KEYS
Academy Trust

TKAT Code of Conduct

Trustee and Local Governor

KEYS Academy Trust
Unlocking the future

Version control summary and overview details

TKAT Statutory Policy • All schools require a policy on this area. • There should be no changes to the core text. • LGBs will minute that they have noted Trust approval and will adopt the policy effective immediately. • This is a Trust policy to be implemented by all schools within The Keys Academy Trust to ensure a consistent approach for all.
Version control Version 2 • Updated to reflect current guidance

Reviewed by (Trust Officer)	Hester Wooller, CEO
Approved by TKAT Trustee Committee:	CECE on behalf of FAPPP
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TKAT vision
We are a family of distinctive schools at the heart of the diverse communities we serve. In line with our Christian ethos, we aspire to excellent learning and pastoral care for pupils and staff and are committed to being open and welcoming to all.

Key areas of note
Please note the following, which will be applicable throughout the policy:

- Any reference to 'headteacher' should read as whatever title is relevant to the school using the policy (i.e. Executive Headteacher/Head of School or Headteacher). Anything else will be explicitly referenced within the policy.
- Any reference to 'everyone' to staff, trustees, local governors and pupils.
- Any reference to 'we' should be read as The Keys Academy Trust.
- Any reference to 'parents' should be read as 'parents, carers and guardians'.

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1. Purpose

1.1 This Code of Conduct sets out the expectations and standards for all trustees, local governors, and committee members within the Trust. It ensures high standards of governance, ethical conduct, and accountability in support of the Trust's vision and its pupils.

2. Scope

2.1 This policy applies to:

- Members of the Trust Board (Trustees)
- Local Governing Body (LGB) members
- Committee members
- Associate members (where applicable)

3. Core Principles

3.1 All local governors and trustees will adhere to the Seven Principles of Public Life (Nolan Principles):

I. Selflessness – Act in the best interests of pupils and the Trust
II. Integrity – Avoid obligations that could influence judgement
III. Objectivity – Make decisions based on merit
IV. Accountability – Be accountable for decisions and actions
V. Openness – Act with transparency
VI. Honesty – Declare conflicts of interest
VII. Leadership – Promote and support these principles

4. Local Governor and Trustee responsibilities

4.1 Local governors and trustees will:

- Support the Trust's vision, values, and strategic priorities
- Ensure appropriate oversight of strategic, operational, financial, safeguarding, estate and cyber risks affecting the Trust.
- Hold executive leaders (CEO/headteachers) to account
- Monitor educational performance and safeguarding standards
- Understand the difference between strategic governance and operational management
- Act collectively and support decisions of the board once agreed

5. Standards of conduct

5.1 Trustees and local governors will:

- value fellow trustees and local governors, even when there are differences in opinion
- adhere to meeting etiquette
- treat all employees of the Trust with respect and in accordance with the Trust and school's policies
- be mindful of conduct which could be deemed to be unfair or discriminatory
- conduct themselves in a manner which reflects positively on the Trust when attending external meetings or any other events.

6. Safeguarding and Equality

6.1 All trustees and local governors will:

- Prioritise safeguarding and welfare of children at all times
- Promote equality, diversity, and inclusion in every area of their work
- Uphold statutory duties including Keeping Children Safe in Education (KCSIE)

6.2 Trust Board and Local Governing Body activities should not prejudice any part of the community on the grounds of age, disability, gender, gender reassignment, pregnancy and maternity, race, nationality, religion or belief, or sexual orientation.

6.3 Any actual or perceived prejudicial action, views or comments shall be investigated and dealt with in line with the complaints procedure and may result in the governor being removed from office.

7. Inclusion and SEND oversight

7.1 Trustees and local governors will support the Trust's commitment to inclusion, SEND provision and improved outcomes for vulnerable pupils.

7.2 Trustees and local governors will ensure effective oversight of provision for pupils with SEND, disadvantaged pupils and vulnerable children, promoting equitable outcomes and compliance with statutory duties.

8. Role and function of Trustees and Local Governors

8.1 Each Trust school will provide local governors with guidance outlining their specific role and responsibilities.

8.2 The Keys Academy Trust will provide guidance to trustees.

8.3 In fulfilling their general roles and responsibilities trustees and individual local governors must:

- adhere to The Keys Academy Trust's Articles of Association, rules and policies to support its charitable objects.
- exercise delegated powers only within the scope of authority set out in the Scheme of Delegation and must not act beyond those delegated powers.
- Fulfil all governance reporting duties required by the Scheme of Delegation.
- act in the best interests of the Trust and the school at all times, taking professional advice where necessary.
- contribute to the work of the local governing body in order for it to fulfil its role and functions as defined in the Scheme of Delegation.
- recognise that their role is a collective one and that any task or function delegated to an individual trustee, local governor or committee does not relieve the other trustees or local governors of the responsibility for that task or function.
- support and assist the CEO and headteacher

8.4 Trustees and local governors have no legal authority to act individually, except when the Board of Trustees has delegated authority to do so, and therefore will only speak on behalf of the Trust Board or Local Governing Body when specifically authorised to do so.

9. Conflicts of Interest

9.1 The Trust Board and the Local Governing Body have a legal obligation to act in the best interests of The Keys Academy Trust and in accordance with the Scheme of Delegation, and to avoid situations where there may be a potential, real or perceived, conflict of interest.

9.2 Trustees and local governors should not exert any influence to obtain any preferential treatment for themselves or their family, or other connected persons or organisations. Trustees and local governors should be aware of, and act in accordance with, the Trust's policies and procedures on identifying and managing conflicts of interest.

9.3 Upon appointment, and at least annually, trustees and local governors are required to complete a declaration of interest form. This document must also be updated whenever a material change occurs. Registers of interests will be maintained by the Trust and schools' Governance Professionals, and will be made available to the public, in line with the conflicts of interest policy.

9.4 Failure by a trustee or local governor to declare an interest, real or perceived, could result in the complaints process being instigated by the Trust or school. Depending on the circumstances and severity of the conflict, this may result in the governor being removed from office in accordance with the Scheme of Delegation.

10. Stakeholder engagement

10.1 Trustees and local governors are accountable to a range of interested parties for their actions, hence decision making and governance issues should be as transparent as possible, except for when confidentiality is required or there is likely to be a breach of the Trust's data protection policy.

10.2 In order to demonstrate their accountability to the wider community and regulators trustees and local governors are encouraged to attend Trust and school events in order to best understand their views and concerns.

10.3 Trustees and local governors should be fully aware of their representative functions and should not become personally involved in those operational matters that should rightly be handled by the appropriate member of staff. Trustees and local governors are advised to act as a conduit for forwarding pupil, parent and public comments and concerns to the appropriate senior leadership team member, when presented with a complaint from a pupil, parent, member, staff member or the general public, except where separate whistleblowing procedures are a more appropriate avenue for dealing with the complaint.

10.4 Trustees and local governors should work constructively with local authorities, ODBE, regulators, schools and other relevant agencies where necessary to improve outcomes for children and fulfil the Trust's statutory duties.

11. Visiting Trust Schools

11.1 In fulfilling their core duties and responsibilities, trustees and local governors will be expected to visit Trust schools. For activities other than attending local governing body or committee meetings or events organised by the school, trustees and governors are requested to follow the procedure below:

- for group visits, arrangements will be discussed and agreed between trustees, LGB Chair or Governance Professional to the school and/or Trust, in liaison with appropriate members of the senior leadership team.
- for individual visits, trustees or local governors should speak directly to the Head of School/Headteacher and/or Executive Headteacher.

11.2 Trust schools will make every effort to accommodate the request of the trustee or local governor, but may not always be able to agree to specific dates, times or site visits.

11.3 Personal visits to the school, or volunteer activity or participation in fundraising events that are not related to the trustee's or local governor's role are not covered by this procedure but trustees and local governors must abide by the rules of the event.

12. Expenses

12.1 The position of trustee or local governor is unremunerated, though reasonable out-of-pocket expenses are paid. Please refer to the Trust's policy on trustee or local governor expenses and how to claim for reimbursement for costs incurred on behalf of the Trust.

12.2 Further information about expenses can be gained by speaking directly to the Trust's Chief Finance Officer.

12.3 Trustees and local governors must not receive any financial or non-financial benefit that is not explicitly authorised by the Scheme of Delegation or the Charity Commission.

13. Meetings

13.1 Trustees and local governors have a responsibility to attend meetings of the Trust Board or Local Governing Body. When this is not possible, they should submit an apology to the Trust or School Governance Professional in advance of the meeting. Trustees and local governors are expected to attend for the duration of each meeting.

13.2 Absence from the Trust Board or Local Governing Body meetings without good reason established to the satisfaction of the Trust Board and/or Local Governing Body could result in the individual being removed from office. Any recommendation for removal from office will be dealt with in accordance with the Articles of Association, the Scheme of Delegation and the Trust's governance procedures.

13.3 Non-attendance of three consecutive Trust Board or Local Governing Body meetings within a period of one year may result in the trustee or local governor being deemed to have resigned their position unless the grounds for absence are regarded as satisfactory by the body.

13.4 If a trustee or local governor wants to submit an item for inclusion in an agenda, they should forward their request to the Trust or school Governance Professional at least 14 working days before the meeting. Late items of an urgent nature may be added to the list of any other business, at the discretion of the Chair, in discussion with the Governance Professional.

13.5 Meetings shall be held in private, and in accordance with the Trust and/or school's meeting etiquette. The Trust Board or Local Governing Body may decide to invite named staff and other individuals to all or part of a meeting to discuss a particular item. Due consideration will be given to the handling of any confidential or sensitive items. Such invitations will be agreed by the Chair, in liaison with the CEO, Head of School, Headteacher and/or Executive Headteacher, and facilitated by the Governance Professional.

14. Training and Development

14.1 Trustees and local governors will participate in induction, skills audits and ongoing professional governance development identified by the Trust to maintain the knowledge and skills necessary to fulfil their responsibilities effectively.

14.2 Trustees and local governors are required to complete safeguarding and cybersecurity training annually.

14.3 Newly appointed local governors must complete training before they may attend a meeting of the Local Governing Body or its committees and within the first academic term of their appointment, unless there has been explicit approval to the contrary.

14.4 Existing governors should ideally complete annual safeguarding training before the first local governing body meeting of each academic year and by the end of the Autumn 1 half-term at the very latest.

14.5 Prevent training should be conducted annually by Chairs and Safeguarding trustee/governors and biennially for all remaining trustees and local governors.

14.6 Trustees and local governors will maintain an awareness of the Trust's digital, data protection and cybersecurity responsibilities and support progress towards meeting DfE digital and technology standards.

15. Local Governing Body Mediation

15.1 A mediation process may be made available to the Local Governing Body, and individual local governors, for use when there has been a breakdown in communication or trust between the Local Governing Body and the school's senior leaders. Further information should be requested from the school Governance Professional.

15.2 Before the mediation process is instigated, the Local Governing Body Chair/ Vice Chair and complainant should have met in an attempt to resolve the matter.

15.3 Were a similar breakdown to occur between the Trust Board and the Trust's executive team, the Members would be informed and asked to help.

16. Confidentiality

16.1 All trustees and local governors are required to respect the confidentiality of the information they are exposed to as a result of their membership while in office and also after they have left the Trust Board or Local Governing Body.

16.2 They must maintain confidentiality regarding:

- Pupils, staff, and families
- Financial or commercial matters
- Sensitive discussions within meetings

16.3 All trustees and local governors must not disclose information obtained in the role for personal gain

17. Breaches of the Code

17.1 Reporting concerns

17.1.1 Where concerns arise regarding conduct:

- The Chair (or Vice Chair if necessary) will investigate.

17.2 Investigation Process

17.2.1 In addition to this code of conduct, a complaints policy operates to cover allegations made against trustees or local governors that appear to breach the spirit of the code or specific conditions of service. Ideally any penalties for non-compliance would never need to be applied.

17.3 Possible actions/Sanctions

17.3.1 Non-compliance with the code of conduct may result in action being taken as follows:

- Where misconduct takes place, trustees may be authorised to take such action as may be immediately required, including the exclusion of the person concerned from a meeting.

- Where such misconduct is alleged, it shall be open to the Board of Trustees to decide, by simple majority of those in attendance, to lay a formal charge of misconduct. In such instances it will be the responsibility of the board to:
    - inform the trustee or local governor in writing of the nature of the allegation of the breach, detailing the specific action or behaviour considered to be detrimental to the Trust, and inviting and considering their response within a defined timescale.
    - inviting the trustee or local governor to address the trustees in person if the matter cannot be resolved satisfactorily through correspondence.
    - deciding, by simple majority of those present and voting, whether to uphold the charge of the breach and conduct detrimental to the Trust.
    - impose such sanctions as shall be deemed appropriate. Sanctions will range from the issuing of a written warning as to the trustee or local governor's future conduct and consequences, and the removal of the individual from office.

17.3.2 Sanctions may include Informal resolution, formal warning, removal from role (in line with Trust governance arrangements).

17.4 Formal misconduct procedure

17.4.1 Where trustees cannot agree on a course of action in a situation that is deemed detrimental to the Trust or school, the Trust has the power to remove the local governor and may request the removal of a trustee by Members.

18. Ceasing to be a Trustee or Local Governor

18.1 Trustees and local governors must continue to comply with the qualifications required to hold a trustee or local governor position throughout their period of tenure, as defined in the Trust's Articles of Association. Any changes that would render the individual ineligible to serve must be forwarded to the Trust Governance Professional.

18.2 Trustees or local governors may resign their office ahead of their tenure by writing to the Chair or Governance Professional. Depending on the reasons and circumstances of the resignation, the Chair, after consulting the Governance Professional, may decide to formally record those particulars in the minutes of the next Trust Board or Local Governing Body meeting.

18.3 Trustees or local governors who stand down before their term of office is finished are asked to give at least one term's notice in order to ensure a smooth transition period. We recognise that there may be special circumstances where the notice period is not possible.

18.4 Trustees and local governors should understand the requirements relating to confidentiality (see section 14) will continue to apply after a governor leaves office.