

Code of Conduct for Members, Directors (Trustees) and Local Governors

APPROVED by the Board on 13 December 2017 in accordance with Article 137 (b) of the Articles of Association (2015) for Wellspring Academy Trust

1. INTRODUCTION

- 1.1 This Code is intended as a guide, to indicate the standards of conduct and accountability which are expected of Members, Trustees and Local Governors to enable them to understand their legal and ethical duties and to assist them both in carrying out those duties and in their relationship with Wellspring Local Trust and the Chief Executive Officer. 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 or good practice.
- 1.2 As a public office-holder, Members, Trustees and Local Governors' behaviour and actions must be governed by the principles set out in this Code of Conduct and in accordance with the Seven Principles of Public Life (which have become known as the Nolan Principles), as outlined in section 3 of this Code. It is their responsibility to ensure that they are familiar with, and comply with, all the relevant provisions of the Code.
- 1.3 If a Member, Trustee or Local Governor is in doubt about the provisions of this Code or any documents referenced, the Clerk to the Board should be consulted and, if necessary, professional advice should be obtained. However, ultimate responsibility for the appropriateness of conduct and for any act or omission in that capacity rests with the individual.
- 1.4 This Code applies to every committee, Local Governing Bodies or working party of the Trust. Each Member, Trustee and Local Governor will declare on an annual basis that they are eligible to serve in their respective capacity.
- 1.5 By accepting appointment to the Wellspring Academy Trust, each person agrees to accept the provisions of this Code.

2. INTERPRETATION

In this Code:-

- 2.1 'EFA' means the Education Funding Agency or any successor body;
- 2.2 'DfE' and 'BIS' mean respectively the Department for Education and the Department for Business, Innovation and Skills;
- 2.3 'Trust' and/or 'Company' mean the Wellspring Local Trust;
- 2.4 'Member', 'Director' and 'Local Governor' mean respectively the Members of the Trust, Directors of the Trust, and Local Governing Body members of the Academies;
- 2.5 'Wellspring Local Trust' means the Company established for the purpose of conducting a multi Local Trust in accordance with the Companies Act 2006;

- 2.6 'Chair' and 'Clerk' mean respectively the Chair of the Board of Directors of the Trust and the Clerk to the Board;
- 2.7 'Committee' means the Committees of the Board, including the Local Governing Bodies of the Academies;
- 2.8 All other definitions have the same meanings as given in the Articles of Association;
- 2.9 Words imparting one gender impart any gender.

3 KEY PRINCIPLES OF PUBLIC LIFE

- 3.1 The key principles upon which this Code of Conduct is based are the Seven Principles of Public Life. These are:

Selflessness

You should take decisions solely in terms of the public interest. You should not do so in order to gain financial or other material benefits for yourself, your family or your friends.

Integrity

You should not place yourself under any financial or other obligation to outside individuals or organisations that might, or might be perceived to, influence you in the performance of your official duties.

Objectivity

In carrying out public business, including awarding contracts and recommending individuals for rewards and benefits, you should make choices on merit.

Accountability

You are accountable for your decisions and actions to the public and must submit yourself to whatever scrutiny is appropriate for your office.

Openness

You should be as open as possible about the decisions and actions that you take. You should give reasons for your decisions and restrict information only when the wider public interest clearly demands.

Honesty

You have a duty to declare any private interests relating to your public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.

Leadership

You should promote and support these principles by leadership and example.

- 3.2 These principles should inform the actions and decisions of Members, Trustees and Local Governors in their work with the Trust.

4 AIMS AND VALUES

- 4.1 The Wellspring Academy Trust is committed to being actively involved in the economic, social and cultural development of the communities it serves. The Trust's vision, together with the corporate objectives of the Trust and agreed by the Members and Board of Directors from time to time, seek to encapsulate the core

purposes and aims of the Trust. Trustees should have due regard to these purposes and aims when conducting the business of the company and considering the activities and proposed activities of the Trust.

- 4.2 The Trust is committed to ensuring that it conducts its business in accordance with the highest ethical standards as set out in more detail in this Code.
- 4.3 The Trust recognises its obligations to all those with whom it has dealings, including employees, pupils, suppliers, other educational institutions and the wider community. In particular the Trust is committed to:
- Combating any discrimination within the Trust on the grounds of the characteristics protected by the Equality Act 2010;
 - Engaging with the wider community which the Trust serves in order to understand and meet its needs, in accordance with the Trust's vision.

5 DUTIES

- 5.1 Members, Trustees and Local Governors owe a fiduciary duty to the Trust. This means that they should show it the highest loyalty and act in good faith in its best interests. Each individual should act honestly, diligently and (subject to the provisions appearing in paragraph 11 of this Code relating to collective responsibility), independently. The actions of the Members, Trustees and Local Governors should promote and protect the good reputation of the Trust and the trust and confidence of those with whom it deals.
- 5.2 Decisions taken by Trustees, Members and Local Governors at meetings of the Trust and its committees must not be for any improper purpose or personal motive. Decisions taken must always be for the benefit of the Trust, its pupils and staff and other users of the Trust, and must be taken with a view to safeguarding public funds. Accordingly, Trustees must not be bound in their speaking and voting by mandates given to them by other bodies or persons.
- 5.3 Trustees must observe the provisions of the Memorandum and Articles of Association and in particular the responsibilities given to the Board of Directors under Company and Charity law.
- 5.4 Members, Trustees and Local Governing Bodies should comply with the Memorandum and Articles of Association, Schemes of Delegation and Terms of Reference of the Board's committees to ensure that the Trust conducts itself in a proper, fair, open and transparent manner and only exercises its powers for the purpose for which they are conferred. Trustees should promote the success of the Trust for the benefit of its stakeholders.
- 5.5 Members, Trustees and Local Governing Bodies should also have regard to the different, but complementary, responsibilities given to the Chief Executive Officer of the Trust. It is the Members' function to determine strategic policy and overall direction and to monitor the performance of the Trust. It is the Board of Director's responsibility to monitor the performance of the CEO. It is the CEO's role to implement the Board's decisions, and to manage the Trust's affairs within the budgets and framework fixed by the Board. Board members (Trustees) should work together so that the Board and the Chief Executive perform their respective roles effectively.
- 5.6 Members, Trustees and Local Governors should refer to the Clerk for advice relating to the governance functions and have regard to the Clerk's independent advisory role.

6 STATUTORY ACCOUNTABILITY

- 6.1 Members, Trustees and Local Governors are collectively responsible for observing the duties set out in the Articles of Association, the Trust's Funding Body Agreement and the Academies Financial Handbook.
- 6.2 The Accounting Officer of the Trust is directly responsible and accountable to Parliament for ensuring that the use to which the Trust puts its funds is consistent with the purposes for which the funds were given and comply with the conditions attached to them. He may be required to appear before the Committee of Public Accounts, alongside the EFA's accounting officer, to give an account of the regularity and propriety of all expenditure of its funds and for ensuring value for money by the Trust.
- 6.3 The Board of Directors is accountable to Parliament for ensuring the financial health of the Trust, and to the Courts for ensuring that the Trust is conducted in accordance with Company law and Charity law.

7 SKILL, CARE AND DILIGENCE

- 7.1 Members, Trustees and Local Governors should in all their work for the Trust exercise such skill as they possess and such care and diligence as would be expected from a reasonable person in the circumstances. This will be particularly relevant when they are acting as agents of the Trust; for example, when functions are delegated to a committee of the Board or to the Chair. They should be careful to act within the terms of reference of any committees on which they serve.

8 POWERS

Board members are responsible for taking decisions which are within the powers given to the Trust by company law and through the provisions of the Articles of Association, clauses 4 – 9 (Object). If a Trustee thinks that the Board is likely to exceed its powers by taking a particular decision, he or she should immediately refer the matter to the Clerk for advice.

9 CONFLICTS OF INTEREST

- 9.1 Members, Trustees and Local Governors must ensure that no conflict arises, or could reasonably be perceived to arise, between their public duties and their private interests – financial or otherwise.
- 9.2 They must comply with the Trust's Policy on handling conflicts of interests. As a minimum, these will require them to declare publicly any private interests which may, or may be perceived to, conflict with their public duties. The Policy will also require them to remove themselves from the discussion or determination of matters in which they have a financial interest. In matters in which they have a non-financial interest, you should not participate in the discussion or determination of a matter where the interest might suggest a danger of bias.
- 9.3 Members, Trustees and Local Governors are reminded that under the Articles of Association they must not receive any remuneration for their role, save as the CEO of the Trust and staff members of the Local Governing Bodies, save where this would be permitted under Article 6.7 and 6.8 in accordance with charity law and where necessary with the consent of the Charity Commission.
- 9.4 They are reminded that under the Articles of Association, company law and charity law, they must disclose to the Trust any direct or indirect financial interest they have, or may have, in the supply of work to the Trust or the supply of goods and services for the purposes of the Trust, or in any contract or proposed contract concerning the Trust, or in any other matter relating to the Trust or any other interest of a type specified by the

Trust in any matter relating to it, or any duty which is material and which conflicts or may conflict with the interests of the Trust.

- 9.5 They are responsible for ensuring they are familiar with the Trust's Policy on Conflicts of Interests and that their personal declaration within the Trust's register of members' interests is accurate and up-to-date.
- 9.6 If an interest of any kind (including an interest of a spouse or partner of a Members, Trustees and Local Governor or of a close relative or his/her partner or spouse) is likely or would, if publicly known, be perceived as being likely to interfere with the exercise of their independent judgement, then they must refer to the provisions of the Conflict of Interest Policy.
- 9.7 For the purposes of clause 9.6 "close relative" includes but is not limited to a father, mother, brother, sister, child, grandchild and step-father/mother/ brother/sister/child.
- 9.8 The Clerk will maintain a Register of Interests which will be open for public inspection. Members, Trustees and Local Governors must disclose routinely all business interests, financial or otherwise, which they may have, and the Clerk will enter such interests on the Register. They must give sufficient details to allow the nature of the interests to be understood by enquirers and should inform the Clerk whenever their circumstances change and interests are acquired or lost. In deciding whether an interest should be disclosed, they should have regard to the meaning given to "interest" in paragraphs 9.6 and 9.7 of this Code.

10 GIFTS AND HOSPITALITY

- 10.1 Members, Trustees and Local Governors may not accept gifts, hospitality or benefits of any kind from a third party which might be in breach of the Bribery Act 2010 and the Trust's Anti-Bribery Policy or be seen to compromise their personal judgement or integrity. Any offer or receipt of such gifts, hospitality or benefits should immediately be reported to the Clerk.
- 10.2 They must never canvass or seek gifts or hospitality.
- 10.3 They should inform the Clerk to the Board of any offer of gifts or hospitality and ensure that, where a gift or hospitality is accepted, this is recorded in a public register in line with the Trust's policy.
- 10.4 They are responsible for their decisions on the acceptance of gifts or hospitality and for ensuring that any gifts or hospitality accepted can stand up to public scrutiny and do not bring the Trust into disrepute.

11 COLLECTIVE RESPONSIBILITY

- 11.1 The Wellspring Academy Trust operates by taking majority decisions in a corporate manner at quorate meetings. Therefore, a decision of the Members, Board of Directors or Local Governors, even when it is not unanimous, is a decision taken by the that body collectively and each individual member has a duty to stand by it, whether or not he or she was present at the meeting when the decision was taken. Members, Trustees and Governing Body members should respect the principle of collective decision-making and corporate responsibility.
- 11.2 They should not use, or attempt to use, the opportunity of public service to promote their personal interests or those of any connected person, firm, business or other organisation.
- 11.3 If they disagree with a decision taken by the Board, their first duty is to have any disagreement discussed and recorded in Minutes. If the person strongly disagrees, he or she should consult the Chair and, if necessary, raise the matter with the Board of Directors when it next meets. If no meeting is scheduled, the Articles of

Association (clause 110) make provision for a meeting to be called by any three Directors, by giving notice in writing to the Clerk. Trustees shall then be given notice in writing by the Clerk, together with an Agenda, at least 7 clear days prior to the meeting.

12 OPENNESS AND CONFIDENTIALITY

- 12.1 The requirements of the Companies Act and the Charities Act emphasise the need for public accountability. The importance of conducting business openly and transparently is paramount. Accordingly, agendas, minutes and other papers relating to meetings of the Trust are normally available for public inspection once approved for publication by the Chair (Article 124).
- 12.2 There will be occasions when the record of discussions and decisions will not be made available for public inspection (Article 125); for example, when the Board considers sensitive issues or named individuals and for other good reasons. Such excluded items will be kept in a confidential file by the Clerk, and will be circulated in confidence to Trustees.
- 12.3 Some confidential items are likely to be of a sensitive nature for a certain period of time only (for example information relating to a proposed commercial transaction or collaboration with another institution). The Board should specify how long such items should be treated as confidential or, if this is not possible, such items should be regularly reviewed to consider whether the confidential status should be removed or whether the public interest in disclosure outweighs that confidential status and the item made available for public inspection. When considering such issues the Trust Board must also consider the requirements of the Freedom of Information Act 2000.
- 12.4 It is important that the Trust and its committees (including Local Governing Bodies) have full and frank discussions in order to take decisions collectively. To do so, there must be trust between those with a shared corporate responsibility for decisions. They should keep confidential any matter which, by reason of its nature, the Chair or members of any committee of the Board are satisfied should be dealt with on a confidential basis.
- 12.5 Members, Trustees and Local Governors should not make statements to the press or media or at any public meeting relating to the proceedings of the Trust or its committees without first having obtained the approval of the Chair or, in his or her absence, the Vice Chair. It is unethical for them to publicly criticise, canvass or reveal the views of others which have been expressed at meetings of the Trust or its committees.
- 12.6 The Trust must investigate all allegations of irregularity (unlawful or unethical) conduct, financial malpractice, equality and diversity issues and health and safety risks to staff, pupils or the public.

13 ATTENDANCE AT MEETINGS

- 13.1 A high level of attendance at meetings of Members, the Board and Local Governing Bodies is expected so that members can perform their functions properly.

14 TRAINING AND DEVELOPMENT

- 14.1 The Trust shall seek to ensure that all Trustees and Local Governors are appointed on merit in accordance with an open selection procedure determined by the Board and carried out by the Governance & Search Committee and are drawn widely from the communities that the Trust works with and serves, so as to be representative of those communities. The Board should have regard to the provisions relating to the membership of the Board in the Articles of Association, the need to combat discrimination and to promote equality, and the need to make available a range of necessary skills and experience to ensure that the Board carries out its functions effectively.

- 14.2 Trustees and Governing Body members must obtain a thorough grounding in their duties and responsibilities by participating in training and ongoing development from time to time, including training which may relate to their specific role, eg, as a Safeguarding Link Governor. All new Wellspring Governors are required to undertake induction training and Chairs are required to undertake Chairs' training.
- 14.3 In order to promote effective governance, the Board and Governing Bodies should carry out an annual review of their performance as part of a continuing and critical process of self-evaluation.