



Trustee Code of Conduct and Visit Protocol

September 2022

(This document replaces the Director Code of Practice 2021 and Terms of Reference 2019)

Code of Conduct

1. Introduction

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

2. General responsibilities

The Board of the Trust must always:

- 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 Trustees

All Trustees 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 (include the Academy Trust 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 role as a Trustee 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 organisation;
- Deliver and uphold the values of the Trust;
- Protect the community ethos of each Partnership and the Academies within;
- Protect and preserve each Academy so that it can develop with the Trust;
- Respect the character, ethos and values of each Academy; and



- Participate actively in the induction process and any relevant training.

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

4. Conducting Trustees' Business

The Trustees 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 Trustees 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, see 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, Trustees should contact the Chair.

6. Board Meetings

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

As Trustees 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. Trustees 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

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

Trustees 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 Trustee 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 Trustee 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 Trustees are expected to deal with each other with respect and courtesy.

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

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

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

If a Trustee 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.



Trustee Visit Protocol

The relationship between Hamwic Education Trust Board members and staff should always be one of positive mutual respect. All parties are engaged in establishing and maintaining the best education provision and outcomes for the students that attend our schools.

In order to fulfil their role in supporting and challenging school leaders to achieve effective and sustainable school improvement it is in everyone's best interest that board members take the opportunity to visit some of our schools during operational hours. These activities will help to inform perspective on; staff and student attitudes, the learning environment, relationships and the impact of trust and school initiatives.

Points to remember:

- Visits should be undertaken as part of a strategic programme to:
 - Improve board members knowledge of the school, its staff, needs, priorities, strengths and weaknesses
 - monitor and assess the impact of the trust on school improvement
 - assist the board in fulfilling its statutory duties.
- Before visiting the school the board members should:
 - request a visit to the school and seek agreement regarding the arrangements and focus
 - on arrival - ensure that they are familiar with safeguarding requirements and health and safety procedures including what to do in the event of a fire.
- After visiting the school the board member(s) should (*as appropriate*):
 - report back to the board as appropriate
 - provide any constructive feedback as appropriate.

It is important that board members remember the purpose of visits is not to assess the quality of teaching provision or to pursue issues that relate to the day-to-day management of the school but to gain an oversight of how the school operates and the prevailing ethos.

School staff will appreciate the time board members voluntarily give to support schools and the community they serve and should welcome visitors who are there to support, encourage and engage in the pursuit of school improvement.



Board Member School Visit Record

Name of board member:	Date of visit:
Purpose of visit:	
Reference to Trust/School improvement initiative:	
Structure/organisation of visit (e.g. tour of school, visit to particular class/discussion/interview with leader etc.)	
Observations/points of interest:	
Summary of feedback for board meeting:	
Any follow up action for board members or staff:	
Any other points:	