

Directors' Code of Conduct

Hamwic Education Trust (the "Trust")

1 Introduction

This code of practice is designed to set out the conduct required of Directors in order to ensure the highest standards of integrity and stewardship.

2 General responsibilities

The Board of the Trust must at all times:

- observe the highest standards of impartiality, integrity and objectivity in relation to the governance of the Trust;
- be accountable to its stakeholders and regulatory bodies for its activities;
- engage in a partnership with the Trust executive (the "**Executive**").

3 Expectations of the Trust's Directors

All Directors are required to:

- follow the Seven Principles of Public Life set out by the Committee on Standards in Public Life (referred to as "**the Nolan Principles**" and set out in Annex 1);
- comply with:
 - the Articles of Association (the **Articles**);
 - relevant terms of reference;
 - this code of practice;
 - the scheme of delegation to the executive;
 - the conflicts of interest policy; and
 - the funding agreement with the Secretary of State (including the Academies Financial Handbook).
- ensure they understand their duties, rights and responsibilities, and that they are familiar with the function and role of the Trust;
- not misuse information gained in the course of their Directorship for personal gain, nor seek to use the opportunity of service to promote their private interests or those of connected persons, firms, businesses or other organisations;
- deliver and uphold the values of the Trust;
- protect the community ethos of each Partnership Board and the Academies within;
- protect and preserve each Academy so that it can develop within the Trust;
- respect the character, ethos and values of each Academy; and
- participate actively in the induction process and any relevant training.

Directors should listen to the view of other Directors, staff, volunteers or external advisers respectfully, taking cognisance of differences of opinion. Directors should not cause offence to others or undermine the standing of their colleagues as a member of the Board of Directors.

4 Conducting Directors' business

The Directors are required to:

- act together and in person and not delegate responsibility of the Trust to others;
- act strictly in accordance with the Articles;
- act in the Trust's interests only and without regard to their own private interests;
- manage the Trust's affairs prudently;
- not take personal benefit from the Trust unless expressly authorised by the Articles or the Charity Commission; and
- take proper professional advice on matters on which they are not themselves competent.

The Directors should also hold the Executive to account. They should offer support, constructive advice, be a sounding board for ideas, a second opinion on proposals and help where needed, but will also challenge, ask questions, seek information and improve proposals where appropriate and at all times act in the best interests of the Trust.

5 Board papers

While the Board aims to conduct its business openly, it is inevitable that some matters must be confidential either for a time or always.

All matters discussed at board meetings (save for items which are clearly neither confidential nor of a sensitive nature either legally, commercially, financially or personally) should be treated as strictly confidential and should not be discussed with anyone other than those present at the meeting when the matter in question was discussed unless authorised by the board to do so. If in any doubt, Directors should contact the Chair.

6 Board meetings

Open discussion and debate is actively encouraged, in which every spectrum of objective opinion is welcomed.

As Directors must act with probity, the Board should take and consider professional advice from internal and / or from external advisers in all decision-making.

Where consensus is not achieved, decisions will be taken during board meetings by calling for a vote by those present. Directors who abstain on, or vote against, any motion may request an appropriate note be made in the minutes.

The Board must be accountable but delegate authority on various matters on which it is entitled to full reports as necessary.

7 Outside board meetings

Directors should exercise restraint outside a meeting in relation to particular comments made within the Board meeting by individual members. Directors must accept that it is inappropriate for any private or public references to "who said what", except in dialogue with other Directors.

Directors should only use appropriate means of communication and refrain from discussion or comment on social media.

Directors should accept the need for care and restraint, honouring the spirit as well as the letter of the code of practice, when talking about board matters in any other forum.

8 Disagreements

Where a Director has a disagreement on any matter, he or she should raise the matter informally with the Chair or through the normal procedures at a board meeting.

If not resolved, a Director may request the matter be taken further by the chair.

If a satisfactory conclusion is not reached, the board may recommend the appointment of an independent mediator.

9 The Executive and the wider staff

Staff and Directors are expected to deal with each other with respect and courtesy.

Directors must ensure there is a clear understanding of the scope of authority delegated to the Chief Executive Officer.

Having given the Chief Executive Officer delegated authority, Directors should be careful, individually and collectively, not to undermine that authority either by word or action.

Directors delegate the management of the Trust to the Chief Executive Officer, which includes the management of staff.

If a Director has concerns relating to the performance of a member of staff, he or she should contact the chair, who will take up the matter with the Chief Executive Officer.

Annex 1 the Seven Principles of Public Life set out by the Committee on Standards in Public Life ("the Nolan Principles")

1 Selflessness

Holders of public office should act solely in terms of the public interest.

2 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.

3 Objectivity

Holders of public office must act and take decisions impartially, fairly and on merit, using the best evidence and without discrimination or bias.

4 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.

5 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.

6 Honesty

Holders of public office should be truthful.

7 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.