

# **Code of Conduct for Trustees of The Wensum Trust**

This policy should be adopted by the Trust Board on an annual basis and signed by each member of the Trust Board via GovernorHub.

New members appointed during the year should sign the policy as part of their induction.

<b>This policy was created and ratified by the HR&amp;R Committee (via correspondence) in:</b>	<b>September 2025</b>
<b>The policy owner is:</b>	<b>Lead Governance Professional</b>
<b>This policy will be reviewed by the Trust Board in: (unless earlier review is recommended by the Trust)</b>	<b>August 2027</b>
<b>Policy Version:</b>	<b>V7.0</b>
<b>Signed by the Chair of the Board of Trustees:</b>	<b>John Smith</b>

## **Code of Conduct**

This Code of Conduct (referred to as the Code) sets out the expectations of the Trustees' role, duties and level of commitment required in order for the Trust Board to properly carry out its work within the Wensum Trust, its schools, and the wider community.

This Code should be read in conjunction with the most up-to-date relevant laws and guidelines for academies including, but not limited to the Governors Handbook, Academy Trust Handbook, the Wensum Trust's Articles of Association, and the agreed Scheme of Delegation.

### **The Board of Trustees has the following core strategic functions:**

Establishing the strategic direction, by:

- Setting and ensuring clarity of vision, ethos and values, and the strategic objectives for the Wensum Trust
- Agreeing the academy improvement strategy of the Wensum Trust and member academies with priorities and targets clearly defined
- Meeting statutory duties

Ensuring accountability, by:

- Appointing the lead executive of the Wensum Trust (Chief Executive Officer - CEO)
- Holding executive leaders to account for the educational performance of our schools and performance managing the CEO
- Engaging with our stakeholders and strategic partners
- Contributing to the Wensum Trust and Trustees self-evaluation

Overseeing financial performance, by:

- Setting budgets
- Monitoring spending against the budget
- Ensuring money is well spent and value for money is obtained
- Ensuring risks to the organisation are identified and well managed
- Appointing external auditors (with approval from the Members)
- Ensuring an appropriate and robust Internal Audit programme of key finance and other processes and procedures takes place annually

### **As individuals on the Trust Board, we agree to the following:**

#### **Role & Responsibilities**

- We understand the purpose of the Trust Board and the role of our executive leaders.
- 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 accept collective responsibility for all decisions made by the Trust Board or its delegated agents. This means that we will not speak against majority decisions outside the Trust Board meeting.
- 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 will encourage open governance and will act appropriately.
- We will consider carefully how our decisions may affect the Wensum Trust, our academies including SRBs, other academies, schools, and the wider community. We will always be mindful of our responsibility to maintain and develop the ethos and reputation of our family of schools. Our

actions within the Wensum Trust and the local community will reflect this.

- In making or responding to criticism or complaints we will follow the procedures established by the Wensum Trust.
- We will actively support and challenge the executive leaders.
- We will accept and respect the difference in roles between Trustees and staff, ensuring that we work collectively for the benefit of the Wensum Trust.
- We accept that our role is strategic and so will focus on our core functions rather than involve ourselves in day-to-day management. We will respect the role of the executive leaders and their responsibility for the day-to-day management of the Wensum Trust in accordance with the powers we have delegated to them via the Scheme of Delegation and will avoid any actions that might undermine such arrangements.
- We agree to adhere to the Wensum Trust's policies and the procedures of the Trust Board as set out by the relevant governing documents and law.
- When formally speaking or writing in our Trustee role we will ensure our comments reflect current Wensum Trust policy even if they might be different to our personal views.
- When communicating in our private capacity (including on social media) we will be mindful of and strive to uphold the reputation of the Wensum Trust.

#### **Demonstrate our commitment to the role**

- We acknowledge that accepting office as a Trustee is unpaid and at all times will involve the commitment of significant amounts of time and energy.
- We will each involve ourselves actively in the work of the Trust Board, and accept our fair share of responsibilities, including service on committees or working groups.
- We will make full efforts to attend all meetings and where we cannot attend explain in advance why we are unable to do so.
- We will get to know the family of academies within the Wensum Trust and respond to opportunities to involve ourselves in school activities.
- We will make efforts to regularly visit each of the academies in the Wensum Trust and that all visits must be arranged in advance with the senior executive leaders.
- When visiting a school within the Wensum Trust in a personal capacity (i.e., as a parent or carer), we will maintain our underlying responsibility as a Trustee.
- We will consider seriously our individual and collective needs for induction, training and development, and will regularly undertake relevant training commensurate with the role of Trustee.
- We accept that in the interests of open governance, our full names, date of appointment, terms of office, roles on the Trust Board, attendance records, relevant business and pecuniary interests and the body responsible for appointing us will be published on the Wensum Trust's website.
- We agree to adopt the seven principles of public life presented herein.

#### **Build and maintain 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, the Lead Governance Professional to the Trust Board and school staff both in and outside of meetings.
- 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 Board members 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 function by those involved.
- We will seek to develop effective working relationships with the executive leaders, staff, and parents of schools within the Wensum Trust, the local authority and other relevant agencies and the community.

**Respect confidentiality**

- We will observe complete confidentiality when matters are deemed confidential or where they concern specific members of staff or pupils, both inside or outside the Wensum Trust.
- We will exercise the greatest prudence at all times when discussions regarding The Wensum Trusts' business arise outside of a Trust Board meeting.
- We will not reveal the details of any Trust Board vote.
- We will ensure all confidential papers are held and disposed of appropriately.
- We will maintain confidentiality even after we leave office.
- We will not do anything to bring the Wensum Trust or its academies into disrepute either by our actions, verbally or in written format, including social media.

**Declare conflicts of interest and be transparent**

- We will record any pecuniary or other business interest (including those related to people we are connected with) that we have in connection with the Wensum Trust Board's business in the Register of Business Interests, and if any such conflicted matter arises in a meeting, we will offer to leave the meeting for the appropriate length of time and subsequent vote.
- We accept that the Register of Business Interests will be published on the Wensum Trusts' website.
- We will declare any conflict of loyalty at the start of any meeting should the situation arise.
- We will act in the best interests of the Trust as a whole and not as a representative of any group.
- We accept that in the interests of open governance, our full names, date of appointment, terms of office, roles on the Trust Board, diversity information, attendance records, relevant business and pecuniary interests, category of Trustee and appointing body will be published on the Wensum Trust's website.
- We accept that the information relating to Trust Board members will be collected and recorded on the DfE's national database of Governors and Trustees (Get Information About Schools (GIAS)), some of which will be publicly available.

**Disqualification of Trustees**

- We understand that we would be disqualified from holding office as outlined in articles 68 to 80 of the Articles of Association.

**Ceasing to be a Trustee**

- We understand that the requirements relating to confidentiality will continue to apply after a Trustee leaves office.

**Breach of this Code of Conduct**

- If we believe this Code has been breached, we will raise this issue with the Chair. The Chair will seek to resolve any difficulties or disputes in a constructive manner, liaising with other Trustees as appropriate.
- If the matter cannot be resolved, the Chair will determine how best the breach be investigated.
- Where the Trustee has acted in a way that is inconsistent with the professional ethos of the Trust Board (which could include failure to undertake training appropriate to the role of Trustee) and has brought or is likely to bring the Wensum Trust or any of its academies into disrepute, suspension may be considered.
- Where suspension is appropriate, the Chair will convene a meeting of Trustees and recommend the Trustees pass a resolution, to suspend a Trustee for all or any meetings of the Trust Board, or of a committee, for a fixed period of up to 6 months.
- If a serious breach occurs the Chair may appoint an independent investigator, to conduct a confidential investigation in order to recommend action to the Trust Board.
- Where an independent investigator is appointed, a panel made up of three Trustees or other

individuals will be formed to consider the findings of the investigation report. All three panel members will have no prior knowledge of the content of the investigation, and at least one panel member will be independent of the management and running of the Trust e.g., a Governor from another school within the Wensum Trust. The panel's decisions will be considered final.

- Should the panel's decision be that the Code has been breached, the Trustee will be permanently removed from the Trust Board by the person or persons who appointed or elected them, or otherwise by ordinary resolution of the Members in accordance with the Companies Act 2006.
- Should it be the Chair that we believe has breached this Code, another Trust Board member, such as the Vice Chair will investigate as set out above.

### **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).

**Selflessness** - Holders of public office should act solely in terms of the public interest.

**Integrity** - Holders of public office must avoid placing themselves under any obligation to people or organisations that might try inappropriately to influence them in their work. They should not act or take decisions in order to gain financial or other material benefits for themselves, their family, or their friends. They must declare and resolve any interests and relationships.

**Objectivity** - Holders of public office must act and take decisions impartially, fairly and on merit, using the best evidence and without discrimination or bias.

**Accountability**- Holders of public office are accountable to the public for their decisions and actions and must submit themselves to the scrutiny necessary to ensure this.

**Openness** - Holders of public office should act and take decisions in an open and transparent manner. Information should not be withheld from the public unless there are clear and lawful reasons for so doing.

**Honesty** - Holders of public office should be truthful

**Leadership** - Holders of public office should exhibit these principles in their own behaviour. They should actively promote and robustly support the principles and be willing to challenge poor behaviour wherever it occurs.

**Acceptance of the Trustee Code of Conduct**

The Trustees will agree to abide by the Code by completing the appropriate declaration within their personal profile on GovernorHub.

The Code will be reviewed annually. Any new Trustees joining during the year will sign the relevant declarations on GovernorHub.