

## **Code of Conduct for Trustees/Trust Associates 2023/24**

### **The trust's core values which we commit to uphold and promote are:**

- An expectation of the highest possible standards of ethical behaviour
- An appreciation of the importance of localism, partnership and collaboration
- A determination to being fully inclusive
- A constant striving for excellence
- A commitment to the wellbeing of every member of its community of learners, staff and volunteers

### **The trust board has the following core strategic functions which we commit to deliver:**

#### **Establishing the strategic direction, by:**

- Setting and ensuring clarity of the vision, values, and objectives for the trust and its schools
- Agreeing the school improvement strategy with priorities and targets
- Meeting statutory duties

#### **Ensuring accountability, by:**

- Appointing senior and executive leaders (in accordance with the scheme(s) of delegation)
- Monitoring the educational performance of its schools and their progress towards targets
- Conducting performance management of senior and executive leaders (in accordance with the scheme(s) of delegation)
- Engaging with stakeholders
- Contributing to school self-evaluation

#### **Ensuring financial performance, by:**

- Setting the budget
- Monitoring spending against the budget
- Ensuring money is well spent and value for money is obtained
- Ensuring risks to the organisation are managed

The trust board may choose to delegate responsibilities to committees in line with the prevailing scheme of delegation. The trust board may choose to supplement its numbers by appointing trust associates to work alongside trustees on those committees. While trust associates will not have the same responsibilities as trustees they are expected to conduct themselves according to the same code of conduct.

### **As trustees/trust associates we individually agree to the following:**

#### **Maintain standards of behaviour**

- We will at all times expect the highest ethical standards of ourselves and all others engaged in the governance and leadership of the trust and its schools, in line with the Framework for Ethical

Leadership in Education (Annex A) which includes the Seven Principles of Public Life (“The Nolan Principles”).

- We will at all times operate in ways that are consistent with and which help to promote the trust’s values (above).
- We will not undermine fundamental British values, including democracy, the rule of law, individual liberty and mutual respect, and tolerance of those with different faiths and beliefs.
- We will always be mindful of our responsibility to maintain and develop the ethos and reputation of the trust and its school. We will maintain public confidence in our ability to govern and accept that we are therefore expected to adopt high standards of conduct in our personal life (including online) and avoid actions or behaviour which would compromise our position or bring the trust/its schools into disrepute.
- Should decisions or actions conflict with the Nolan Principles or may place children at risk, we will speak up and challenge this and if necessary bring this to the attention of the relevant authorities.

### **Fulfil our role and responsibilities**

- Trustees: we understand and will fulfil the responsibilities of trustees as directors under company law and as trustees under charity law.
- We will fulfil our responsibilities as a good employer, acting fairly and without prejudice.
- We will have regard to our responsibilities under the Equality Act 2010, will work to advance equality of opportunity for all and will promote equity, diversity and inclusion throughout our organisation;
- We promise to be the guardian of the charitable ‘object’ (the purpose) of the trust – to advance education in the public interest.
- We will operate and make decisions in the best interests of pupils, informed by the views and needs of our key stakeholders (pupils, parents, staff and local communities). We will consider carefully how our decisions may affect the community and other schools.
- We understand the purpose of the board, its committees and the role of the trust’s headteachers/head of school and Executive Director: we will actively support and challenge them, holding them to account constructively and respectfully. We accept that our role is strategic and will focus on our core functions rather than involve ourselves in the day to day operational management of the trust and its schools.
- We agree to adhere to trust policies and procedures (including when making or responding to complaints affecting the trust and/or its schools). We will comply with relevant guidance and legislation, and our funding agreement, which sets out how we must manage our trust’s money, and procure goods and services.
- We will act with integrity and transparency when making financial decisions, and understand that our financial management and decision-making will be scrutinised and audited.
- We will work collectively to actively identify and manage risks to the trust.
- We accept that we 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 trust board when we have been specifically authorised to do so. We understand that where responsibility has been

delegated, the board as a whole remains accountable and that important decisions relating to core functions will be made by the full board.

- We accept collective responsibility for all decisions made by the board or its delegated agents. This means that we will not speak against majority decisions outside the trust board (or committee) meeting.

### **Demonstrate our commitment to the role**

- We commit to work collectively to embed a culture of effective succession planning. This will be achieved by identifying successors, nurturing and mentoring talent to ensure smooth transition of leadership roles i.e. chair, vice chair, chairs of committees and link trustee positions. As individuals we will complete an annual evaluation and skills audit to identify strengths or areas for leadership development within the board.
- We acknowledge that accepting office as a trustee/trust associate involves the commitment of significant amounts of time and energy.
- We will each involve ourselves actively in the work of the trust board/its committees, exercising reasonable care, skill and diligence and accept our fair share of responsibilities, including (for trustees -service on committees or) working groups or taking on a lead role in a specific area of governance.
- We will commit to attend all meetings and where we cannot attend, explain in advance to the governance professional or the chair why we are unable to.
- We will get to know the schools within the trust well and respond to opportunities to involve ourselves in school activities.
- We will undertake a school visit, during the school day, at least once each academic year, with all visits to school arranged in advance with the applicable staff, undertaken within the framework established by the trust board and agreed with the headteacher.
- When visiting a school in a personal capacity (ie as a parent or carer), we will maintain our underlying responsibility as a trustee/trust associate and honour the commitments made in this Code.
- We will participate in induction training including as a minimum:
  - Safeguarding training (within the first 3 months of appointment); and
  - Introduction to Governance training (within the first 3-6 months of appointment).
- We will take responsibility for maintaining and developing our individual and collective skills and knowledge on an ongoing basis, including:
  - committing to reading the statutory guidance 'Keeping Children Safe in Education' (and every updated edition);
  - engaging with the regular safeguarding updates provided and repeating the safeguarding training every three years to ensure that we have the knowledge to provide strategic challenge; to assure ourselves that the safeguarding policies and procedures in place are effective and support the delivery of a robust whole school approach to safeguarding.
- We accept that in the best interests of open governance and as required by the Department of Education (DfE):

- o our full names, date of appointment, term of office, roles on the board/committees, attendance records, relevant business and pecuniary interests, category of governance, date of resignation and applicable appointing body will be published on the trust/school website;
  - o information relating to our appointment will be shared with the DfE and published on its national database of governors – Get Information about Schools (GIAS).
- We acknowledge that when we took up our role this was conditional upon a satisfactory enhanced Disclosure and Barring Service (DBS) check and throughout our term of office, we undertake to report to the Chair without delay any matter that arises that would be revealed by such a check. On request, we will provide the required information and produce the original documentation needed for the submission of an application to update the DBS check.
  - (For new trustees/trust associates or those updating their DBS) we agree to apply to subscribe to the DBS Update Service (free for volunteers) within 19 days of the date of issue printed on the DBS Certificate at [www.gov.uk/dbs-update-service](http://www.gov.uk/dbs-update-service). We acknowledge that by registering with the Update Service the DBS check may be electronically renewed and we will provide our consent to this.

### **Build and maintain relationships**

- We recognise the importance of building and maintaining positive and effective working relationships with trust and school leaders according to our role..
- Members of a local academy committee: We will champion the voices of our school community and stakeholders and will act as the local ambassadors for the trust.
- Members of a local academy committee: We will establish effective working relationships with trustees.
- Trustees: We will engage with and be accountable to those governing in the local academy committees.
- Parent/Staff Trust Associates: We acknowledge that we are representatives of our category of governorship, as opposed to representatives for parents or staff.
- We will support the chairs in their role of leading the board and its committees and ensuring appropriate conduct.
- We will work to create an inclusive environment in which the contributions of every trustee and trust associate are valued.

### **Uphold proceedings of the trust board/committees**

- We agree to follow the Guidance on the Conduct of Meetings (Annex B)
- As a corporate body, we agree to make unanimous decisions by email, if deemed necessary/urgent and such decisions will subsequently be ratified and minuted at the next scheduled meeting.
- Trustees/trust associates may participate or vote at meetings by telephone or video conference. Where possible at least 24 hours notice should be given to the governance professional to make arrangements to facilitate this.

### **Respect confidentiality and data protection requirements**

- We will comply with the Data Protection Guidelines adopted by the trust (Annex C).

- We agree to conduct all trust business within the kingstoneeducationaltrust.org domain, using the email account issued to us for all correspondence and to access trust papers (all to be held in the trust's Google Drive).
- We will observe complete confidentiality when matters are deemed confidential or where they concern specific members of staff, pupils or their families, both inside or outside school and online.
- We will exercise the greatest prudence at all times when discussions regarding trust/school business arise outside a trust board or committee meeting (including online).
- We will not reveal the details of any trust board or committee vote.
- We understand that the requirements relating to confidentiality will continue to apply after a trustee or trust associate leaves office.

We understand that our commitment to confidentiality does not override the duty to report any child protection concerns, following the processes in the school's Safeguarding and Child Protection Policy where we believe a child is at risk of harm.

### **Declare conflicts of interest and be transparent**

- We will declare any business, personal or other interest that we have in connection with the board's business, and these will be recorded in the trust's register of business interests. We will review and declare our interests annually and over the course of each year will immediately declare any new interests as they arise to the governance professional.
- We will also declare any interest or conflict of loyalty at the start of each meeting in respect of any agenda item (and in respect of any other matter that may arise during a meeting) and:
  - offer to leave the meeting for the appropriate length of time; and
  - not take part in any discussion or decision making in relation to that matter.
- We accept that the register of business interests will be published on the school website.
- We will declare all gifts worth more than £30 to the Director of Finance and record them on the trust's gifts register. We will not accept bribes.

### **Inability to fulfil or a breach of this code of conduct**

- If we are unable to fulfil or meet the expectations in this Code then we agree to step down and resign from our role.
- If we believe this Code has been breached, we will raise this issue with the Chair of the trust board (if the issue relates to the Chair we will report to the Vice Chair) and the procedure in Annex D will be followed.

We agree that this code of conduct will be reviewed annually and it will be endorsed by the full governing board.

**This Code of Conduct was formally adopted by the trust board of Kingston Educational Trust on 17 July 2023**

## Annex A: The Framework for Ethical Leadership in Education

*The Framework for Ethical Leadership in Education adopts the Seven Principles of Public Life (the Nolan Principles -which apply to all those holding public office) in an educational context. It then sets out the characteristics and virtues which support ethical leadership. References to 'leaders' in this context includes those who govern:*

- 1. Selflessness:** School and college leaders should act solely in the interest of children and young people.
- 2. Integrity:** School and college leaders must avoid placing themselves under any obligation to people or organisations that might try inappropriately to influence them in their work. Before acting and taking decisions, they must declare and resolve openly any perceived conflict of interest and relationships.
- 3. Objectivity:** School and college leaders must act and take decisions impartially and fairly, using the best evidence and without discrimination or bias. Leaders should be dispassionate, exercising judgement and analysis for the good of children and young people.
- 4. Accountability:** School and college leaders are accountable to the public for their decisions and actions and must submit themselves to the scrutiny necessary to ensure this.
- 5. Openness:** School and college leaders should expect to act and take decisions in an open and transparent manner. Information should not be withheld from scrutiny unless there are clear and lawful reasons for so doing.
- 6. Honesty:** School and college leaders should be truthful.
- 7. Leadership:** School and college leaders 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. Leaders include both those who are paid to lead schools and colleges and those who volunteer to govern them.

Schools and colleges serve children and young people and help them grow into fulfilled and valued citizens. As role models for the young, how we behave as leaders is as important as what we do. Leaders should show leadership through the following personal characteristics or virtues:

**a. Trust:** *leaders are trustworthy and reliable*

We hold trust on behalf of children and should be beyond reproach. We are honest about our motivations.

**b. Wisdom:** *leaders use experience, knowledge and insight*

We use experience, knowledge, insight, understanding and good sense to make sound judgements. We demonstrate restraint and self-awareness, act calmly and rationally, exercise moderation and propriety as we serve our schools and colleges wisely.

**c. Kindness:** *leaders demonstrate respect, generosity of spirit, understanding and good temper*

We give difficult messages humanely where conflict is unavoidable.

**d. Justice:** *leaders are fair and work for the good of all children*

We work fairly for the good of children from all backgrounds. We seek to enable all young people to lead useful, happy and fulfilling lives.

**e. Service:** *leaders are conscientious and dutiful*

We demonstrate humility and self-control, supporting the structures and rules which safeguard quality. Our actions protect high-quality education.

**f. Courage:** *leaders work courageously in the best interests of children and young people*

We protect their safety and their right to a broad, effective and creative education. We hold one another to account courageously.

**g. Optimism:** *leaders are positive and encouraging* Despite difficulties and pressures, we are developing excellent education to change the world for the better.

## Annex B: KET Guidance on the conduct of meetings

### Overview

Meetings of the Trust Board and its various committees are the primary means by which the Trust's governance is enacted. As such these are important and significant events and all participants are expected to engage with them in as professional a manner as possible. It is essential that all trustees/trust associates are clear as to their role and the expectations of them.

The purpose of this guidance is to describe the approach to conducting meetings that has been agreed by the Trust Board and adopted as part of its working practice.

### Guiding Principles

- The role of trustees/trust associates and other participants in meetings is to contribute to the strategic oversight and accountability of the Trust's operations and to provide challenge and support as appropriate.
- Trustees/trust associates are expected to approach these activities in a way that may be described as "eyes on, hands off" with regard to the balance between strategic and operational involvement.
- Trustees/trust associates are expected to be sufficiently prepared for meetings to ensure that they are able to contribute and that those contributions are well-informed and appropriate.  
To aid this:
  - trustees/trust associates are encouraged to attend whatever training (or to seek advice from others) they deem as necessary to develop their knowledge of the topics under discussion;
  - papers should be available one week in advance of the meeting;
  - papers should be prepared in such a way as to minimise the use of acronyms and technical language as far as is possible.
- Chairs should ensure that all meetings are conducted in such a way as to enable all trustees/trust associates (and other participants) to feel confident to speak up and to contribute. Chairs should seek to draw all participants into discussions.
- The time available for meetings is constrained and limited. As a consequence, all participants are expected to ensure that the available time is used to the maximum benefit of all.
- Meetings should always start promptly at the appointed time, regardless of the non-attendance of latecomers, unless there are exceptional reasons not to do so (including quoracy).
- The Chairs of all meetings should aim to ensure that time-keeping is sufficiently robust to ensure that meetings end by the appointed time.  
To aid this Chairs should:
  - aim for as few items on agendas as are necessary, which will also ensure the maximum amount of time for discussion;
  - ensure that agenda items have provisional timings;
  - devote no more time than is essential for considering outstanding actions and reviewing previous meetings;
  - prevent the repetition of material that has been circulated in advance, concentrating instead on discussion of it;
  - feel able to close a discussion down and suggest that specific points are developed outside of meetings if they feel a real need to do so;
  - ensure that all points for further action are noted by those responsible.

- Attendance at meetings by staff (and other participants) is sometimes necessary and often helpful. Chairs will decide how this engagement is to be organised to maximise the contribution to the meeting while being mindful of the need not to occupy staff and visitors for longer than is necessary.
- The draft minutes of the meeting will be circulated by the governance professional to the Chair for checking within 7 days of the meeting.
- The draft minutes will be checked, amended as necessary and returned to the governance professional by the Chair within 7 days of receipt.
- The finalised minutes of the meeting will be circulated to all who should receive them by the governance professional within 2 days of receipt from the Chair.
- Actions arising from the meeting should be followed up by those responsible as soon as possible, with updates on progress expected at the next meeting.

### **Remote meetings**

- Join the meeting at least 5 minutes before it is due to start in case of any connectivity issues.
- Mute your microphone until you need to speak.
- Ensure you join the meeting in a private area where it will not be overheard.



## Annex C: Trustee Data Protection Guidelines

The data protection officer (DPO) is: Zara Gallagher

**Personal data is:** any information relating to an identified, or identifiable person, e.g. name, contact details, email address, attendance and assessment information, financial information. The definition is extremely wide and includes any references to an identifiable person in emails.

**Sensitive personal data is:** special categories of personal data that require a higher level of protection including information that reveals someone's ethnic origin, political opinions, religion, sexuality or health. In schools, it also means safeguarding information, whether a child is looked-after, has SEND, or is eligible for the Pupil Premium Grant.

**As the Data Controller, the Trust has a responsibility to manage and safeguard personal data.**

### 1. Trustee/Trust Associate Access to Personal Data

- a. Under data protection regulations, personal data should only be shared with those who need that data to perform their roles. Information that is collected and shared should be no wider than that required and held no longer than necessary.
- b. Whilst schools collect a wealth of personal data to perform its functions, trustees/trust associates should only have access to this data if they need the information to carry out their duties. This means that:
  - Data shared with trustees/trust associates for monitoring purposes must always be anonymised.
  - Generally, personal data will only be shared with trustees/trust associates in the following limited circumstances, where:
    - they are sitting on a panel to review the head teacher's decision to exclude a pupil
    - they are sitting on an Admissions Panel
    - they are sitting on an appeal panel (disciplinary, capability, grievance, pay)
    - a complaint has been escalated to the Trust (in accordance with the complaints procedures)
    - a member of staff or pupil becomes identifiable or is identified during a meeting and this discussion is captured in confidential minutes.

Documents containing personal data must be treated as confidential and held securely.

### 2. How Personal Data is Shared

- a. Where documents containing personal data need to be shared with trustees/trust associates, these will be made available by sharing them in a confidential folder in Google Drive. Only trustees/trust associates or members of staff who require that information to carry out their duties will be given access to that folder.
- b. Confidential folders will only be shared with trustees'/trust associates' trust Google Accounts. These documents must not be downloaded or shared and trustees/trust associates must ensure that any documents that are inadvertently downloaded from confidential folders are deleted from their own private device without delay.
- c. Trustees/trust associates must use a strong password for their trust Google Account and hold this securely.
- d. Where hard copies of papers are prepared for a hearing or meeting, these will be placed in a secure envelope marked 'Confidential' and either delivered by hand or sent by registered post. These hard copies should be returned to the governance professional at the end of the hearing or meeting to be shredded.

### **3. Keeping Personal Data secure**

- a. Trustees/trust associates must ensure that any hard copy personal data held is stored securely and returned to the governance professional for shredding when no longer required.
- b. When accessing documents containing personal data via Google Drive Trustees/trust associates must:
  - ensure personal data on a screen cannot be read by unauthorised persons, for example in a public area;
  - log out of the account when they have finished, if Google Drive is accessed on a shared device or if their private device is not password protected;
  - lock the screen if the device is left unattended whilst logged on to Google Drive;
- c. Private email addresses must not be used to share personal data. If at any time personal data is sent to your personal email address, the email and any downloaded documents should be deleted as soon as possible.

### **4. Data Protection Breaches**

Personal data that has been lost, stolen or wrongly disclosed, must be immediately reported to the DPO so that steps can be taken to mitigate the impact of the breach. In addition, all breaches are required to be logged and in some cases reported to the Information Commissioner's Office within 72 hours. Trustees/trust associates should also speak to the DPO if they have any concerns at all about keeping personal data safe.

## **Annex D: Breaches of the Code of Conduct**

If a trustee/trust associate has breached or has failed to uphold this Code of Conduct, then the procedure below will be followed (if the issue relates to the Chair, the Vice Chair will perform their role in this process):

- The Chair of the trust board (or another trustee nominated by them) will investigate and provide an opportunity for the trustee/trust associate to respond to the concern raised.
- The Chair of the trust will then decide whether the concern raised is upheld and if so, depending on the nature and seriousness of the issue, taking into account reputational risk and/or the effective operation of the the board/its committees, will either:
  - a. re-set expectations and explore support, mentoring or training and set a timeframe for improvement. If at the end of this period the situation has not improved then the Chair will decide whether this should be extended or a recommendation made for their removal; or
  - b. make an immediate recommendation that the trustee/trust associate is removed from their position as described below.

Any recommendation to remove will be made in accordance with the trust's articles of association and the Companies Act 2006:

- The trust board is able to remove from office:
  - any trustee that they have appointed; and
  - all trust associates (committees of the trust board have their members appointed and removed by the board)
- Members of the trust have the power to remove any trustee.