



RHT CODE OF CONDUCT FOR MEMBERS, TRUSTEES, GOVERNORS AND COMMITTEE MEMBERS



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CODE OF CONDUCT

1. 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.

2. 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.

3. 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 Huish vision '**Delivering Exceptional Education**' 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.

4. 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, Members¹, 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 Part 1 of **The Academy Trust Handbook**, previously known as The Academies Financial Handbook.

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 Part 1 of **The Academy Trust Handbook** and have regard to the Clerk's independent advisory role.

The Articles of Association² 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.

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.

5. ACCOUNTABILITY

The Academy Trust 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.

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 Academy Handbook by ensuring regularity, propriety and value for money. The responsibilities of the CEO as Accounting Officer are set out in the Handbook.

6. PUBLIC SERVICE VALUES

Public service values and high standards of conduct, based on the principles set out in **The Nolan Principles** and **Six Core Principles of Good Governance**, see key documents pages 12 and 13, 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.

¹ This statement does not apply to the Diocesan Corporate Member

² 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

7. SKILL, CARE AND DILIGENCE

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.

8. 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. 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.

9. 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, ³close 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:

¹ "close relative" includes but is not limited to a father, mother, brother, sister, child, grandchild and step-father/mother/brother/sister/child

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.

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. Refer to the **RHT Conflicts of Interest Policy**.

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

10. 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.

11. 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. Refer to the **RHT Gifts & Hospitality Policy**.

12. COLLECTIVE RESPONSIBILITY

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.

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.

13. 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.

14. 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 these to be well publicised. Trustees are reminded of their specific responsibility under the Independent Schools Standards to have a formal complaints procedure complying the Standards and ESFA guidance in place to handle issues raised by parents and of the legal requirement to have whistle blowing 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:

- will consider complaints about the Academy that fall into any of the following three areas:
 - where there is undue delay, or the Academy did not comply with its own complaints

- procedure when considering a complaint;
 - where the Academy is in breach of its funding agreement with the Secretary of State; and
 - 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.

15. 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.

16. 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. Refer to the **RHT Gifts & Hospitality Policy**.

17. 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. They 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.

18. 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.

19. 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.

20. MONITORING AND REVIEW

The **RHT Code of Conduct** will be monitored by the Board of Trustees and reviewed every 4 years. The next review is due in Summer 2026.

KEY DOCUMENTS THAT SUPPORT THIS POLICY

1. The Trust's Articles of Association. **This document also contains information on the Trustee benefits.**

<https://www.huish.education/governance-documents/>

2. The Standing Orders of the Board of Trustees and its committees.
3. 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 Academy Trust Handbook**; Roles and Responsibilities for DfE, ESFA, Trustees, Members, the Accounting Officer (CEO) and Chief Financial Officer (CFO).

<https://www.gov.uk/guidance/academy-trust-handbook>

5. **The Trust's Strategic Vision and Values.**

<https://www.huish.education/our-vision/>

6. **RHT Conflicts of interests Policy (2021) and RHT Gifts and Hospitality Policy (2018).**

7. Principles laid down by the Committee on Standards in Public Life (Nolan Committee)

<https://www.gov.uk/government/publications/the-7-principles-of-public-life>

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 (Feb 2020)*

https://assets.publishing.service.gov.uk/government/uploads/system/uploads/attachment_data/file/866947/CC3_feb20.pdf

9. Main powers of the Local Governing Body as set out in the Scheme of Delegated Authority (SODA)

<https://www.huish.education/governance-documents/>

10. Principles of Good Governance

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.