and the full name of the chair of each one
- For each member, trustee, committee member, and local governor (where applicable) who has served at any point over the past 12 months:
 - Their full name
 - Their date of appointment
 - Their term of office (trustees, committee members, and local governors only)
 - The date they stepped down (where applicable)
 - The body that appointed them (trustees, committee members, and local governors only)
 - Their relevant business and pecuniary interests
 - Their attendance record over the last academic year (only for trustees at board and committee meetings and local trustees at local governing body meetings)

We accept that information about trustees will be published on Get information about schools (GIAS) and Companies House.

We accept that the approved board and committee minutes and any agenda and papers considered at a meeting will be made available to any interested person.

Openness

We will ensure that any meeting of the board, whether scheduled or not, is conducted in an open and transparent matter and in accordance with the procedures set out in our terms of reference.

Where it is necessary for a small group of Trustees to meet outside of normal meeting arrangements, for example, as a working group, we will ensure that the purpose of the meeting is clearly defined and agreed as a board, setting out the remit and responsibilities of the individuals involved, and that the proceedings and any outcomes are recorded and reported back to the full board.

We will ensure openness and transparency outside of meetings by sharing our comments and queries via the GVO. Where our work as Trustees requires us to meet or hold discussion with

staff for a particular purpose, we will ensure that we record a summary of the discussion, our findings and any outcomes on the Trustee Visit Form and return it to the clerk to be reported back to the Board.

7. Confidentiality

In the course of our role, we are sometimes privy to sensitive information. We will observe confidentiality when discussing this information, and will not publicly disclose:

- Matters that are deemed confidential or concern specific members of staff or pupils, both inside or outside of the Trust
- Details of individual trustees' contributions in meetings or how they may have voted

We will exercise the greatest prudence at all times when discussions regarding academy or Abbey MAT business arise outside a Board of Trustees meeting.

We will ensure all confidential papers are held and disposed of appropriately.

Confidential information will never be:

- Disclosed to anyone without the relevant authority
- Used to humiliate, embarrass or blackmail others
- Used for a purpose other than what it was collected and intended for

Our commitment to confidentiality does not overrule our duty to report child protection concerns to the appropriate channel where we believe a child is at risk of harm.

We will continue to observe confidentiality after we have left office.

Breaches of confidentiality

In the event of a breach of confidentiality, we will inform the chair as soon as possible who will investigate the matter further.

Trustees and committee members understand that if they breach confidentiality, they may be suspended.

8. Data protection

We will follow Abbey MAT's information security processes and measures and data protection policy when using, storing, sharing and disposing of personal data.

Our commitment to data protection does not overrule our duty to report child protection concerns to the appropriate channel where we believe a child is at risk of harm.

Personal data breaches

We will inform Abbey MAT's Data Protection Officer (Kerry Weatherill, Abbey MAT Governance Professional, dpo@abbeytrust.org) immediately if we believe that there has been a personal data breach.

9. Use of the Governors' Virtual Office (GVO)

Our aims in using the GVO:

- To provide a single, secure location where trustees can find all the information they need in their role whenever they want.
- To improve communication and collaboration between meetings
- To reduce the length of meetings, make them more focused, reduce the time spent informing trustees and increase the time available for discussing strategic issues

GVO Structure

Trust Key Documents Area: Abbey MAT resources for trustees and trustees, including meeting schedules, templates, Abbey MAT Articles of Association and Scheme of Delegation.

National Key Documents Area: National resources for trustees and committee members, including statutory guidance affecting academies including the Governors Handbook, Academies Financial Handbook, Keeping Children Safe in Education, etc.

Calendar: Contains details of all governance meetings and events across Abbey MAT.

Abbey MAT Area: information that pertains to the work of the Board of Trustees, including Meeting folders and Tasks folders (details of actions that have been assigned and the steps taken to carry them out)

Where will you find things

Meeting agendas and papers: In the meetings folder of the Abbey MAT folder in the 'meeting pack'. These can also be accessed from the calendar on the relevant date

Reference information: in the relevant library folders

If you can't find something try using the Search function (at top right of the screen)

Our practice in using GVO:

- We will look in GVO at least once per week
- We will respond to Notifications sent from the GVO within 48 hours using the Comment function as appropriate. Notifications will only be used when it is genuinely urgent that a trustee is alerted
- We will express our views using the Comment function when requested

- We will use the Comment function on Calendar entries to indicate whether we will attend an event
- We will never attach trustees' documents to emails and send them outside the security of the GVO
- Meeting Agendas and papers will be available on the GVO at least 7 days before the meeting. Papers will not be tabled at the meeting or communicated by any other means than through the GVO
- Draft minutes of Meetings will be put into the GVO within 14 days of the meeting
- We will review the weekly digest of activity in the GVO and use it to keep themselves up to date with GB activity
- We will familiarise ourselves with the workings of GVO and seek help from the Support desk if and when required
- An introduction to GVO will be included as part of a new trustee's induction.

10. Social media

We will:

- Uphold the reputation of the Abbey MAT at all times
- Maintain a professional presence online and carefully consider how we interact with the Abbey MAT community
- Review privacy settings regularly to make sure we are happy with the information about us that is publicly available
- Report any incidents of harassment we experience, or see towards trustees to the chair of and the CEO

We will **not**:

- Accept friend requests from pupils and not join any private parent groups associated with the Trust
- Disclose any information which is confidential or would breach data protection principles
- Make comments online about any members of the Board of Trustees or Abbey MAT Community
- Post any inappropriate/offensive language, images or comments on social media that may bring us, Abbey MAT, or its academies into disrepute
- Use personal email addresses to discuss Trust matters. This includes discussions about the Trust, its schools and its operations, or any of its pupils, staff, trustees or governors.

Use of personal email addresses

Abbey MAT uses the GVO to manage governor papers and discussion posts. As the GVO is a secure platform, Trustees may choose to use a personal email address to receive notifications from the GVO and to receive and respond to non-confidential email communications from the Trust such as newsletters, meeting or event notifications, and availability requests. Trustees must not use personal email addresses for official Trust business, for discussions about the Trust, its schools and its operations, or any of its pupils, staff, trustees or governors or to share information relating to pupils' personal data, assessment data or sensitive information about members of staff. Where a Trustee needs to use email for any of these purposes because it is unfeasible to use the GVO, a Trust email account must be used. Trust email accounts, which include online access to the Trust's Office 365, can be obtained by contacting the Trust's Governance Professional.

Use of WhatsApp and other social media platforms

Trustees must not use WhatsApp or similar platforms as a method for official governance communications and Trust business as this may have safeguarding, employment law, and data protection implications under the GDPR.

This is because the Trust has no lawful way to gain access to the data or information stored or processed by WhatsApp or similar platforms should they need to.

This is important for cases which may need to include HR investigations, legal action, defence against a legal claim, or instances that require the ability to demonstrate to external agencies that the Trust's records are kept in a managed structure.

Trustees are likely to use WhatsApp and similar platforms on their personal devices for personal communication and of course this is not a problem. However, where Trustees begin to communicate with other trustees and staff members using their personal WhatsApp accounts to share Trust-related information which could include categories of personal data this becomes a risk as the Trust has no control over the sharing of information outside of their formal structures.

Trustees must therefore ensure that they use a GVO discussion post or their Trust email account to conduct Trust business and contact other trustees and staff members about Trust-related issues. This includes discussions about the Trust and its operations, or any of its pupils, staff, trustees or governors. Trustees must never share information relating to pupils' personal data, assessment data or sensitive information about members of staff using personal email addresses or any social media platform, including WhatsApp.

11. Monitoring arrangements

This code of conduct will be reviewed and agreed annually by the Abbey MAT Trustees, upon significant changes to the law, or as needed.

11. Links with other policies

This policy links with Abbey MAT policies on:

- Safeguarding
- Gifts and hospitality
- E-safety
- Data protection

Appendix 1: Breaches of the code of conduct

If we suspect a trustee or committee member has breached the code of conduct, we will follow this procedure:

1. The chair will investigate
2. The chair will hold a meeting with the trustee to discuss the issue. The trustee can bring a friend to the meeting. Another trustee will attend to corroborate any decisions

Should it be the chair that we believe has breached this code, another member of the Board of Trustees such as the vice chair will investigate.

If the situation doesn't improve, or there is another suspected breach, we will take action to improve the issue. This may involve:

- Further meetings with the chair to reset expectations, based on this code of conduct
- Support, mentoring or training for the trustee
- Making sure the trustee withdraws from votes connected to any disputes they have been involved in

If there is no improvement in the trustees' behaviour, the board will vote on a motion to suspend them for up to 6 months. This is a last resort and will not be used without the above steps being taken, except in exceptional circumstances

A Trustee/committee member may be suspended if they:

- Are also an Abbey MAT employee undergoing disciplinary proceedings at Abbey MAT
- Breach confidentiality
- Have acted in a way that is inconsistent with the ethos and/or religious character of Abbey MAT, and has brought, or is likely to bring the school or the Trust into disrepute
- Have acted in a way that is inconsistent with the professional ethos of the Board of Trustees (including failing to undertake training appropriate to the role, whether or not directed to do so by the Abbey MAT Board of Trustees) and has brought, or is likely to bring the Trust, its academies or the office of the trustee into disrepute

'Bringing into disrepute' may include, but is not limited to:

- Speaking out publicly against Abbey MAT or its academies
- Being disrespectful to members of the Abbey MAT community
- Behaving inappropriately in a public forum, such as a PTA meeting or on social media

A trustee may be removed from office where:

- There have been repeated grounds for suspension
- There has been serious misconduct. We will determine what counts as serious misconduct based on the facts of the case, but it will include any actions that compromise the 7 principles of public life, if sufficiently serious
- They display repeated and serious incompetence
- They have engaged in conduct aimed at undermining fundamental British values

- Their actions are significantly detrimental to the effective operation of the Abbey MAT Board of Trustees or their actions interfere with the operational efficiency of its academies