

BISHOP HOGARTH CATHOLIC EDUCATION TRUST

CODE OF CONDUCT FOR DIRECTORS

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DIRECTOR CORE COMPETENCIES AND CODE OF CONDUCT

Introduction

As a charity and company limited by guarantee, Bishop Hogarth Catholic Education Trust (the “Trust”) is governed by a Board of Directors (the “Directors”). The Trust’s charitable purpose is the advancement of the Catholic religion and the Trust is accountable to the Bishop of Hexham and Newcastle, the diocesan authority for the purposes of the academies and the religious authority for all matters. Notwithstanding whether a Director is appointed by the Bishop (i.e. as a Foundation Director) or by the Board of Directors (i.e. Co-opted Directors and Non Foundation Directors), all Directors must comply with the wishes of the Bishop and fulfil the charitable object of the Trust, acting at all times in observance of the values of the Catholic Church. The Bishop is a Member of the Trust and appoints all other Members.

Whilst the Directors are accountable to the Bishop and the other Members of the Trust, the Directors have overall responsibility and accountability for all strategic and operational matters within the Trust and have been delegated decision making authority by the Members. The Board is intended to be strategic not operational and 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’s main purpose is to:

- determine the vision and values of the Trust consistent with those of the Bishop;
- 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 Directors have established Local Governing Committees 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 subject to the wishes of the Bishop, nevertheless the Trust is subject to company law and charity law and occasionally the jurisdiction of the Charity Commission. The Directors therefore have both responsibilities as directors of a company and trustees of a charity.

Legal Duties of the Directors

The Directors 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 and the Diocesan Memorandum of Understanding;

- 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;
- 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.

Under company law the Directors must avoid conflicts of interest and 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 Directors must be especially careful where they may have a personal interest in a matter which involves the Trust. Familial relationships at Board and leadership level are discouraged. Directors must comply with the Trust's Conflict of Interest policy which will also address any specific requirements regarding trading with connected parties. Directors 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 Directors to serve on the Board. The role of a Director is unpaid (except for the reimbursement of reasonable expenses).

All Directors will be approved by the Diocesan Department for Education. Foundation Directors are appointed by the Bishop and will be practising Catholics. Non Foundation Directors may be appointed by the Trust Board or by the Bishop, but in both cases with the approval of the other. Whilst Non Foundation Directors are not expected to be practising Catholics, they will nevertheless be expected to preserve and uphold the Catholic character of the Trust and fulfil the wishes of the Bishop in so far as these relate to the management of the Trust and its Schools. Directors 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 Directors

The specific tasks and responsibilities of the Directors are as follows, to.

- 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 School budgets;
- monitor expenditure in accordance with appropriate authorisations;
- 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 Directors may be given primary responsibility for particular functions such as audit and financial management, HR, Trust policies and procedures, safeguarding, 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 Directors are expected to use their skills and experience in the fulfilment of their duties.

Core Competencies and Skills

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

- 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;
- 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 – See Appendix 1.**

Acceptance of Gifts & Hospitality

A potential source of conflict between public and private interests is the offer of gifts, hospitality or benefits in kind to Directors, Governors and employees in connection with their official duties. It is important to avoid any suggestion of improper influence.

GIFTS GENERALLY

Casual gifts offered by contractors, organisations, firms, parents and carers or individuals such as calendars, diaries, pens, food, drink, flowers and other small gifts need not be declared. The general rule is that a gift below the value of **£25** does not need to be declared. However, it will not be appropriate to accept a gift below that value if it is more than minimal and may be perceived as an inducement.

In cases where alcoholic beverages are given it is important to ensure that they do not contravene the Alcohol at Work Policy.

Directors, Governors and employees should decline any personal gift offered to them, or to a member of their family, with a value of **£25** or over by any person or organisation having dealings with the Trust.

When a gift needs to be refused, this should be done with tact and courtesy, because the offer of gifts is common custom and practice in the commercial world, particularly at Christmas time. If the gift is simply delivered to the Registered Office or other Trust premises, there may be a problem returning it, in which case it should be reported immediately to the Clerk to the Governing Body.

HOSPITALITY

Offers of hospitality are a normal part of the courtesies of business life but in the public sector it is important for Directors to avoid creating an appearance of improper influence, thus undermining public confidence.

Hospitality is sometimes offered to representatives of the Trust in an official or formal capacity. Hospitality can take many forms and could include attending exhibitions, seminars, sporting events, shows or concerts. Training events with very low training content and free catering, drink or transport may also be hospitality.

Directors, Governors and employees need to exercise discretion when accepting offers of hospitality particularly when the host is seeking to do business with the Trust or who may stand to benefit in some way from dealing with the Trust.

Offers of hospitality should only be accepted where there is a clear benefit to the Trust in doing so e.g. networking, building contacts. If there is no or limited benefit Directors should not attend.

Hospitality offered by charitable or social organisations, usually in connection with an invitation to speak to the body, can be accepted.

A checklist and form for recording gifts and hospitality is provided at **Appendix 2** which should be used to help Directors decide whether or not it is appropriate to accept a gift.

The School and / or Clerk will keep a record of all gifts and hospitality received where the value exceeds £25 or when a gift was declined. See **Appendix 3**.

All offers of hospitality should be reported to the Headteacher and /or Clerk before it is accepted. The Headteacher / Clerk will keep a record of all hospitality accepted.

Personal Qualities and Values

The role of a Director is challenging but should be rewarding. Directors are expected to be held in high regard and to provide an example to others. As such, Directors 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 and objectives of the Trust and the Catholic Church;
- 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 the Bishop.

Specific skills may be needed if a Director 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 Directors 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 Directors satisfy on an ongoing basis the legal requirements for charity trustees. A list of disqualifying 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 Director

Any concerns regarding a Director's behaviour and actions which may impact adversely on the Trust or fellow Directors will be addressed either by the Bishop or the Chair 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 the Bishop, steps to remove a Director for personal reasons are expected to be taken only in exceptional circumstances for example involving the following:

- A failure to uphold the Catholic values of the Trust and in a way that is contrary to Catholic teaching;
- 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 Director 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 Director 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 Director 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 Director 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 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.

Acceptance of Gifts & Hospitality

A potential source of conflict between public and private interests is the offer of gifts, hospitality or benefits in kind to Directors, Governors and employees in connection with their official duties. It is important to avoid any suggestion of improper influence.

GIFTS GENERALLY

Casual gifts offered by contractors, organisations, firms, parents and carers or individuals such as calendars, diaries, pens, food, drink, flowers and other small gifts need not be declared. The general rule is that a gift below the value of **£25** does not need to be declared. However, it will not be appropriate to accept a gift below that value if it is more than minimal and may be perceived as an inducement.

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When a gift needs to be refused, this should be done with tact and courtesy, because the offer of gifts is common custom and practice in the commercial world, particularly at Christmas time. If the gift is simply delivered to the Registered Office or other Trust premises, there may be a problem returning it, in which case it should be reported immediately to the Clerk to the Governing Body.

A checklist and form for recording gifts and hospitality is provided at **Appendix 2** which should be used to help Directors decide whether or not it is appropriate to accept a gift.

The School and/ or Clerk to the Board of Directors will keep a record of all gifts received where the value exceeds £25 or when a gift was declined. See **Appendix 3**.

HOSPITALITY

Offers of hospitality are a normal part of the courtesies of business life but in the public sector it is important for Directors to avoid creating an appearance of improper influence, thus undermining public confidence.

Hospitality is sometimes offered to representatives of the Trust in an official or formal capacity. Hospitality can take many forms and could include attending exhibitions, seminars, sporting events, shows or concerts. Training events with very low training content and free catering, drink or transport may also be hospitality.

Directors need to exercise discretion when accepting offers of hospitality particularly when the host is seeking to do business with the Trust or who may stand to benefit in some way from dealing with the Trust.

Offers of hospitality should only be accepted where there is a clear benefit to the Trust in doing

so e.g. networking, building contacts. If there is no or limited benefit Directors should not attend.

Hospitality offered by charitable or social organisations, usually in connection with an invitation to speak to the body, can be accepted.

All offers of hospitality should be reported to the Headteacher and /or Clerk t before it is accepted. The Headteacher / Clerk will keep a record of all hospitality accepted. See **Appendix 4**.

SPONSORSHIP – GIVING AND RECEIVING

When an outside organisation wishes to sponsor or is seeking to sponsor a Trust activity, whether by invitation, tender, negotiation or voluntarily, the basic conventions concerning acceptance of gifts or hospitality apply. Particular care must be taken when dealing with contractors or potential contractors.

Where the Trust wishes to sponsor an event or services, neither a Director nor any partner, spouse or relative must benefit from such sponsorship in a direct way without there being full prior disclosure to the Clerk to the Board of Directors of any such interest. Similarly, where the Trust through sponsorship, grant aid, financial or other means, gives support in the community, Directors should ensure that impartial advice is given and that there is no conflict of interest involved.

Review

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

[08/07/20]

Additional Expectations of the Chair and Vice Chair

The Chair and Vice Chair are elected by and from amongst the Trust Board, but they must be Foundation Directors and regard must be had to any further requirements of the Bishop.

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:

- Ensure the Bishop's wishes are fulfilled, liaising directly with the Diocesan Department for Education and representatives of the Bishop;
- Provide a clear lead and direction for the Board in formulating and delivering the vision for the Trust;
- Build an effective team, attracting individuals to the 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 Directors are properly introduced to the work of the Trust and the Board and to support their development as effective and valued members of the Board maximising their contribution to the Trust in doing so;
- Work closely with the senior or chief executive officer to ensure there is proper challenge and encouragement of Directors, executive officers and those with leadership responsibilities;
- Provide direct support to the senior or 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 senior or chief executive officer;
- Ensure that school improvement is the focus of all policy and strategy for the Trust, reminding the Directors of this as often as necessary;
- Hold the Directors to account, ensuring the business of the Board is conducted efficiently and effectively, chairing meetings ensuring all Directors have the opportunity to contribute and are listened to with clear decisions being made when necessary, including reporting on the Board's effectiveness to the Members as required;
- Be available when there is a need to act quickly, taking, or supporting the senior or chief executive officer in taking, urgent action and making decisions, subject to subsequent ratification by the Board as necessary;
- Act a focal point and advocate for the Board, liaising as necessary with any regulatory body, the Local Governing Committee and those representing the wider community.

Specific Responsibilities

As the guardian of the 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 Board are held regularly and there is a clear agenda which has been communicated to all Directors 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 Board is conducted as openly and transparently as possible;
- That decisions taken by the Board are implemented and not circumvented;
- That Directors adhere to the Director Code of Conduct and that the Chair takes appropriate and firm action where this appears not to be the case;
- That the Board undertakes regular reviews of any skills gaps or lack of experience and/or capacity and takes active steps to address these;
- That the Board remains focussed on the Trust's key strategic priorities and that individual Directors 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 Board or an individual Director or the senior or chief executive officer are dealt with in a timely and effective manner.

Additional Skills

As well as the skills required of a Director, 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.

Seven Principles of Public Life

These are:

Selflessness

Holders of public office should act solely in terms of the public interest. They should not do so in order to gain financial or other benefits for themselves, their family or their friends.

Integrity

Holders of public office 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 official duties.

Objectivity

In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit.

Accountability

Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.

Openness

Holders of public office should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.

Honesty

Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.

Leadership

Holders of public office should promote and support these principles by leadership and example.

GIFTS AND HOSPITALITY

Checklist for considering whether to accept a gift or hospitality

The question in all cases is one of judgement, and the following checklist of queries should help employees to decide whether a gift or an offer of hospitality should be accepted or declined.

- (a) Is the value of the gift or hospitality £25 or over?
- (b) If under £25 is it intended as an inducement?
- (c) Is the extent of the hospitality, or nature of the gift reasonable and appropriate?
- (d) Does the donor have any form of contractual relationship with the Trust / School, does it provide goods or services to the Trust / School of any kind?
- (e) Is the invitation/gift directed to a large group of unrelated individuals or open to the public, or has an individual been targeted because of their employment with the Trust and the nature of their role?
- (f) What is thought to be the motivation behind the invitation/gift?
- (g) For hospitality does the employee wish to attend if so why? Is it because there will be genuine benefits to the College in terms of networking and contracts gained? Or is a desire to go centered around personal enjoyment.
- (h) Would acceptance of the invitation be, in any way, inappropriate or place the employee under pressure in relation to any current or future matter involving the Trust / School?
- (i) For gifts is there a difficulty in returning the gift? If it would cause offence can the gift be given to charity?

If an employee decides to accept a gift over £25 they must declare this to the Chief Executive Officer and / or Headteacher / Head of School. If an employee declines a gift of over £25 the Chief Executive Officer and / or Headteacher / Head of School should also be informed and the reasons for the gift being declined should be recorded.

The following form should be completed by staff in receipt of gifts and hospitality and returned to **the Chief Executive Officer and / or Headteacher /Clerk.**

Gifts & Hospitality Register Form

Individuals should complete this form and return to the Chief Executive Officer / Headteacher or Clerk (where applicable)

<p><i>Section One of this form should be completed (either in electronic or paper form), for all offers of hospitality or gifts either received or offered to staff (with the exception of low value gifts (under £25))</i></p> <p>SECTION ONE: Details of the offer – this section must be completed by the individual receiving the offer.</p>	
Date of offer	
Name	
Who offered the gift or hospitality?	
What is your relationship with the individual/organisation offering the gift or hospitality (if any)?	
Nature of gift or hospitality offered	
Details of other staff, Directors or Governors offered the same gift or hospitality (where applicable/known)	
Proposed action (delete as appropriate)	<p>Accept / Decline / Already declined</p> <p>This form must be authorised by the Chief Executive Officer / Headteacher / Clerk before any offer is accepted.</p>
Signature:	Date:
<p align="center">Following completion of the above section and before any offer is accepted this form must be authorised by the Chief Executive Officer / Headteacher / Clerk</p>	
SECTION TWO: Action authorised by the Chief Executive Officer / Headteacher / Clerk	
Name (Chief Executive Officer / Headteacher /Clerk):	
Record of action (delete as appropriate)	<p>Agree acceptance / Acceptance not authorised/ Agree action to decline</p> <p>Please ensure the individual who received the offer is aware of you decision.</p>

Signed	Date
Please ensure: (i) The individual is informed of your decision (ii) This form is recorded on your Register of Gifts and Hospitality (iii) This form is filed in the Register of Gifts and Hospitality.	

For Office use Only Form Index Number:
