

## SAET Directors and Governors Code of Conduct

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## Introduction

1.1 The Severn Academies Educational Trust (SAET) refers to the whole organisation; inclusive of its individual academies and any trading organisations.

1.2 This code is designed to guide and support directors and governors and committee members in carrying out their role and responsibilities. It applies to all members of the board of directors, local governing bodies and board committees within SAET regardless of position or length of office.

1.3 The primary duty of all directors and governors is to act in the interests of SAET as a whole. This reflects their legal and constitutional duties. Directors and governors are not delegates of any academy within the organisation or any outside body, and cannot be mandated or act in the primary interest of any academy within the organisation or outside body.

1.4 Directors and governors cannot act in their own personal interests and must declare any actual or potential conflicts of interest.

1.5 The work and reputation of SAET relies on all who are associated with it upholding and promoting the shared mission, vision and values. The board of directors and each local governing body has responsibility for ensuring that all actions carried out by its members and by staff on its behalf are measured and proportionate; hence the production of this code to guide their behaviour.

1.6 SAET is also accountable for large sums of public money and it is responsible for the education provision and services for large numbers of students. Directors and governors should therefore through their conduct:

- give stakeholders' confidence in SAET and all those associated with it
- show integrity as representatives of SAET
- be transparent in actions and decision-making and only restrict access to information when there is a wider public interest against disclosure.
- ensure that there is no suggestion of influence by improper motives

## 2. General obligations

2.1 Directors and governors must:

- carry out their role and responsibilities in accordance with the law and SAET's constitution, policies, procedures and guidance
- promote diversity and inclusion and treat others with respect
- respect the contribution and rights of others, whether directors, governors, staff, students or those whom SAET has dealings with
- positively uphold and defend SAET's values
- uphold decisions of the board of directors and local governing bodies
- Act in accordance with the needs of SAET when using or authorising the use by others of SAET's resources
- have regard to any relevant advice provided by the Chief Executive Officer (CEO), the primary and secondary Directors, and other advisers when reaching decisions
- immediately inform the company secretary in the event of criminal allegations and/or criminal proceedings being brought against them
- advise the chair of directors, CEO and/or company secretary, as soon as possible if they become aware of any conduct by another director or governor which they reasonably believe involves a failure to comply with the this Code of Conduct for directors and governors

## 2.2 Directors and governors must not:

- do anything which compromises or which is likely to compromise the impartiality of those who work for, or on behalf of, SAET
- disclose information given in confidence by anyone or information acquired which they believe to be confidential, without the consent of a person authorised to give it, unless required by law to do so
- prevent another person from gaining access to information to which that person is entitled by law
- conduct themselves (in their official capacity, or any other circumstance) in a manner which could reasonably be regarded as bringing their office or SAET into disrepute
- accept gifts or allow extravagance in any entertainment received or given in connection with SAET's business and always follow SAET's policies on recording hospitality received, given or declined
- use their position (in their official capacity, or any other circumstance) improperly to confer on or secure for themselves or any other person, an advantage or disadvantage
- allow SAET's resources to be used for their own personal, business or political purposes.
- seek any special advantage in the use of consultants, contractors, advisors etc. used by SAET
- allow themselves to be mandated by any academy within the organisation or outside body or persons to support, resist or influence a decision of the board of directors, local governing body or board committee; or the exercise of delegated authority by any director, governor or member of staff
- behave in a racist or sexist manner, discriminate against any person, encourage nor condone such behaviour in others

## 3. Conflicts and disclosure of interest

3.1 This covers any circumstances where a director and governor or their close relative could in theory receive a personal or business benefit (other than salary and expenses) as a consequence of any of SAET's activities.

3.2 For the purposes of disclosure, the following definition will apply:

- "close relative" means a spouse, partner, parent, parent-in-law, son, daughter, stepson, stepdaughter, child of a partner, brother, sister, grandparent, grandchild, uncle, aunt, nephew niece, or the spouse or partner of any of the preceding persons

3.3 There are two main examples where a benefit could occur:

- a duality of interest - where the circumstances could potentially bring about some personal or business gain
- a conflict of interest - where both a Trust (i.e. individual academy and/or organisation as a whole) and a personal and/or business interest do actually occur

3.4 Both types of interest must be disclosed as soon as that interest arises or is considered may potentially arise in the future.

3.5 All directors and governors must declare all bodies trading in which he or she has an interest as any of the following:

- a partner
- an employee
- a consultant
- a director
- a member
- a shareholder, unless the shares of the company are listed on a recognised stock exchange and the director holds less than 1% of the issued capital
- the owner or controller of more than 50% of the shares of any other company or controls more than 50% of the voting rights attached to the shares; or has the right to appoint one or more directors to the board of the company

3.6 All directors and governors must declare:

- all interests as an official or elected member of any statutory body
- any other significant or material interest (see below)

3.7 Other such "significant or material interest" could include the following:

- all interests in any property to be managed, leased or purchased by SAET
- an interest in any organisation selling or being agent for any property being managed, leased or purchased by SAET
- a business relationship with any person or firm earning fees from work placed by SAET.
- a business relationship with any person or firm entering into a contract to carry out work for SAET
- an interest by virtue of membership of a club, organisation, movement or society with which SAET is linked with in some way
- any other personal or business interest, which conflicts with SAET's interest.

3.8 All actual or potential interests must be declared as soon as they arise. In addition, the company secretary will require all directors and governors to complete an annual declaration of interests on a prescribed form. The approved list of suppliers, consultants and contractors will be circulated to all directors and governors to assist in the process. Declarations of interest will be held in a register that accurately reflects the details provided in the declaration.

3.9 Directors and governors may seek advice from the company secretary on potential conflicts or duality of interests, but it is ultimately the personal responsibility of the director, governor or committee member to decide on whether it exists or may exist and to make the declaration accordingly.

3.10 In reaching such a decision directors and governors should be guided in the view that a personal interest in a matter could be regarded as prejudicial if the interest is one which a member of the public with knowledge of the relevant facts would reasonably regard as so significant as likely to prejudice the 'director's and governor's judgement on the matter.

3.11 A director or governor with a personal interest in a matter who attends a meeting of SAET at which the matter is to be considered must disclose to that meeting the existence and nature of that interest at the commencement of the meeting (if the interest is not immediately apparent to the director or governor then they must do so as soon as it is).

3.12 The director or governor concerned shall not remain present during the discussion of that matter unless requested to do so by the remaining members of the board or local governing body. The director or governor concerned may not vote on the matter in question. No decision of the board or local governing body shall be invalidated by the subsequent discovery of an interest, which should have been declared.

3.13 There are exceptions to the above as follows:

- provided the interest has been properly disclosed a director or governor may remain present during the discussion and may vote on the matter under discussion where the interest arises because:
- the director or governor is a parent/carer, so long as the matter in question affects all or a substantial group of parent/carers; or
- the director or governor is an official or elected member of any statutory body provided they have no direct or indirect interest in the matter.
- a director or governor shall not be treated as having an interest:
- of which the director or governor has no knowledge and of which it is unreasonable to expect him/her to have knowledge; or
- on the establishment of a policy in respect of 'director's or governor's remuneration or expenses.

3.14 If a question arises at a meeting of the board of directors or local governing body as to the right of a director or governor to vote, the question may, before the conclusion of the meeting, be referred to the chair of the meeting and their ruling (having taken advice if necessary from the company secretary) in relation to any director or governor other than themselves shall be final and conclusive.

3.15 Before, during or after consideration of the matter at a meeting where a director or governor has an interest they must not seek to improperly influence the consideration and decision to be made by the other directors and governors.

3.16 Normally parent directors and governors should avoid using their own direct personal circumstances or experiences (or those of others close to them) in a debate to illustrate a point, as this may begin to cross over into a potential conflict of interest. It is also possible that talking about themselves may influence others who should be seeking to make an objective judgement on the matter under consideration. However, there can be occasions when feedback from parent directors and governors is sought specifically when evidence of the impact of a Trust policy or procedure is being gathered.

3.17 For the purposes of this code, "meeting" means any meeting of the board of directors, a local governing body, working group or panel convened by SAET; or any other forum where the director or governor is in attendance in their capacity as a director or governor.

3.18 Where a conflict is likely to recur on a frequent basis or where a significant breach has occurred in relation to their own position, the director or governor in question should offer to resign.

#### **4. Accountability and openness**

4.1 Each academy has an improvement plan, which is consolidated into SAET's strategic plan and supports SAET's mission, vision and the values, which guide the way that it works. There are a range of strategies, which set out goals and objectives designed to support the delivery of the vision. There are a large number of policies and procedures covering SAET's main areas of activity.

4.2 All of this provides a framework in which fair decisions can be made in all areas. This approach creates a framework for accountability, which minimises the chance, that SAET as an organisation, the group board collectively, or any individual director or governor within SAET could be legitimately criticised.

4.3 It is therefore the responsibility of directors and governors to ensure that the strategic plan and the strategies are implemented through by the CEO, primary or secondary Directors, and those policies, procedures are regularly reviewed, and their operation reported upon.

4.4 SAET aims for openness in the way that it works and there are specific policies, which cover its approach to this. Items will be dealt with openly wherever possible although some items may be treated as confidential particularly where they may be commercially sensitive or refer to matters of a personal nature. Information on the work and decisions of the board of directors and local governing bodies will be disseminated to relevant staff and publicised to stakeholders and key partners within the context of SAET's openness policy.

4.5 Within this, however, confidentiality of students, staff and agencies with which SAET works will be respected. Boards must at all times treat as strictly confidential:

- information concerning people - students, directors and governors, staff, applicants, etc.
- commercially sensitive information i.e. information that if it became widely available could adversely affect SAET's negotiating position in a transaction
- financial information relating to SAET
- matters that would breach the confidence of a third party
- all other items listed in SAET's openness policy

4.6 Directors and governors should respect at all times matters, which have been determined as confidential. If any director or governor is unsure, they should err on the side of caution and consult with the CEO.

#### **5. Press and media**

5.1 In the event that any director or governor is approached by the press or media for comment on any matters relating to SAET, the matter must be referred immediately to the CEO. Directors or governors are not permitted to discuss SAET's affairs with the press or media without prior approval from the CEO or chair of directors.

#### **6. Political activities**

6.1 It is essential to demonstrate SAET's non-political nature and directors and governors must keep personal political activities totally separate from SAET's work. Any director or governor who is involved in political activities must ensure that the reputation and status of SAET or any of its academies is not damaged by their personal political activities.

## **7. Gifts and hospitality**

7.1 Directors and governors are expected at all times to conduct themselves in respect of SAET's activities with the highest degree of probity. SAET expects the highest standard of honesty from directors and governors in their business dealings, and expects that this can be shown to be the case.

7.2 SAET has in place a policy on gifts and hospitality in order to give directors and governors guidelines as to the level of gifts and hospitality that may be acceptably received or given and to provide a system for such gifts or hospitality to be recorded (including those declined), so that directors and governors are not open to possible criticism or any charge of undue influence. The same standards are expected of staff.

7.3 Failure to follow the policy (including the proper registration of gifts and hospitality received, given and declined) will be regarded as a breach of this code.

## **8. Purchasing**

8.1 Directors and governors must avoid suspicion of preferential treatment by suppliers, consultants and contractors by separating their private purchasing from that of SAET. In order to avoid any suspicion that a supplier may give or receive favourable treatment, directors and governors must achieve a separation between their purchasing decisions as individuals and those for SAET.

8.2 Directors and governors may not normally use, for personal or private business, any of SAET's professional advisors, accountants, auditors, solicitors, architects, surveyors, consultants, builders, maintenance contractors or suppliers of bulk goods or services (except monopolies, or near monopolies, such as utilities, e.g. gas, water) as held in the list of suppliers, consultants and contractors maintained by the company secretary.

8.3 Where this is impractical, they must ensure and inform the company secretary in writing and confirm that no financial advantage will be secured as a result of their position as a director or governor.

## **9. Attendance**

9.1 It is part of the responsibilities of directors and governors to ensure that their attendance is maximised. In particular there is a responsibility to fully prepare and to participate in the work of the board or local governing body; to attend meetings regularly, participate fully in discussions and share responsibility within the decision making process; and to attend appropriate training events or represent SAET as required.

9.2 It is acknowledged that on occasions attendance may be prevented to due ill health, caring responsibilities, or other unforeseen factors. Commitment is an essential component of being a director or governor and every effort should be made to plan diaries so that attendance can be maximised. If however any director or governor without special permission approved by the board directors is absent from all formal meetings which they were due to attend in a 6 month period then in accordance with the articles of association they will be disqualified as a director or governor, subject to the approval of the board of directors.

9.3 The board of directors may resolve to remove from office a director or governor and it may take into account non-attendance as a factor in deciding to act to remove a director or governor earlier than the 6 months disqualification set out above.

## **10. Dealings with staff**

10.1 Directors, governors and committee members must be aware that they have a duty towards staff. The management of staff is the responsibility of the CEO and Principal/Headteacher. In order to ensure that SAET is not compromised in terms of its employee relations, directors and governors must behave in a manner, which is consistent with all of SAET's staffing policies and procedures and its approach to equality and diversity.

10.2 If any director or governor has a concern about the performance, behaviour or competence of any member of staff, it should be reported to the CEO or Principal/Headteacher in the first instance. Concerns will then be investigated in line with the appropriate policy and procedures. The CEO or Principal/Headteacher will subsequently inform the chair of directors or chair of LGB and the complainant of the result of the investigation and of any steps, which have been, or are to be taken as a consequence of this. Such information will be privileged and will be kept confidential unless otherwise directed by the CEO.

10.3 In the case of a concern regarding the CEO, it should be reported to the chair of directors. The matter will be investigated by the chair of directors taking external advice if required. Again, concerns will be investigated in line with appropriate policies and procedures and the complainant will be advised of the result of the investigation and of any steps, which have been or are to be taken as a consequence of this. Such information will be privileged and will be kept confidential unless otherwise directed by the chair of directors.

10.4 Where a director or governor has serious concerns and does not feel able to raise these with the chair of directors or the CEO a process is in place to enable these to be reported confidentially - the Whistle Blowing Policy is available from the company secretary.

## **11. Breaches of the code of conduct**

11.1 directors and governors should recognise that failure to follow this code of conduct may damage SAET's reputation and its work and so will be viewed as a disciplinary matter.

11.2 Actual or potential breaches of this code or any other complaints against directors and governors will be investigated by the company secretary in consultation with the chair of directors, any other relevant chair and the CEO.

11.3 Actual or potential breaches of the code of conduct or any other complaints against the chair of directors will be investigated by the vice chair of directors, the CEO and the company secretary.

11.4 directors and governors under investigation for breach of the code of conduct will be notified of the enquiry and invited to present an explanation for their behaviour or actions. The chair of directors in consultation with any other relevant chair and CEO will decide on whether convene a disciplinary panel or whether some other action is more appropriate, including the issuing of an informal warning to the director or governor about their conduct.

11.5 Any director or governor breaching the code of conduct for may only be removed from office by resolution of the board of directors. If at the panel hearing, a breach of the code of conduct for is found to have taken place then the company secretary will prepare a report for the next meeting of the board of directors setting out the nature of the breach of the code of conduct, a summary of the panel's findings, and any recommended sanction.

11.6 The report will provide the director or governor the opportunity to present any justifications to the board of directors in writing should they wish to remain in office. They may not attend the meeting whilst the board of directors considers that that item and reaches its decision.



11.7 The board of director's decision will be conveyed to the director or governor orally within 24 hours and in writing within 3 working days.

## **12. Disqualification from office**

12.1 This code of conduct highlights areas where directors and governors may or will be expelled from office for breaches of the code or other serious matters. Directors and governors should also be aware that under the articles of association their appointment will immediately cease in the following circumstances:

- Being prohibited by law from becoming a director
- Being prohibited by law from being a charity
- Being removed as a charity from another charity due to misconduct or mismanagement
- Being prohibited by law from working with children
- Conviction of any criminal offence at any time (other than spent convictions and typically those where the maximum sentence is a fine or lesser sentence)
- Failure to provide a current enhanced level CRB certificate
- In light of any matters disclosed on the CRB certificate which in the opinion of the chair of directors or the CEO confirms them as unsuitable to work with children
- Incapability to handle their own affairs by reason of mental disorder, illness or injury
- Failure to attend all meetings within a 6 month period without special consent from the board of directors.

12.2 For the actual wording in each instance directors and governors should view the articles of association.

## **13. Acceptance**

13.1 Upon appointment all directors and governors are required to counter-sign a letter of appointment, which will include:

- Code of Conduct for directors and governors
- Declaration of interests form
- Role profile and person specification

13.2 Directors and governors are expected to refer to and abide by these and other documents within SAET's governance framework throughout their term of office and remain familiar with their contents. There will also be an annual declarations process.

13.3 Any future changes to this Code of Conduct once agreed by the board of directors will be deemed to have been accepted by all serving directors and governors.