



Governance Code of Conduct
for members/trustees/governors

THE
COMPASS
PARTNERSHIP OF SCHOOLS

1. Introduction

It is essential that those responsible for the governance of schools/trusts are aware of their legal duties as a trustee under charity law, as a director under company law, and as a governor under education legislation.

The information in this document draws upon and expands the principles highlighted in *Good governance: A code for the voluntary and community sector*¹.

2. Overall purpose

The purpose of the Governance Code of Conduct is to provide trustees/members/governors with clear guidelines as to their standard of behaviour, responsibilities, and good practice in fulfilling their obligations to the Trust they represent.

This guidance note should be read in conjunction with the Conflict of Interest policy and the Trust's Articles of Association. For further information on the legal responsibilities of a charity trustee, please refer to *The Essential Trustee: What you need to know* published by the Charity Commission.

This Code of Conduct provides trustees/ members/governors with guidelines as to the standards and behaviours that the Compass Partnership of Schools expects from their Board of Trustees and local governing bodies (both individually and collectively,) when acting on behalf of, or representing the Trust and its academies.

This Code of Conduct should be read in conjunction with:

- the Scheme of Delegation
- the articles of association
- the Trust's policy and procedures covering conflicts of interest, anti-fraud, corruption and bribery, gifts and hospitality
- the trust's ethos, mission, vision and values

For staff governors, due consideration should also be given to the standards detailed in their contract of employment and the Trust should remain alert to the requirements of each position the individual occupies.

Why we have a code of conduct

The Compass Partnership of Schools Board of Trustees has ultimate responsibility for all actions carried out by staff and committees throughout the Trust. This responsibility includes the stewardship of charitable resources, public funds and the delivery of continuous improvement in education.

The Board of Trustees is therefore determined to ensure the Trust inspires confidence and trust among its pupils, parents, staff, members, partners, supporters, funders,

¹ www.governancecode.org

suppliers and the wider public, by demonstrating integrity, and avoiding any potential or real situations of undue bias or influence in the decision making of the Trust and in dealings with staff, pupils, parents and volunteers.

The articles of association of The Compass Partnership of Schools make provision for the appointment/election of trustees/members/governors, practice and procedure of decision making, tenure of office and ultimately the removal of trustees/members/governors. This Code of Conduct complements the Trust's articles of association.

Role & Responsibilities

Trustees/governors/members:

- understand the purpose of the governing body/board and its strategic role
- understand how the role of the governing body/board differs from and works with others including the headteacher/Trust Leader and where appropriate, executive leaders, the board and trust committees
- accept that they have no legal authority to act individually, except when the board has given us delegated authority to do so, and therefore we will only speak on behalf of the governing board when they have been specifically authorised to do so
- accept collective responsibility for all decisions made by the governing body/board or its delegated agents. This means that they will not speak against majority decisions outside the governing body/board meetings
- have a duty to act fairly and without prejudice, and in so far as they have responsibility for staff, will fulfil all that is expected of a good employer
- will encourage open governance and will act appropriately
- will consider carefully how their decisions may affect the community and other schools
- will always be mindful of their responsibility to maintain and develop the ethos and reputation of the school/trust. Actions within the school and the local community will reflect this.
- in making or responding to criticism or complaints, will follow the procedures established by the governing body/board
- will actively support and challenge the trust leader/executive leader/headteacher
- will accept and respect the difference in roles between the board/governing body and staff, ensuring that they work collectively for the benefit of the organisation
- will 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

- agree to adhere to the school's rules and policies and the procedures of the governing body/board as set out by the relevant governing documents and law
- when formally speaking or writing in their governing role, will ensure their comments reflect current organisational policy even if they might be different to personal views
- when communicating in their private capacity (including on social media,) will be mindful of and strive to uphold the reputation of the organisation
- will avoid, as far as possible, becoming involved in any communication which may lead to a conflict of interest with the role of the governing body/board.

Relationships

Trustees/members/governors will:

- strive to work as a team in which constructive working relationships are actively promoted.
- express views openly, courteously and respectfully in all communications with other trustees/members/governors, the clerk to the governing board and school staff both in and outside of meetings
- support the chair in their role of ensuring appropriate conduct both at meetings and at all times
- 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
- be prepared to answer queries from other local governing body/board members in relation to delegated functions and take into account any concerns expressed, and will acknowledge the time, effort and skills that have been committed to the delegated function by those involved
- seek to develop effective working relationships with the executive leaders, staff and parents, the trust, the local authority and other relevant agencies and the community.

Commitment

Trustees/members/governors:

- acknowledge that accepting office as a governor/trustee/member involves the commitment of significant amounts of time and energy
- will involve themselves actively in the work of the governing body/trust board, and accept their fair share of responsibilities, including service on committees or working groups
- will make full efforts to attend all meetings and where this is not possible, explain in advance why they are unable to do so

- will get to know the school/s well and respond to opportunities to involve themselves in school activities
- will visit the school/s, with all visits arranged in advance with the executive leader/headteacher and undertake them within the framework established by the governing body/trust board.
- when visiting the school in a personal capacity (i.e. as a parent or carer), will maintain their underlying responsibility as a governor/trustee/member
- will consider seriously their individual and collective needs for induction, training and development, and will undertake relevant training
- accept that in the interests of open governance, their full names, date of appointment, terms of office, roles on the governing body/board, attendance records, relevant business and pecuniary interests, category of governor and the body responsible for appointment, will be published on the school/trust's website
- in the interests of transparency, accept that information relating to governors/trustees/members will be collected and logged on the DfE's national database of governors (Get information about schools).

Appointment and tenure

The board of trustees/ local governing body comprises appointed/elected/ co-opted/nominated individuals. The term of office for individual trustees/governors is four years, after which period the trustees/ members/governors may be able to stand for re-election/re-appointment to a limit of nine years/with a break of one year between the final third term of office. A trustee/director/governor must not be disqualified from acting as such and must be a member of the school in order to stand for election or appointment.

The Board of Trustees/members/local governing body should represent the interests of all the Trust's/school's pupils and wider stakeholders. The trustee/director/governor owes their duty to the Trust/school and not to any individual or organisation that appointed them.

Induction and training

In order for trustees/ members/governors to be effective in performing their legal duties and responsibilities, it is essential that individual trustees/ members/governors, and the governing body/ trust board as a whole, are aware of the nature of the work of the Trust and its operating environment, including the roles of senior leadership team(s), teachers, other staff and volunteers. In order to prepare and support trustees/members/governors, the Compass Partnership of Schools will provide a comprehensive induction and ongoing development opportunities. Individual trustees/members/ governors are invited to speak to the Chair of Trustees about any further information or training needs they may have.

Trustees/members/governors are expected to attend induction and training programmes, given reasonable notice, in line with any individual or collective requirements identified by the trustee/director/governor or Chair.

The Compass Partnership of Schools operates a buddying/mentoring system whereby existing trustees/ members/governors are paired with newly appointed/elected/co-opted trustees/members/ governors to develop a swift understanding of the more informal aspects of the work of the Board of Trustees/local governing body. Further information on the buddying/mentoring system will be provided as part of the induction process.

The Board of Trustees/members/local governing body collectively and/or individually is expected to undertake a performance appraisal exercise to assess the skill set and competencies available to the Trust, in line with the Ofsted Handbook, and to identify areas for future development and training. This process will be led by the Chair of Trustees.

Role and function of trustees/members/governors

The Trust will provide trustees/members/governors with guidance outlining their specific role and responsibilities. In fulfilling their general roles and responsibilities individual trustees/members/governors must:

- adhere to the Trust's rules and policies, including the articles of association, scheme of delegation, any standing orders and byelaws, and support its charitable objects
- act in the best interests of the Trust and schools at all times, taking professional advice where necessary
- contribute to the work of the local governing body/board of trustees/members in order for it to fulfil its role and functions as defined in the articles of association, the Department for Education master and supplemental funding agreements, and legislation
- recognise that their role is a collective one and that any task or function delegated to an individual trustee/director/governor or committee does not relieve the other trustees/members/governors of the responsibility for that task or function
- support and assist the Trust Leader/headteacher(s).

Conflicts of interest

The local governing body/board of trustees/members has a legal obligation to act in the best interests of the Compass Partnership of Schools, and in accordance with the articles of association, and to avoid situations where there may be a potential, real or perceived, conflict of interest.

Trustees/members/governors should not exert any influence to obtain any preferential treatment for themselves or their family, or other connected persons or organisations (please refer to the Conflict of Interest policy).

Trustees/members/governors should be aware of, and act in accordance with, the Trust's policy and procedures on identifying and managing conflicts of interest.

Upon appointment, and at least annually, trustees/members/governors are required to complete a declaration of interest form. This document must also be updated whenever a material change occurs. A register of interests will be maintained by the Clerk, and will be made available to the public, via the school and Trust websites, in line with the Conflict of Interest policy.

Trustees/members/governors must declare any conflict of interest at the start of a meeting, should the situation arise. If any such conflicted matter arises in the course of a meeting, trustees/members/governors will offer to leave the meeting for the appropriate length of time.

Failure by a trustee/director/governor to declare an interest, real or perceived, could result in the complaints process being instigated by the Trust. Depending on the circumstances and severity of the conflict, this may result in the trustee/director/governor being removed from office, in accordance with the Trust's articles of association.

Standards of conduct

Trustees/members/governors are required to adhere to the highest standards of conduct in the performance of their duties. This Code of Conduct respects and endorses the seven principles of public life promulgated by the Nolan Committee and all trustees/members/ governors are expected to perform their duties in accordance with them. The seven principles are:

- **Selflessness** - Holders of public office should act solely in terms of the public interest.
- **Integrity** - Holders of public office must avoid placing themselves under any obligation to people or organisations that might try inappropriately to influence them in their work. They should not act or take decisions in order to gain financial or other material benefits for themselves, their family, or their friends. They must declare and resolve any interests and relationships.
- **Objectivity** - Holders of public office must act and take decisions impartially, fairly and on merit, using the best evidence and without discrimination or bias.
- **Accountability** - Holders of public office are accountable to the public for their decisions and actions and must submit themselves to the scrutiny necessary to ensure this.
- **Openness** - Holders of public office should act and take decisions in an open and transparent manner. Information should not be withheld from the public unless there are clear and lawful reasons for so doing.
- **Honesty** – Holders of public office should be truthful
- **Leadership** – Holders of public office should exhibit these principles in their own behaviour. They should actively promote and robustly support the principles and be willing to challenge poor behaviour wherever it occurs.

In addition, the Trust requires trustees/members/governors to perform their duties in accordance with the vision, mission and values of the organisation.

Trustees/members/governors are encouraged to:

- value fellow trustees/members/governors, even when there are differences in opinion
- adhere to the Trust's meeting etiquette
- treat the Trust's senior leadership teams, other employees and fellow governors and board members with respect and in accordance with the Trust's policies
- be mindful of conduct which could be deemed to be unfair or discriminatory
- conduct themselves in a manner which reflects positively on the Trust when attending external meetings or any other events.

All trustees/members/governors are expected to understand, agree and promote the Trust's equal opportunities policy in every area of their work. The Board/governing body's activities should not prejudice any part of the community on the grounds of age, disability, gender, gender reassignment, pregnancy and maternity, race, nationality, religion or belief, or sexual orientation. Any actual or perceived prejudicial action, views or comments shall be investigated and dealt with in line with the Complaints policy and could result in the trustee/director/governor being removed from office.

Stakeholder engagement

Trustees/members/governors are accountable to a range of interested parties for their actions, hence decision making and governance issues should be as transparent as possible, except for when confidentiality is required or there is likely to be a breach of the Trust's data protection policy.

Trustees/members/governors are accountable to the membership. In order to demonstrate their accountability to the Trust's wider community and regulators (the Department for Education,) trustees/members/governors are encouraged to attend events and provide opportunities to meet, talk and listen to the members/parents/pupils/partner organisations they represent and the public, in order to best understand their views and concerns.

Trustees/members/governors should be fully aware of their representative functions and should not become personally involved in those operational matters that should rightly be handled by the appropriate member of staff or other designated person as detailed in the Trust's policy. Trustees/members/governors are advised to act as a conduit for forwarding pupil, parent and public comments and concerns to the appropriate senior leadership team member, when presented with a complaint from a pupil, parent, member, staff member or the general public, except where separate whistleblowing procedures are a more appropriate avenue for dealing with the complaint.

Visiting the schools

In fulfilling their core duties and responsibilities, trustees/members/governors will be expected to visit school sites. For activities other than attending governing body/board or committee meetings or events organised by the school, trustees/members/governors are requested to follow the procedure below:

- for group visits, arrangements will be discussed and agreed in liaison with appropriate members of the school's senior leadership team
- for individual visits, the trustee/director/governor should speak directly to the school's headteacher.

The schools will make every effort to accommodate the request of the trustee/director/governor, but may not always be able to agree to specific dates, times or site visits.

Personal visits to the school, or volunteer activity or participation in fundraising events that are not related to the trustee/director/governor's role are not covered by this procedure but trustees/members/governors must abide by the rules of the event.

Expenses

The position of trustee/member/governor is unremunerated. The Compass Partnership of Schools will not pay trustees/members/governors for loss of earnings for attending meetings or fulfilling their core duties but will reimburse their reasonable out of pocket expenses actually and necessarily incurred in the performance of their obligations. In each case a claim for expenses must be supported by a receipt evidencing payment and the prior approval of the Trust Leader/Chair of Trustees must be obtained for an expense exceeding £25 in value. Receipts, accompanied by the Trust expenses form, must be submitted within a month from the date at which the costs were incurred. When travel is by train, it must be standard class and buses should be used as opposed to taxis where this is practical.

Further information about expenses can be gained by speaking directly to the Trust Director of Finance and Capital Assets.

Trustees/members/governors must not receive any financial or non-financial benefit that is not explicitly authorised by the articles of association or the Charity Commission.

Meetings

Trustees/members/governors have a responsibility to attend meetings of the Board/governing body. When this is not possible they should submit an apology to the Chair in advance of the meeting. Trustees/members/governors are expected to attend for the duration of each meeting.

Absence from the governing body/board of trustees/members meetings without good reason established to the satisfaction of the board could result in the individual being removed from office, in accordance with the articles of association.

Non-attendance of **four** consecutive governing body/board meetings will result in the trustee/ governor being deemed to have resigned their position, unless the grounds for absence are regarded as satisfactory by the Board. An appeals process is available for those trustees/members/governors wishing to present a case against their removal.

If a trustee/ governor wants to submit an item for inclusion in the board's agenda, they should forward their request to the Clerk at least **7** working days before the meeting. Late items of an urgent nature may be added to the list of any other business, at the discretion of the Chair, in discussion with the Clerk.

Meetings of the governing body/Board shall be held in private, and in accordance with the Trust's meeting etiquette. The governing body/board of trustees/ members may decide to invite named staff and other individuals to all or part of a meeting to discuss a particular item. Due consideration will be given to the handling of any confidential or sensitive items. Such invitations will be agreed by the Chair, in liaison with the Trust Leader/headteacher, and facilitated by the Clerk.

Mediation

A mediation process is available to the Board/governing body, and individual trustees/ members/governors, for use when there has been a breakdown of communication or trust between the board and the school's senior leaders. Further information should be requested from the Chair or Clerk.

Before the mediation process is instigated, the Chair/Vice Chair and complainant should have met in an attempt to resolve the matter.

Confidentiality

All trustees/members/governors are required to respect the confidentiality of the information they are exposed to as a result of their membership of the board of trustees/ members/governors. All trustees/members/governors, when dealing with difficult and confidential issues, are required to act with discretion and care in the performance of their role.

Trustees/members/governors will observe complete confidentiality when matters are deemed confidential or where they concern specific members of staff or pupils, both inside or outside school. They will exercise the greatest prudence at all times when discussions regarding school/trust business arise outside a governing board meeting. Trustees/members/governors will not reveal the details of any governing body/board vote. They will ensure all confidential papers are held and disposed of appropriately.

Trustees/members/governors should only speak to the media with the express permission of the Chair/Trust Leader. In situations concerning potential whistleblowing matters, trustees/members/governors are encouraged to adhere to the Trust's Whistleblowing policy.

Any allegations of breaches of confidentiality will be investigated under the Complaints policy and could result in the removal of any trustee/member/governor involved in such a breach, in accordance with the articles of association.

Ceasing to be a trustee/ governor

Trustees/members/governors must continue to comply with the qualifications required to hold a trustee/member/governor position throughout their period of tenure, as defined in the willingness to serve declaration. Any changes that would render the individual ineligible to serve must be forwarded to the Clerk.

As stated previously, failure to attend **four** consecutive meetings will result in the trustee/governor being deemed to have resigned their position unless the grounds for absence are deemed to be satisfactory by the Board/governing body. An appeals process is available for trustees/ governors wishing to challenge such decisions.

Trustees/ governors may resign their office ahead of their four-year tenure by writing to the Chair. Depending on the reasons and circumstances of the resignation, the Chair, after consulting the Clerk, may decide to formally record those particulars in the minutes of the next board/local governing body meeting.

The confidentiality requirements referred to above continue to apply after the trustee/director/governor leaves office.

Code non-compliance

In addition to this Code of Conduct, a Complaints policy operates to cover allegations made against trustees/members/governors that appear to breach the spirit of the Code or specific conditions of service. Ideally any penalties for non-compliance would never need to be applied.

Non-compliance with the Code of Conduct may result in action being taken as follows:

- Where misconduct takes place, the Chair/Vice Chair may be authorised to take such action as may be immediately required, including the exclusion of the person concerned from a meeting.
- Where such misconduct is alleged, it shall be open to the governing body/board to decide, by simple majority of those in attendance, to lay a formal charge of misconduct. In such instances it will be the responsibility of the governing body/board to:
 - inform the trustee/director/governor in writing of the nature of the allegation of the breach, detailing the specific action or behaviour considered to be detrimental to the school, and inviting and considering their response within a defined timescale
 - inviting the trustee/director/governor to address the governing body/board in person if the matter cannot be resolved satisfactorily through correspondence

- deciding, by simple majority of those present and voting, whether to uphold the charge of the breach and conduct detrimental to the school
 - impose such sanctions as shall be deemed appropriate. Sanctions will range from the issuing of a written warning as to the trustee/director/governor's future conduct and consequences, and the removal of the individual from office.
 - Should it be the chair that it is believed has breached this code, another governing body/board member, such as the vice chair, will investigate.
- Where the Board/governing body cannot agree on a course of action in a situation that is deemed detrimental to the Board/school, the Trust/school has the power to remove the trustee/director/governor.

Further information regarding any aspects of this Code of Conduct can be requested from the Director of Operations and Partnerships.

Signed:

Name:

Position: Governor/Trustee (delete as appropriate) of _____
(insert school name/Compass as applicable)

Date:

Annex 1:

Compass Governor / Trustee / Member Expenses Claim Form

Name	
Position	
Address	
Post Code	

I claim the total sum of £..... for expenses as detailed below. I have attached relevant receipts to support my claim.
I understand that any claims over £25.00 will require prior approval from Trust Leader / Chair of Trustees in advance and attach supporting permission as evidence.

	£
Travel to meetings/training courses	
Travel/subsistence to national meetings or training events	
Other (please specify)	
TOTAL EXPENSES CLAIMED	

Confirmation expenses claimed within month incurred

Signed Date

Certified by Date
(Trust Leader / Chair of Trustees)

Monitoring, evaluation and review

The Board of Trustees will assess the implementation and effectiveness of this policy. The policy will be promoted and implemented throughout the Trust.

This Policy will be reviewed by the Board of Trustees on a 3-yearly cycle and must be signed by the Chair of the Board of Trustees and Trust Leader.

Adherence to the policy will be monitored by the school's local governing body.

Policy reviewed:	Autumn 2019
Other related Policies and documents:	Articles of Association Academies Financial Handbook Complaints policy Code of Governance Scheme of Delegation Whistleblowing policy
Next Review:	Autumn 2022
Signature of Chair of the Board of Trustees:	Signature of Trust Leader: