

## Code of Conduct for Members

### Role

- Members are responsible for the existence and constitution of the Inspire Partnership MAT and for reviewing and amending the Articles of Association. Any changes are subject to any restrictions created by the Trust's funding agreement and charity law. To amend the Articles of Association, there is a specific procedure that must be followed in order to comply with the Companies Act 2006.
- Members retain the power to change the name of the organisation. This requires a special resolution.
- Members appoint members and trustees. The Articles of Association, at present, state that the maximum number of Trustees is eleven. There is no maximum number of Members stated.
- Members are responsible for the appointment of the auditors and are able to remove the auditors. The decision to remove the auditors requires a majority vote of the Members. However, reasons must be given and these presented to the Trust Board, which then has to notify the EFSA.
- Members are "guardians of the Trust" and are responsible for ensuring the Trust's charitable objective of providing education for the public benefit. The Members should ask:
  - are the children in each Academy making expected progress and reaching the required levels of attainment?
  - is the Trust spending public money wisely?
- To meet the above, Members receive a copy of the Annual Accounts and Report and discuss these at the Annual May Members' Meeting in the presence of the CEO and CFO.
- The members, in conjunction with the DfE, have the responsibility dissolve the trust if it is failing. In the event that the trust becomes insolvent, the members of the trust could be liable to the amount detailed in the trust's articles of association. Each member will therefore undertake to contribute such amount, as may be required (not exceeding £10) to the academy trust's assets and for up to one year after s/he ceases to be a member.

### Responsibilities

- Members must understand their role and position within the Inspire Partnership Multi-Academy Trust.
- Members must be mindful that their role in the running of the Trust is minimal and one of oversight. Members must 'avoid over stepping their powers or undermining the boards' (DFE Governance Handbook). The Board of Trustees and not the Members are responsible for delivering the three core governance functions and for conducting the business of the Trust. This difference must be accepted and respected.
- Members accept collective responsibility for all decisions made by the group. This means that Members will not speak against majority decisions outside the meeting.
- Members have a duty to act fairly and without prejudice.
- Members should respect the role of the CEO and her responsibility for the day to day management of the organisation and avoid any actions that might undermine such arrangements;
- When communicating in a private capacity (including on social media), Members should be mindful of and strive to uphold the reputation of the organisation.

## **Commitment**

- Members meet twice each year, once before the end of May at the Annual Members' Meeting and in September.
- Having been given the dates of the meetings for the year at the end of the previous summer term, Members must attend all meetings if at all possible, explaining in advance if unable to attend.
- Members should be committed and involve themselves actively in the work for the Trust.
- Members must accept that, in the interests of open governance and transparency, names, photograph and biographical information about their professional life will be published on the IPMAT website.

## **Relationships**

- Members should work as part of a team in which constructive working relationships are actively promoted.
- Views should be expressed openly, courteously and respectfully in meetings and in all forms of communication with Trustees, IPMAT Central Office staff and staff and local governors of the Trust's Academies;
- The Chair, rotated at each meeting, should be supported in the role, ensuring appropriate conduct at all times;
- Members should seek to develop effective working relationships with the CEO and CFO and COO along with all staff employed by the IPMAT.

## **Confidentiality**

- It is important Members should not discuss outside of the meeting any matters which are deemed confidential or where they concern specific members of staff of the IPMAT and its Academies.
- Members should exercise the greatest prudence at all times when discussions, regarding the business of the IPMAT or individual Academies, arise outside of the meeting;
- The details of any Members' vote should not be disclosed outside of the meeting.
- Confidential papers should be handled with care and disposed of appropriately.
- Members should ensure the use of an official IPMAT email address if there was need to send an official correspondence.

## **Conflicts of interest**

- Members must disclose any pecuniary or other business interest (including those related to people we are connected with) in connection with the Members' business in the Register of Business Interests and, if any such conflicted matter arises in a meeting, Members will offer to leave the meeting for the appropriate length of time;
- Members must declare any conflict of loyalty at the start of a meeting should the situation arise.
- Members will always act in the best interests of the IPMAT as a whole and not as a representative of any group.

## **The Seven Principles of Public Life**

All Members must observe the seven principles, which consist of selflessness, integrity, objectivity, accountability, openness, honesty and leadership.

## **Members must NOT:**

- Tell the Trustees how to run the Trust. The business of the IPMAT is primarily conducted by the Trust Board and not the Members.
- Attend Trustee meetings (unless they are also a Trustee). Furthermore, they do not have voting rights at Trust Board meetings.
- Set the Trust Board's agendas and/or priorities.
- Appoint or performance manage the CEO.

**Ceasing to be a Trustee**

- Members should understand that the requirements relating to confidentiality will continue to apply after a Member stands down.

**Breach of this code of conduct:**

- If the code of conduct is thought to have been breached, the issue will be raised with the CEO who will investigate. Suspension/removal will only be used as a last resort after seeking to resolve any difficulties or disputes in more constructive ways. The other Members will decide on this, following the investigation by the CEO.

**Name of Member** .....

**Signature of Member** .....

**Date** .....