
CODE OF GOVERNANCE

Updated September 2020



Code of Governance

By joining The Mercian Trust, you agree to abide by this Code of Governance

Principles of Public Life

Everyone involved in governance should be aware of and accept “The 7 principles of public life”

(<https://www.gov.uk/government/publications/the-7-principles-of-public-life>)

1. Selflessness: Holders of public office should act solely in terms of the public interest.
2. 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.
3. Objectivity: Holders of public office must act and take decisions impartially, fairly and on merit, using the best evidence and without discrimination or bias.
4. 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.
5. 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.
6. Honesty: Holders of public office should be truthful.
7. 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.

General Principles

As a part of the Governance Structure at The Mercian Trust, Trustees must:

- always have the wellbeing of the young people and the reputation of the Trust at heart;
- do all they can to be an ambassador for the Trust, publicly supporting its aims, values and ethos and never saying or doing anything publicly which would embarrass the Trust, its academies, pupils, staff or other stakeholders.

Trustees will ensure the following statements are integral to their role:

- They will understand that safeguarding children is everybody’s responsibility and they will report any concerns in line with the safeguarding policy.
- They accept that they have no legal authority to act individually, except when the Board of Trustees has given delegated authority to do so, and therefore will only speak on behalf of the Trust when they have been specifically authorised to do so.
- They have a duty to act fairly and without prejudice, and in so far as they have responsibility for staff, they will fulfil all that is expected of a good employer.

- They will encourage open governance and will act appropriately.
- They will accept collective responsibility for all decisions made by the Trust or its delegated agents.
- This means that they will not speak against majority decisions outside the Governance meetings.
- They will consider carefully how their decisions may affect the community and others.
- They will always be mindful of their responsibility to maintain and develop the ethos and reputation of the Trust and its academies. Their actions within the Trust and the local community will reflect this.
- In making or responding to criticism or complaints they will follow the procedures established by the Board of Trustees.

Commitment

Trustees will ensure that they adhere to the following:

- To acknowledge that accepting office as a Trustee involves the commitment of significant amounts of time and energy.
- To be involved actively in the work of the Trust and accept a fair share of responsibilities.
- They will not go beyond their duties or act outside of the powers of authority conveyed through the Scheme of Delegation, and acknowledge that, were they to do so, they could be held liable to the Trust and/or third parties.
- To make full efforts to attend all meetings, having read provided papers and where unable to attend provide apologies in advance, and if possible, provide any relevant questions or support for key agenda items.
- To get to know the Trust well and respond to opportunities to be involved in monitoring and evaluation activities.
- To arrange visits to the Trust in advance with the staff, undertaking these visits within the framework established by the Board of Trustees and agreed with the Executive Management Team.
- To review individual and collective needs for training and development and undertake relevant training on a regular basis.
- To be committed to actively supporting and challenging the Executive Management Team, in line with delegated responsibilities.

Relationships

Trustees will work together to achieve the following:

- To strive to work as a team in which constructive working relationships are actively promoted.
- To express views openly, courteously and respectfully in all communications with other Trustees, Governors and Executive Officers.
- To support the Chair in their role of ensuring appropriate conduct both at meetings and at all times.
- To be prepared to answer queries from other Trustees or Governors in relation to delegated functions and take into account any concerns expressed, and to acknowledge the time, effort and skills that have been committed to the delegated function by those involved.
- To seek to develop effective working relationships with the Executive Management Team, staff, parents, the local authority and other relevant agencies, and the communities that the Trust serves.
- To visit the Trust as appropriate, with all visits arranged in advance with the staff and undertaken within the framework established by the Board of Trustees and agreed with the Executive Management Team.
- To support the working of the Governance structure of the Trust, by attending specific committees as requested.

- To seriously consider their individual and collective needs for training and development and will undertake relevant training.
- To accept that in the interests of open government that their names, terms and dates of office, roles on the governing body, category of committee member, the body responsible for appointing them and any declarations of interest will be published on the Trust's website. These will remain published for at least twelve months after departure from the Committee
- To be registered at Companies House as a Director, in line with Company Law.

Confidentiality

Trustees will ensure that they adhere to the following:

- To observe confidentiality regarding proceedings of the Board in meetings and from visits to the Trust.
- To observe complete confidentiality when matters are deemed confidential or where they concern specific members of staff, parents/ carers or pupils, both inside or outside academies.
- To exercise the greatest prudence at all times when discussions regarding Trust/Academy business arise outside a Board meeting.
- To not reveal the details of any Board vote.
- To not at any time after termination of appointment (by whatever means) use or procure the use of the name of the Trust or of any of its subsidiary undertakings whether or not in connection with their own or any other name in any way calculated to suggest that they continue to be connected with the business of the Trust or of any of its subsidiary undertakings or in any way hold themselves out as having such connection; and
- To not at any time after the date of this agreement (save by compulsion of law) use any Confidential Information (other than in the interests of the Trust or of any of its subsidiary undertakings) or disclose or divulge any Confidential Information to any person (other than to officers or employees of the Trust or any of its subsidiary undertakings whose province is to know the same) and to use their best endeavours to prevent such use or publication or disclosure of any Confidential Information by any other person.

Conflicts on Interests

- It is accepted and acknowledged that Trustees may have business interests other than those of the Trust and have declared any conflicts that are apparent at present. If a committee member becomes aware of any potential conflicts of interest, these should be disclosed to the board as soon as they become aware of them.
- Trustees are required not to put themselves in a position where they have a conflict of interest and must not be interested in any competitive business during their engagement, without the approval of the Board.
- It is recognised that from time to time it may be beneficial to the Trust that either they or organisations in which they are employed or have an interest provide goods and/or services to the Trust. Prior to any such arrangement the conditions in the Trust's Articles of Association must be satisfied.

Trustees will ensure that they adhere to the following:

- They will record any pecuniary or other business interest in connection with the Trust's business (including those of people with whom they have a close connection where they could be seen to have a bearing on decisions within the Trust) in the Register of Business Interests which will be published on the Trust's website, and if any such conflicted matter arises in a meeting they will offer to leave the meeting for the appropriate length of time.
- They will also declare any conflict of loyalty at the start of any meeting should the situation arise.
- They will declare any pecuniary interest - or a personal interest which could be perceived as a conflict of interest - in a matter under discussion at a meeting and offer to leave the meeting for the appropriate length of time.

- They will act in the best interests of the Trust as a whole and not as a representative of any group, even if elected to the Board.

Fees & Expenses

- Trustees acknowledge that this is an unpaid role and agree to undertake it in consideration of the Trust reimbursing them for all reasonable and properly documented expenses incurred in performing the duties of office, in accordance with the Trust's expenses policy from time to time.

Data Protection

- By acting as a Trustee they agree to the Trust's Staff and Volunteer Privacy Statement.

Breach of this Code of Governance

- If a Trustee believes that this code has been breached, they will raise this issue with the Chair and the Chair will investigate; should suspension or removal from the committee be deemed necessary, the Chair will make this recommendation to the MAT Executive Leadership Team. Should it be believed that the Chair has breached this code, concerns will be reported to the Trust
- The MAT Executive Leadership Team or another Trustee, such as the Vice Chair, will investigate.
- Trustees understand that any allegation of a material breach of this code of practice by any Trustee shall be raised with the Board of Trustees, and, if agreed to be substantiated by a majority of Trustees, shall be minuted and can lead to consideration of suspension or removal from the Board.