



Truro and Penwith  
**Academy Trust**

**CODE OF CONDUCT**

**FOR**

**DIRECTORS, GOVERNORS**

**AND COMMITTEE MEMBERS**

**Approved: March 2019**

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## **CODE OF CONDUCT FOR DIRECTORS, GOVERNORS AND COMMITTEE MEMBERS**

### **1. INTRODUCTION**

- 1.1 This Code is intended as a guide, to indicate the standards of conduct and accountability which are expected of Directors, 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.
- 1.2 In addition to this Code, Directors 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 SoDA and are expected to comply with this Code of Conduct.
- 1.3 Directors, Governors and Committee Members are recommended to familiarise themselves with other source documents listed in the Schedule.
- 1.4 If a Director, Governor or Committee Member is in doubt about the provisions of this Code or any of the source documents, the Company Secretary should be consulted and, if necessary, professional advice may be obtained. However, ultimate responsibility for the appropriateness of conduct as a Director, Governor or Committee Member and for any act or omission in their capacity as a charity trustee rests with the individual.
- 1.5 By accepting appointment to the Board of Directors, LGB or Committee, each individual agrees to accept the provisions of this Code.

### **2. INTERPRETATION**

In this Code:-

- 2.1 'Company' or 'Trust' means Truro and Penwith Academy Trust;
- 2.2 'Members' means the subscribers to the Trust's memorandum of association;
- 2.3 'Directors' means the company directors or charity trustees of the Truro and Penwith Academy Trust;
- 2.4 'Governors' means the members of each company academy Local Governing Body;
- 2.5 'Committee Members' means the individuals appointed to serve on committees established by the Board of Directors;

- 2.6 'Board' means the Board of Directors which was established for the purpose of conducting the business of the Company;
- 2.7 'LGB' means the Local Governing Body of a company academy which has delegated powers to act on behalf of the Board;
- 2.8 'Committee' means a committee established by the Board of Directors;
- 2.9 'Company Secretary' means the company secretary of the Truro and Penwith Academy Trust who fulfils the functions of Clerk to the Board and Committees;
- 2.10 'Clerk' means the Clerk to the LGB.

### **3. OBJECT, PURPOSES AND AIMS**

- 3.1 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.
- 3.2 The Vision Statement (Appendix 1) seeks to encapsulate the core purposes and aims of the Trust. Directors, 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.
- 3.3 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.

### **4. DUTIES**

- 4.1 Directors, Governors and Committee Members should act with the highest loyalty to the Trust, act in good faith in its best interests. Each Director, Governor and Committee Member 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.
- 4.2 Decisions taken by Directors, 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, Directors, 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).

- 4.3 Directors 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.
- 4.4 Directors 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 Board must keep the Standing Orders and committee terms of reference under periodic review.
- 4.5 Members, Directors, 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. Whereas the Directors, Governors and Committee Members decide strategic policy, overall direction and hold the senior staff of the Trust and the Headteachers to account, the role of the 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).
- 4.6 The Articles of Association set out the eligibility criteria for the appointment of Directors who have a duty to immediately notify the Company Secretary should they no longer remain eligible to hold office.
- 4.7 Directors, Governors and Committee Members should refer to the Company Secretary for procedural advice regarding governance functions and have regard to the Company Secretary's independent advisory role.

## **5. ACCOUNTABILITY**

- 5.1 The Academies Financial Handbook sets out the duties and obligations of Trusts which have a funding agreement with the Secretary of State for Education. Directors, 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.
- 5.2 Although the Education & Skills Funding Agency (ESFA) is the main provider of funds to the Trust, Directors, 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.

5.3 The Chief Executive of Truro and Penwith Academy 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.

## **6. PUBLIC SERVICE VALUES**

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

## **7. SKILL, CARE AND DILIGENCE**

7.1 Each Director, 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**

8.1 Directors, 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 an LGB or committee. A summary of those powers is set out in Appendix 5. The Board can delegate responsibilities to committees or LGBs although the Directors remain collectively responsible in law for all decisions.

8.2 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 Company Secretary for advice.

## **9. CONFLICTS OF INTEREST AND CONFLICTS OF LOYALTY**

9.1 Directors, 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*.

- 9.2 Directors, Governors and Committee Members are reminded that under the Articles of Association and the general 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.
- 9.3 If an interest of any kind (including an interest of a spouse, partner, close relative or a person connected to a Director, 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:-
- 9.3.1 the interest, financial or otherwise, should be reported to the Company Secretary or Clerk;
- 9.3.2 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;
- 9.3.3 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:-
- (a) 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
- (b) withdraw from that meeting where required to do so by a majority of the Directors, Governors or Committee Members present at the meeting.
- 9.4 The Company Secretary will maintain a Register of Interests which will be open for public inspection. Directors, 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 Company Secretary whenever their circumstances change and interests are acquired or lost.

## **10. TRUSTEE BENEFIT**

- 10.1 Directors, 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.

- 10.2 Where it is proposed that the Board should grant a member 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. An extract from the Articles of Association is attached as Appendix 6.

## **11. GIFTS AND HOSPITALITY**

- 11.1 Directors, 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 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 Company Secretary. The gifts and hospitality policy is set out at Appendix 7.

## **12. 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 Director, 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 individual may refer to the powers to call a special meeting and, if appropriate, exercise it, requesting the Company Secretary 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**

- 13.1 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.
- 13.2 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 Directors, Governors and Committee Members.

- 13.3 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, LBG 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.
- 13.4 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.
- 13.5 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. Directors, 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.
- 13.6 Directors, 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 Directors or, in his or her absence, the Vice Chair. It is unethical for individuals publicly to criticise, canvass or reveal the views of other Directors, Governors and Committee Members which have been expressed at meetings.

#### **14. ATTENDANCE AT MEETINGS**

- 14.1 A high level of attendance at meetings is expected so that Directors, Governors and Committee Members can perform their functions properly.
- 14.2 Members are expected to notify the Company Secretary 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.

#### **15. EXPENSES**

- 15.1 The role of Director, 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 as a Director, Governor or Committee Member is allowed.

- 15.2 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 Company Secretary or Clerk. The expenses policy is set out in Appendix 8.

## **16. GOVERNANCE DEVELOPMENT AND SUPPORT**

- 16.1 The Trust shall seek to ensure that all Directors, 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.
- 16.2 Directors, 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.
- 16.3 Directors, 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.

## **17. BREACHES OF THE CODE OF CONDUCT**

- 17.1 If there is an alleged breach of this Code by any Director, Governor or Committee Member, the Chair of the Board of Directors will consider the process, determine whether a breach has taken place and propose appropriate action to the Board. If the alleged breach involves the Chair, the Vice-Chair will deal with the alleged breach.
- 17.2 A serious breach of the Code of Conduct may result in the removal of a Director, Governor or Committee Member.

## **16. MONITORING AND REVIEW**

- 16.1 This Code of Conduct will be monitored by the Board of Directors and reviewed every four years.

## **SCHEDULE - List of source documents**

- 1.** the Trust's Articles of Association;
- 2.** the Standing Orders of the Board of Directors and its committees;
- 3.** the Funding Agreement entered into by the Trust with the ESFA;
- 4.** the Academies Financial Handbook;
- 5.** the Trust's Mission Statement;
- 6.** the Trust's policies on gifts and hospitality and on expenses;
- 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*
- 9.** the information set out in the following Appendices.

## **APPENDIX 1 - VISION STATEMENT**

### **Truro and Penwith Academy Trust will:**

- recognise and encourage local distinctiveness and individuality
- inspire our Academies to become beacons of aspiration in the communities they serve
- focus on improving learning and teaching for all – to enable all children and young people to have the best possible learning experience, leading to the highest levels of achievement
- work in partnership with the Cornwall Teaching School and our associates to provide bespoke support and improvement activities of the highest quality in our Academies
- work with our Academies to facilitate partnership working and enable all staff to receive high quality development opportunities
- build on Truro and Penwith College’s example in high quality leadership and governance and benefit from the expertise of the College to promote excellence in all aspects of education
- support our Academies to be financially sustainable and to retain reserves
- acknowledge the diverse nature of the communities our Academies serve and encourage their full engagement in helping local Academies achieve outstanding outcomes for their students
- be an employer of choice – valuing the skills, contribution and expertise of all employees.

## **APPENDIX 2**

### **Key provisions of the Academies Financial Handbook**

#### **The Trust is required to:**

- ensure that directors 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 Directors
- 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 directors 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 directors, 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**

- 1.1 Being clear about the organisation's purposes and its intended outcomes for citizens and service users;
- 1.2 Making sure that users receive a high quality service;
- 1.3 Making sure that taxpayers receive value for money.

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

- 2.1 Being clear about the functions of the governing body;
- 2.2 Being clear about the responsibilities of the non-executives and the executive, and making sure that those responsibilities are carried out;
- 2.3 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**

- 3.1 Putting organisational values into practice;
- 3.2 Individual governors behaving in ways that uphold and exemplify effective governance.

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

- 4.1 Being rigorous and transparent about how decisions are taken;
- 4.2 Having and using good quality information, advice and support;
- 4.3 Making sure that effective risk management systems is in operation.

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

- 5.1 Making sure that appointed and elected governors have the skills, knowledge and experience they need to perform well;
- 5.2 Developing the capability of people with governance responsibilities and evaluating their performance, as individuals and as a group;

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

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

6.1 Understanding formal and informal accountability relationships;

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

6.3 Taking an active and planned approach to responsibility to staff;

6.4 Engaging effectively with institutional stakeholders.

## **APPENDIX 5**

### **General Powers Delegated to the LGB**

#### **CONTRACTS**

The LGB shall have the power (subject to the other provisions of this SoDA) to enter into contracts on behalf of the Trust in so far as they relate to the Academy **provided that the** LGB shall first obtain the written consent of the Trustees to any contracts or expenditure which would commit the Academy and/or the Trust to expenditure (in aggregate) in excess of the financial limits referred to in the Financial Procedures manual.

The LGB should give all contract providers information about its structure, the role of the Trust and details of who is permitted to enter into contracts.

All contracts should be signed by the Headteacher and the Trust's Director of Business and Finance or a Trustee of the Trust.

#### **SCHOOL IMPROVEMENT**

School improvement support will be provided through the Trust secondary / primary school improvement model or will be contracted through Cornwall Teaching School (Truro and Penwith College is a designated Teaching School and works in partnership as Cornwall Teaching School).The LGB shall not enter into any contract relating to the provision of school improvement services with any other provider without first obtaining the written consent of the Director of Education.

#### **FINANCE**

The Trustees delegate to the LGB the responsibility to plan, manage and expend such of the monies received under the Academy Funding Agreement or otherwise for the purposes of the Academy as may be determined each year by the Trustees. The LGB acknowledges the support provided by the Trust and that certain costs will be incurred by it in undertaking its functions and meeting its responsibilities.

The services which will be provided by the Trust are set out in Appendix 2. The Academy acknowledges the following:

- the Trust will normally expect a percentage of the Academy's budget GAG funding to be paid to the Trust each financial year to pay for or contribute to the payment for the services provided by the Trust as set out in Appendix 2;
- details of how and what the budget deduction will cover are set out in Appendix 2;
- the Trust may on such notice as is reasonable add or remove services to be provided and vary the amount which the Academy will contribute to the funding of these services.

The LGB shall ensure that all funds received by the Academy are spent in a manner as the LGB shall consider most beneficial for the achievement of the objective of the Trust (as set out in the Articles of Association) in so far as it relates to the Academy and according to the Trust Financial Procedures manual. The LGB shall ensure that proper procedures are put in place for the safeguarding of funds and that the requirements of the Academies Financial Handbook are observed at all times as well as any requirements and recommendations of the Trustees and the Secretary of State. The LGB shall develop

appropriate risk management strategies and shall at all times adopt financial prudence in managing the financial affairs of the Trust in so far as these relate to the Academy and are delegated to them.

The Trust operates a single bank account and all payments from this account shall be signed by at least two signatories authorised by the Trustees.

The accounts of the Trust shall be the responsibility of the Trustees but the LGB shall provide such information about the finances of the Academy as often and in such format as the Trustees shall request.

The LGB shall inform the Trustees of any need for significant unplanned expenditure (revenue and/or capital) and will discuss with the Trustees (and others as the Trustees shall require) options for identifying available funding.

In acknowledgement of the receipt by the Trustees of funds in relation to the Academy; provided by the Secretary of State, donated to the Trust and generated from the activities of the Trust, the Trustees, subject to Appendix 4, delegate to the LGB the responsibility to manage and expend allocated monies received on account of the Academy for the purposes of the Academy.

The Trustees acknowledge the LGB's right and intention to use any voluntary (i.e. non grant) funds (including any restricted funds) raised by the LGB for the purposes for which they have been raised and otherwise solely at the discretion of the LGB provided this is for the purposes of education. Accounts are held centrally by the Trust and show the receipt and use of such funds and the extent to which such funds are restricted, in the light of the obligation on the Trust to note these funds separately in the accounts of the Trust.

## **PREMISES**

The use of monies apportioned in the budget for the routine maintenance of the buildings and facilities used by Academy and all aspects of building compliance will be the responsibility of the LGB.

The LGB shall have regard at all times to the safety of the users of the buildings and the facilities and the legal responsibilities of the Trustees (and/or any others) as owners of such buildings and facilities.

The Trustees shall have regard to, but not be bound by, the views of the LGB in developing any mid to long term estate management strategy.

Insuring the land and buildings used by the Academy will be the responsibility of the Trustees the cost of which is met by the top slice from school budgets.

The Trust deals centrally with any occurrence of an event for which an insurance claim needs to be made. The Academy shall notify the Director of Business and Finance for submission of any claim.

## **HUMAN RESOURCES**

### *Headteacher*

The Trustees shall be responsible for the appointment of the Headteacher but shall include the LGB in the decision making process and take due account of the views of the LGB prior to making an appointment.

The Trustees shall decide the pay and pay progression of the Headteacher and the CEO shall work with the LGB to undertake the annual performance review of the Headteacher.

#### *Other staff*

The Trustees are responsible for the appointment, dismissal and contractual management and compliance of all other staff (to include teaching and non-teaching staff) to be employed by the Academy, but may delegate all or any of these powers to the LGB as they see fit.

Where appointment of staff is delegated to the LGB, the LGB shall:

- comply with all policies dealing with staff issued by the Trustees from time to time;
- take account of any pay terms set by the Trustees;
- adopt any standard contracts or terms and conditions for the employment of staff issued by the Trustees; and
- manage any claims and disputes with staff members having regard to any advice and recommendations given by the Trustees.

The LGB shall carry out the performance management of all staff and shall put in place procedures for the proper professional and personal development of staff.

### **CURRICULUM AND STANDARDS**

The LGB shall be responsible for the setting and review of the curriculum but shall have regard to any views of the Trustees in recognition of the Trustees' obligation to the Secretary of State to provide a broad and balanced curriculum. The LGB shall be responsible for the standards achieved by the Academy and the pupils attending the Academy but shall follow such advice and recommendations of the Trustees as they might issue from time to time. The Headteacher will make regular written reports to the LGB which will be forwarded to the Director of Education. At the beginning of each academic year the LGB shall submit to the Director of Education a curriculum plan for approval by the Trustees.

Subject to the provisions of any statutory admissions code, the LGB shall be responsible for the review from time to time of the Academy's admissions policy. The Trustees shall be ultimately responsible for the setting and approval of the admissions policy and no change will be made to the admissions criteria without the consent of the Trustees.

### **SAFEGUARDING**

In addition to the implementation of the Trusts Safeguarding Policy, if a serious safeguarding issue arises the Chair of the LGB or Headteacher shall inform the Trustees and CEO as soon as practicable.

### **EXTENDED SCHOOL AND BUSINESS ACTIVITIES**

Whilst the undertaking of any activities which would be described as part of the Academy's "extended schools agenda" or any activities designed to generate business income, shall be the responsibility of the LGB, such activities shall only be undertaken in a manner consistent with any policy set by the Trustees and provided that the LGB shall have regard to the viability of such activities and possible financial implications including taxation.

## **APPENDIX 6**

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

6.6 No Director 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);
- (d) receive any other financial benefit from the Company unless:
  - (i) the payment is permitted by Article 6.7 and the Directors follow the procedure and observe the conditions set out in Article 6.8; or
  - (ii) the Directors 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 Director 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 Director.
- (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 Directors, or 0.5%, whichever is the higher.
- (d) receive rent for premises let by the Director 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 Directors 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 Director do not exceed an amount that is reasonable in all the circumstances.
- (b) the Director 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 Director does not vote on any such matter and is not to be counted when calculating whether a quorum of Directors is present at the meeting.
- (d) save in relation to employing or contracting with the Chief Executive Officer the other Directors are satisfied that it is in the interests of the Company to employ or to contract with that Director rather than with someone who is not a Director. In reaching that decision the

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

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

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

## **APPENDIX 7**

### **Gifts and Hospitality Policy**

This document consists of:

- Trust Policy on gifts and hospitality
- Template for Gifts and Hospitality Register for completion locally by the Business Manager in the Trust and each academy (Annex 1)

#### 1. Background

1.1 The Truro and Penwith Academy Trust is committed to the highest level of integrity, honesty and accountability in all its business dealings. All staff, trustees, and governors are expected to maintain high standards of propriety and professionalism in all their dealings, ensuring they are free from any conflict of interest through their business in the name of the Academy Trust.

1.2 In order to protect all individuals associated with the Trust, and the reputation of the Trust and its academies, from accusations of bribery or corruption staff, trustees, and governors must take extreme care that none of their dealings, directly or indirectly, could be deemed as a reward or benefit, in line with the Prevention of Fraud and Bribery Act 2010. This Act makes it a criminal offence to:

- offer, promise or give a bribe,
- request, agree to or accept a bribe
- (by an organisation) fail to prevent bribery by those acting on its behalf ('associated persons') to obtain or retain business or a business advantage for the organisation.

Under this Act, a bribe is 'a financial or other advantage' offered, promised or given to induce a person to perform a relevant function or activity improperly, or reward them for doing so.

1.3 The Trust and each academy will hold a Gifts and Hospitality Register. All gifts/hospitality over the value of £10 must be recorded in the Gifts and Hospitality Register.

#### Definitions

2.1 A Gift is any item or service, award, prize or any other benefit which is received free of charge; or personally offered at a discounted rate or on terms not available to the general public or which might be seen to compromise the personal judgment or integrity of the recipient.

2.2 Hospitality is the offer of food, drink, accommodation or entertainment or the opportunity to attend any cultural or sporting event not available to the general public.

#### 3. Dealing with Gifts and Hospitality

3.1 The Trust expects staff, trustees, and governors to exercise the utmost discretion in giving and accepting gifts and hospitality when on Trust or academy business. Particular care should be taken about a gift from a person or organisation that has, or is hoping to have, a contract with our organisation. In any case of doubt advice should be sought from the Director of Business & Finance.

3.2 Staff, trustees and governors must not make use of their official position to further their private interests or those of others.

3.3 Staff, trustees and governors must not accept gifts, hospitality or benefits of any kind from a third party where it might be perceived that their personal integrity is being compromised, or that the Trust / academy might be placed under an obligation.

3.4 Gifts of low intrinsic value such as promotional calendars or diaries, or small tokens of gratitude, can be accepted. If there is any doubt as to whether the acceptance of such an item is appropriate, individuals should decline the gift or refer the matter to the academy Director of Business & Finance.

3.5 It is common for appreciative parents and pupils to register their thanks for the work of staff in the form of a small personal gift. If these are valued at less than £10 these are perfectly acceptable without reference to senior members of staff. These will not need to be recorded in the register. Where gifts valued over £10 are accepted, these should be recorded in the register.

3.6 Where a more valuable gift, benefit or service is offered which is to the good of the academy, rather than an individual, it must be referred to the Director of Business & Finance for approval within their discretion; if acceptable, these items must be recorded in the register.

3.7 Hospitality such as working lunches, coffees etc are perfectly acceptable where it is appropriate to offer or receive these in support of good relationships with visiting staff or business colleagues. Modest hospitality, provided it is reasonable in the circumstances, should be similar to the scale of hospitality which the Trust as an employer would be likely to offer. These would not be added to the register. Hospitality received above this level should be recorded in the register.

3.8 If a member of staff, trustee or governor is offered a gift or hospitality whilst involved in the procurement of goods and services, tenders for work or when liaising with anyone conducting business with the school (other than light refreshments) it is their responsibility to discuss this with the Director of business & Finance immediately.

3.9 If not accepting a gift would be regarded as causing offence (such as a sudden and unexpected gift or one where refusal could cause cultural offence) the item should be accepted. The matter should then be brought to the attention of the Director of Business & Finance as soon as possible who may decide to return the gift, or may donate it to a school raffle/ fair or a charitable cause.

3.10 Examples of gifts or hospitality that should not be accepted are cash or monetary gifts; gifts or hospitality offers to a member of your family; gifts or hospitality from a potential supplier or tenderer in the immediate period before tenders are invited or during the tender process; staff, trustee or governor attendance at sporting and cultural events at the invitation of suppliers, potential suppliers or consultants. (Where it is considered that there is a benefit to the Trust or one of its academies in a member of staff, trustee or governor attending a sponsored event, the attendance must be formally approved and registered by the Director of Business & Finance).

3.11 Where a gift is received on behalf of the school, the gift remains the property of the school. The gift may be required for departmental display or it may, with the Headteacher's approval, remain in the care of the recipient. Unless otherwise agreed, the gift should be returned to the Department on or before the recipient's last working day.

3.12 Gifts are sometimes offered by suppliers with the purchase of items. All such special offer gifts are the property of the academy and must be used accordingly.

#### 4 Giving Gifts and Hospitality

4.1 The Trust and its academies will not normally give gifts to other individuals or organisations. If gifts are given, staff must ensure that the decision is fully documented in the Gift and Hospitality Register and has regard to the propriety and regularity of the use of public funds. This does not apply to the award of gifts, prizes etc related to the achievement of pupils e.g. attainment or merit awards.

4.2 Where hospitality is provided by the Trust or its academies this should be approved in advance by the Trust Business Manager. In approving hospitality the Trust Business Manager should ensure it is not in breach of the UK Bribery Act 2010 and also that the costs are appropriate for a publically funded organisation. Hospitality such as working lunches, coffees etc and modest hospitality in the form of meals etc are perfectly acceptable where it is appropriate to offer or receive these in support of good relationships with visiting staff or business colleagues (but not for their family or friends). These would not be added to the register. Hospitality provided above this level should be recorded in the register.

## 5 Non Compliance

5.1 In the case where it is believed a member of staff, trustees, and governors has not declared a gift or hospitality then a formal investigation will be instigated by the Trust Chief Executive /Director of Business & Finance. If misconduct is indicated, this may take the form of disciplinary procedures in the case of employees.

# APPENDIX 8

## Policy on the Payment of Expenses to Directors, Governors and Committee Members

### 1. Introduction

Directors, 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 Company Secretary or Clerk to the LGB.

### 2. Allowances

**Travel:** Travel expenses to and from meetings, training events or other Trust business may be claimed. The mileage rate for the use of private vehicles will be paid at the rate of 40p/mile for travel undertaken within the County. Travel outside the County will be paid at the rate of 26p/mile. Alternatively, the cost of the second class rail fare will be reimbursed for train journeys. With the prior approval of the Chair or Vice-Chair of the Board of Directors, the cost of air travel may be claimed where this is more cost effective or appropriate in terms of time saved.

**Subsistence:** Where Directors, Governors or Committee Members are required to attend events at locations other than Trust premises the payment of overnight accommodation and other subsistence allowances may be claimed for actual expenditure incurred up to the maximum limits, currently:

Breakfast (departure before 7.00am)	£8.85
Lunch	£10.20
Evening meal	£15.00
Commercial Accommodation	£100.00
Overnight rate (staying with friends/relatives)	£19.00

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

**Childcare and Dependant Relatives:** The cost of engaging a non-family member to care for a child or dependant relative may be claimed for periods of absence on Trust business.

**Administration:** Reasonable expenditure on postage, telephone calls, broadband, stationery, photocopying and similar expenses incurred in relation to Trust business will be reimbursed.

**Additional Costs:** Any reasonable additional costs incurred due to a disability or health condition may be reimbursed.

**Claims:** Claims for expenses must be made on an expense claim form and supported by appropriate invoices and receipts. Forms are available from the Director of Business & Finance, Company Secretary or Clerk to the LGB and should be submitted to the director of Business & Finance after completion.

**Reporting:** The Company Secretary will report annually to the Board of Directors on the total expended to Directors, Governors and Committee Members under these arrangements.