

FRAYS ACADEMY TRUST

TRUSTEE CORE COMPETENCIES AND CODE OF CONDUCT

Introduction

As a charity and company limited by guarantee, LDBS Frays Academy Trust (the “**Trust**”) is governed by a Board of Trustees (the “**Trustees**”). The Trustees have overall responsibility and accountability. The Board is the ultimate decision making authority for the Trust but has delegated the day to day management of the business and the responsibility for the running of the academies to those officers of the Trust with executive and leadership responsibilities. The Board fulfils a strategic function and its main purpose is to:

- determine the vision and values of the Trust;
- support leadership in determining and fulfilling the strategic direction of the Trust;
- hold leadership to account and ensure staff well-being; and
- oversee the financial performance of the Trust ensuring there are systems in place to manage risk and ensure money is well spent.

The Trustees have established **Local Governing Bodies** to assist them in fulfilling these governance responsibilities and to provide additional support to leadership. Further detail can be found in the Trust’s Scheme of Delegation.

The Trust is an exempt charity whose principal regulator is the Secretary of State for Education. Whilst this means the activities and constitution of the Trust are primarily determined by the Department for Education, nevertheless the Trust is subject to company law and charity law and occasionally the jurisdiction of the Charity Commission. The Trustees therefore have both responsibilities as directors of a company and trustees of a charity.

Legal Duties of the Trustees

The trustees of a charity have a fiduciary duty to act in good faith in the best interests of the charity. This duty includes a responsibility to do the following:

- To ensure compliance with any legal obligations;
- To report on the charity’s activities (the Trust must prepare accounts in accordance with the Statement of Recommended Practice for Charities, the so called Charity SORP);
- To fulfil the charitable object of the charity as set out in its constitution (the Articles of Association) and to act in a way which is compliant with the rules of the charity contained in the Articles;
- To act with integrity and to avoid any personal conflicts of interest and not to misuse any charity funds or assets;
- To act prudently in the financial management of the charity, avoiding putting any assets, funds or reputation of the charity at undue risk;

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- To exercise reasonable care and skill, using personal knowledge and experience to ensure the charity is well run and efficient;
- To act responsibly, getting advice from others, including professional advisors, where appropriate.

Where trustees are also directors, there is an obligation under company law to avoid conflicts of interest and to act prudently. There are specific legal duties where a company is insolvent or there is a threat of insolvency. More detail can be found in the [Academies Financial Handbook](#) and Trustees must be especially careful where they may have a personal interest in a matter which involves the Trust. Trustees must comply with the Trust's Conflict of Interest policy which will also address any specific requirements regarding trading with connected parties.

Trustees must act independently and in the best interest of the Trust even if those interests conflict with those of the body or organisation that might have appointed or nominated such Trustees to serve on the Board.

Other than in relation to any Trustee who is employed by the Trust (not as a Trustee but to fulfil an executive function), the role of a Trustee is unpaid (except for the reimbursement of reasonable expenses). No specific qualifications are required and Trustees must be aged 18 or over.

Trustees are appointed for a term of 4 years and can be reappointed on the expiry of such term [provided that no Director is to be appointed for more than 3 terms of office].

Specific Duties of the Trustees

The specific tasks and responsibilities of the Trustees (and the Trust Board) are as follows:

- hold governance accountability;
- determine strategic vision and overarching strategic plan;
- provide strategic leadership and governance;
- provide challenge and support to senior leaders undertaking the recruitment and performance of any chief executive officer;
- develop and decide strategic and operational policies;
- facilitate collaboration;
- co-ordinate and oversee shared services and resources;
- develop and oversee the implementation of Trust development plan;
- approve of performance benchmarks;
- approve overall Trust budget and advise on Academy budgets;
- monitor expenditure in accordance with appropriate authorisations;

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- oversee financial governance and risk management;
- determine the Trust's reserves/contingency policy;
- ensure appropriate insurance or risk cover is put in place;
- undertake recruitment of headteachers and facilitate the performance management of senior leaders;
- develop shared staff training programmes and opportunities for professional development;
- support the development and building of leadership and governance capacity at School level;
- approve of site and asset management strategy;
- oversee any significant capital expenditure and building projects;
- approve of all funding applications;
- decision maker for all appeals.

Individual Trustees may be given primary responsibility for particular functions such as audit and financial management, HR, Trust policies and procedures, academy liaison and communication with the view to matching skills and experience to functions. This will not affect collective and overall individual responsibility and accountability but Trustees are expected to use their skills and experience in the fulfilment of their duties. A formal job description and contract will be required for any Trustee with executive responsibility (e.g. the "chief executive officer").

Core Competencies and Skills

The following are the core competencies and skills expected of all Trustees:

- To work as a team;
- To attend meetings and be prepared to contribute to discussions and commit to agreed actions;
- To be respectful of the views of others and to be open to new ideas and thoughts;
- To treat all confidential information confidentially;
- To act with integrity, avoiding any personal conflicts of interest and complying with the Trust's Conflict of Interest policy;
- To develop a deep understanding of the vision and ethos of the Trust and its Academies and the roles played by all individuals in fulfilment of the Trust's mission;
- To understand the policies and procedures of the Trust and how these flow down to the Academies;

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- To support the Trust in public and act as an ambassador of the Trust and the Academies;
- To commit to training and skills development;
- To be ready to ask questions;
- To be focussed on problem solving and be ready to learn from past experiences;
- To adhere to the Nolan [Seven Principles of Public Life](#).

Personal Qualities and Values

The role of a Trustee is challenging but should be rewarding. Trustees are expected to be held in high regard and to provide an example to others. As such, Trustees will have the following qualities and values:

- A desire to create positive change and life experiences for young people;
- A deep seated commitment to the aims of and objectives of the Trust;
- A willingness to devote time and energy;
- An ability to build productive and supportive professional relationships;
- A commitment to equal opportunities and anti-discriminatory practices;
- An understanding of the importance of keeping children safe;
- An ability to think and act strategically;
- An ability to use financial and workforce data to inform decision-making;
- Appropriate levels of literacy in English;
- A person who is reliable, acts with integrity and is capable of good independent judgement;
- Is able to satisfy any requirements set by any foundation or trustee body or any specific conditions imposed by the Members of the Trust.

Specific skills may be needed if a Trustee is to take responsibility for and lead on a specific area or to meet a skills shortage that has been identified. The Trust has additional expectations of its Chair and Vice Chair and these are appended to this Code of Conduct.

A regular skills audit will be undertaken and Trustees should expect to be able to articulate their contribution to the success of the Trust and the academies.

Legal Requirements

Before appointment a DBS check will be made and enquiries made to establish that Trustees satisfy on an ongoing basis the legal requirements for charity trustees. A list of disqualifying

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reasons is provided by the Charity Commission, click [here](#) for details. Individuals who are disqualified from being a charity trustee are deemed to have resigned with immediate effect.

Removal of a Trustee

Any concerns regarding a Trustee's behaviour and actions which may impact adversely on the Trust or fellow Trustees will be addressed either by the Chair of the Trust or the Members of the Trust. Except where changes to the Trust Board are made for operational reasons for example to address skills shortages or to satisfy the requirements of any foundation or trustee body or the Members of the Trust, steps to remove a Trustee for personal reasons are expected to be taken only in exceptional circumstances for example involving the following:

- There has been serious misconduct (which will be considered on a case by case basis but as a guide any breach of this Code of Conduct will give rise to a legitimate complaint);
- A Trustee displays repeated and serious incompetence (e.g. consistently fails to attend meetings and/or engage with training or address any skills gaps such that their ability to make a meaningful contribution is compromised);
- The Trustee has engaged in conduct or behaviour which is aimed at undermining fundamental British values of democracy, the rule of law, individual liberty, mutual respect and tolerance of those with different faiths and beliefs;
- The actions of the Trustee are significantly detrimental to the effective operation of the Trust Board or the Trust more widely, distracting the Trust Board from its core strategic functions and/or the actions of the Trustee interfere with the operational efficiency of the Trust or any of its academies thereby wasting a significant amount of executive, headteacher and/or senior leadership time;

Any steps to remove a Trustee for personal reasons will be communicated to the Trust Board and the Trustee concerned will be given an opportunity to make representations (in writing or verbally) at a meeting at which his or her removal is being considered. The power to remove a Trustee is vested in the Trust's Members and it is not expected that the written details of the case against the Trustee will be provided.

Any decision to remove will be made in accordance with the Trust's Articles of Association and applicable law. Any right of appeal will be subject to applicable law.

Review

This Trustee Code of Conduct has been adopted by the Trust Board on the date set out below. It is subject to regular review.

[16 July 2019]

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Appendix – Additional Expectations of the Chair and Vice Chair

The Chair and Vice Chair are elected by and from within the Trustee body. Regard may be had to any recommendations from the executive and from the Members of the Trust, including any foundation or sponsor body.

Elections are expected to take place at the beginning of every year and any interim appointment (for example following the resignation of the current Chair) will be terminated or confirmed at the next appropriate meeting.

Specific Duties

The Chair's specific duties are to:

- Provide a clear lead and direction for the Trust Board in formulating and delivering the vision for the Trust;
- Build an effective team, attracting individuals to the Trust Board with necessary skills and experience, promoting equality and diversity, ensuring priority is given to those who can make a positive contribution to work of the Trust and driving school improvement across all academies;
- Ensure new Trustees are properly introduced to the work of the Trust and the Trust Board and to support their development as effective and valued members of the Trust Board maximising their contribution to the Trust in doing so;
- Work closely with the chief executive officer to ensure there is proper challenge and encouragement of Trustees, executive officers and those with leadership responsibilities;
- Provide direct support to the chief executive officer and take the lead in the recruitment and performance management of this role as well as the review of pay and conditions of service;
- Take a lead role in any decision to suspend or discipline the chief executive officer;
- Ensure that school improvement is the focus of all policy and strategy for the Trust, reminding the Trustees of this as often as necessary;
- Hold the Trustees to account, ensuring the business of the Trust Board is conducted efficiently and effectively, chairing meetings ensuring all Trustees have the opportunity to contribute and are listened to with clear decisions being made when necessary, including reporting on the Trust Board's effectiveness to the Members as required;
- Be available when there is a need to act quickly, taking, or supporting the chief executive officer in taking, urgent action and making decisions, subject to subsequent ratification by the Trust Board as necessary;
- Act as a focal point and advocate for the Trust Board, liaising as necessary with any regulatory body, the Local Governing Bodies and those representing the wider community.

Specific Responsibilities

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As the guardian of the Trust Board's effectiveness, the Chair has a specific responsibility to ensure:

- That reporting by executive officers is clear, concise, appropriate and comprehensive, reducing unnecessary paperwork;
- That meetings of the Trust Board are held regularly and there is a clear agenda which has been communicated to all Trustees which focusses appropriately on strategic matters, acknowledging that when urgent meetings are required to discuss exceptional business that as much preparation as may be possible is made for these;
- That the business of the Trust Board is conducted as openly and transparently as possible;
- That decisions taken by the Trust Board are implemented and not circumvented;
- That Trustees adhere to the Trustee Code of Conduct and that the Chair takes appropriate and firm action where this appears not to be the case;
- That the Trust Board undertakes regular reviews of any skills gaps or lack of experience and/or capacity and takes active steps to address these;
- That the Trust Board remains focussed on the Trust's key strategic priorities and that individual Trustees either as a group or committee or as individuals do not seek to become overly involved in operational matters;
- There is proper and adequate succession planning;
- That any complaints about the Trust, the actions of the Trust Board or an individual Trustee or the chief executive officer are dealt with in a timely and effective manner.

Additional Skills

As well as the skills required of a Trustee, the Chair should be able to demonstrate the following attributes:

- An understanding of the framework within which corporate bodies function;
- Strong communication skills;
- Ability to prioritise;
- Ability to chair meetings and encourage the participation of others;
- Ability to build and lead a team;
- Leadership or managerial experience;
- Ability to delegate;
- Ability to mediate.

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