CODE OF CONDUCT

FOR

MEMBERS, TRUSTEES AND GOVERNORS

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Author/owner:	**Members**
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NB. 'Trustees' means the Directors referred to in the Trust's Articles of Association.

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1. HISTORY OF MOST RECENT POLICY CHANGES

Version	Date	Page	Change	Origin of change e.g TU request, change in legislation
1	Feb 26		New policy to recognise Members responsibility to set code of conduct for governance stakeholders	

2. LINKS TO OTHER TRUST POLICIES

This Code should be read in conjunction with Governance Handbook & Scheme of Delegation

The Code of Conduct is written to align with:

- Academies Trust Governance Guide
- Charities Commission Guidance for Trustees

3. INTRODUCTION

3.1 This Code of Practice sets out the purpose of the Members/Trustees/Governors of The Harbour Schools Partnership as well as the role, responsibilities and obligations in working as part of The Harbour Schools Partnership to deliver outstanding school governance.

4. LEGAL STATUS

4.1 Multi Academy Trusts are formed legally as charitable companies limited by guarantee and regulated by the Education & and Skills Funding Agency acting on behalf of the Secretary of State for Education and required to comply with Charity law.

4.2 Members are similar to shareholders & appoint the Board of Trustees in line with the Articles of Association and have responsibility for holding Trustees to account to ensure the Trust is operating within it's Articles of Association and to fulfil its charitable aims.

4.3 Trustees are similar to Company Directors; they are listed on Companies House. They appoint Governors in line with the Articles of Association.

4.4 The Board of Trustees is the local representative and accountable body of The Harbour Schools Partnership. It is responsible for aspects of the conduct of the Trust and for promoting high standards through offering support and challenge to the Executive Team. The Board aims to ensure that children are attending successful schools, providing them with an outstanding education and supporting their well-being.

4.5 Local Governing Bodies (LGBs) of individual schools operate in legal terms as a Committee of the Board of The Harbour Schools Partnership and receives their delegated powers from the Board. Final responsibility resides with the Board of The Harbour Schools Partnership.

4.6 Governors, through the LGB are the local representative and accountable body of Harbour Schools Partnership (the Trust). It is responsible for aspects of the conduct of the school and for promoting high standards through offering support and challenge to the Headteacher. The LGB aims to ensure that children are attending a successful school, which provides them with an outstanding education and supports their well-being.

4.7 To carry out their roles effectively Members/Trustees/ Governors must be:

4.7.1 Prepared and equipped to take their responsibilities seriously

4.7.2 Acknowledged as the accountable body by the lead professionals

4.7.3 Supported by the appropriate authorities in that task

4.7.4 Willing and able to monitor and review their own performance.

5. THE ROLE OF MEMBER/TRUSTEE/GOVERNOR

5.1 In law the Harbour Schools Partnership is a corporate body, its LGB is a committee of that corporate body, which means:

5.1.1 No Member/Trustee/Governor can act on their own without proper authority from the full Member/Trustee/LGB board

5.1.2 All Members/Trustees/Governors carry equal responsibility for decisions made through their relevant meeting structures.

5.1.3 Although appointed through different routes, the overriding concern of all Members/Trustees/Governors has to be the welfare of the Trust/school.

6. MEMBERS, TRUSTEES, GOVERNOR COMMITTMENT

6.1 We understand the purpose of the Board of The Harbour Schools Partnership, the Executive Team, the role of the LGBs and Headteachers as set out above.

6.2 We are aware of and accept the Nolan seven principles of public life. (see Appendix 1).

6.3 We accept that we have no legal authority to act individually, except when the Board/LGB has given us delegated authority to do so, and therefore we will only speak on behalf of the Board/LGB when we have been specifically authorised to do so.

6.4 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.

6.5 We will encourage open and transparent governance and will act appropriately.

6.6 We accept collective responsibility for all decisions made by the Board/LGB or its delegated agents. This means that we will not speak against majority decisions outside the Board/LGB meeting.

6.7 We will consider carefully how our decisions may affect our community of schools and our local community.

6.8 We will always be mindful of our responsibility to maintain and develop the Christian ethos (where appropriate) and reputation of our C of E schools within The Harbour Schools Partnership.

6.9 In making or responding complaints affecting the Trust/School we will follow the procedures established by the Trust.

6.10 We acknowledge that accepting office as a Trustee/Governor involves commitment of significant amounts of time and energy.

6.11 We will each involve ourselves actively in the work of the Members/Board/LGB, and accept our fair share of responsibilities, including service in committees, portfolios and working groups.

6.12 We will make full efforts to attend all meetings and where we cannot attend explain in advance in full why we are unable to. If a member of the Board/LGB fails to attend 3 consecutive meetings without good reason they will be removed and a replacement recruited.

6.13 We will consider seriously our individual and collective needs for training and development and will undertake relevant training.

6.14 We are committed to actively supporting and challenging the Executive Team/Headteacher.

7. RELATIONSHIPS

7.1 We will strive to work as a team in which constructive working relationships are actively promoted.

7.2 We will express views openly, courteously and respectfully in all our communications with others in a governance role, Executive leaders/Headteachers and school staff.

7.3 We will support the chair in their role of ensuring appropriate conduct both at meetings, and at all times.

7.4 We are prepared to answer queries from other Members/Trustees/Governors in relation to delegated functions and take into account any concerns expressed, and we will acknowledge the time, effort and skills that have been committed to the delegated function by those involved.

7.5 We will seek to develop effective working relationships with the Executive Leadership Team/Headteacher, staff and parents, Local Authority, Diocese and other relevant agencies in the communities we serve.

8. DATA PROTECTION AND INFORMATION SECURITY

8.1 It is our responsibility to handle the personal data that we have access to in the course of our Harbour Schools Partnership governance related work in accordance with the Data Protection legislation (UK General Data Protection Regulation 2016 and the Data Protection Act 2018) and the common law duty of confidence.

8.2 We have read, understand and adhere to the Data Protection Policy and related policies of The Harbour Schools Partnership which can be found at www.thsp.org.uk. We accept that any deliberate breaches of these policies could amount to a criminal offence under one or more pieces of legislation and may lead to dismissal from our governance role within the Trust.

8.3 We accept that in the interests principally of data security, all Harbour Schools Partnership related email correspondence will be done through our allocated thsp.org.uk email address.

8.4 We will keep all information and any equipment secure and report any theft, loss, unauthorised disclosure (whether accidental or deliberate).

8.5 We understand that all information received in the course of our governance work is the property of The Harbour Schools Partnership. We have no expectation of privacy in our use of any of the schools' systems. We understand that any correspondence, documents, records or handwritten notes we create for school governance related purposes may be disclosable to the public under the Freedom of Information Act 2000 or the Data Protection legislation.

8.6 When our governance role for the Trust comes to an end, we will return any personal identification passes issued to us and our personal access to secure areas of school and/or Harbour Schools Partnership websites will be disabled. Any other electronic or paper documentation relating to our governance work must also, upon request, be returned to The Harbour Schools Partnership.

9. CONFIDENTIALITY

9.1 We will observe complete confidentiality when matters are deemed confidential or where they concern specific members of staff or pupils, both inside and outside the school.

9.2 We will exercise the greatest prudence at all times when discussions regarding Trust/school business arise outside a Trustees/LGB meeting.

9.3 We will not reveal the details of any vote taking during meetings.

9.4 We understand that the requirements relating to confidentiality will continue to apply without limit after the term of office ends or is terminated.

10. CONFLICTS OF INTEREST

10.1 We will record any pecuniary or other business interest that we have in connection with the Board's/LGB business in the Register of Business Interests.

10.2 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.

11. BREACH OF THIS CODE OF CONDUCT

11.1 We understand that every Member/Trustee/Governor is under a duty to report any breach of this Code of Conduct, or any grounds to suspect the Code of Conduct has been breached.

11.2 In the event of a breach of this Code of Conduct, Members/Trustees/Governors agree to participate fully into any investigation and abide by any sanctions imposed for such breach.

11.3 Breaches of the Code of Conduct will be raised with the relevant Chair in the case of Members or Trustees and the CEO in the case of a Governor. The Chair/CEO will investigate; they will only use suspension/removal as a last resort after seeking to resolve any difficulties or disputes in more constructive ways.

11.4 Should it be the Chair of Members that we believe has breached this code, another Member, will investigate or appropriate external support sought.

11.5 The procedure that must be followed if this Code of Conduct is breached is contained within the appendices of this policy.

12. UNDERTAKING:

12.1 **As a Member, Trustee or Governor, I will always have the wellbeing of the children and the reputation of the Trust/school at heart; I will do all I can to be an ambassador for the Trust/school, publicly supporting its aims, values and ethos.**

12.2 **I confirm I have no new criminal records (including convictions, bindovers, cautions, reprimands, and judgements) or any pending since my last DBS check was carried out or accepted by the Trust. If this is not the case, I have disclosed full details to the Trust.**

Name	
Signature	
Date	

APPENDIX 1: THE SEVEN PRINCIPLES OF PUBLIC LIFE (NOLAN PRINCIPLES)

The Seven Principles of Public Life outline the ethical standards those working in the public sector are expected to adhere to and apply to anyone who works as a public office-holder.

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 and treat others with respect. They should actively promote and robustly support the principles and challenge poor behaviour wherever it occurs.

APPENDIX 2: COMPANIES OBJECT

The following is an extract from the Articles of Association of The Harbour Schools Partnership:

To advance for the public benefit education in the United Kingdom, in particular but without prejudice to the generality of the foregoing by establishing, maintaining, carrying on, managing and developing Academies which shall offer a broad and balanced curriculum and which:

(i) Shall include Church of England Academies ("Church Academies" and each a "Church Academy") designated as such which shall be conducted in accordance with the principles, practices and tenets of the Church of England both generally and in particular in relation to arranging for religious education and daily acts of worship, and

(ii) May include other Academies whether with or without a designated religious character.

But in relation to each of the Academies to recognise and support their individual ethos, whether or not designated Church of England.

Where an Academy is designated as or recognised as a Church Academy, in relation to the ethos and religious education provided at the Academy the Directors shall have regard to any advice and follow any directives issued by the Diocesan Board of Education.

APPENDIX 3: ELIGIBILITY REQUIREMENTS TO HOLD OFFICE AS A GOVERNOR OR TRUSTEE

The following Articles from the Trust's Articles of Association set out the circumstances where a Trustee or Governor may cease to be a Trustee or Governor or may be disqualified from holding office.

A3.1 Resignation and Removal

65. A Director shall cease to hold office if he resigns his office by notice to the Company (but only if at least five Directors will remain in office when the notice of resignation is to take effect).

66. A Director shall cease to hold office if he is removed by the person or persons who appointed or elected them, or otherwise by ordinary resolution of the Members in accordance with the Companies Act 2006.

67. Where a Director resigns his office or is removed from office, the Director or, where he is removed from office, those removing them, shall give written notice thereof to the Clerk.

A.3.2 Disqualification

68. No person shall be qualified to be a Director unless he is aged 18 or over at the date of his election or appointment. No current pupil or current student of any Academy shall be a Director.

69. A Director shall cease to hold office if he becomes incapable by reason of illness or injury of managing or administering his own affairs.

70. A Director shall cease to hold office if he is absent without the permission of the Directors from all their meetings held within a period of six months and the Directors resolve that his office be vacated.

71. A person shall be disqualified from holding or continuing to hold office as a Director if:

    (a) he has been declared bankrupt and/or his estate has been seized from his possession for the benefit of his creditors and the declaration or seizure has not been discharged, annulled or reduced; or

    (b) he is the subject of a bankruptcy restrictions order or an interim order.

72. A person shall be disqualified from holding or continuing to hold office as a Director at any time when he is subject to a disqualification order or a disqualification undertaking under the Company Directors Disqualification Act 1986 or to an order made under section 429(2)(b) of the Insolvency Act 1986 (failure to pay under county court administration order).

73. A Director shall cease to hold office if he ceases to be a Director by virtue of any provision in the Companies Act 2006 or is disqualified from acting as a trustee by virtue of section 178 of the Charities Act 201 1 (or any statutory re-enactment or modification of that provision).

74. A person shall be disqualified from holding or continuing to hold office as a Director if he has been removed from the office of director or trustee for a charity by an order made by the Charity Commission or the High Court on the grounds of any misconduct or mismanagement in the administration of the charity for which he was responsible or to which he was privy, or which he by his conduct contributed to or facilitated.

75. A person shall be disqualified from holding or continuing to hold office as a Director or a member of a Local Governing Body if he has not given the undertaking required by Article 45A (or Article 103) as applicable.

76. Not Used.

77. A person shall be disqualified from holding or continuing to hold office as a Director where he has, at any time, been convicted of any criminal offence, excluding any that have been spent under the Rehabilitation of Offenders Act 1974 as amended, and excluding any offence for which the maximum sentence is a fine or a lesser sentence except where a person has been convicted of any offence which falls under section 178 of the Charities Act 201 1.

78. After the first Academy has opened, a person shall be disqualified from holding or continuing to hold office as a Director if he has not provided to the chairperson of the Directors a criminal records certificate at an enhanced disclosure level under section 1 13B of the Police Act 1997. In the event that the certificate discloses any information which would in the opinion of either the chairperson or the Chief Executive Officer confirm their unsuitability to work with children that person shall be disqualified. If a dispute arises as to whether a person shall be disqualified, a referral shall be made to the Secretary of State to determine the matter. The determination of the Secretary of State shall be final.

79. Where, by virtue of these Articles a person becomes disqualified from holding or continuing to hold office as a Director; and he is, or is proposed, to become such a Director, he shall upon becoming so disqualified give written notice of that fact to the Clerk.

80. Articles 68 to 75, Articles 77 to 79 and Articles 97 to 98B also apply to any member of any committee of the Directors, including a Local Governing Body, who is not a Director.

APPENDIX 4: PROCESS TO REMOVE A MEMBER OR TRUSTEE

Step 1: Identification of Concern

- Concern raised with Chair
- Evidence gathered where applicable

Step 2: Chair's informal discussion

- An informal meeting held with Member or Trustee to discuss concern.
- Notes are recorded.

Step 3: Chairs Formal Notification

If issue is not resolved, written notice is provided stating:

- Grounds for potential removal
- Evidence supporting the concern
- Date of a proposed hearing
- The Individuals right to respond

Step 4: Hearing

- Conducted by Members or Trust Board, depending on Authority.
- The Trustee may present their case.

Step 5: Decision

- Decision is made based on the Articles.
- A resolution is passed by the appropriate body with a simple majority.

Step 6 : Written Outcome

- The Trustee receives formal written notification of the Decision.
- Companies House and the Trust's records are updated.

APPENDIX 5: PROCESS FOR REMOVING A LOCAL GOVERNOR

Step 1: Chair's Initial Review

- The CEO reviews the concerns and notifies local Chair (unless the concerns are about the Chair)
- Evidence is gathered.
- Informal resolution is attempted where appropriate.

Step 2: Written Notification

If concerns remain:

- A formal letter is sent outlining:
  - Nature of the concerns
  - Policy or role expectations involved
  - Right to respond or attend a meeting

Step 3: Meeting

- Held by the CEO, notes will be taken.
- The governor may make a written or verbal representation.

Step 4: Decision

Possible outcomes:

- No further action
- Warning and support plan
- Suspension pending further investigation
- Removal from the LGB

Step 5: Right of Appeal

- Governor may request appeal hearing by Board within 5 working days of decision.

Step 6: Formal Record

- The Clerk updates the governance register.
- Notification is sent to the school and Trust governance team.

APPENDIX 6: PRINCIPLES OF FAIRNESS & GOOD PRACTICE

In the event of a breach of this Code of Conduct the Trust will:

- Act reasonably and proportionately
- Provide the individual with clear information
- Allow representation
- Keep minutes and evidence
- Ensure processes align to the Articles and Scheme of Delegation
- Maintain confidentiality
- Seek legal advice for complex or contentious removals

APPENDIX 7: UNDERTAKING TO THE DIOCESAN EDUCATION NETWORK [EDEN) AND TRUSTEES OF THE HARBOUR SCHOOLS PARTNERSHIP

This document is to be signed by Trustees on appointment to the Board of The Harbour Schools Partnership.

The Harbour Schools Partnership.

Company Registration number 07821367

Name of Director	

I, the above named, do hereby undertake to the Exeter Diocesan Board of Education and Site Trustees, to uphold the object of The Harbour Schools Partnership insofar as they relate to the Harbour Schools Partnerhip Trust. The object is:

4. The Company's object ("the Object") is specifically restricted to the following:

   To advance for the public benefit education in the United Kingdom, in particular but without prejudice to the generality of the foregoing by establishing, maintaining, carrying on, managing and developing Academies which shall offer a broad and balanced curriculum and which:

   (i) Shall include Church of England Academies ("Church Academies" and each a "Church Academy") designated as such which shall be conducted in accordance with the principles, practices and tenets of the Church of England both generally and in particular in relation to arranging for religious education and daily acts of worship, and

   (ii) May include other Academies whether with or without a designated religious character.

But in relation to each of the Academies to recognise and support their individual ethos, whether or not designated Church of England.

Where an Academy is designated as or recognised as a Church Academy, in relation to the ethos and religious education provided at the Academy the Directors shall have regard to any advice and follow any directives issued by the Diocesan Board of Education

Signed	
Date	