



THE TRUSTEE CODE OF CONDUCT

July 2024



The Trustee Code of Conduct

This Code sets out the expectations on and commitment required from Trustees in order for The Circle Trust to properly carry out its work.

The purpose of the Trust Board

The Trust Board of The Circle Trust is the Trust's responsible body. It has collective accountability and responsibility for the Trust, assuring itself there is compliance with regulatory, contractual and statutory requirements and promoting high standards so that children and young people who attend a school in the Trust are part of a successful school which provides them with excellent educational outcomes.

The Trust Board provides:

- strategic leadership of the Trust: the Board defines the Trust vision for high quality and inclusive education in line with its charitable objects. It establishes and fosters the Trust's culture and sets and champions the Trust strategy including determining what, if any, governance functions are delegated to the local tier
- accountability and assurance: the Board has robust effective oversight of the operations and performance of the Trust, including the provision of education, pupil welfare, overseeing and ensuring appropriate use of funding and effective financial performance and keeping their estate safe and well-maintained
- engagement: the Board has strategic oversight of relationships with stakeholders. The Board involves parents, schools and communities so that decision-making is supported by meaningful engagement

For the Trust Board to carry out its role effectively, a Trustee must:

- apply the highest standards of conduct and ensure robust governance, as these are critical for effective financial management
- be prepared and equipped to take their responsibilities seriously, including their responsibilities as charity trustees and company directors;
- seek support when and as required from the Company Secretary and/or Members and/or external advice such as from the Confederation of School Trusts, the National Governance Association and/or solicitors; and
- be willing and able to monitor and review their own performance and the performance of the Trust Board as a whole.

The role of a Trustee

The Trust is a corporate body, which means:

- No Trustee can act on their own without proper authority from the Trust Board
- All Trustees carry equal responsibility for decisions made, and
- Although appointed through different routes, the overriding concern of all Trustees has to be the welfare of the Trust as a whole. There must be no partiality to any specific school in the Trust.



General

- We understand the purpose of the Trust Board as set out above and will discharge the responsibilities of company directors and charity trustees in relation to the Trust.
- We are aware of and commit to the Nolan seven principles of public life set out in Appendix 1 and adopt the [Academy Trust Governance Code](#), the principles of which are reproduced in Appendix 2.
- We accept the central importance of keeping children and young people safe and will follow all safeguarding policies and procedures.
- We accept that we have no legal authority to act individually, except when the Trust Board has given us delegated authority to do so, and therefore we will only speak on behalf of the Trust Board when we have been specifically authorised to do so.
- We have a duty to act fairly and without prejudice, and in so far as we have responsibility for staff, we will fulfil all that is expected of a good employer.
- We accept collective responsibility for all decisions made by the Trust Board and its committees. This means that we will not speak against decisions outside meetings.
- We will consider carefully how our decisions may affect the community and all schools.
- We will always be mindful of our responsibility to maintain and develop the culture, values and reputation of our Trust. Our actions in the local community will reflect this.
- In making or responding to criticism or complaints affecting the Trust we will follow the established procedures and policies.

Commitment

- We acknowledge that accepting office as a Trustee involves the commitment of time and energy.
- We will each involve ourselves actively in the work of the Trust, and accept our fair share of responsibilities, including service on committees or working groups.
- We will make full efforts to attend all meetings and give notice if we are unable to.
- Our visits to schools in the Trust will be arranged in advance and undertaken within the framework established by the Local Advisors of that school and in agreement with the Headteacher.
- We will consider seriously our individual and collective needs for training and development and will each undertake relevant professional development.
- We are committed to actively supporting and constructively challenging the CEO.

Relationships

- We will strive to work as a team in which constructive working relationships are actively promoted.
- We will express views openly, courteously and respectfully in all our communications with other Trustees and the Trust executive.
- We will support the Chair in their role of ensuring appropriate conduct both at meetings and at all times.
- We are prepared to answer queries from other Trustees in relation to delegated functions and take into account any concerns expressed, and we will acknowledge the time, effort and skills that have been committed to the delegated functions by those involved.



- We will seek to develop effective working relationships with the CEO, Members and Local Advisors and the community of The Circle Trust.

Confidentiality

- We will observe complete confidentiality when matters are deemed confidential or where they concern specific members of staff or child or young person, both inside or outside of meetings.
- We will exercise the greatest prudence at all times when discussions regarding school or Trust business arise outside a Trustees' meeting.
- We will be responsible in all matters relating to data protection.
- We will not reveal the details of any Trustee's vote.

Conflicts of interest

In accordance with [The Circle Trust Register of Interests Policy](#):

- We will declare any conflict of interest that we (including those with whom we are connected) have in connection with the Trust for the purposes of the Trust's Register of Interests;
- We will declare any pecuniary or other interest in a matter for discussion at a meeting and offer to leave the meeting for the appropriate length of time or otherwise manage the conflict in accordance with [The Circle Trust Register of Interests Policy](#).

Suitability

The criteria for disqualification for serving as a Trustee are set out in Appendix 3. Each Trustee confirms by signing this Code that they are not disqualified from serving as a Trustee and should at any time a criterion for disqualification apply or will or be likely to apply to them, they will without delay inform the Chair of Trustees and the Company Secretary.

Breach of this Code of Conduct

- If we believe this Code has been breached, we will promptly raise this issue with the Chair and the Chair will investigate; the Trustees will only resort to removal as a last resort after seeking to resolve any difficulties or disputes in more constructive ways.
- Should it be the Chair that we believe has breached this Code, another Trustee, such as the Vice Chair of the Trustees, will investigate.
- We understand that any allegation of a material breach of this Code by any Trustee shall be raised at a meeting of the Trust Board, and, if agreed to be substantiated by a majority of Trustees, shall be minuted and can lead to consideration of removal from the Trust.



The Trust Board of The Circle Trust adopted this Code of Conduct on 3 July 2024.

All Trustees will be asked to sign this document on appointment.

Undertaking:

As a Trustee I will abide by this Code and will always have the well-being of children and young people and their educational outcomes and the reputation of the Trust at heart. I will do all I can to be an ambassador for The Circle Trust in all aspects of public and personal life (including social media), supporting its aims, values and ethos and never saying or doing anything that would embarrass the Trust, the other Trustees, the executive or partner schools.

Signed:

Print Name

Date:

Appendix 1: The Seven Principles of Public Life

(originally published by the Nolan Committee: The Committee on Standards in Public Life was established by the then Prime Minister in October 1994, under the Chairmanship of Lord Nolan, to consider standards of conduct in various areas of public life, and to make recommendations).

 <p>Selflessness</p> <p>Holders of public office should act 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.</p>	 <p>Integrity</p> <p>Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might seek to influence them in the performance of their official duties.</p>	 <p>Objectivity</p> <p>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.</p>
 <p>Accountability</p> <p>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.</p>	 <p>Openness</p> <p>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.</p>	 <p>Honesty</p> <p>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.</p>



Appendix 2: Academy Trust Governance Code

- **Fundamental Principle.** The Academy Trust's Directors are aware of and meet 'The Seven Principles of Public Life', understand the legal, regulatory and contractual obligations they must meet, and have regard to the statutory guidance issued by the Secretary of State.
- **Principle 1: Delivering the Academy Trust Charitable Objects.** The Academy Trust's Articles of Association set out the Academy Trust's charitable Objects and how those must be fulfilled. The Board is clear about its aims and ensures that they are being delivered effectively and sustainably.
- **Principle 2: Leadership.** The Academy Trust is led by an effective Board that provides strategic governance in line with the aims and values of the Academy Trust and engages effectively with its Members.
- **Principle 3: Integrity.** The Board acts with integrity, adopting values and creating a culture which helps achieve the Academy Trust's charitable Objects. The Board is aware of the importance of public confidence and trust in Academy Trusts and their Schools, and the Board undertakes its duties accordingly.
- **Principle 4: Decision making, risk and control.** The Board ensures that its decision-making processes are evidence informed, rigorous and timely and that effective delegation, control, risk assessment and management systems are set up and monitored. There is effective reporting at all levels of Academy Trust governance to ensure decisions are taken at the correct level in accordance with the Articles of Association and Scheme of Delegation.
- **Principle 5: Board effectiveness.** The Board works as an effective team, using the appropriate balance of knowledge, skills, experiences and backgrounds to make informed decisions.
- **Principle 6: Equality, diversity and inclusion.** In ensuring the effective achievement of the Academy Trust's charitable Objects, the Board has a clear, agreed and effective approach to advancing equality, diversity and inclusion throughout the Academy Trust.
- **Principle 7: Openness and accountability.** The Board leads the Academy Trust in being transparent and accountable. The Academy Trust is open in its work, unless there is good reason for it not to be.



Appendix 3: Disqualification for serving as a Trustee

A person is disqualified from serving as a Trustee if:

- Any of the automatic disqualification rules for acting as a charity trustee apply to them as set by the Charity Commission [here](#)
- Any of the grounds for disqualification set out in the Trust's Articles of Association apply
- They have been barred from any regulated activity relating to children or are subject to a direction of the Secretary of State under section 128 of the Education and Skills Act 2008
- They are disqualified from working with children or from registering for child-minding or providing day care
- They are disqualified from being an independent school proprietor, teacher or employee by the Secretary of State
- They have been sentenced to three months or more in prison (without the option of a fine) in the five years before becoming a Trustee or since becoming a Trustee
- They have received a prison sentence of two years or more in the 20 years before becoming a Trustee
- They have at any time received a prison sentence of five years or more
- They have been removed as a trustee in England, Scotland or Wales (by the Charity Commission or Office of the Scottish Charity Regulator)
- They are a disqualified company director
- They are a designated person for the purposes of anti-terrorism legislation
- They have been found in contempt of court for making (or causing to be made) a false statement
- They have been found guilty of disobedience to an order or direction of the Charity Commission
- They have been fined for causing a nuisance or disturbance on school premises during the five years prior to or since appointment
- They refuse or fail upon request to make an application to the Disclosure and Barring Service (DBS) for a criminal records certificate