



# Trustees' Roles and Responsibilities and Code of Conduct

The King's School  
Cadhay Lane  
Ottery-St-Mary  
Devon  
EX11 1RA

## Policy Change Control

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## Roles and Responsibilities

## 1.0 Board of Trustees

The trustees of the King's School Academy Trust are both charity trustees (as the academy is an exempt charity) and directors of The King's School Company limited by guarantee. Trustees must therefore comply with both company and charity law. The Charities Act 2011 defines charity trustees as the people responsible under the charity's governing document for controlling the administration and management of the charity, regardless of what

they are called. They are known collectively as the Board of Trustees (BoT) – also referred to as the “Board” in this document.

## 1.1 Legal duties of a trustee

Under charity law, The King’s School trustees have the ultimate responsibility for directing the affairs of The King’s School, and ensuring that it is solvent, well run and delivering the charitable outcomes for which it has been set up. In law, trustees of The King’s School have several legal duties, which are often described as those of compliance, care and prudence.

## 1.2 Duty of compliance – trustees must:

- ensure that The King’s School complies with charity law, and with the requirements of the Department for Education as regulator; in particular ensure that the charity prepares reports on what it has achieved and annual returns and accounts as required by law
- ensure that The King’s School complies with company law and with the requirements of the Companies Act 2006
- ensure that The King’s School does not breach any of the requirements or rules set out in its governing document, funding agreement or the Academy Trust Handbook and that it remains true to the charitable purpose and objects set out there
- comply with the requirements of other legislation and other regulators which govern the activities of The King’s School
- act with integrity and avoid putting yourself in a position where your duty to the charity conflicts with your personal interests or loyalty to any other person or body.

## 1.3 Duty of care – trustees must:

- use reasonable care and skill in their work as trustees, using their personal skills, knowledge and experience as needed to ensure that The King’s School is well run and efficient
- consider getting external professional advice on all matters where there may be material risk to The King’s School, or where the trustees may be in breach of their duties

## 1.4 Duty of prudence – trustees must:

- ensure that The King’s School is, and will remain, solvent
- use The King’s School’s funds and assets reasonably and responsibly and only in furtherance of The King’s School’s charitable objects
- avoid undertaking activities that might place The King’s School’s endowment, funds, assets or reputation at undue risk
- take special care when investing The King’s School’s funds or, borrowing funds for The King’s School to use.

## 2.0 Specific duties of trustees of The King's School

To contribute to the work of the BoT in ensuring high standards of achievement for all children and young people across the trust.

### 2.1 Strategic direction

Trustees must ensure that The King's School has a clear vision, mission and strategic direction that will enable The King's School to fulfil its charitable objects and is focused on achieving these. Trustees must work in partnership with the Headteacher and other senior staff to ensure that:

- The King's School has a purpose, clear vision, set of values and strategy, and that there is a common understanding of these by trustees, members, staff and those sitting on academy committees
- operational plans and budgets support the vision and strategy
- the views of stakeholders (parents, pupils, local communities and staff) are regularly sought and considered
- there is regular review of the external environment for changes that might affect The King's School (political, financial, demographic, competitive, partnerships, alliances)
- there is regular review of the need for The King's School and for the services it provides or could provide, and regular review of strategic plans and priorities.

### 2.2 Performance of the trust

Trustees are responsible for the performance of The King's School, for its impact upon stakeholders and for its corporate behaviour:

- to ensure that The King's School measures its impact and progress towards its strategic objectives and to regularly consider reports on The King's School's performance
- to ensure that there are policies including effective employment policies to direct key areas of the charity's business
- to ensure that The King's School's values are understood and put into practice, by trustees and staff
- to ensure that there are complaints systems in place for stakeholders
- to ensure that there are processes for members, trustees, staff and other stakeholders to report activity which might compromise the effectiveness of The King's School
- to recruit the Headteacher and to hold her or him to account for the management and administration of the charity
- to ensure that the Headteacher receives regular, constructive feedback on her/his performance in managing the charity and in meeting her/his annual and longer-term objectives.

### 2.3 Compliance

Trustees must ensure that The King's School complies with all legal and regulatory requirements:

- to ensure, with professional advice as appropriate, that The King's School complies with all constitutional, legal, regulatory and statutory requirements
- to understand and comply with the constitution and rules that govern The King's School, and to review the constitution regularly (at least every three years) to ensure it is fit for purpose.

### 2.4 Prudent management of resources

Trustees must be stewards of The King's School's assets, both tangible and intangible, taking care over their security, and how they are used:

- to ensure that The King's School's financial obligations are met and that there are adequate financial controls in place to ensure all money due is received and properly applied, and that all assets and liabilities are recorded
- to act reasonably and prudently in all matters relating to The King's School and always in the interests of The King's School
- to ensure that trustees take professional advice when needed, and record the advice received
- to be accountable for the solvency of The King's School
- to ensure that The King's School acts in accordance with employment law and that The King's School exercises a duty of care to its employees
- to ensure that intangible assets such as organisational knowledge and expertise, intellectual property, The King's School's good name and reputation are recognised, used and safeguarded
- to review the condition and use of the assets owned by The King's School
- to ensure that the major risks to The King's School are regularly identified and reviewed and that systems are in place to mitigate or minimise these risks.

## 2.5 Good governance

Trustees must ensure that The King's School's governance is of the highest possible standard:

- to ensure that The King's School has a governance structure that is appropriate to a charity of its size/complexity, stage of development, and its charitable objects, and reflects the diversity of its stakeholders
- to ensure that decisions are made with a view to promoting the education and wellbeing of children and young people
- to ensure that the Board's decisions are recorded in writing by means of minutes
- to ensure that the Board's authority is recorded for Board committees, job descriptions for honorary officers, trustees and key staff, and that reporting procedures back to the Board are recorded in writing and complied with
- to ensure that the responsibilities delegated to the Headteacher are clearly expressed and understood, and directions given to her/him come from the Board as a whole or other properly authorised route
- to ensure the Board regularly reviews The King's School's governance structure and its own performance, to an agreed programme
- to ensure that major decisions and policies are made by the trustees acting collectively
- to ensure that the Board has within its membership the skills it requires to govern The King's School well
- to ensure that the Board has access to, and considers, relevant external professional advice and expertise
- to ensure that there is a systematic, open and fair procedure for recruitment of trustees and of the Headteacher
- to ensure that all members of the Board receive appropriate induction on their appointment and that they continue to receive appropriate advice, information and training (both individual and collectively)
- to ensure that trustees have a code of conduct and comply with it, and that there are mechanisms for the removal of trustees who do not abide by the trustee code of conduct.

### 3.0 Chair of the BoT

To provide leadership to the Board and ensure that trustees fulfil their functions for the governance of the School.

#### 3.1 Leading governance

- To ensure that the Board and Headteacher have a shared sense of purpose
- To ensure the Board sets a purpose, a clear vision and strategy for the School
- To lead the Board in monitoring the Headteacher's implementation of the School's strategy.

#### 3.2 Leading and developing the team

- To ensure the Board has the required skills to govern well, and that appointments made fill any identified skills gaps
- To ensure all trustees receive appropriate induction, ongoing training as needed and have a thorough understanding of their role
- To ensure members of the Board act reasonably and in line with the BoT' code of practice
- To develop a good working relationship with the Vice Chair, ensuring s/he is kept fully informed and delegating tasks as appropriate
- To ensure that Board members feel valued and encourage their development
- To carry out a performance review of each trustee
- To ensure that there is a plan for succession for the Chair, Vice-Chair and any sub-committee Chairs, and that by recommending limits on office, there is always a mix of new and experienced members.

#### 3.3 The Chair, the Headteacher and accountability

- To build a professional relationship with the Headteacher which allows for honest conversations, acting as a sounding board and ensuring there are no surprises at meetings
- To meet regularly with the Headteacher, which in normal circumstances is likely to be monthly
- To ensure that there are transparent and effective processes for the recruitment and induction of the Headteacher
- To ensure appropriate trustee involvement in the recruitment of senior leaders
- To ensure all trustees concentrate on their strategic role, receive information that is fit for purpose and use it to hold the Headteacher to account
- To oversee and participate in the Headteacher's performance review, ensuring that appropriate continuing professional development (CPD) is provided
- To ensure that the Headteacher provides staff with an understanding of the role of the BoT and acts as link between the two
- Where required, represent the BoT in its dealings with external partners and be an advocate for the School
- To attend School functions (plays/sports days/prize giving) as appropriate and encourage other trustees to do so
- To ensure that complaints made to the BoT are dealt with in a timely and effective manner
- The Chair will also play a lead role in any decision to suspend the Headteacher
- Leading School improvement

- To ensure the Board is involved at a strategic level in the School's self-evaluation process and that this feeds into the key priorities
- To ensure the Board's business is focussed on the key strategic priorities
- To take the lead in representing the BoT at relevant external meetings with agencies such as Ofsted, the Department for Education and the local authority
- To ensure the Board has mechanisms in place to obtain and listen to the views of parents, students and staff
- To ensure the Board applies a link trustee protocol which is linked to monitoring key strategic priorities.
- To the Members are kept informed about significant decisions, performance, risks, and challenges.
- To ensure that the Board of Trustees is accountable to the Members.

### 3.4 Leading Board business

- With the Clerk and the Headteacher, to plan for the Board meetings, ensuring that agendas focus on the Board's key responsibilities and strategic priorities
- Chair meetings effectively and promote an open culture on the BoT that allows ideas and discussion to thrive whilst ensuring clear decisions are reached as quickly as possible
- To collaborate with the Clerk to establish effective working procedures and sound committee structures
- To ensure that decisions taken at the meetings of the Trustee body are implemented
- To ensure the Board appoints a clerk capable of providing advice on the Board's functions and that s/he is appraised and developed.

### 3.5 What skills/attributes should a Chair have?

Candidates for chair should be able to demonstrate a good selection of the skills/attributes set out below:

- Commitment to the School
- Good understanding of the environment in which the School is operating and wider education policy
- Personal integrity
- Negotiation and diplomacy skills
- Good understanding of the legal responsibilities of the Board as both individuals and a corporate entity
- Strong communication skills
- Good organisational skills
- Ability to think strategically
- Ability to prioritise
- Ability to chair meetings well
- Ability to have courageous conversations and make courageous decisions
- Ability to build and get the best out of a team
- Capacity to process information quickly and understand relevant data
- Ability to delegate.

### 3.6 What are the extra time commitments?

The expectation for charity trustees is that the time commitment should be between 10-20 days a year, with the chair of the Board being at the upper end of the time commitment. There are many similarities between chairs of

trustee boards and charities (indeed academies are charitable companies) so you should aim to keep your commitment at or below the 20 day limit. If you are finding your commitment is significantly more than 20 days then it may be productive to sit down and work out what you are spending your time on, whether it is strictly necessary and/or whether it can/should be delegated to someone else.



## Trustees' Code of Conduct

### **4.0 As individuals on the BoT, we agree to the following:**

#### **4.1 Roles and Responsibilities**

- We understand the purpose of the Board and the role of the executive leaders
- We accept that we have no legal authority to act individually, except when the Board has given us delegated authority to do so, and therefore we will only speak on behalf of the BoT when we have been specifically authorised to do so
- We accept collective responsibility for all decisions made by the Board or its delegated agents. This means that we will not speak against majority decisions outside the BoT' meeting
- We have a duty to act fairly and without prejudice, and in so far as we have responsibility for staff, we will fulfil all that is expected of a good employer.
- We will encourage open governance and will act appropriately
- We will consider carefully how our decisions may affect the community and other schools
- We will always be mindful of our responsibility to maintain and develop the ethos and reputation of our School. Our actions within the School and the local community will reflect this
- In making or responding to criticism or complaints we will follow the procedures established by the BoT
- We will actively support and challenge the executive leaders
- We will accept and respect the difference in roles between the Board and staff, ensuring that we work collectively for the benefit of the organisation
- We will respect the role of the executive leaders and their responsibility for the day to day management of the organisation and avoid any actions that might undermine such arrangements
- We agree to adhere to the School's rules and policies and the procedures of the BoT as set out by the relevant governing documents and law
- When formally speaking or writing in our governing role we will ensure our comments reflect current organisational policy even if they might be different to our personal views
- When communicating in our private capacity (including on social media) we will be mindful of and strive to uphold the reputation of the organisation.

#### **4.2 Commitment**

- We acknowledge that accepting office as a trustee involves the commitment of significant amounts of time and energy
- We will each involve ourselves actively in the work of the BoT, and accept our fair share of responsibilities, including service on committees or working groups
- We will make full efforts to attend all meetings and where we cannot attend explain in advance why we are unable to
- We will get to know the School well and respond to opportunities to involve ourselves in School activities
- We will visit the School, with all visits arranged in advance with the Headteacher and undertaken within the framework established by the BoT
- When visiting the School in a personal capacity (i.e. as a parent or carer), we will maintain our underlying responsibility as a trustee
- We will consider seriously our individual and collective needs for induction, training and development, and will undertake relevant training

- We accept that in the interests of open governance, our full names, date of appointment, terms of office, roles on the BoT, attendance records, relevant business and pecuniary interests, category of trustee and the body responsible for appointing us will be published on the School's website
- In the interests of transparency, we accept that information relating to trustees will be collected and logged on the DfE's national database of trustees (Get information about schools).

### 4.3 Relationships

- We will strive to work as a team in which constructive working relationships are actively promoted
- We will express views openly, courteously and respectfully in all our communications with other trustees, the clerk to the BoT and School staff both in and outside of meetings
- We will support the chair in their role of ensuring appropriate conduct both at meetings and at all times
- We are prepared to answer queries from other Board members in relation to delegated functions and take into account any concerns expressed, and we will acknowledge the time, effort and skills that have been committed to the delegated function by those involved
- We will seek to develop effective working relationships with the executive leaders, staff and parents, the trust, the local authority and other relevant agencies and the community.

### 4.4 Confidentiality

- We will observe complete confidentiality when matters are deemed confidential or where they concern specific members of staff or pupils, both inside or, outside of School.
- We will exercise the greatest prudence at all times when discussions regarding School business arise outside a BoT meeting
- We will not reveal the details of any BoT vote
- We will ensure all confidential papers are held and disposed of appropriately.

### 4.5 Conflicts of interest

- We will record any pecuniary or other business interest (including those related to people we are connected with) that we have in connection with the BoT business in the Register of Business Interests, and if any such conflicted matter arises in a meeting we will offer to leave the meeting for the appropriate length of time
- We accept that the Register of Business Interests will be published on the School's website
- We will also declare any conflict of loyalty at the start of any meeting should the situation arise
- We will act in the best interests of the School as a whole and not as a representative of any group, even if elected to the BoT
- We understand that the requirements relating to confidentiality will continue to apply after a trustee leaves office.

## 5.0 Breach of this code of Conduct

- If we believe this code has been breached, we will raise this issue with the chair and the chair will investigate; the BoT will only use suspension/removal as a last resort after seeking to resolve any difficulties or disputes in more constructive ways
- Should it be the chair that we believe has breached this code, another BoT member, such as the vice-chair, will investigate.

