

# DIRECTORS

## CODE OF CONDUCT



# Introduction

The Board of Wakefield City Academies Trust (WCAT) requires that its Directors' conduct shows integrity and transparency and that at all times avoids any risk of suspicion of being influenced by improper motives. Directors are expected to familiarise themselves with the provisions of the Code of Conduct and to ensure that their actions comply with it.

## Aims

The aims of the Directors' Code of Conduct are to:

- set out the standards of behaviour that are expected from Directors
- ensure that the Board is transparent and accountable

## Scope

- The Code of Conduct applies to all Directors of WCAT.
- The Code of Conduct does not apply to staff, who have a separate Code of Conduct to work to.

## Definitions

- 'relative' means a spouse, civil partner, partner (including same sex couples and trinogamy relationships), parent, parent-in-law, son, daughter, step-son, step-daughter, child of a partner, brother, sister, grandparent, grandchild, uncle, aunt, nephew, niece, or the spouse or partner of any of the preceding persons.
- 'Trinogamy' means a relationship between three people.

# The Nolan Principles

In accordance with the Articles of Association, Board Directors have an obligation to apply the Seven Nolan Principles of Good Governance and to uphold these values:

## ▪ Selflessness

Holders of public office should take decisions solely in terms of the public interest. They should not do so in order to gain financial or other material 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 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 awards or 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 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.

# WCAT - Principles of Good Governance

In accordance with the Articles of Association, Board Directors have an obligation to apply the WCAT Principles of Good Governance and are expected to uphold these values:

- focusing on the organisation's purpose and outcomes for citizens and users
- performing effectively in clearly defined functions and roles
- promoting values that underpin good governance and upholding these through behaviour
- taking informed, transparent decisions within a framework of controls
- developing the capacity of the governance team to be effective
- engaging stakeholders and making accountability real

## WCAT Board Values

The WCAT Board have adopted the following values, 'PRIDE', which all Directors are required to demonstrate:

### Probity

- open
- honest
- transparent
- accountable
- leadership and direction
- respect for one another

### Realistic

- achievable
- relevant
- stretching

### Innovative

- modernising
- contributing to value for money
- improvements
- open minded

### Dedicated and Committed

- participate
- dependable
- proactive
- challenge and question
- forward planning

### Embracing and Enthusiastic

- preparing for meetings
- receptive to new ideas
- welcoming
- supportive of each other
- embracing diversity by including all

## Board Duties

Directors must at all times up hold these duties:

- a duty to exercise reasonable care, skill and diligence
- a duty to promote the success of WCAT
- a duty to act within powers
- a duty to exercise independent judgement
- a duty to avoid conflicts of interest
- a duty not to accept benefits from third parties
- a duty to declare any interest of the Director in a proposed transaction or arrangement

## Board General Responsibilities

Key responsibilities include:

- understanding the purpose and values of the organisation and ensure that decisions are guided by them
- understanding the business of the organisation and how it is carried out
- recognising that their responsibility is to the organisation alone and not to the body that nominated them to the Board
- understanding the requirements of the regulatory framework and the steps being taken by the organisation to meet and exceed them
- exercising control over the management and work of the organisation
- looking for ways in which they can contribute to the work of the organisation
- satisfying themselves that all the risks associated with the business plan and objectives are identified and appropriately managed
- developing their skills and expertise by undertaking appropriate training and other activities

## Interests

### Personal Interests

A Director must regard himself/herself as having a personal interest in any matter if the matter relates to an interest in respect of which notification must be given under the section Register of Directors Interests below, or if a decision upon it might reasonably be regarded as affecting the well-being or financial position of himself/herself, a relative or a friend or:

- a. any employment or business carried on by such persons
- b. any person who employs or has appointed such persons, any firm in which they are a partner, or any company of which they are Directors
- c. any corporate body in which such persons have a beneficial interest in a class of securities exceeding 2% of the issued share capital

A Director with a personal interest in a matter who attends a meeting of WCAT at which the matter is considered must disclose to that meeting the existence and nature of that interest at the commencement of that consideration, or when the interest becomes apparent.

### Prejudicial Interests

Subject to the paragraph below, a Director with a personal interest in a matter also has a prejudicial interest in that matter if the interest is one which a member of the public with knowledge of the relevant facts would reasonably regard as so significant that it is likely to prejudice the Director's judgement of the public interest.

A Director may regard himself/herself as not having a prejudicial interest in a matter if that matter relates to:

- a. another relevant organisation of which he/she is a Director
- b. another public organisation in which he/she holds a position of general control or management
- c. a body to which he/she has been appointed or nominated by WCAT as its representative

# Gifts and Hospitality

## Participation in Relation to Disclosed Interests

A Director with a prejudicial interest in any matter must:

- a. withdraw from the room where a meeting is being held whenever it becomes apparent that the matter is being considered at that meeting
- b. not seek improperly to influence a decision about that matter

For the purposes of this section, 'meeting' means:

- a. any meeting of the WCAT Board or its sub-committees
- b. any Strategic (Senior) Team Meeting (SLT)

## Register of Business Interests

Within 28 days of the provisions of WCAT Code of Conduct being adopted or applied to WCAT or within 28 days of his/her election, nomination or appointment to office (if that is later), a Director must register his/her financial interests in accordance with Article 26 of the Articles of Association in WCAT register maintained by the Company Secretary by providing written notification to the Company Secretary of WCAT of:

- a. any employment or business carried on by him/her
- b. the name of the person who employs or has appointed him/her, the name of any firm in which he/she is a partner, and the name of any company for which he/she is a remunerated director or senior employee
- c. the name of any person, other than a relevant organisation, who has made a payment to him/her in respect of election or any expenses incurred by him/her in carrying out his/her duties
- d. the name of any corporate body in which the Director has a beneficial interest in a class of securities of that body that exceeds 2% of the issued share capital
- e. a description of any contract for goods, services or works made between WCAT and himself/herself or a firm in which he/she is a partner, a company of which he/she is a remunerated director, or a body of the description specified in sub-paragraph (d) above

Within 28 days of the provisions of WCAT Code of Conduct being adopted or applied to WCAT or within 28 days of his/her election, nominations or appointment to office (if that is later), a Director must register his/her other interests in accordance with Article 26 of the Articles of Association in WCAT register maintained by the Company Secretary by providing written notification to WCAT Company Secretary his/her Directorship of or position of general control or management in any:

- a. body to which he has been appointed or nominated by WCAT as its representative
- b. public organisation or body exercising functions of a public nature
- c. company, industrial and provident society, charity or body directed to charitable purposes
- d. body whose principal purposes include the influence of public opinion or policy
- e. private club
- f. trade union or professional association
- g. statutory body to which he/she acts as an official or elected Director

A Director must within 28 days of becoming aware of any changes to the interests specified above, provide written notification to WCAT Company Secretary of that change.

Directors must ensure that any offers of gifts or hospitality whether accepted or not must be entered onto the register of gifts or hospitality, using the standard pro-forma. The register is maintained by the WCAT Business Office.

The Director of Finance will be responsible for the authorisation of the completed pro-forma, using the criteria set out below.

## Gifts

Giving and receiving gifts could be seen to influence the judgement of a Director, therefore members should always avoid gifts except in very limited circumstances.

- Personal gifts must not be solicited under any circumstances.
- Gifts of cash should not be accepted under any circumstances.
- Personal gifts offered by any person or body that has or seeks dealings with WCAT should not be accepted and should be reported to the Director of Finance - Trust.
- If any such offer or gift is made either in connection with a contract or with the object of obtaining preferential treatment prior to the acceptance of a contract, this must be reported immediately to the Director of Finance - Trust. When a gift has to be refused, this should be done with tact.

## Hospitality

Directors may not solicit hospitality, and may not give or receive repeated or lavish hospitality to representatives of any other organisation. Occasional and modest hospitality will be allowed, but only with the approval of the Chair of the Board.

Hospitality may be accepted where the outcome of accepting such hospitality cannot be perceived as giving the contractor/supplier preferential treatment, as follows:

- an offer of non-business related hospitality, such as an invitation to a sporting event, may be accepted up to the value of £75 per person
- an offer of business related hospitality, such as dinners/functions, may be accepted up to the value of £75 per person

Hospitality must always be recorded in the register held within the WCAT Business Office. Anyone who has given or received hospitality must record in the register as soon as practicable:

- the time and date that the hospitality was given or received
- the name of the receiver
- the name of the giver and the organisation or business they represent
- the nature and level of the hospitality
- the amount of the hospitality

The hospitality register will be inspected and signed off monthly by the Chief Operating Officer to certify that all hospitality during the period has been of a reasonable and permissible nature.

Hospitality should not be accepted from an organisation seeking to do business with WCAT or during a period where contracts are being tendered.

The giving of hospitality to Directors will be subject to approval by the Chief Operating Officer.

Hospitality for Directors does not cover an event for the benefit of WCAT, which includes entertaining Directors, at the organisation's expense.

## Finance and Loans

Directors may not receive any payment, grant or loan from any fund associated with WCAT, a resident or a member of staff.

Directors may not give any payment to WCAT or staff.

Directors may not receive loans from WCAT and may not give loans from their personal money to other members or staff.

## Confidentiality

Business at a Board meeting is as far as possible conducted in public, however Board meetings will include confidential information about staff and WCAT's business.

Certain matters of company business are confidential to WCAT. Directors must treat as confidential:

- information concerning people – staff, etc.
- matters of WCAT's business which are defined as confidential, for example, where Board papers are marked as confidential

When Directors come into possession of confidential information, they must fully respect the requirement not to disclose this verbally, electronically or in writing. The only exceptions to this are where the individual concerned has given permission that the information can be disclosed to a third party or where the law requires that the information must be disclosed.

Confidential papers should be stored and disposed of in a secure manner.

## Performance Management

Directors are required to make every effort to attend meetings and training courses that relate to their role as Directors. Directors are required to contact the Clerk to give their apologies if they are not able to attend. Where a Board member continues to not achieve an acceptable level of attendance, this will be addressed by the Chair. The Chair will be sensitive to the personal circumstances of the member when dealing with any issues about attendance.

Directors are required to adhere to the following principles when they attend all meetings relating to WCAT:

- always address the meeting through the Chair
- avoid interruptions when somebody is speaking
- respect different opinions and value all contributions made
- show respect to all those present. Any form of abuse, shouting, heckling, taunting or other offensive behaviour will not be tolerated
- familiarise themselves with the agenda and papers for the meeting in order to give full consideration to the matters to be decided and discussed

Directors must have regard to any relevant advice provided to him/her when reaching decisions by The Director of Finance acting in pursuance of his/her duties.

All Directors are required to attend an annual review, which covers the following topics:

- Directors' understanding of their contribution to Board
- Directors' achievements over the last 12 months
- identification of any areas which could be improved
- training and development completed over the last 12 months
- specific areas of interest
- identification of training requirements
- review of relationship with the Board and Strategic/Senior Leadership Team
- targets agreed

## Purchasing

Directors must avoid suspicion of preferential treatment of suppliers by separating their private purchases from WCAT's.

In order to avoid any suspicion that a supplier may give or receive favourable treatment, Directors must try to achieve separation between their personal purchasing decisions and those for WCAT.

Where a Director is unsure whether there may be favourable treatment, or perceived favourable treatment, they should seek clarification from the WCAT Business Office.

## Contact with the Media

Directors who are approached by the media in relation to their role as a WCAT Director must not respond directly and must contact the WCAT Business Office or Chair of the Board immediately. Directors must not use the media to undermine WCAT in any way. Any leaking, releasing or distribution of confidential information will be viewed as a serious breach of the Code of Conduct.

Where a Director approaches, or is approached by, the media relating to an issue separate to their role as a Director, they should not make reference to them being a Director of WCAT.

Directors should not publish any statement concerning the organisation on a website, electronic notice board, social networking site, or by any other methods of communication without the prior approval of the WCAT Business Office.

## Political Activities

Directors may be involved in political activities outside of their role as a Board member. However, they must be aware that WCAT is non-political and ensure that it cannot be brought into the political arena or its reputation or status damaged by the personal political activities of individual Directors.

## Recruitment

Directors involved in recruitment of staff or Directors must ensure that appointments are made on the basis of merit. It would be unlawful for an appointment to be made based on anything other than the ability of the candidate to undertake the duties of the post.

As part of Directors' continuous professional development WCAT's preference is that Safer Recruitment training is undertaken.

## Appeals Panel

Directors involved in appeal panels must ensure that they make their decisions on the basis of merit.

## Collective Responsibility

Directors must accept collective responsibility for all decisions taken at Board meetings. Where an individual Board member privately disagrees with a Board decision, it is essential that they do not dissent from the corporate decision at any subsequent public occasion.

## Outside Activities

Directors should consider themselves at all times as being regarded as representatives of WCAT and should therefore ensure that none of their activities has the effect of bringing WCAT into disrepute.

## Relationships with Employees

Directors should treat staff in a professional manner, with courtesy and respect. Mutual respect between Directors and employees is essential to good working relationships and organisational effectiveness. Personal relationships should not be allowed to adversely affect the conduct of WCAT business.

## Relationships with Directors

Directors should ensure that they treat other members of the Board in a professional manner, with courtesy and respect. Where conflict occurs between Directors they should try to speak to the other Directors to resolve the issue. Where a Board member does not feel comfortable in doing this, or the situation has not improved, they can speak to the Chair of the Board or the Clerk confidentially.

## Grievances

Where a Board member has a grievance they can raise this informally with the Chair or the Clerk. Where a Board member wishes to raise a formal grievance they should do this through the Clerk.

## Whistleblowing

Directors who become aware of any breach of this Code of Conduct or any other impropriety, have a duty to raise this with the Chair or the Clerk. Directors can also report any concerns of impropriety to WCAT's external auditors.

In no circumstances will anyone raising legitimate concerns by following the whistleblowing procedure be penalised in any way for doing so. Equally, abusing this procedure by raising unfounded or malicious allegations is a serious disciplinary matter.

## Resignation and Removal

A person serving on the Board shall cease to hold office if:

- the Directors remove him/her
- he/she resigns their office by notice to the Board (but only if at least three persons will remain in office when the notice of resignation is to take effect)
- he/she is removed by a two thirds majority of the members of the Board present and voting at a meeting or in writing, the grounds for removal shall include but not be limited to incompetence, misconduct or bringing the academy or WCAT into disrepute
- he/she is removed by the person or persons who appointed him/her.
- being an employee of WCAT he/she ceases to be so employed, in which case he/she shall be deemed to have resigned and shall cease to serve on the Board automatically on termination of his/her employment

Where any employee of WCAT who is a member of the Board is suspended from duties (however that may arise) then that employee shall also be suspended from membership of the Board and shall not count as a member of the Board for the purposes of quorum or otherwise during such period of suspension.

Where a person who serves on the Board is removed from office those removing him shall give written notice thereof to the Board.

# Disqualification

A person shall be ineligible for appointment to the Board and if already appointed shall immediately cease to be a Director if the relevant individual:

- ceases to be a Director by virtue of any provision or becomes prohibited by law from being a Director
- is or becomes a person disqualified from elected membership of a local authority
- becomes bankrupt or makes any arrangement or composition with his or her creditors generally
- is, or may be, suffering from mental disorder and either:
  - a. is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960 or
  - b. an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his/her detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his/her property or affairs
- resigns his or her office by notice to the Organisation (provided that resignation does not render a person ineligible for subsequent reappointment to the Board)
- is removed from office by a resolution (or written notice signed by) at least three quarters of all the other Directors
- have been absent for more than six consecutive months, without permission of the Board, from meetings of the Board held during that period and the Board resolves that his or her office be vacated
- in any period of 12 months, have been absent (without the permission of the Directors) from at least 50% of the meetings of the Directors held during that period and the Directors resolve that the office be vacated
- is removed by resolution of the Directors.

No person shall be qualified to serve on the Board if he/she is not eligible to be a Director of WCAT and any Director who shall cease to be eligible shall be deemed to have resigned with immediate effect. This includes:

- if he/she becomes incapable by reason of mental disorder, illness or injury or managing or administering his/her own affairs
- if he/she is absent without the permission of the Chair of the Board from all the meetings of the Board held within a period of three months and the Board resolves that his/her office be vacated
- if his/her estate has been sequestrated and the sequestration has not been discharged, annulled or reduced
- if he/she is the subject of a bankruptcy restrictions order or an interim order
- at any time when he/she is subject to a disqualification order or a disqualification undertaking under the Company Directors Disqualification Act 1986 or to an order made under section 429(2)(b) of the Insolvency Act 1986 (failure to pay under county court administration order)
- if he/she would cease to be a director by virtue of any provision in the Companies Act 2006 or is disqualified from acting as a trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision)

- if he/she has been removed from the office of charity trustee or trustee for a charity by an order made by the Charity Commission or the High Court on the grounds of any misconduct or mismanagement in the administration of the charity for which he/she was responsible or to which he/she was privy, or which he/she by his/her conduct contributed to or facilitated
- if he/she included in the list kept by the Secretary of State under section 1 of the Protection of Children Act 1999; or
- if he/she is disqualified from working with children in accordance with Section 35 of the Criminal Justice and Court Services Act 2000; or barred from regulated activity relating to children (within the meaning of section 3(2) of the Safeguarding Vulnerable Groups act 2006)
- if he/she is a person in respect of whom a direction has been made under section 142 of the Education Act 2002 or is subject to any prohibition or restriction which takes effect as if contained in such a direction
- where he/she has, at any time, been convicted of any criminal offence, excluding any that have been spent under the Rehabilitation of Offenders Act 1974 as amended, and excluding any offence for which the maximum sentence is a fine or a lesser sentence except where a person has been convicted of any offence which falls under section 72 of the Charities Act 1993.

After the academy has opened, a person shall be disqualified from serving on the Board if he/she has not provided to WCAT a Disclosure and Barring certificate at an enhanced disclosure level under section 113B of the Police Act 1977. In the event that the certificate discloses any information which would in the opinion of either the Chair or the Headteacher confirm their unsuitability to work with children that person shall be disqualified. If a dispute arises as to whether the person shall be disqualified, a referral shall be made to the Secretary of State to determine the matter. The determination of the Secretary of State shall be final.

Where, by virtue of this Code of Conduct, a person becomes disqualified from serving on the Board; and he/she was, or was proposed, to so serve, he/she shall on becoming so disqualified give written notice of the fact to the Board.

## Breach of the Code of Conduct

To protect the integrity of the Board and reputation of WCAT, all complaints and alleged breaches of the Code of Conduct will be investigated, whether this is from another Director, a member of staff or member of the public.

WCAT's Chief Operating Officer will investigate an alleged breach of the Code of Conduct and report to the Chair of the Board (or Vice-Chair as appropriate).

## Equality and Diversity

WCAT is committed to equality and diversity in all of its work. Directors must through their actions seek to uphold WCAT's equality and diversity policy and seek to ensure that all decisions taken by the Board adhere to its principles. Directors are also required to ensure that discrimination does not occur.

## Responsibilities

Directors are responsible for ensuring that they are familiar with the Code of Conduct and act in accordance with the requirements therein.

## Monitoring and Review

The Code of Conduct will be reviewed every three years, or in line with any legislative changes that occur.

## Rules of the Board

### Chair and Vice-Chair of the Board

- The term of office for any person serving as Chair and Vice Chair of the Board shall be three years. At the end of the term of office, and at the first meeting thereafter in that year, members of the Board shall elect a Chair and Vice Chair from among their number to serve until a successor is appointed or a vacancy occurs. Neither a person who is employed by WCAT nor a person who is at the time of the election already a Director of WCAT (except where such person is a Director by virtue of being the incumbent Chair) shall be eligible for election as Chair or Vice-Chair.
- The Chair or Vice-Chair may at any time resign his/her office by giving notice in writing to the Board. The Chair or Vice-Chair shall cease to hold office if:
  - he/she ceases to serve on the Board;
  - he/she is employed by WCAT whether or not at the academy;
  - he/she is removed from office in accordance with this Code of Conduct;
  - in the case of the Vice-Chair, he/she is elected in accordance with this Code of Conduct to fill a vacancy in the office of Chair.
- Where the Chair is absent from any meeting or there is at the time a vacancy in the office of the Chair, the Vice-Chair shall act as the Chair for the purposes of the meeting.
- Where the Vice-Chair is also absent from the meeting or there is at the time a vacancy in the office of Vice-Chair, the members of the Board shall elect one of their number to act as a Chair for the purposes of that meeting, provided that the person elected shall neither be a person who is employed by WCAT.
- The Clerk to the Board, if one is appointed, may act as Chair during that part of any meeting at which the Chair is elected.
- An election of the Chair or Vice-Chair which is contested shall be held by secret ballot.
- The Chair or Vice-Chair may only be removed from office by the Directors at any time or by the Board in accordance with this Scheme of Delegation.
- A resolution to remove the Chair or Vice-Chair from office which is passed at a meeting of the Board shall not have effect unless:
  - it is confirmed by a resolution passed at a second meeting of the Board held not less than fourteen days after the first meeting; and
  - the matter of the removal from office of the Chair or Vice-Chair is specific as an item of business on the agenda for each of those meetings.
- Before a resolution is passed by the Board at the relevant meeting as to whether to confirm the previous resolution to remove the Chair or Vice-Chair from office, the person or persons proposing his/her removal shall at that meeting state their reasons for doing so and the Chair or Vice-Chair shall be given an opportunity to make a statement in response.

## Conflicts of Interest

- Any member of the Board who has or can have a direct or indirect duty or personal interest (including but not limited to any Personal Financial Interest) which conflicts or may conflict with his/her duties as a member of the Board shall disclose that fact to the Board as soon as he becomes aware of it. A person must absent himself/herself from any discussions of the Board in which it is possible that a conflict will arise between his/her duty to act solely in the interests of the academy and any duty or personal interest (including but not limited to any Personal Financial Interest).

## Disputes

- Any disagreement between the Directors of the Board or any sub-committee of the Board shall be referred to WCAT's Chief Operating Officer and WCAT's appointed legal representative.

## The Minutes

- The minutes of the proceedings of a meeting of the Board shall be drawn up and stored in the Board's Portal and kept for the purpose by the person authorised to keep the minutes of the Board; and shall be signed (subject to the approval of the members of the Board) at the same or next subsequent meeting by the person acting as Chair thereof. The minutes shall include a record of:
  - all appointments of officers made by the Board; and
  - all proceedings at meetings of the Board and of committees of the Board including the names of all persons present at each such meeting.
- The Chair shall ensure that copies of minutes of all meetings of the Board (and such of the sub-committees as the Directors shall from time to time notify) shall be provided to the Directors, if required, as soon as reasonably practicable after those minutes are approved.

## Delegation

- Provided such power or function has been delegated to the Board, the Board may further delegate to any person serving on the Board or the Headteacher, such of their powers or functions as they consider desirable to be exercised by them. Any such delegation may be made subject to any conditions either the Directors or the Board may impose and may be revoked or altered.

## Meetings of the Board

- The Board shall meet at least six times in every academic year. Meetings of the Board shall be convened by the Clerk to the Board. In exercising its functions under this Code of Conduct the Clerk shall comply with any direction:
  - given by the Directors of the Board; or
  - given by the Chair of the Board or, in his/her absence or where this is a vacancy in the office of Chair, the Vice-Chair of the Board, so far as such direction is not inconsistent with any direction given as mentioned above.
- Any three Directors of the Board may, by notice in writing given to the Clerk, requisition a meeting of the Board; and it shall be the duty of the Clerk to convene such a meeting as soon as is reasonably practicable.
- Each Director of the Board shall be given at least seven clear days before the date of a meeting:
  - notice in writing thereof, signed by the Clerk, and sent to each Director of the Board at the postal address or email address provided by each member from time to time; and
  - a copy of the agenda for the meeting;provided that where the Chair or, in his/her absence or where there is a vacancy in the office of Chair, the Vice-Chair, so determines on the grounds that there are matters demanding urgent consideration, it shall be sufficient if the written notice of a meeting, and the copy of the agenda thereof are given within such shorter period as he/she directs.
- The convening of a meeting and the proceedings conducted thereat shall not be invalidated by reason of any individual not having received written notice of the meeting or a copy of the agenda thereof.
- A resolution to rescind or vary a resolution carried at a previous meeting of the Board shall not be proposed at a meeting of the Board unless the consideration of the rescission or variation of the previous resolution is a specific item of business on the agenda for that meeting.
- A meeting of the Board shall be terminated forthwith if:
  - the members of the Board so resolve; or
  - the number of members present ceases to constitute a quorum for a meeting of the Board.
- Where a meeting is not held or is terminated before all the matters specified as items of business on the agenda for the meeting have been disposed of, a further meeting shall be convened by the Clerk as soon as is reasonably practicable, but in any event within seven days of the date on which the meeting was originally to be held or was so terminated.
- Where the Board resolves to adjourn a meeting before all the items of business on the agenda have been disposed of, the Board shall before doing so determine the time and date at which a further meeting is to be held for the purposes of completing the consideration of those items, and they shall direct the Clerk to convene a meeting accordingly.
- The quorum for a meeting of the Board, and any vote on any matter thereat, shall be any three of the members of the Board, or, where greater, any one third (rounded up to a whole number) of the total number of persons holding office on the Board at the date of the meeting.

## Meetings of the Board (cont.)

- The Board may act notwithstanding any vacancies on its board, but, if the numbers of persons serving is less than the number fixed as the quorum, the continuing persons may act only for the purpose of filling vacancies or of calling a general meeting.
- The quorum for the purposes of:
  - appointing a parent member;
  - any vote on the removal of a person in accordance with this Code of Conduct; or
  - any vote on the removal of the Chair of the Board;shall be any two-thirds (rounded up to a whole number) of the persons who are at the time entitled to vote on those respective matters.
- Subject to this Code of Conduct, every question to be decided at a meeting of the Board shall be determined by a majority of the votes of the persons present and entitled to vote on the question. Every Director of the Board shall have one vote.
- Where there is an equal division of votes, the Chair of the meeting shall have a casting vote in addition to any other vote he/she may have.
- The proceedings of the Board shall not be invalidated by:
  - any vacancy on the Board; or
  - any defect in the election, appointment or nomination of any person serving on the Board.
- A resolution in writing, signed by all persons entitled to receive notice of a meeting of the Board, shall be valid and effective as if it had been passed at a meeting of the Board. Such a resolution may consist of several documents in the same form, each signed by one or more of the Directors of the Board and may include an electronic communication by or on behalf of the Board indicating his or her agreement to the form of resolution providing that the member has previously notified the Board in writing of the email address or addresses which the Director will use.
- The Board shall ensure that a copy of:
  - the agenda for every meeting of the Board;
  - the draft minutes of every such meeting, if they have been approved by the person acting as Chair of that meeting;
  - the signed minutes of every such meeting; and
  - any report, document or other paper considered at any such meeting are, as soon as is reasonably practicable, made available at WCAT to persons wishing to inspect them.
- There may be excluded from any item required to be made available any material relating to:
  - a named teacher or other person employed, or proposed to be employed at WCAT;
  - a named pupil at, or a candidate for admission to, WCAT; and
  - any matter which, by reason of its nature, the Board is satisfied should remain confidential.

- Any Director of the Board shall be able to participate in meetings of the Board by telephone or video conference provided that:
  - he/she has given notice of his/her intention to do so detailing the telephone number on which he/she can be reached and/or appropriate details of the video conference suite from which he/she shall be taking part at the time of the meeting at least 48 hours before the meeting; and
  - the Board has access to the appropriate equipment. If after all reasonable efforts it does not prove possible for the person to participate by telephone or video conference the meeting may still proceed with its business provided it is otherwise quorate.

## Notices

- Any notice to be given to or by any person pursuant to this Code of Conduct (other than a notice calling a meeting of the Board) shall be in writing or shall be given using electronic communications to an address for the time being notified for that purpose to the person giving the notice. In these Articles, "Address" in relation to electronic communications, includes a number of addresses used for the purposes of such communication.
- A notice may be given by the Board to its Directors either personally or by sending it by post addressed to the member at his/her registered address or by leaving it at that address or by giving it using electronic communications to an address for the time being notified to the Board by the Director. A Director whose registered address is not within the United Kingdom and who gives the Board an address within the United Kingdom at which notices may be given to him/her, or an address to which notices may be sent using electronic communications, shall be entitled to have notices given to him/her at that address, but otherwise no such member shall be entitled to receive any notice from the Board.
- Any Directors of the Board present, either in person or by proxy, shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.

## Indemnity

- Subject to the provisions of the Companies Act 2006 every Director of the Board or other officer or auditor of WCAT acting in relation to WCAT shall be indemnified out of the assets of WCAT against any liability incurred by him/her in that capacity in defending any proceedings, whether civil or criminal, in which judgement is given in favour or in which he/she is acquitted or in connection with any application in which relief is granted to him/her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of WCAT.



**Wakefield City Academies Trust**

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[www.wcatrust.org](http://www.wcatrust.org)