



## Zest Academy Trust

### Code of Conduct

*Trustees*

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**CEO Mark Hamblett**

Registered in England No. 8087508 Company Limited by Guarantee

It is important in the good governance and probity of the **Trust** is maintained. In order to assist the board of trustees (the **board**) achieve this, the Trust has adopted this code of conduct for trustees (the **code**).

#### The Trust:

- Aims to establish a board that is competent, accountable, independent and diverse that promotes best practice in governance
- The Trust shall use 'The Good Governance Standard for Public Services' and the 'Competency Framework' to help the Academy Council achieve good governance but also as a tool to regularly assess the strengths and weaknesses of the academy's governance practice and improve it.
- Aims to make sure that its Trustees promote and uphold high standards of conduct, probity and ethics
- Each Trustee shall uphold the seven principles of public life identified by the Nolan Committee on Standards in public life (May 1996).
- Requires its Trustees to act in accordance with the Trust's articles of association (the **articles**) and the code

Each Trustee shall obey the articles and decisions taken by the Trustees and Academy Council in accordance with the articles.

#### Application of the code

This code applies to all Trustees and Members when exercising any of the board's powers delegated to them under the articles.

By accepting appointment to the board, each Trustee agrees to accept the provisions of this code.

#### The Good Governance Standard for Public Services

The standard prepared by the Independent Commission on Good Governance in Public Services in 2005 comprises six core principles of good governance, each with its supporting principles. Set out below is an extract of these core principles.

1. Good governance means focusing on the organisation's purpose and on outcomes for citizens and service users.

We will:

- *Be clear about the Trust's purpose and its intended outcomes for citizens and pupils*

- *Make sure that pupils receive a high-quality education*
- *Make sure that taxpayers receive value for money*

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

We will:

- *Be clear about the functions of the board*
- *Be clear about the responsibilities of non-executives, and the executive, and making sure that those responsibilities are carried out*
- *Be clear about relationships between Trustees and the public*

3. Good governance means promoting values for the whole organisation and demonstrating the values of good governance through behaviour.

We will:

- *Put organisational values into practice*
- *Behave in ways that uphold and exemplify effective governance*

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

We will:

- *Be rigorous and transparent about how decisions are taken*
- *Have and use good quality information, advice and support*
- *Make sure that an effective risk management system is in operation*

5. Good governance means developing the capacity and capability of the board to be effective

We will

- *Make sure that appointed and elected Trustees have the skills, knowledge and experience they need to perform well*
- *Develop the capability of people with governance responsibilities and evaluate their performance, as individuals and as a group*
- *Strike a balance, in the membership of the board, between continuity and renewal*

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

We will:

- *Understand formal and informal accountability relationships*

- *Take an active and planned approach to dialogue with accountability to the public*
- *Take an active and planned approach to responsibility to staff*
- *Engage effectively with institutions*

### Nolan Principles

The board expects each Trustee to uphold the following principles based on the Nolan Committee's work:

- **Selflessness** – take decisions solely based on the vision and values of the Trust
- **Integrity** – not be compromised in carrying duties by outside organisations or personal interest
- **Objectivity** – remain impartial and ensure choices are made on merit alone
- **Accountability** – be responsible for decisions and actions
- **Openness** – give reasons for actions wherever possible and restrict information only when the wider public interest clearly demands
- **Honesty** – declare any private interests and take steps to resolve any conflicts arising in a way that protects the public interest
- **Leadership** – promote these principles by example

Additionally, the board expects Trustee to promote equality and diversity in all aspects of the boards' governance and when carrying out any of their functions.

### Duties & Responsibilities of Trustees

Trustees shall:

- Fulfil their responsibilities and duties as a Trustee of the Trust in good faith and in accordance with the general law including (but not limited) to:
  1. Act in the best interest of the Trust
  2. Secure the proper and effective use of the Trust's property
  3. Act personally in all respects
  4. Act within the scope of the authority given to them and the board by law, by regulations or by the articles
  5. Use the proper degree of skill and care when making decisions, particularly when investing the Trust's funds
- Act in accordance with the articles from time to time

- Be committed to the Trust's values and objectives (including equal opportunities), to contribute to and share responsibility for the board's decisions, to read board papers and to attend meetings, training sessions and other relevant events
- Declare all interests they have as required by the articles and the general law and to comply with any rules requiring withdrawal from a meeting where this is required because of an interest
- Respect the confidentiality of information that they may have access to as Trustees of the Trust and keep confidential the affairs of the board
- Inform the clerk to the Board as soon as possible should any changes to their circumstances occur during their term as Trustee, including if:
  1. There are any changes to the interest which have been declared
  2. They become, or cease to be, a company director, board member or trustee of another company or charity
  3. Their occupation changes
  4. They move house
  5. They become employed by the Trust

### Breaches of the Code

Every Trustee is under a duty to report any breach of this code or any grounds for believing that a breach of the code has occurred to the Chair (and if the allegation is about the Chair, to the Vice-Chair).

Failing to report a breach of the code is itself a breach of the code

Any breach of this code will be treated extremely seriously by the Trust and may result in suspension or removal from the board

In the event of a breach of this code each Trustee agrees to participate fully in any investigations procedure instigated by the board and to abide by any sanction that may be imposed on them by the board for such breach.

### Review

The Chair of the board will be responsible for ensuring that this code of conduct is kept under review.