

## Members' code of practice

---

### Hamwic Education Trust (the "Trust")

#### 1 Introduction

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

#### 2 General responsibilities

The Members 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 Board of Directors (the "Board").

#### 3 Expectations of the Trust's Members

All Members 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 Membership 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.

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

#### **4 Conducting Member' business**

The Members are required to:

- act together and in person and not delegate their 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 Members should also hold the Board 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 Members papers**

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

All matters discussed at Members 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, Members should contact the Chair.

#### **6 Members meetings**

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

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

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

#### **7 Outside Members meetings**

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

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

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

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

## **9 The Executive and the wider staff**

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

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

Members should be careful, individually and collectively, not to undermine the authority of the Board or the Chief Executive Officer either by word or action.

## **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.