

Peninsula Learning Trust

Code of Conduct for Directors and Members

CONTENTS:

1. The role and purpose of the Trust Board
2. The role of the Members
3. Corporate governance responsibilities
4. Application of this Code
5. The role and responsibilities of a Director
6. Breach of this Code

Appendix A: The Seven Principles of Public Life

Appendix B: Good Governance Standard for Public Services

1. The role and purpose of the Trust Board

1.1 The Trust Board is the Peninsula Learning Trust's accountable body and is responsible for furthering the objects and vision of the Trust. The Trust believes learning should be enjoyable, purposeful and a preparation for living in modern Britain; and schools should be happy, caring and safe places.

Like all effective governing bodies the Trust Board will have a strong focus on three core strategic functions:

- *Ensuring clarity of vision, ethos and strategic direction*
- *Holding the CEO to account for the educational performance of the trust and its pupils, and the performance management of staff*
- *Overseeing the financial performance of the trust and making sure its money is well spent*

1.2 The Trust Board will:

- Appoint and performance manage the CEO
- Drive school improvement through collaboration, sharing, challenge and monitoring
- Achieve value for money through the proper use of public funds and ensure every academy has cost effective and high impact support services
- Retain and attract staff to the trust and ensure they are highly effective in their roles through training and support
- Provide governance which is insightful, appropriately challenging and strategic at all levels
- Manage the growth and size of the Trust whilst valuing diversity and protecting each individual school's identity and uniqueness
- Ensure governors, parents and pupils are involved, consulted and informed as appropriate

2. The role of the Members

2.1 Maintain an oversight of governance arrangements and challenge when required.

2.2 Appoint and remove directors.

2.3 Take decisions by ordinary and special resolutions.

2.4 Amend the articles when required.

3. Corporate governance responsibilities

The Trust Board is a corporate body which means:

- No director can act individually, except when the Trust Board has given them delegated authority to do so
- All directors accept collective responsibility for all decisions made by the Trust Board and will not speak against majority decisions outside Trust meetings
- The overriding concern of all directors has to be the welfare of the Trust as a whole regardless of how they were appointed

4. Application of this Code

4.1 This Code applies to all Directors and Members of the Trust when exercising any of the Board's powers delegated to them under the articles.

4.2 By accepting appointment to the Board, each Director agrees to accept the provisions of this Code together with the Trust's articles of association.

4.3 Directors and Members will sign the Code annually.

4.4 The Trust Secretary will be responsible for ensuring that this Code is reviewed annually.

5. The role and responsibilities of a Director

5.1 Commitment

- We are aware of and will comply with the Nolan Seven Principles of Public Life (Appendix A) and the Good Governance Standards for Public Life (Appendix B)
- We will always be mindful of our responsibility to maintain and develop the ethos and reputation of the Trust. Our actions within the Trust's schools, the local community and when using social media and email will reflect this
- In making or responding to criticism or complaints affecting the Trust we will follow the procedures established by the Trust Board
- We acknowledge that accepting office as a Director involves the commitment of significant amounts of time and energy including reading emails and papers, responding to requests, attending meetings and training sessions
- We are committed to actively supporting and challenging the CEO

- We agree to undergo an enhanced disclosure DBS Check and will resign from the Trust Board immediately if any convictions, cautions, reprimands or final warnings are disclosed which conflict with our role as a Director of the Trust

5.2 Relationships

- We will strive to work as a team in which constructive working relationships are actively promoted
- We will express views openly, courteously and respectfully in all our communications with other Directors
- We will support the Chair in their role of ensuring appropriate conduct both at meetings and at all times
- We will seek to develop effective working relationships with the CEO and staff, governors and the community, other trusts and relevant agencies.

5.3 Confidentiality

- We will observe complete confidentiality when matters are deemed confidential or where they concern specific members of staff or pupils
- We will exercise the greatest prudence at all times when discussions regarding school business arise outside a Trust meeting. Official statements to the media should go through the Chair or the CEO
- We will not reveal the details of any Trust Board vote

5.4 Conflicts of Interest

- We will follow the principles and procedures laid out in the Trust's Conflicts of Interest policy
- We will act in the best interests of the Trust as a whole and not as a representative of any group or school

5.5 Change of circumstances

- We will inform the Trust Secretary as soon as possible should any changes to our circumstances occur during our term as a Director / Member, including if:
 - there are any changes to the interests which have been declared
 - we become, or cease to be, a company director, board member or trustee of another company or charity
 - our occupation changes
 - we move house
 - we become employed by the Trust or a local authority

6. Breach of this Code

6.1 Every Director / Member is under a duty to report any breach of this Code or any grounds for believing that a breach of the Code has occurred to the chair (and if the allegation is about the Chair, to one of the Vice Chairs).

6.2 Failing to report a breach of the Code is itself a breach of this Code.

6.3 Any breach of this Code will be treated extremely seriously by both the Board and the Trust and may result in suspension or removal from the Board.

6.4 In the event of a breach of this Code each Director / Member agrees to participate fully in any investigations procedure instigated by the Board and to abide by any sanction that may be imposed on them by the Board for such breach.

The Trust Board of the Peninsula Learning Trust adopted this Code of Conduct on 5 March 2015.

Undertaking:

As a member of the Trust Board I will always have the well-being of the children and the reputation of the Trust at heart; I will do all I can to be an ambassador for the Trust, publicly supporting its aims, values and ethos; I will never say or do anything publicly that would embarrass the Trust, the Trust Board, the CEO or staff.

Signed:

Printed name:

Date:

Appendix A: The Seven Principles of Public Life

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 organisations 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.

Appendix B: Good Governance Standard for Public Services

The standard prepared by The Independent Commission on Good Governance in Public Services in 2005 comprises six core principles of good governance, each with its supporting principles. Set out below is an extract of these core principles.

By accepting appointment to the board, each director agrees to accept the provisions of this Code.

Good governance means focusing on the organisation's purpose and on outcomes for citizens and service users. We will:

- be clear about the Trust's purpose and its intended outcomes for citizens and pupils
- make sure that pupils receive a high quality education
- make sure that taxpayers receive value for money

Good governance means performing effectively in clearly defined functions and roles. We will:

- be clear about the functions of the board
- be clear about the responsibilities of non-executives and the executive, and making sure that those responsibilities are carried out
- be clear about relationships between directors and the public

Good governance means promoting values for the whole organisation and demonstrating the values of good governance through behaviour. We will:

- put organisational values into practice
- behave in ways that uphold and exemplify effective governance

Good governance means taking informed, transparent decisions and managing risk. We will:

- be rigorous and transparent about how decisions are taken
- have and use good quality information, advice and support
- make sure that an effective risk management system is in operation

Good governance means developing the capacity and capability of the governing body to be effective. We will:

- make sure that appointed and elected directors have the skills, knowledge and experience they need to perform well
- develop the capability of people with governance responsibilities and evaluate their performance, as individuals and as a group
- strike a balance, in the membership of the board, between continuity and renewal

Good governance means engaging stakeholders and making accountability real. We will:

- understand formal and informal accountability relationships
- take an active and planned approach to dialogue with and accountability to the public
- take an active and planned approach to responsibility to staff
- engage effectively with institutional stakeholders