



Community Inclusive Trust

Trust Board

Role Description and Code of Conduct for Members

This document sets out the expectations on and commitment required from Trust Members, in order for the Trust to properly carry out its work.

This Code should be read in conjunction with the relevant law and for academies, their Articles of Association and agreed Scheme of Delegation.

The Trust Members have the following statutory rights and duties to:

The key role of the Members of the Trust is to be the guardians of the charitable object of the Trust, i.e. 'to advance education for public benefit'.

The main duties are to:

- Appoint the MAT Trustees.
- Appoint the MAT Chief Executive Officer as a Trustee.
- Remove MAT Trustees by ordinary resolution and a 51 percent majority vote.
- Amend the Articles of Association by special resolution and a 75 percent majority vote. This is subject to agreement from the DfE.
- Appoint and remove Members by special resolution and a 75 percent majority vote, if it is considered in the best interests of the MAT.
- Direct the Trustees to take a specific action by special resolution and a 75 percent majority vote.
- Appoint the MAT auditors and receive the audited accounts. It is the responsibility of the Trustees, not Members, to approve the accounts.
- Change the name of the charitable company the MAT operates under.
- Wind up the MAT (if ever required).
- Call a general meeting.
- Call an Annual General Meeting, if required by the AOA.

The central role of the Members as a group is to hold the Trustees to account in relation to the MAT's ethos and values and the governance of the Trust.

Code of Conduct

Ethical working

- We work the seven principles of public life (Annex 1) and the framework for ethical leadership in education (Annex 2).

As individuals Members we agree to the following:

Role & Responsibilities

- We understand the purpose of the Members is to be 'eyes on, hands off'.
- We understand how the role of the Members differs from and works with others including the Trust Board and the CEO.
- We accept that we have no legal authority to act individually, except when the Members group has given us delegated authority to do so, and therefore we will only speak on behalf of the Members group when we have been specifically authorised to do so.
- We accept collective responsibility for all decisions made by the Members group. This means that we will not speak against majority decisions outside the Members meeting.
- We have a duty to act fairly and without prejudice.
- We will encourage open, ethical governance and will act appropriately.
- We will consider carefully how our decisions may affect the community and schools beyond the jurisdiction of our Trust.
- We will always be mindful of our responsibility to maintain and develop the ethos and reputation of the Trust and its schools.
- In making or responding to criticism or complaints we will follow the procedures established by the Trust Board.
- We will accept and respect the difference in roles between the Members, the Trustees and the CEO, ensuring that we work collectively for the benefit of the organisation.
- We will respect the role of the Trust Board and their responsibility for the governance of the Trust.
- We agree to adhere to the rules and policies and the procedures of the Trust Board as set out by the relevant governing documents and law.
- When formally speaking or writing in our Member role we will ensure our comments reflect current Trust 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.
- We will avoid, as far as possible, becoming involved in any communication which may lead to a conflict of interest with the role of the Members group.

Commitment

- We acknowledge that accepting office as Member involves the commitment of amounts of time and energy.
- We will each involve ourselves actively in the work of the Members group and accept our fair share of responsibilities.
- We will make full efforts to attend all meetings and where we cannot attend explain in advance why we are unable to.
- 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 Governing Board, attendance records, relevant business and pecuniary interests, category of Governor and the body responsible for appointing us will be published on the Trust's website.
- In the interests of transparency, we accept that information relating to Members will be collected and logged on the DfE's national database of governors (Get Information About Schools).
- We have read and 'Seven principles of public life' (see Annex 1) and will ensure that these principles underpin our conduct as a Member.
- We have read 'The Framework for Ethical Leadership' (see Annex 2) and will endeavour to use this to support ethical decision making as a Member.

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 Members and with the Chair of the Trust Board and the CEO.
- We will support the Chair of the Members group in their role of ensuring appropriate conduct both at meetings and at all times.
- We will confront malpractice by speaking up against and bringing to the attention of the relevant authorities any decisions and actions that conflict with the Seven Principles of Public Life (see Annex 1) or which may place pupils at risk.

Confidentiality

- We will observe complete confidentiality when matters are deemed confidential or where they concern specific named individuals.
- We will exercise the greatest prudence at all times when discussions regarding Trust business arise outside a members group meeting.
- We will not reveal the details of any Members group board vote.

- We will ensure all confidential papers are held and disposed of appropriately.

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 Members group 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 Trust's website.
- We will also declare any conflict of loyalty at the start of any meeting should the situation arise.

Ceasing to be a Governor/Trustee/academy committee member

- We understand that the requirements relating to confidentiality will continue to apply after a Member leaves office.

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 Members group 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 Member will investigate.

Adopted by the Members group of the Community Inclusive Trust in September 2023.

Annex 1

The seven principles of public life

Originally published by the Nolan Committee: The Committee on Standards in Public Life was established by the then Prime Minister in October 1994, under the Chairmanship of Lord Nolan, to consider standards of conduct in various areas of public life, and to make recommendations).

Selflessness - Holders of public office should act solely in terms of the public interest.

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.

Objectivity - Holders of public office must act and take decisions impartially, fairly and on merit, using the best evidence and without discrimination or bias.

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.

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.

Honesty – Holders of public office should be truthful.

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.

Annex 2

The Framework for Ethical Leadership in Education

The Ethical Leadership Commission has developed the following Framework for Ethical Leadership to help school leaders take difficult decisions. As important as the language is, these aren't just fine words, they are meant to support a culture in which ethical decision making can flourish.

1. Selflessness - School and college leaders should act solely in the interest of children and young people.
2. Integrity - School and college leaders must avoid placing themselves under any obligation to people or organisations that might try inappropriately to influence them in their work. Before acting and taking decisions, they must declare and resolve openly any perceived conflict of interest and relationships.
3. Objectivity - School and college leaders must act and take decisions impartially and fairly, using the best evidence and without discrimination or bias. Leaders should be dispassionate, exercising judgement and analysis for the good of children and young people.
4. Accountability - School and college leaders are accountable to the public for their decisions and actions and must submit themselves to the scrutiny necessary to ensure this.
5. Openness - School and college leaders should expect to act and take decisions in an open and transparent manner. Information should not be withheld from scrutiny unless there are clear and lawful reasons for so doing.
6. Honesty - School and college leaders should be truthful.
7. Leadership - School and college leaders 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. Leaders include both those who are paid to lead schools and colleges and those who volunteer to govern them.

Schools and colleges serve children and young people and help them grow into fulfilled and valued citizens. As role models for the young, how we behave as leaders is as important as what we do. Leaders should show leadership through the following personal characteristics or virtues:

- a. **Trust:** *leaders are trustworthy and reliable*
We hold trust on behalf of children and should be beyond reproach. We are honest about our motivations.
- b. **Wisdom:** *leaders use experience, knowledge and insight*
We demonstrate moderation and self-awareness. We act calmly and rationally. We serve our schools and colleges with propriety and good sense.
- c. **Kindness:** *leaders demonstrate respect, generosity of spirit, understanding and good temper*
We give difficult messages humanely where conflict is unavoidable.
- d. **Justice:** *leaders are fair and work for the good of all children*
We seek to enable all young people to lead useful, happy and fulfilling lives.
- e. **Service:** *leaders are conscientious and dutiful*
We demonstrate humility and self-control, supporting the structures, conventions and rules which safeguard quality. Our actions protect high-quality education.
- f. **Courage:** *leaders work courageously in the best interests of children and young people*
We protect their safety and their right to a broad, effective and creative education. We hold one another to account courageously.
- g. **Optimism:** *leaders are positive and encouraging*
Despite difficulties and pressures, we are developing excellent education to change the world for the better.

I confirm I have read and understood this Role Description & Code of Conduct:

Signature Date

Print Name

Please return one copy to Central HR, CIT, Warwick House, Long Bennington Business Park, Long Bennington, Lincolnshire, NG23 5JR.