



MOWBRAY

Education Trust

Title: Directors Code of Conduct
Prepared by: Operations Director
Issued to: Board of Directors
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Status: APPROVE

The Purpose of the Code

This Code has been written in order to help directors simultaneously meet high standards of competence and ethics. The Code provides guidance to directors and lays down the standards that the Trust expects of directors.

One of the Trust's fundamental aims is to increase the competence of its directors. To further this aim, it requires all directors to adhere to the Code of Conduct, as a way of providing tangible evidence of their commitment to competency and probity. The Mowbray Education Trust (Trust) directors who breach the Code may be subject to disciplinary action by the trust.

The Code of Professional Conduct

All references to the masculine gender include the feminine

A Director shall:

Article 1

Exercise leadership, enterprise and judgement in directing the Trust so as to achieve its continuing success and act in the best interests of the Trust as a whole.

The Trust is a corporate body, which means:

- No director can act on his own without proper authority from the full Trust Board;
- All directors carry equal responsibility for decisions made; and,
- The overriding concern of all directors has to be the success of the Trust as a whole.

Each director should endeavour to ensure that the trust board fulfils its key purpose of supporting the schools within the Trust to achieve and maintain an outstanding Ofsted judgement.

A director should endeavour to make certain that the responsibilities of the board have been specified clearly and are properly understood. A director should be diligent in discharging his duties to the trust and must acquire a broad knowledge about the business of the trust and the statutory and regulatory requirements affecting trust direction.

A director should aim to attend all board meetings.

Article 2

Follow the standards of good practice set out in the Institute of Director's publications, *The Director's Handbook* and *The Effective Director* and act accordingly and diligently.

A director should endeavour to ensure that the board is properly constituted and managed, addresses its key tasks and devotes sufficient time to address each of them properly.

A director should always assist his board in ensuring that the board establishes vision, mission and values for the trust, sets strategy, delegates appropriately to management, is accountable to the Department for Education (DfE) and holds itself responsible to relevant stakeholders.

A director should insist that the board is provided with sufficient regular and timely information to enable the directors to discharge their duties of care and diligence. If adequate or timely information is not provided, the director should make an appropriate objection. Any objection, and the reasons for it, should be included in board minutes. An internal audit of systems supporting the board should be conducted regularly.

A director should endeavour to make sure that access between the board and the auditors is open and unimpeded. A director should be satisfied that the scope of the audit is adequate and that management and any internal auditors have co-operated fully.

Article 3

Serve the legitimate interests of the trust's principal stakeholders - students and parents.

A director should endeavour to ensure, acting as a member of the board, that the trust is financially viable, and properly managed so as to protect and enhance the interests of the trust and its member schools over time.

A director should seek to understand the expectations of students and parents and endeavour to fulfil them when deciding upon the best interests of the trust. A director should seek to ensure that proper communication is made with member schools on the general strategies being adopted for the trust and on other matters of importance, bearing in mind the needs of commercial security and other compliance requirements where appropriate.

A director should seek to ensure that all students and parents are treated fairly according to their relative rights.

Article 4

Exercise responsibilities to employees, customers, suppliers and other relevant stakeholders, including the wider community.

Whilst the obligations of a director are primarily owed to the trust, it is also necessary to take into account the interests of all individuals and groups that the board judges have a legitimate interest in the achievement of trust objectives and the way in which these objectives are achieved.

A director should ensure that the board identifies and knows the interests, views and expectations of these stakeholders. He should ensure that communications with such parties are timely, effective and unbiased, subject to the needs of commercial security and regulatory compliance where appropriate.

A director should help his board to promote goodwill with stakeholders and be prepared to be accountable for trust actions.

A director should encourage the board to set up procedures for managing relationships with

stakeholders, particularly at times of crisis (eg litigation, critical incidents etc).

Article 5

Comply with relevant laws, regulations and codes of practice, promote, networking, cooperation and partnerships, and honour obligations and commitments.

A director must at all times comply with the law and should endeavour to ensure that his trust at all times complies with the law governing its operations. In evaluating the interests of the trust, a board of directors is accountable to the stakeholders as a whole, but various Acts of Parliament have imposed wider responsibilities on companies and directors so that directors must evaluate their actions in a broader social context and must be conscious of the impact of their business on society. Particular attention should be paid to the environment, questions of occupational health and safety, employee relations, equal opportunity for employees, and other legislative and regulatory initiatives that may arise from time to time.

Article 6

At all times have a duty to respect the truth and act honestly in his professional dealings and in the exercise of all his responsibilities as a director.

A director should not obtain, attempt to obtain, or accept, any bribe, secret commission or illegal inducement of any sort.

A director must be prepared, if necessary, to express disagreement with colleagues, including the chairman or chief executive.

A director should accept that resignation or dismissal may sometimes be the ultimate consequence of sustained protest on a matter of conscience or judgement.

However, if there is no need to express disagreement, a director should be prepared to accept collective responsibility and implement the decisions of the board as a loyal member of the board.

If a director is in doubt whether a proposed course of action is consistent with his fiduciary duties, then he should not support the course of action. Independent advice should be sought as soon as possible to clarify the issue.

When a director concludes that he is unable to acquiesce in a decision of the board, some or all of the following steps should be considered:

- Making his dissent and its possible consequences clear to the board as a means of seeking to influence the decision;
- Asking for additional legal, accounting or other professional advice;
- Asking that the decision be postponed to the next meeting to allow time for further consideration and informal discussion;
- Tabling a statement of dissent or writing to the chairman and asking that the statement or letter be minuted;
- Calling a special board meeting to consider the matter;
- Resigning and considering advising the appropriate regulator.

A director who chooses to resign on a point of principle should consider disclosing the reasons for resignation to stakeholders or to the appropriate regulator, though a director should bear in mind the duty not to disclose confidential information.

Article 7

Avoid conflict between his personal interests, or the interests of any associated trust or person, and his duties to the trust.

A director must not take improper advantage of the position as director to gain, directly or indirectly, a personal advantage or an advantage for any associated person that might cause detriment to the trust.

The personal interests of a director, and those of associated persons, must not take precedence over those of the trust's stakeholders generally.

A director should seek to avoid conflicts of interest wherever possible. Full and prior disclosure of any conflict, or potential conflict, must be made to the board. Where an actual or potential conflict does arise, a director should at least refrain from participating in the debate and/or voting on the matter, and in the extreme case of continuing material conflict of interest, should resign from the board. The board should develop guidelines on the circumstances in which benefits to be received by a director or an associated person are of sufficient magnitude that the approval of the trust board should be sought, even if not required by law. The board should inform stakeholders of these guidelines.

A director who is appointed to a board and is also a governor of a member school should recognise the potential for a conflict of interest. The director's duty is to make a contribution in the interests of the trust and the stakeholders as a whole and not only in the interest of an individual school. Confidential matters should not be disclosed to such interested parties without the prior agreement of the board.

Where obligations to other people or bodies may preclude a director from taking an independent position on an issue, the director should disclose the position to the board and it is for the board to judge whether or not he should take part in the board's consideration of the issue.

A director from time to time may need expert advice in order to discharge his duties properly.

Article 8

Not make improper use of information acquired as a director or disclose, or allow to be disclosed, information confidential to the trust.

A director must not make improper use of information acquired by virtue of his position as a director. This prohibition applies irrespective of whether or not the director or any associated person would gain directly or indirectly a personal advantage or whether or not the trust would be harmed.

A director must not disclose, or allow to be disclosed, confidential information received in the course of the exercise of his duties as a director, unless that disclosure has been

authorised by the board of the trust or is required by law.

A director should respect the professional standing of other members of the trust.

Article 9

Keep abreast of current good practice.

A director should keep abreast of both practical and theoretical developments in direction to ensure that his expertise is constantly relevant.

Continuous and rapid change is the norm in the education world and it is the responsibility of a director continually and systematically to add to his knowledge and expertise; it is not enough to match present good practice and thereafter regard oneself as adequately equipped for the future. CPD and performance review are mandatory for all directors.

Article 10

Set high personal standards by keeping aware of and adhering to this Code, both in the spirit and in the letter, and promoting it to other directors.

A director must honour the Code in the spirit as well as in the letter. No Code can be all embracing. It is not possible to identify every circumstance in which the provisions of this Code need to be applied and undoubtedly there are many other circumstances not mentioned in the Code in which the conduct and integrity and enterprise of a director must be of considerable importance. However, the Code is not intended merely to prohibit certain specified kinds of conduct, allowing any kind of actions it does not specifically rule out.

When questions arise which are not covered explicitly by the Code, personal adherence to the Nolan principles of public life should determine a director's behaviour.

The Nolan Principles - adapted for directors

1. Selflessness

Directors should act solely in terms of public benefit. They should not act in order to gain financial or other benefits for themselves, their family or their friends.

2. Integrity

Directors 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 role as a trustee.

3. Objectivity

In carrying out the business of the organisation, directors should make choices based on merit.

4. Accountability

Directors are accountable for their decisions and actions to their stakeholders and the public and must submit themselves to whatever scrutiny is appropriate to their role.

5. Openness

Directors should be as open as possible about all the decisions and actions they take.

6. Honesty

Directors should declare any private interests relating to their trusteeship and take steps to resolve any conflicts arising in a way that protects the public benefit.

7. Leadership

Directors should promote and support these principles by leadership and example.

A director is expected to use common sense in applying the spirit of the Code, but the intention of the Code is that members should consistently meet a standard higher than basic acceptable requirements.

A director is expected to bring the same high standard of integrity to his non-business life as is demanded in his professional activities when these spheres of activity overlap.

A director must not knowingly cause or, where he has the power to prevent, permit any other party to be in breach of this Code or be a party to a breach.

Adopted by the trust board at a full board meeting on the 25th June 2014.



Chair of Board



Chief Executive