

## Trust - Code of Conduct for Directors

**Accepted by:** Board of Directors March 2024

**Approving Body:** Board of Directors

**Committee:** Standards

**Review Cycle:** 1 year

**Last reviewed:** March 2024

**Date for next review:** March 2025

### 1. Introduction

- 1.1 As public office-holders, your behaviour and actions must be governed by the principles set out in this Code of Conduct. It is your responsibility to ensure that you are familiar with, and comply with, all the relevant provisions of the Code.

### 2. Declaration

- 2.2 As Directors of Inicio Academies we acknowledge that we have the following responsibilities:

### 3. General

- 3.1 We understand the purpose of the Board of Directors and the respective responsibilities of the Trust, Local Governing Boards, the Chief Executive Officer, Principal, Head Teacher and Head of School as set out within the Scheme of Delegation.
- 3.2 We are aware of and accept the Nolan seven principles of public life: see Appendix 1.
- 3.3 We accept that we do not have authority to act individually, except where the Board of Directors has given us delegated authority to do so, and therefore we will only speak on behalf of the Board of Directors when we have been specifically authorised to do so.
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- 3.5 We have a duty to act fairly and without prejudice, and in so far as we have responsibility for staff, we will fulfil all that is expected of a good employer.
- 3.6 We will treat staff employed by the Trust with courtesy and respect.
- 3.7 We will not ask or encourage employees to act in any way which would conflict with their own Code of Conduct.

- 3.8 We will encourage open government and will act appropriately.
- 3.9 We accept collective responsibility for all decisions made by the Board of Directors or its delegated agents. This means that we will not speak against majority decisions outside the Board of Director's meeting.
- 3.10 We will consider carefully how our decisions may affect the community and wider community of our academies.
- 3.11 We will always be mindful of our responsibility to maintain and develop the ethos, reputation and Objects of the Trust and our actions will reflect this.
- 3.12 In making or responding to criticism or complaints we will follow the procedures established by the Trust.
- 3.13 All Directors have a duty to act independently and not as agents of those who may have appointed them and will act with integrity, objectivity and honesty in the best interests of the Trust and shall be open about decisions and be prepared to justify those decisions except in so far as any matter may be considered confidential.
- 3.14 We have a duty to ensure the safeguarding of public funds and the proper custody of assets which have been publicly funded.
- 3.15 We will carry out your fiduciary obligations responsibly – that is, take appropriate measures to ensure that the Trust uses resources efficiently, economically and effectively, avoiding waste and extravagance.
- 3.16 We will comply with the rules set by the Trust regarding remuneration, allowances and expenses. We understand it is our responsibility to ensure compliance with all relevant HM Revenue and Customs' requirements concerning payments, including expenses.
- 3.17 We will not misuse official resources for personal gain or for political purposes.
- 3.18 In our public role, we should be, and will be seen to be, politically impartial.
- 3.19 We will comply with the statutory and administrative requirements required of Directors under company law and those as trustees under charities law.

#### **4. Commitment**

- 4.1 We acknowledge that being a Director involves the commitment of significant amounts of time and energy.
- 4.2 We will each involve ourselves actively in the work of the Board of Directors, and accept our fair share of responsibilities, including participation in Committees and working groups/panels and undertaking any specific roles allocated.
- 4.3 We will make full efforts to attend all meetings and where we cannot attend explain in advance in full why we are unable to. Regular non-attendance at full Directors meetings can lead to disqualification.

- 4.4 We should ensure that we attend meetings promptly and for the full duration whenever possible. When this is difficult Directors should give as much notice as possible to the CEO, Governance & Policy Officer or Chair so that they can ensure that meetings will still be quorate and rearrange agenda items if necessary.
- 4.5 We should ensure they are prepared for meetings by reading all papers beforehand.
- 4.6 We will get to know the Trust academies well through school/college visits and/or understanding data.
- 4.7 Our visits to school will be conducted in accordance with the academy policies and procedures.
- 4.8 We will consider seriously our individual and collective needs for training and development, and will undertake induction and relevant training specific to our needs and that of the whole Board of Directors.
- 4.9 We are committed to actively supporting and challenging the Chief Executive Officer.

## **5. Relationships**

- 5.1 We will strive to work as a team in which constructive working relationships are actively promoted.
- 5.2 We will express views openly, courteously and respectfully in all our communications with other Directors.
- 5.3 We will support the chair/vice-chair in their role of ensuring appropriate conduct both at meetings and at all times.
- 5.4 We are prepared to answer queries and report to other Directors in relation to any specific roles we may hold.
- 5.5 We will seek to develop effective working relationships with Local Governing Bodies, staff and parents, other relevant agencies and the community.

## **6. Confidentiality**

- 6.1 We will observe complete confidentiality when matters are deemed confidential or where they concern specific members of staff or students.
- 6.2 We will exercise the greatest prudence at all times when discussions regarding Trust business arise outside a Board of Director's meeting.
- 6.3 We will not reveal the details of any vote by the Board of Directors.
- 6.4 We will ensure confidential papers are held and disposed on in a confidential manner.

6.5 On ceasing to be a Director, individuals should ensure all information relating to the school is returned to the school for disposal as soon as possible.

6.6 We will maintain confidentiality after ceasing to be a Director of the Trust.

**7. Conflicts of interest**

7.1 We will record any pecuniary or other business interest that we have in connection with the Trust's business in the Register of Business Interests.

7.2 We will declare any pecuniary interest - or a personal interest which could be perceived as a conflict of interest - in a matter under discussion at a meeting and offer to leave the meeting for the appropriate length of time.

**8. Gifts, Hospitality, Prizes & Awards**

8.1 We will not accept any gifts or hospitality which might, or might reasonably appear to, compromise our personal judgement or integrity or place us under an improper obligation.

8.2 We will never canvass or seek gifts or hospitality.

8.3 We will comply with the rules set by the Trust on the acceptance of gifts and hospitality (Appendix 2) and will inform the Governance and Policy Officer of any offer of gifts or hospitality and ensure that, where a gift or hospitality is accepted, this is recorded in a public register in line with the rules set by the Trust.

**9. Breach of this code of practice**

9.1 If we believe this code has been breached, we will raise this issue with the Chair and the Chair will investigate.

9.2 Should it be the Chair that we believe has breached this code, the Chief Executive Officer of the Trust will investigate.

9.3 We understand that any allegation of a material breach of this code of conduct by any Director shall be raised at a meeting of the Board of Directors, and, if agreed to be substantiated by a majority of Directors, shall be minuted and can lead to consideration of their suspension/removal from the Board of Directors.

**Undertaking:**

As a Director of Inicio Academies I undertake to abide to this Code of Conduct.

Signed: ..... Printed name: .....

Date: .....

### **The Seven Principles of Public Life**

*(Originally published by the Nolan Committee: The Committee on Standards in Public Life was established by the then Prime Minister in October 1994, under the Chairmanship of Lord Nolan, to consider standards of conduct in various areas of public life, and to make recommendations).*

#### **Selflessness**

Holders of public office should act solely in terms of the public interest. They should not do so in order to gain financial or other material benefits for themselves, their family, or their friends.

#### **Integrity**

Holders of public office should not place themselves under any financial or other obligation to outside individuals or organizations that might seek to influence them in the performance of their official duties.

#### **Objectivity**

In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit.

#### **Accountability**

Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.

#### **Openness**

Holders of public office should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.

#### **Honesty**

Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.

#### **Leadership**

Holders of public office should promote and support these principles by leadership and example.

### 1. GIFTS, HOSPITALITY, PRIZES & AWARDS

A potential source of conflict between public and private interests is the offer of gifts, hospitality or benefits in kind to Directors, Governors and employees in connection with their official duties. It is important to avoid any suggestion of improper influence.

### 2. GIFTS GENERALLY

Casual gifts offered by contractors, organisations, firms, parents and carers or individuals such as calendars, diaries, pens, food, drink, flowers and other small gifts need not be declared. The general rule is that a gift below the value of £25 does not need to be declared. However, it will not be appropriate to accept a gift below that value if it is more than minimal and may be perceived as an inducement.

Directors should decline any personal gift offered to them, or to a member of their family, with a value of £25 or over by any person or organisation having dealings with the Trust.

When a gift needs to be refused, this should be done with tact and courtesy, because the offer of gifts is common custom and practice in the commercial world, particularly at Christmas time. If the gift is simply delivered to the Registered Office or other Trust premises, there may be a problem returning it, in which case it should be reported immediately to the Governance & Policy Officer to the Directors.

A checklist and form for recording gifts and hospitality is provided at Annex A which should be used to help Directors decide whether or not it is appropriate to accept a gift.

The Governance & Policy Officer will keep a record of all gifts given to Directors or the Trust where the value exceeds £25 or when a gift was declined. See Annex B.

### 3. HOSPITALITY

Offers of hospitality are a normal part of the courtesies of business life but in the public sector it is important for Directors to avoid creating an appearance of improper influence, thus undermining public confidence.

Hospitality is sometimes offered to representatives of the Trust in an official or formal capacity. Hospitality can take many forms and could include attending exhibitions, seminars, sporting events, shows or concerts. Training events with very low training content and free catering, drink or transport may also be hospitality.

Directors need to exercise discretion when accepting offers of hospitality particularly when the host is seeking to do business with the Trust or who may stand to benefit in some way from dealing with the Trust.

Offers of hospitality should only be accepted where there is a clear benefit to the Trust in doing so e.g. networking, building contacts. If there is no or limited benefit Directors should not attend.

Hospitality offered by charitable or social organisations, usually in connection with an invitation to speak to the body, can be accepted.

All offers of hospitality should be reported to the Governance & Policy Officer before it is accepted.

The Governance & Policy Officer will keep a record of all hospitality accepted by Directors. See Annex B.

#### **4. SPONSORSHIP – GIVING AND RECEIVING**

When an outside organisation wishes to sponsor or is seeking to sponsor a Trust activity, whether by invitation, tender, negotiation or voluntarily, the basic conventions concerning acceptance of gifts or hospitality apply. Particular care must be taken when dealing with contractors or potential contractors.

Where the Trust wishes to sponsor an event or services, neither a Director nor any partner, spouse or relative must benefit from such sponsorship in a direct way without there being full prior disclosure to the Governance & Policy Officer of any such interest. Similarly, where the Trust through sponsorship, grant aid, financial or other means, gives support in the community, Directors should ensure that impartial advice is given and that there is no conflict of interest involved.

## **GIFTS AND HOSPITALITY**

### **Checklist for considering whether to accept a gift, hospitality, Prize or Award**

The question in all cases is one of judgement, and the following checklist of queries should help Directors to decide whether a gift or an offer of hospitality should be accepted or declined.

- (a) Is the value of the gift or hospitality £25 or over?
- (b) If under £25 is it intended as an inducement?
- (c) Is the extent of the hospitality, or nature of the gift reasonable and appropriate?
- (d) Does the donor have any form of contractual relationship with the Trust, does it provide goods or services to the Trust of any kind?
- (e) Is the invitation/gift directed to a large group of unrelated individuals or open to the public, or has an individual been targeted because of their Directorship and the nature of their role?
- (f) What is thought to be the motivation behind the invitation/gift?
- (g) For hospitality does the Director wish to attend and if so why? Is it because there will be genuine benefits to the Trust in terms of networking and contracts gained? Or is the desire to go centred around personal enjoyment?
- (h) Would acceptance of the invitation be, in any way, inappropriate or place Directors under pressure in relation to any current or future (where known) matter involving the Trust?
- (i) For gifts is there a difficulty in returning the gift? If it would cause offence can the gift be donated to a charity?

If a Director decides to accept a gift over £25 they must declare this to the Governance & Policy Officer.

If a Director declines a gift of over £25 the Governance & Policy Officer should also be informed and the reasons for the gift being declined should be recorded.



## Gifts & Hospitality Register Form

**Directors should complete this form and return to the Governance & Policy Officer of the Board of Directors**

Section One of this form should be completed (either in electronic or paper form), for all offers of hospitality or gifts either received or offered (with the exception of low value gifts (under £25))

**SECTION ONE:** Details of the offer – this section must be completed by the Director receiving the offer.

Date of offer

Name of Director

Who offered the gift or hospitality?

What is your relationship with the individual/organisation offering the gift or hospitality (if any)?

Nature of gift or hospitality offered

Details of other Directors and staff offered the same gift or hospitality (where applicable/known)

Proposed action (delete as appropriate)

Accept / Decline / Already declined

This form must be authorised by the Chief Executive Officer before any offer is accepted.

Director signature:

Date:

**Following completion of the above section and before any offer is accepted this form must be authorised by the Chief Executive Officer**

**SECTION TWO: Action authorised by the Chief Executive Officer**

Name (Chief Executive Officer):

Record of action ( delete as appropriate )

Agree acceptance / Acceptance not authorised/Agree action to decline

Please ensure the Director who received the offer is aware of your decision.

Signed

Date

Please ensure:

(i) The Director is informed of your decision (ii) This form is recorded on your Register of Director Gifts and Hospitality (iii) This form is filed in the Register of Director Gifts and Hospitality.

For Office use Only

Form Index Number:



