



**RHT CODE OF CONDUCT**

**FOR**

**MEMBERS, TRUSTEES, GOVERNORS**

**AND COMMITTEE MEMBERS**

Approved: Oct 2018

## CONTENTS

	<b>Page</b>
<b>Code of Conduct for Members, Trustees, Governors and Committee Members</b>	
1. Introduction	3
2. Interpretation	3
3. Object, Purposes and Aims	4
4. Duties	4
5. Accountability	6
6. Public Service Values	6
7. Skill, Care and Diligence	6
8. Powers	6
9. Conflicts of Interest and Conflicts of Loyalty	7
10. Trustee Benefit	8
11. Gifts and Hospitality	8
12. Collective Responsibility	8
13. Openness and Confidentiality	9
14. Complaints	9
14. Attendance at Meetings	10
15. Expenses	10
16. Governance Development and Support	11
17. Breaches of the Code of Conduct	11
18. Data Protection	11
19. Monitoring and Review	11
Schedule - List of source documents	12
Appendix 1 - Strategic Vision and Values	13
Appendix 2 - Summary of the main provisions of the Academies Financial Handbook	14
Appendix 3 - Nolan Principles	15
Appendix 4 - Six Core Principles of Good Governance	16
Appendix 5 - Summary of powers delegated to LGBs	18
Appendix 6 - Extract from Articles of Association concerning trustee benefits	19
Appendix 7 - Policy Expenses, Gifts and Hospitality	21
Appendix 8 - Policy Conflicts of Interest Declarations of Interest Form	25

## **CODE OF CONDUCT**

### **INTRODUCTION**

This Code is intended as a guide, to indicate the standards of conduct and accountability which are expected of Members, Trustees, Governors and Committee Members, and to highlight their legal and ethical duties. This Code is aimed at promoting effective, well informed and accountable governance, and is not intended to be a definitive statement of the law or good practice.

In addition to this Code, Trustees also have responsibilities as charitable trustees (explained in more detail in the Charity Commission publication – *The Essential Trustee: What You Need To Know*). Whilst Governors are not legally regarded as charity trustees, they are required to exercise their responsibilities on behalf of the Board in accordance with the Scheme of Delegated Authority (SoDA) and are expected to comply with this Code of Conduct.

Members, Trustees, Governors and Committee Members are recommended to familiarise themselves with other source documents listed in the Schedule.

If an individual Trustee is in doubt about the provisions of this Code or any of the source documents, the Clerk should be consulted and, if necessary, professional advice may be obtained. However, ultimate responsibility for the appropriateness of conduct as a Member, Trustee, Governor or Committee Member and for any act or omission in their capacity as a charity trustee rests with the individual.

This Code applies to every committee or working party of the Board and to every subsidiary company or joint venture of the Academy to which Trustees/Governors may be appointed.

**By accepting appointment as a Member, to the Board of Trustees, LGB or Committee, each individual agrees to accept the provisions of this Code.**

### **INTERPRETATION**

In this Code:

'Company' or 'Trust' means Richard Huish Trust;

'Members' means the subscribers to the Trust's memorandum of association;

'Trustees' means the company Trustees or charity trustees of the Richard Huish Trust;

'Governors' means the members of each company academy Local Governing Body;

'Committee Members' means the individuals appointed to serve on committees established by the Board of Trustees;

'Board' means the Board of Trustees which was established for the purpose of conducting the business of the Company;

'LGB' means the Local Governing Body of a company academy which has delegated powers to act on behalf of the Board;

'Committee' means a committee established by the Board of Trustees;

'RHT Clerk' means the Clerk of the Richard Huish Trust who fulfils the functions of Clerk to the Board and Committees;

'Clerk' means the Clerk to the LGB;

all other definitions have the same meanings as given in the Academy's Memorandum and Articles of Association; and

words importing one gender import any gender.

### **OBJECT, PURPOSES AND AIMS**

A charitable trustee must always aim to achieve the charitable objectives and ensure that resources are used only to achieve those objectives. In the case of the Trust, the key object is to advance education for the public benefit by establishing, maintaining, carrying on, managing and developing schools offering a broad and balanced curriculum.

The Vision Statement (**Appendix 1**) seeks to encapsulate the core purposes and aims of the Trust. Members, Trustees, Governors and Committee Members, should have due regard to these purposes and aims, and to the object when conducting the business of the Trust and considering the activities and proposed activities of the Trust.

The Company recognises its obligations to all those with whom it and/or the academies have dealings, including students/pupils, employees, suppliers, other educational institutions and the wider community and is committed to ensuring that it conducts its business in accordance with the highest ethical standards as set out in more detail in this Code. In particular, the Board is committed to:

having close regard to the voice of the learner;

combating any discrimination on the grounds of the characteristics protected by the Equality Act 2010; and engaging with the community it serves in order to understand and meet its needs.

### **DUTIES**

Members, Trustees, Governors and Committee Members owe a fiduciary duty to the Trust. This means that they should act with the highest loyalty to the Trust, act in good faith in its best interests. Each Trustee individual should act honestly, diligently and independently. Their actions should promote and protect the good reputation of the Company and command the trust and confidence of those with whom it deals.

Decisions taken by Members, Trustees, Governors and Committee Members must not be for any improper purpose or personal motive. Decisions taken must always be for the benefit of the Trust, its students/pupils and staff and the wider community. Accordingly, Members<sup>1</sup>, Trustees, Governors and Committee Members must not be bound in their speaking and voting by mandates given to them by other bodies or persons (including but not limited to the bodies that elected them).

Members, Trustees and Governors should act reasonably and prudently to ensure that the Trust or Academy remains solvent and that they monitor the current financial position. They are responsible for the proper stewardship of public funds and ensuring assets are protected and used only in the furtherance of the Trust's objectives. Activities which put the assets or reputation of the Trust or Academy at undue risk should be avoided.

Members, Trustees and Governors must observe the provisions of the Trust's Memorandum and Articles of Association and in particular the duty to give immediate notice to the Clerk should they become disqualified from continuing to hold office. The responsibilities of Trustees are summarised in section 1 of **the Academies Financial Handbook (See source documents)**.

Trustees and Committee Members should comply with the Standing Orders of the Board and its committees to ensure that the business is conducted in an orderly, fair, open and transparent manner. The Standing Orders and committee terms of reference must be kept under periodic review.

Members, Trustees, Governors and Committee Members should also have regard to the distinction between governance and management, and recognise the different, but complementary, responsibilities given to the senior staff of the Trust and Headteachers of the academies. In broad terms whereas it is the Board's function to decide strategic policy, overall direction and to monitor the performance of the CEO and hold the senior staff of the Trust and the Headteachers to account, the role of the CEO, senior staff of the Trust and the Headteachers is to implement the Board's decisions and to manage the Trust's day-to-day affairs within the budgets and framework fixed by the Board and in accordance with the Scheme of Delegated Authority (SoDA).

Trustees should refer to the Clerk for advice relating to the governance functions which are set out in section 1 of **the Academies Financial Handbook** and have regard to the Clerk's independent advisory role.

The Articles of Association<sup>2</sup> set out the eligibility criteria for the appointment of Members, Trustees and Governors who have a duty to immediately notify the Clerk should they no longer remain eligible to hold office.

---

<sup>1</sup> This statement does not apply to the Diocesan Corporate Member

<sup>2</sup> You must not act as a Member/Trustee/Governor if you are disqualified under the Charities Act 2011 or the Charities (Protection and Social Investment) Act 2016 Regulations

Trustees, Governors and Committee Members should refer to the Company Clerk for procedural advice regarding governance functions and have regard to the Company Clerk's independent advisory role.

## **ACCOUNTABILITY**

**The Academies Financial Handbook** sets out the duties and obligations of Trusts which have a funding agreement with the Secretary of State for Education. Trustees, Governors and Committee Members are responsible for observing the duties set out in the Financial Handbook and the Funding Agreement. **A summary of the key areas covered by the Financial Handbook are set out in Appendix 2.**

Although the Education and Skills Funding Agency (ESFA) is the main provider of funds to the Trust, Trustees, Governors and Committee Members should note that they are also responsible for the proper use of income derived from any other sources and for the control and monitoring of expenditure of such income, in order to meet the requirements of the relevant funding body and public audit.

The Chief Executive is the Accounting Officer for the Trust and is personally responsible to Parliament, through the Committee of Public Accounts. He is responsible for the effective stewardship by the Trust of public funds in accordance with the law, the Articles of Association and the Financial Handbook by ensuring regularity, propriety and value for money. The responsibilities of the CEO as Accounting Officer are set out in the Academies Financial Handbook.

## **PUBLIC SERVICE VALUES**

6.1 Public service values and high standards of conduct, based on the principles set out in **Appendices 3 Nolan Principles** and **Six Core Principles of Good Governance 4**, together with a recognition that students/pupils and other users of the Trust's services come first, are a requirement of being Member, Trustee, Governor or Committee Member, and should underpin all decision-making.

## **SKILL, CARE AND DILIGENCE**

7.1 Each Trustee, Governor and Committee Member should exercise such skill as he or she possesses and such care and diligence as would be expected from a reasonable person in the circumstances. They should be well informed about the Trust or Academy and use their personal knowledge and experience to ensure the Trust is well run and efficient. They should consider taking external professional advice on any matters where there may be a material risk to the Trust.

## **POWERS**

Trustees, Governors and Committee Members are responsible for taking decisions which are within the powers set out in the Articles of Association, the SoDA and terms of

reference. This is particularly relevant when functions are delegated to a LGB or committee. **A summary of those powers is set out in Appendix 5.** The Board can delegate responsibilities to committees/LGBs although the Trustees remain collectively responsible in law for all decisions.

If an individual thinks that the Board, the LGB or a committee is likely to exceed its powers by taking a particular decision, he or she should immediately refer the matter to the RHT Clerk for advice.

### **CONFLICTS OF INTEREST AND CONFLICTS OF LOYALTY**

Trustees, Governors and Committee Members should seek to avoid putting themselves in a position where there is an actual or potential conflict between their personal interests and their duties to the Trust or where a conflict might be seen to arise. They should not allow any conflict of interest or conflict of loyalty to arise which might interfere with the exercise of their independent judgement. Further guidance is provided in the Charity Commission publication – *Conflicts of Interest: A Guide for Charity Trustees*.

Trustee, Governors and Committee Members are reminded that under the Articles of Association (Articles 97-98), charity and company law they have a personal responsibility to disclose any direct or indirect financial or other interest they have, or may have, in the supply of work to the Trust or the supply of goods for the purposes of the Trust, or in any contract, or any other matter relating to the Trust or a company academy.

If an interest of any kind (including an interest of a spouse, partner, <sup>3</sup>close relative or a person connected to a Trustee, Governor or Committee Member) is likely or would, if publicly known, be perceived as being likely to interfere with the exercise of an individual's independent judgement, then:-

the interest, financial or otherwise, should be reported to the Company Clerk or Clerk;

the nature and extent of the interest should be fully disclosed to the Board, the LGB or Committee before the matter giving rise to the interest is considered;

if the individual concerned is present at a meeting of the Board, LGB or Committee, at which such supply, contract or other matter constituting the interest is to be considered, he or she should:

not take part in the consideration or vote on any question with respect to it and shall not be counted in the quorum for that meeting;  
and

withdraw from that meeting where required to do so by a majority of the Members, Trustee, Governors or Committee Members present at the meeting.

---

<sup>3</sup> "close relative" includes but is not limited to a father, mother, brother, sister, child, grandchild and step-father/mother/brother/sister/child.

The Clerk will maintain a Register of Interests which will be open for public inspection. Trustee, Governors and Committee Members must disclose routinely to the Board or LGB, as appropriate, all business and personal interests, financial or otherwise, which they, or a connected person, may have and should inform the Clerk whenever their circumstances change and interests are acquired or lost. **The Conflicts of Interest Policy with a Declaration of Interests Form is attached at Appendix 8**

Academy Trusts must publish on their website the relevant business and pecuniary interests of trustees/members/governors.

### **TRUSTEE BENEFIT**

Members, Trustee, Governors and Committee Members may not receive a benefit from the Trust, directly or indirectly, unless the correct processes have been followed and they have adequate legal authority to do so in accordance with the Articles of Association.

Where it is proposed that the Board should grant a trustee a financial interest (such as a contract for the supply of goods or services) the requirements of the Charities Act 2011 and the Articles of Association must be fully observed by the Board. An extract from the **Articles of Association is attached at Appendix 6.**

### **GIFTS AND HOSPITALITY**

Trustee, Governors and Committee Members must not receive gifts, hospitality or benefits of any kind from a third party which might be in breach of the Bribery Act 2010 and the Trust's policy on gifts and hospitality/anti-bribery policy or be seen to compromise their personal judgement or integrity. Any offer or receipt of such gifts, hospitality or benefits should immediately be reported to the. **The Expenses, Gifts and Hospitality policy is set out at Appendix 7.**

### **COLLECTIVE RESPONSIBILITY**

- 12.1 The Board, LGBs and committees operate by taking majority decisions in a corporate manner at quorate meetings. Therefore, a decision, even when it is not unanimous, is a decision taken by the Board, LGB or committee collectively and each individual has a duty to stand by it, whether or not he or she was present at the meeting when the decision was taken and whether or not he or she voted for or against the proposal.
- 12.2 If a Member, Trustee, Governor or Committee Member disagrees with a decision taken, his or her first duty is to have any disagreement discussed and minuted. If the individual strongly disagrees, he or she should consult the Chair and, if necessary, then raise the matter with the Board, LGB or committee when it next meets. If no meeting is scheduled, the Trustee may refer to the powers to call a special meeting and, if appropriate, exercise it, requesting the Company Clerk to circulate their comments in advance of the special meeting. Alternatively, as a



final resort, the individual may decide to offer his or her resignation from office, after consulting the Chair.

## **OPENNESS AND CONFIDENTIALITY**

Because of the Trust's public accountability and the importance of conducting its business openly and transparently, the Board, LGB and committees should ensure that, as a general principle, students/pupils, staff and parents of the Trust have free access to information about the proceedings of meetings. Accordingly, agendas, minutes and other papers will normally be made available for public inspection when they have been approved for publication by the Chair.

There will be occasions when the record of discussions and decisions will not be made available for public inspection; for example, when named individuals, sensitive issues or commercial transactions are considered. Such excluded items will be circulated in confidence to relevant Trust individuals. When considering such issues the Trustees/Governors must also consider the Academy's publication scheme issued under the Freedom of Information Act 2000. Some confidential items are likely to be of a sensitive nature for a certain period of time only (for example information relating to a proposed commercial transaction). Where possible, the Board, LGB or committee should specify how long such items should be treated as confidential or, if this is not possible, such items should be regularly reviewed to consider whether the confidential status should be removed or whether the public interest in disclosure outweighs that confidential status and the item made available for public inspection.

Staff and parent governors have no right of access to minutes dealing with matters in respect of which they are required to withdraw from meetings under the Trust's Articles of Association and Standing Orders.

It is important that the Board, LGBs and committees have full and frank discussions in order to take decisions collectively. To do so, there must be trust between those involved with a shared corporate responsibility for decisions. Trustees, Governors and Committee Members should keep confidential any matter which, by reason of its nature, the Board, LGB or committee has agreed should be dealt with on a confidential basis.

Trustees, Governors and Committee Members should not make statements to the press or media or at any public meeting relating to the proceedings of the Board, LGB or committee without first having discussed the issue and sought approval from the Chair of the Board of Trustees or, in his or her absence, the Vice Chair. It is unethical for individuals publicly to criticise, canvass or reveal the views of other Trustees, Governors and Committee Members which have been expressed at meetings.

## **COMPLAINTS**

In order to ensure that the affairs of the Trust are conducted in an open and transparent manner and that the Academy is accountable for its use of public funds but also to its employees, its students and the community it serves, it is important for there to be appropriate complaints

procedures in place and for these to be well publicised. Trustees are reminded of their specific responsibility under the Independent School Standards to have a formal complaints procedure complying with the Standards and with ESFA guidance in place to handle issues raised by parents and of the legal requirements to have whistleblowing and staff grievance procedures.

Under the Independent School Standards parents have a right to make a complaint to the ESFA that the Academy has not dealt adequately with their complaint. Trustees/Governors in particular are reminded that the ESFA:

14.2.1 will consider complaints about the Academy that fall into any of the following three areas:

- 1.1.1.1 where there is undue delay or the Academy did not comply with its own complaints procedure when considering a complaint;
- 1.1.1.2 where the Academy is in breach of its funding agreement with the Secretary of State; and
- 1.1.1.3 where an Academy has failed to comply with any other legal obligation.

will not overturn the Academy's decision about a complaint. However, if it finds that the Academy did not deal with a complaint properly it will request that the complaint is looked at again and that procedures meet the requirements set out in the Regulations.

If the Academy's complaints procedure does not meet the criteria required by the Regulations, the ESFA will ask the Academy to put this right. It may seek to enforce the decision under the terms of the funding agreement on behalf of the Secretary of State, if appropriate.

## **ATTENDANCE AT MEETINGS**

A high level of attendance at meetings is expected so that Trustee, Governors and Committee Members can perform their functions properly. Members, Trustees and Governors' annual attendance at meetings is published on the local academy and Trust website accordingly.

Members are expected to notify the Clerk of any extended period (of a month or more) when they will be absent and unable to fulfil their duties. A sabbatical period may be approved by the Board, if appropriate.

## **EXPENSES**

The role of Member, Trustee, Governor or Committee Member is an unpaid voluntary role and payment is subject to specific legal restrictions. However, the reimbursement of out of pocket expenses incurred in connection with their duties is allowed. The reimbursement of expenses may be claimed in accordance with the Trust's expenses policy, provided those expenses are not being paid by any other party, such as an employer. The decision about whether or not to claim is left to the discretion of individuals. Queries about expense claims should be discussed with the Clerk. **The Expenses, Gift and Hospitality policy is set out in Appendix 7.**

## **GOVERNANCE DEVELOPMENT AND SUPPORT**

The Trust shall seek to ensure that all Trustees, Governors and Committee Members are appointed on merit, in accordance with an open selection procedure and are drawn widely from the community which the Trust serves so as to be representative of that community. The Trust shall have regard to the Articles of Association, the need to combat discrimination and to promote equality, and the need to make available a range of necessary skills and experience to ensure that the Trust carries out its functions properly and the requirement to avoid or minimise conflicts of interest.

Trustees, Governors and Committee Members must obtain a thorough grounding in their duties and responsibilities by participating in any induction workshops, training programmes and refresher events.

Trustees, Governors and Committee Members are invited to identify any training or development needs and where additional support has been requested, the Trust will take all reasonable steps to offer relevant training and support.

As part of a continuing and critical process of self-evaluation and in order to promote more effective governance, Trustees/Governors will carry out an annual review of the performance of its duties and responsibilities.

## **BREACHES OF THE CODE OF CONDUCT**

If there is an alleged breach of this Code by any Member, Trustee, Governor or Committee Member, the Chair of the Board of Trustees/LGB will consider the process, determine whether a breach has taken place and propose appropriate action to the Board/LGB. If the alleged breach involves the Chair, the Vice-Chair will deal with the alleged breach.

A serious breach of the Code of Conduct may result in the removal of a Member, Trustee, Governor or Committee Member.

## **DATA PROTECTION**

The information provided in disclosures will be processed in accordance with the data protection principles set out in the Data Protection Act 1998 and successor legislation including the General Data Protection Regulation. Data will be processed only to ensure that Trustees act in the best interests of the Trust. The information provided will not be used for any other purpose. See RHT Governance Privacy Notice for further details.

## **19. MONITORING AND REVIEW**

19.1 This Code of Conduct will be monitored by the Board of Trustees and reviewed every four years.

## SCHEDULE - List of source documents

1. the Trust's Articles of Association;

the Standing Orders of the Board of Trustees and its committees;

the Funding Agreement(s) entered into by the Trust with the ESFA  
<https://www.gov.uk/government/publications/academy-and-free-school-funding-agreements-multi-academy-trust> ;

4. the Academies Financial Handbook; Roles and Responsibilities for DfE, ESFA, Trustees, Members, the Accounting Officer (CEO) and Chief Financial Officer (CFO). See The Academies Financial Handbook Section 1:

<https://www.gov.uk/government/publications/academies-financial-handbook>

5. the Trust's Strategic Vision and Values; [www.richardhuishttrust.co.uk](http://www.richardhuishttrust.co.uk)

6. the Trust's policy on conflicts of Interests, expenses, gifts and hospitality;

7. the principles laid down by the Committee on Standards in Public Life (Nolan Committee) and the Good Governance Standard for Public Services published by the Independent Commission on Good Governance in Public Services

8. the Charity Commission guidance set out in *The Essential Trustee: What you Need to Know* and in *Conflicts of interest: A Guide for Charity Trustees*  
[https://assets.publishing.service.gov.uk/government/uploads/system/uploads/attachment\\_data/file/734288/CC3\\_may18.pdf](https://assets.publishing.service.gov.uk/government/uploads/system/uploads/attachment_data/file/734288/CC3_may18.pdf)

the information set out in the following Appendices

Appendix 1 Trust's Strategic Vision and Values

Appendix 2 Key provisions of the Academies Financial Handbook

Appendix 3 the Seven Principles of Public Life

Appendix 4 Six Core Principles of Good Governance

Appendix 5 Summary of Main Powers of the Local Governing Body as set out in the Scheme of Delegated Authority (SoDA)

Appendix 6 Extract from the Articles of Association concerning trustee benefits

Appendix 7 Expenses, Gifts and Hospitality policy

Appendix 8 Conflicts of Interest Policy

## **APPENDIX 1 – Richard Huish Trust’s Strategic Vision and Values**

### **Vision:**

***To create an environment which enables our partners to deliver exceptional education.***

### **Values:**

- We have a culture that cares for the individual and promotes inclusivity, equality and mutual respect
- We strive to add value and achievement beyond what might be expected
- Students are at the centre of everything we do
- We work collaboratively and constructively as a team in order to best serve the local and wider community
- We are determined and rigorous in our pursuit of educational excellence
- Honesty and integrity are central to our work

### **Drivers:**

- a.** Maintain and seek further improvements in student outcomes through highly effective teaching, learning and curriculum delivery across all areas of the Trust.
- b.** Explore and develop new partnerships and members of the Trust in order to maximise efficiencies and drive up wider standards.
- c.** Through an expanded Trust membership take advantage of the educational benefits, for all students, of an ‘all through’ educational provision.
- d.** Grow a talent base of experienced educational experts that can be deployed to support and improve the educational experience of students within and outside of the Trust.
- e.** Establish financial sustainability and stability for the Trust and its member institutions.
- f.** Create and deliver a teaching and learning infrastructure to ensure that all students within the Trust are taught in state of the art accommodation and have access to appropriate IT.
- g.** Ensure clear lines of accountability and responsibility remain through the growing membership of the Trust.

## APPENDIX 2

### Key provisions of the Academies Financial Handbook

<https://www.gov.uk/government/publications/academies-financial-handbook>

#### The Trust is required to:

- ensure that Trustees and managers have the skills, knowledge and experience to run the Trust and exercise appropriate financial oversight
- prepare financial plans so as to secure the Trust's short-term and long-term financial health including producing a balanced budget approved by the Board of Trustee
- have in place a sound internal control framework and risk management processes to ensure the regularity and propriety of financial transactions and adequate assessment and management of risks
- ensure Trustee and managers monitor the Trust's current and forecast financial position, regularly reviewing management accounts and checking that public funds are spent prudently
- show that public funds have been used appropriately by ensuring appropriate conflict of interest, competitive tendering and value for money policies are in place and that Trustee, governors, employees or connected parties do not gain from their position by receiving payments under preferential terms
- ensure appropriate accounting policies, audit arrangements and external scrutiny to satisfy regulatory requirements and to provide openness and transparency in relation to the use of public funds.

## **APPENDIX 3**

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

The following is an extract from the Second Report of the Nolan Committee on Standards in Public Life, May 1996

#### **SELFLESSNESS**

Holders of public office should take decisions 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 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 4

### Six Core Principles of Good Governance

The following is an extract from the Good Governance Standard for Public Services published by the Independent Commission on Good Governance in Public Services, January 2005

**1. Good governance means focusing on the organisation's purposes and on outcomes for citizens and service users**

Being clear about the organisation's purposes and its intended outcomes for citizens and service users;

Making sure that users receive a high quality service;

Making sure that taxpayers receive value for money.

**2. Good governance means performing effectively in clearly defined functions and roles**

Being clear about the functions of the governing body;

Being clear about the responsibilities of the non-executives and the executive, and making sure that those responsibilities are carried out;

Being clear about relationships between the governors and the public.

**3. Good governance means promoting values for the whole organisation and demonstrating the values of good governance through behaviour**

Putting organisational values into practice;

Individual governors behaving in ways that uphold and exemplify effective governance.

**4. Good Governance means taking informed, transparent decisions and managing risk**

Being rigorous and transparent about how decisions are taken;

Having and using good quality information, advice and support;

Making sure that an effective risk management systems is in operation.



**5. Good governance means developing the capacity and capability of the governing body to be effective**

Making sure that appointed and elected governors have the skills, knowledge and experience they need to perform well;

Developing the capability of people with governance responsibilities and evaluating their performance, as individuals and as a group;

Striking a balance, in the membership of the governing body, between continuity and renewal.

**6. Good governance means engaging stakeholders and making accountability real**

Understanding formal and informal accountability relationships;

Taking an active and planned approach to dialogue with accountability to the public;

Taking an active and planned approach to responsibility to staff;

Engaging effectively with institutional stakeholders.

## APPENDIX 5

### **Summary of Main Powers of the Local Governing Body as set out in the Scheme of Delegated Authority (SoDA)**

The SoDA delegates responsibility to the LGB for a range of functions. To reflect the differing levels of support and earned autonomy, company academies are divided into three levels. Level 1 academies will have greater responsibility and autonomy.

#### **The main powers of the LGB include:**

- organising the work of the LGB and electing the Vice-Chair
- establishing sub-committees with clear terms of reference and responsibilities
- entering into contracts and committing to expenditure within specified financial limits
- developing and proposing the annual budget for approval by the Board of Trustee
- planning, managing and expending funds in accordance with the annual budget set by the Board of Trustee
- ensuring that proper financial procedures and risk management strategies are in place and that the requirements of the Academies Financial Handbook and any other relevant regulations are observed at all times
- providing data and information to the Board as often and in such format as required by the Trustees
- managing any non-grant funds or restricted funds raised by the LGB for the purposes for which they were intended
- ensuring the routine maintenance of buildings and facilities with due regard to health and safety considerations
- notifying the Board of Trustee of any occurrence of an event in respect of which insurance has been obtained
- taking part in the Headteacher selection and appointment process and working with the Board in relation to the annual performance review, pay and progression of this post
- selecting and appointing other teaching and non-teaching staff
- implementing disciplinary and capability procedures for staff
- setting and reviewing the curriculum, taking account of the views of the Board of Trustees
- monitoring and reviewing the quality and standards of the Academy and pupil achievement
- reviewing the admissions policy and recommending any changes for approval by the Board of Trustees
- implementing appropriate safeguarding policies and procedures and notifying the Chair of the Board of Trustees of any serious safeguarding issues.

## APPENDIX 6

### Extract from the Articles of Association concerning trustee benefits

6.6 No Trustee may:

- (a) buy any goods or services from the Company;
- (b) sell goods, services, or any interest in land to the Company;
- (c) be employed by, or receive any remuneration from the Company (other than the Chief Executive Officer whose employment and/or remuneration is subject to Article 6.8 and 68A);
- (d) receive any other financial benefit from the Company unless:
  - (i) the payment is permitted by Article 6.7 and the Trustees follow the procedure and observe the conditions set out in Article 6.8; or
  - (ii) the Trustees obtain the prior written approval of the Charity Commission and fully comply with any procedures it prescribes.

6.7 Subject to Article 6.8, a Trustee may:

- (a) receive a benefit from the Company in the capacity of a beneficiary of the Company.
- (b) be employed by the Company or enter into a contract for the supply of goods or services to the Company, other than for acting as a Trustee.
- (c) receive interest on money lent to the Company at a reasonable and proper rate not exceeding 2% per annum below the base rate of a clearing bank to be selected by the Trustees, or 0.5%, whichever is the higher; and
- (d) receive rent for premises let by the Trustee to the Company if the amount of the rent and the other terms of the lease are reasonable and proper.

6.8 The Company and its Trustees may only rely upon the authority provided by Article 6.7 if each of the following conditions is satisfied:

- (a) the remuneration or other sums paid to the Trustee do not exceed an amount that is reasonable in all the circumstances.
- (b) the Trustee is absent from the part of any meeting at which there is discussion of:
  - (i) his or her employment, remuneration, or any matter concerning the contract, payment or benefit; or
  - (ii) his or her performance in the employment, or his or her performance of the contract; or
  - (iii) any proposal to enter into any other contract or arrangement with him or her or to confer any benefit upon him or her that would be permitted under Article 6.7; or
  - (iv) any other matter relating to a payment or any benefit permitted by Article 6.7.
- (c) the Trustee does not vote on any such matter and is not to be counted when calculating whether a quorum of Trustee is present at the meeting.
- (d) save in relation to employing or contracting with the Chief Executive Officer the other Trustee are satisfied that it is in the interests of the Company to employ or to contract with that Trustee rather than with someone who is not a Trustee. In reaching that decision the

## Richard Huish Trust

Trustee must balance the advantage of employing a Trustee against the disadvantage of doing so (especially the loss of the Trustee's services as a result of dealing with the Trustee's conflict of interest).

(e) the reason for their decision is recorded by the Trustees in the minute book.

(f) a majority of the Trustees then in office have received no such payments or benefit.

6.8A The provision in Article 6.6(c) that no Trustee may be employed by or receive any remuneration from the Company (other than the Chief Executive Officer to the extent he or she is a Trustee) does not apply to an employee of the Company who is subsequently elected or appointed as a Trustee save that this Article shall only allow such a Trustee to receive remuneration or benefit from the Company in his capacity as an employee of the Company and provided that the procedure as set out in Articles 6.8(b)(i), (ii) and 6.8 (c) is followed.

**APPENDIX 7**



# **Expenses, Gifts and Hospitality Policy**

Richard Huish Trust

Approved: May 2018

Review Date: May 2020

Clerk

# Richard Huish Trust

## **1. Introduction**

- 1.1 This policy advises Trustees, Governors and Committee Members on the Expenses, Gifts and Hospitality Policy.

## **2. Policy Aims and Objectives**

- 2.1 To provide a comprehensive policy in relation to expenses, gifts and hospitality for members. Although this policy should be read in conjunction with the documents highlighted at paragraph 8, it was considered useful to have both areas identified in one place for ease of reference. The key objective of the guidance issued is to ensure high quality and effective governance.

## **3. Expenses**

- 3.1 Trustees, Governors and Committee Members may claim reimbursement of expenses for the following activities, provided those expenses are not being paid by any other party (such as an employer). Claims for any other expenses or queries about allowances should be discussed with the Clerk.

3.2 Once the expenditure has been verified the Clerk or Chair will authorise the form.

3.3 No Member may authorise their own expenses claim

## **4. Allowances**

4.1 All Trustees, Governors, and Trustees of Richard Huish Trust are entitled to claim the actual costs, which they incur as follows:

- childcare or baby-sitting allowances (excluding payments to a current/former spouse or partner)
- cost of care arrangements for an elderly or dependent relative (excluding payments to a current/former spouse or partner)
- the extra costs they incur in performing their duties because they have a special needs
- the cost of travel relating only to travel to meetings/training courses at a rate of 45 pence per mile which does not exceed the specified rates for Academy personnel
- travel and subsistence costs, payable at the current rates specified by the Secretary of State for the Environment, Transport and the Regions, associated with attending national meetings or training events, unless these costs can be claimed from the any other source
- telephone charges, photocopying, stationery, postage etc.
- any other justifiable allowances.

4.2 The Board of Trustees and Local Advisory Body (LAB) Governors acknowledge that:

- They are not to be paid attendance allowance
- They are not reimbursed for loss of earnings

## Richard Huish Trust

It is a Trust Policy not to reimburse for the purchase of alcoholic beverages.

4.3 Trustees, Governors or Trustees wishing to make claims under these arrangements must complete a claims form from the relevant Clerk together with the relevant receipts. The form must be submitted to the Finance Service within two weeks of the date when the cost were incurred. Claims will be submitted for approval to the Chair of Trustees for the Trust, the Chair of Governors for the LGB or the Chair of Trustees in the case of a designated founding member. Claims will be subject to independent audit and may be investigated by the Chair of Trustees of the Trust if they appear excessive or inconsistent

4.3 Training Events

**With prior approval**, the Trust may meet the costs of approved training courses and conferences attended by Trustees, Governors and Committee Members.

## 5 Reporting

An annual report will be submitted to the Board of Trustees on the total expended to Trustees, Governors and Committee Members under these arrangements.

## 6 Gifts and Hospitality

6.3 As a general rule, personal gifts to individual Trustees, Governors, Committee Members or staff should not be accepted.

7.2 There are limited exceptions to this such as items of nominal value (free promotional pens, calendars and similar items) or gifts of £25 or less.

## 8. Hospitality

8.1 Trustees, Governors, Committee Members and staff should never accept lavish hospitality, or any hospitality which could be interpreted as a way of exerting an improper influence over the way they carry out their duties. The timing of hospitality in relation to procurement or purchasing decisions which the Trust may be taking is especially sensitive.

8.2 This policy is not intended to prohibit appropriate corporate entertainment and/or hospitality undertaken in connection with the Trust's business activities, provided the activity is customary under the circumstances, is proportionate, and is properly disclosed and recorded.

8.3 Trustees, Governors, Committee Members and staff may accept isolated, trivial or seasonal gifts, working lunches/dinner and offers of conventional hospitality provided that they are considered reasonable in the circumstances and that they do not exceed a cash value of **£50.00**, without making any declaration or obtaining prior consent.

## Richard Huish Trust

- 8.4 Other hospitality may be accepted, with prior consent of the Chairman, for instance where:
- There is a genuine need to impart information or represent the Trust in the community.
  - Where an event is clearly part of the life of the community or where the Trust should be seen to be represented.
  - The hospitality concerns attendance at a relevant conference or course where it is clear the hospitality is corporate rather than personal.
- 8.5 All hospitality must be recorded (whether accepted or declined) on the Gifts & Hospitality Register form, with the exception of modest hospitality as in paragraph 8.3. This will then be recorded in the Register by the Clerk to the Trust.
- 8.6 Trustees, Governors, Committee Members and staff must never accept gifts for either doing or not doing something, including where there is a risk that accepting a gift could be reasonably perceived as influencing the impartiality of decision making.
- 8.7 Trustees, Governors, Committee Members and staff must **never** accept gifts of cash.
- 8.8 The Chair of the Board of Trustees should also be notified as soon as practicably possible of any individual gift or hospitality of significant value (eg. exceeding £250).
- 8.9 Entries in the Register will be reviewed annually by the Chair of the Board of Trustees.
9. In accepting any gift or hospitality, Trustees, Governors and Committee Members should be mindful of the Bribery Act 2011.
10. The Register of declarations will be maintained by the Company Clerk and LGB Clerk and made available for inspection on request.



**APPENDIX 8**



# **Academy Conflicts of Interest Policy**

Richard Huish Trust

Approved: May 2018

Review Date: May 2020

**RHT CLERK**

© *Eversheds LLP*

### Purposes of the policy

Trustee of a charitable company limited by guarantee have two sets of similar, and largely overlapping, duties to avoid conflicts of interest. The first duty comes from the charity law duty imposed on the Trustees by virtue of their position as charity law trustees. The second duty comes from company law and is imposed on Trustees by virtue of their position as company law Trustee.

Trustees have a legal obligation to act in the best interests of the Trust and in accordance with the Trust's articles of association (its governing document) and to avoid situations where there is an actual conflict of interests or a potential conflict of interests where it is reasonably perceived that an actual conflict could emerge.

Articles 97-98 of the articles of association impose on the Trustee an obligation to disclose any actual or potential conflicts of interest and withdraw from discussions of the Trustees where it is possible that a conflict of interests may arise.

The charity law duty is derived from common law whereas the company law duty can be found in the Companies Act 2006.

Building on these duties imposed by law, it is the policy of the Trust that all Trustees and senior staff attending meetings/or committee meetings must keep to the absolute minimum all unavoidable conflicts of interest between the interests of the Trust/Academy on the one hand and the personal, professional and business interests of the Trustee or senior staff member concerned, and of persons connected with them<sup>4</sup>, on the other. This includes avoiding as far as possible perceptions of conflicts of interest, as well as potential and actual conflicts of interest.

The purposes of this policy are:

- to ensure that the Trustees comply with their legal duties;
- to protect the integrity of the Trust's decision-making process;
- to enable all outside parties dealing with the Trust/Academy to have confidence in the its integrity; and
- to protect the integrity and reputations of the Trust's Trustees and senior staff.

### Definition of a Connected Person<sup>1</sup> – Charities Act 2011, s.188

- (a) a child, parent, grandchild, grandparent, brother or sister of the trustee;
- (b) the spouse or civil partner, of the trustee, or any person falling within paragraph (a);
- (c) a person carrying on business in partnership with the trustee, or with any person falling within paragraph (a) or (b);
- (d) An institution which is controlled:

---

<sup>4</sup> For the definition of a connected person see Charities Act 2011, s.188.

## Richard Huish Trust

- (i) by the trustee or by any person falling within paragraph (a), (b) or (c), or;
- (ii) by two or more persons falling between sub-paragraph (i) when taken together,
- (e) A body corporate in which,
  - (i) the trustee or any connected person falling within paragraphs (a) to (c), has a substantial interest, or
  - (ii) two or more persons falling within sub-paragraph (i), when taken together have a substantial interest.

### **Conflict of interests**

A conflict of interests is any situation in which a Trustee's personal interests (or a person connected to a Trustee), or interests that they owe to another body, may (or may appear to) influence or affect the Trustee's decision making.

### **Disclosure of interests**

From the adoption of this policy, or upon being appointed, which ever is later, all Trustees of the Trust [and senior staff] will be required to make a full written disclosure of any business or personal relationships held, financial or property interests held, or gifts or hospitality received, that could potentially result in a conflict of interests. A declaration of interests form is provided and must be used for this purpose. Any question about whether a Trustee has an interest which should be disclosed should be referred in the first instance to the Chair for a determination.

Written disclosures will be kept on a register maintained by the Clerk and all Trustees and senior staff will be required to update their disclosure as and when their circumstances change. All disclosures will be reviewed on an annual basis at the beginning of each fiscal year. The register will be accessible by Trustees, the internal and external auditors and published on the Trust and individual academy's website.

### **Organisation of meetings where a Trustee has disclosed an interest**

Where a Trustee has previously disclosed an interest and the Chair or Clerk is satisfied that the interest is relevant to an item on the agenda for a meeting of the Trust including Committee meetings, the Trustee concerned may not be sent the papers in respect of that item.

### **Management of conflicts of interests in meetings**

This section of the policy should be read in conjunction with Articles 97-98 of the Trust's Articles of Association.

In the course of meetings of the Trust or a Trust committee and all other activities, all Trustees and staff will be required to disclose any interests they have in a transaction or

## Richard Huish Trust

decision where they, their family, their employer or their close business or other associates will or may receive a benefit or gain [or they have any other interest of a type identified by the Trust]. If there is a failure to declare an interest that is known to the Chair and/or the Chair of the committee or of any such meeting/person responsible for organising such activities and/or the Secretary, the Chair or other such person or the Secretary will declare that interest. After disclosure of any such interest, in the case of a meeting the Trustee and/or senior staff member concerned will be asked to leave the room (unless expressly invited to remain, possibly in order to provide information on the matter in hand) whilst the matter is discussed. The Trustee will not be counted in the quorum for that part of the meeting and will not be permitted to vote on the question. In the case of all other activities, the Trustee or staff member concerned will not be permitted to participate in the consideration or discussion of the matter other than to disclose his or her conflict of interest.

All decisions of the Trust or committee made following the declaration of a conflict of interest will be reported in the minutes of the meeting. The report will record:

- the nature and extent of the conflict;
- an outline of the discussion;
- the actions taken to manage the conflict.

Where a Trustee or senior staff member benefits from any such decision, this will (if the Trust's auditors advise this to be necessary) be reported in the annual report and accounts in accordance with relevant accounting requirements.

### **Failure to disclose a relevant interest**

The decision of the Chair as to whether a Trustee has failed to disclose a relevant interest shall be final. Failure to disclose a conflicting interest may lead to a Trustee being in breach of the Trust's Code of Conduct as well as of this policy. It may also result in the Trustee being subject to legal action and personal liability for breach of trust and breach of statutory duty under the Companies Act 2006. Such breaches may lead to the Trust considering the possibility of suspending or removing the Trustee from office. Such breaches by a senior member of staff may lead to disciplinary action being taken under the institution's staff disciplinary procedures.

### **Benefits for Trustees**

It is a basic principle of charity law that charity trustees, such as Trust Trustees, should not profit from their position, although trustees are entitled to be reimbursed for reasonable expenses properly incurred in undertaking the business of the charity. This is reflected in Article 6.5 of the Trust's Articles of Association. The Trust has approved a policy on reimbursing members' expenses and members must comply with this. In

## Richard Huish Trust

addition, Article 6.3 of the Articles of Association allows the Trust to insure Trustees against liabilities arising from their office.

The Charities Act 2011 provides a detailed process whereby, exceptionally, charity trustees or persons connected to them may be allowed to receive payment from the funds of the charity for goods or services provided by them to the charity under a contract for services. This procedure is reflected in Articles 6.7-6.9 of the Trust's Articles of Association, which must be followed if a Trustee wishes to receive such a payment for him/herself or a connected person.

Charity trustees are not allowed to receive remuneration simply for undertaking their duties as a trustee without the consent of the Charity Commission. This is only granted in exceptional circumstances.<sup>5</sup> Similarly, charity trustees are not allowed to be employed by the charity under a contract of service save where allowed by the charity's governing document (as is the case with the Headteacher and staff governors), or by law, or with the consent of the Charity Commission, which is only granted in exceptional circumstances.

### **Data Protection**

The information provided in disclosures will be processed in accordance with the data protection principles set out in the Data Protection Act 1998 and successor legislation including the General Data Protection Regulation. Data will be processed only to ensure that Trustees act in the best interests of the Academy. The information provided will not be used for any other purpose.

### **Review of this policy**

This conflicts of interest policy will be reviewed by the Trust on an annual basis, at its first meeting in the academic year, or more frequently should circumstances change.

---

<sup>5</sup> See the Charity Commission's guidance *Payment and expenses of college governors*: <http://www.charitycommission.gov.uk/detailed-guidance/specialist-guidance/schools,-colleges-and-universities/payment-and-expenses-for-college-governors/> Legal advice should be obtained before submitting an application to the Commission.

## Declaration of Interests Form

I ..... as [member][**Trustee**][**governor**][**senior staff position held**] of [**Richard Huish Trust**] have set out below my interests\* in accordance with the Trust's conflicts of interest policy.

Category	<i>*Please give details of the interest and whether it applies to yourself or, where appropriate, a connected person as defined by the Charities Act 2011 or the Companies Act 2006 such as a member of your immediate family, employer or some other close personal connection.</i>
Current employment and any previous employment in which you continue to have a financial interest.	
Appointments (voluntary or otherwise) e.g. trusteeships, directorships, local authority memberships, magistracy, tribunals etc.	
Membership of any professional bodies, special interest groups or mutual support organisations.	
Companies in which you hold more than 1% of the share capital.	
Gifts or hospitality in excess of £[50] accepted from in the last twelve months.	
Any contractual relationship with the Trust/Academy [or any company or other organisation connected with the Trust/Academy].	
Any other interests which you consider are appropriate to disclose and are not covered by the above.	
Any other matter (e.g. an unspent criminal conviction or an act of bankruptcy) which would make you ineligible to serve / continue to serve as a	

Richard Huish Trust

<p>Member, Trustee, Governor</p> <p>See Disqualification Reasons Table for full details from Aug 2018 <sup>6</sup></p>	
--	--

To the best of my knowledge, the above information is complete and correct. I undertake to update as necessary the information provided, and to review the accuracy of the information on an annual basis. I give my consent for it to be used for the purposes described in the conflicts of interest policy and for no other purpose.

Academy Trusts **must** publish on their website the relevant business and pecuniary interests of trustees/members/governors.

Signed: .....

Position (Member, Trustee, Governor/ Senior Staff position):  
.....

Date:.....

Please return to the Clerk at

Richard Huish Trust  
South Road  
Taunton  
Somerset  
TA1 3DZ

Alternatively communications may be sent electronically to:

[carolinef@richuish.ac.uk](mailto:carolinef@richuish.ac.uk) or [xanneb@richuish.ac.uk](mailto:xanneb@richuish.ac.uk)

<sup>6</sup>

[https://assets.publishing.service.gov.uk/government/uploads/system/uploads/attachment\\_data/file/731084/010818 Disqualification Reasons Table v2.pdf](https://assets.publishing.service.gov.uk/government/uploads/system/uploads/attachment_data/file/731084/010818_Disqualification_Reasons_Table_v2.pdf)