



## Code of Conduct for Members, Trustees and Local Governing Committees

Reference: NS/RR

Policy date	<b>November 2022</b>	<b>Statutory Policy - Yes</b>
Board Approval	<b>December 2023</b>	
Reviewed and Updated	-	
Next Review Date	<b>December 2024</b>	<b>Review cycle every year</b>
Author	<b>NS/RR</b>	<a href="http://www.acexcellence.co.uk">www.acexcellence.co.uk</a>

## 1. Aims

This code aims to set and maintain standards of conduct that we expect all Members, Directors and Local Governors to follow, to ensure governance is effective at all levels within our Trust.

The code is based on the [Governance Handbook](#) and the [Academy Trust Handbook](#). It should be read alongside our constitutional documents - our Articles of Association and Scheme of Delegation can be found on our website [here](#).

By creating this code, we aim to ensure that Members, Directors and Local Governors carry out their role abiding by the advice and statutory duties set out in these documents and underpinned by our Trust mission – “to become an exceptional Trust” and our values:

✔ Community ✔ Collaboration ✔ Equity ✔ Uncompromising Excellence ✔ Integrity

Please note that this code of conduct is not exhaustive. If situations arise that are not covered by this code, Members, Directors and Local Governors will use their judgement and act in the best interests of the Trust and its pupils.

Once this code has been adopted, all board members agree to faithfully abide by it.

**\*Trustees:** We agree to follow the [charity governance code](#)

**\*Those governing at local committee level:** We recognise and support the principles set out in the [charity governance code](#)

## 2. The Seven Nolan Principles of Public Life:

- **Selflessness** - We will act solely in terms of the public interest
- **Integrity** - We will avoid placing ourselves under any obligation to people or organisations that might try inappropriately to influence us in our work. We will not act or take decisions in order to gain financial or other material benefits for ourselves, our family, or our friends. We will declare and resolve any interests and relationships
- **Objectivity** - We will act and take decisions impartially, fairly and on merit, using the best evidence and without discrimination or bias.
- **Accountability** - We are accountable to the public for our decisions and actions and will submit ourselves to the scrutiny necessary to ensure this.
- **Openness** - We will act and take decisions in an open and transparent manner. Information will not be withheld from the public unless there are clear and lawful reasons for so doing
- **Honesty** - We will be truthful.
- **Leadership** - We will exhibit these principles in our own behaviour. We will actively promote and robustly support the principles and be willing to challenge poor behaviour wherever it occurs.

**We will abide by the principles of public life as Members, Trustees and Local Governors, applying the highest standards by:**

1. Acting within our powers
2. promoting the success of the trust
3. exercising independent judgement
4. exercising reasonable care, skill and diligence
5. avoiding conflicts of interest
6. not accepting benefits from third parties
7. declaring interest in proposed transactions or arrangements

**We will focus on our core governance functions:**

1. ensuring there is clarity of vision, ethos and strategic direction
2. holding executive leaders to account for the educational performance of the organisation and its pupils and the performance management of staff
3. overseeing the financial performance of the organisation and making sure its money is well spent  
*and additionally:*
4. ensuring the voices of stakeholders are heard

### **3. Roles and responsibilities**

- Ensure clarity of vision, ethos and strategic direction of the trust
- Hold executive leaders to account for the educational and financial performance of the trust, and the performance management of staff
- Oversee the financial performance of the trust and make sure money is well spent

#### **3a. Members**

Members are the gatekeepers of the Trusts objects as set out in the Articles of Association “to advance for the public benefit education in the United Kingdom, in particular but without prejudice to the generality of the foregoing by establishing, maintaining, carrying on, managing and developing Academies which shall offer a broad and balanced curriculum.” Our Members ultimately have the power (subject to restrictions set out in the Academies Handbook) to:

- Appoint and dismiss directors
- Amend our Articles
- Check strategic direction and vision
- Approve auditors and receive accounts

### 3b. Trustees – The Trust Board

Our Trust board carry out the following strategic functions:

- Establishing strategic direction through setting our mission, vision and objectives (objectives below)
- Setting improvement targets
- Meeting statutory duties
- Recruiting and performance management of the CEO
- Engaging with the Local Governing Committee through portfolios to set monitoring at local level to and engage with stakeholders
- Monitoring progress towards targets
- Setting the budget
- Monitoring spending against the budget
- Ensuring all resources are used appropriately and in line with strategic plans
- Ensuring risks to the organisation are managed

### 3c. Local Governing Committee

- Monitoring the effectiveness of school policies across the school
- Evaluating the implementation of individual school improvement plans and seeking evidence of impact, ensuring there is alignment with Trust objectives
- Scrutinising performance data at a local level, ensuring that all groups of students are making good progress
- Ensuring that our schools are happy and safe places to be where well-being is a priority for all stakeholders by gathering evidence through monitoring enquiries and visits to school.
- Communicating with key stakeholders, including Trustees, to ensure that the local voice is heard by the Trust board.
- Providing support and challenge to the Headteacher at local level and to the Trust board to ensure accountability and fulfilment of vision
- To develop and uphold the Christian distinctiveness of the school in our church schools

While responsibility ultimately rests with the Members – each group is mutually reliant on each other to ensure governance operates effectively at all levels.

### 3d. Core Values

We will ensure that the Trust values remain at the centre of how we behave and approach or role:

✔ Community ✔ Collaboration ✔ Equity ✔ Uncompromising Excellence ✔ Integrity

As individuals, we agree to:

Fulfil our role & responsibilities

- We accept that our role is strategic and so will focus on our core functions rather than involve ourselves in day-to-day management.
- We will fulfil our role and responsibilities as set out in our [scheme of delegation](#).

- We will develop, share and live the ethos and values of our trust.
- We agree to adhere to trust policies and procedures.
- We will work collectively for the benefit of the trust.
- We will be candid but constructive and respectful when holding senior leaders to account.
- We will consider how our decisions may affect the trust and local community.
- We will stand by the decisions that we make as a collective.
- Where decisions and actions conflict with the Seven Principles of Public Life or may place pupils at risk, we will speak up and bring this to the attention of the relevant authorities.
- We will only speak or act on behalf of the trust board if we have the authority to do so.
- **\*Trustees:** We will fulfil our responsibilities as a good employer, acting fairly and without prejudice.
- When making or responding to complaints, we will follow the established procedures.
- We will strive to uphold the trust's reputation in our private communications (including on social media).
- **\*We will have regard to our responsibilities under [The Equality Act](#) and will work to advance equality of opportunity for all.**

**\*Those governing at local level:** We will act as the local ambassadors for our trust.

#### **Demonstrate our commitment to the role**

- We will involve ourselves actively in the work of the board and accept our fair share of responsibilities, serving on committees or working groups where required.
- We will make every effort to attend all meetings and where we cannot attend explain in advance why we are unable to.
- We will arrive at meetings prepared, having read all papers in advance, ready to make a positive contribution and observe protocol.
- We will get to know the school/s well and welcome opportunities to be involved in school activities.
- We will visit the school/s and when doing so will make arrangements with relevant staff in advance and observe school and board protocol.
- When visiting a school in a personal capacity (for example, as a parent or carer), we will continue to honour the commitments made in this code.
- We will participate in induction training and take responsibility for developing our individual and collective skills and knowledge on an ongoing basis.

#### **4. Working with others**

##### **Build and maintain relationships:**

- We will develop effective working relationships with leaders, staff, parents and other relevant stakeholders from our local communities.
- **\*Those governing at local level:** We will champion the voices of our school community and stakeholders.
- **\*Those governing at local level:** We will establish effective working relationships with trustees.
- **\*Trustees:** We will engage with and be accountable to those governing at local level.
- We will express views openly, courteously and respectfully in all our communications with board members and staff both inside and outside of meetings.

- We will work to create an inclusive environment where each board member's contributions are valued equally.
- We will support the chair in their role of leading the board and ensuring appropriate conduct.

## **5. Commitment to the Role**

We will demonstrate our commitment by:

- Attending all meetings where possible. Where we cannot attend, we will explain our valid reason and give suitable notice
- Understanding and accepting the time and workload commitments of the role
- Understanding that work should be shared and that all Members, Trustees and Local Governors are expected to take an active role
- Preparing ahead of meetings to ensure we make informed contributions
- Being willing to participate in regular pre-arranged school visits in accordance with our Trust policies
- Attending any training or development activity needed to ensure the board has a wide range of skills and expertise

## **6. Openness and Transparency**

### **Declare conflicts of interest and be transparent**

- We will declare any business, personal or other interest that we have in connection with the board's business, and these will be recorded in the [register of business interests](#).
- We will also declare any conflict of loyalty at the start of any meeting should the need arise.
- If a conflicted matter arises in a meeting, we will offer to leave the meeting for the duration of the discussion and any subsequent vote.
- We accept that the Register of Business Interests will be published on the trust's website.
- \*We will act as a Trustee or Local Committee member; not as a representative of any group.
- We accept that in the interests of open governance, our full names, date of appointment, terms of office, roles on the trust board, attendance records, relevant business and pecuniary interests, category of Local Committee Governor/Trustee and the body responsible for appointing us will be published on the trust website.
- We accept that information relating to board members will be collected and recorded on the DfE's national database (Get information about schools), some of which will be publicly available.

*\*New statement added or updated by the National Governance Association in 2022*

## **7. Confidentiality**

We will respect confidentiality by:

- Observing complete confidentiality both inside and outside of the Trust when matters are deemed confidential or where they concern individual staff, pupils or families.
- Not revealing the details of any governing board vote.
- Ensuring all confidential papers are held and disposed of appropriately.
- Maintaining confidentiality even after we leave office.

### **Breaches to Confidentiality**

In the event of a breach in confidentiality, we will inform the relevant Chair as soon as possible, who will investigate the matter further as per the process set out in section.....

Any breach in confidentiality may result in removal as a Member, Trustee or Local Governing Committee.

We understand that potential or perceived breaches of this code will be taken seriously and that a breach could lead to formal sanctions.

## **8. Data Protection**

- We will follow the Trusts ICT and Internet Acceptable Use and Data Protection Policies when using, storing, sharing and disposing of data relating to our role.
- We understand that our commitment to data protection does not overrule our duty to report child protection and safeguarding concerns to the appropriate channel where we believe a child is at risk or harm or safeguarding culture is at risk.
- We will inform the Trust's Data Protection Officer immediately if we believe there has been a breach of data.

## **9. Reputation Management - Social Media**

- We will adhere to any requirements set out in the Trust's Social Media Policy?? Or equivalent?
- Statement regarding disclosing something that might bring Trust into ill repute?

## **10. Failure to comply with the Code of Conduct**

### **Breaches of the code of conduct**

#### **10a. Trustees**

If we suspect a Trustee has breached the code of conduct, we will follow this procedure:

- A Member will investigate
- A Member of the trust will hold a meeting with the Trustee to discuss the issue. The Trustee can bring a friend to the meeting. Another Trustee/Local Governor will attend to corroborate any decisions
- If the situation doesn't improve, or there is another suspected breach, we will take action to improve the issue. This may involve:

- Further meetings with the Member to reset expectations, based on this code of conduct
- Support, mentoring or training for the Trustee
- Making sure the trustee withdraws from votes connected to any disputes they have been involved in

If there is no improvement in the trustee's behaviour, the board will vote on a motion to ask the Members to remove them in accordance with sections 168 and 169 of the [Companies Act 2006](#) and the Trust's articles of association. This is a last resort and will not be used without the above steps being taken, except in exceptional circumstances

#### **10b. For Local Governing Committees:**

If we suspect a Local Governor has breached the code of conduct, we will follow this procedure:

A Trustee will investigate

A Trustee will hold a meeting with the local governor to discuss the issue. The Local Governor can bring a friend to the meeting. Another Local Governor will attend to corroborate any decisions

If the situation doesn't improve, or there is another suspected breach, we will take action to improve the issue. This may involve:

- Further meetings with the trustee to reset expectations, based on this code of conduct
- Support, mentoring or training for the Local Governor
- Making sure the Local Governor withdraws from votes connected to any disputes they have been involved in

If there is no improvement in the Local Governor's behaviour, the board will vote on a motion to ask the Members to remove them in accordance with the trust's articles of association. This is a last resort and will not be used without the above steps being taken, except in exceptional circumstances

10c. Any Member, Trustee or Local Governing Committee Member may be **removed** if they:

- Have acted in a way that is inconsistent with the professional ethos of the Trust (including failing to undertake training appropriate to the role, whether or not directed to do so by the board)
- Have brought, or is likely to bring the Trust or the office of the Trustee into disrepute
- Have acted to undermine fundamental British values or the board's commitment or ability to deliver on its Prevent Duty
- Have been involved in serious misconduct. We will determine what counts as serious misconduct based on the facts of the case, but it will include any actions that compromise the 7 principles of public life, if sufficiently serious
- Have displayed repeated and serious incompetence
- Have acted in a way that is significantly detrimental to the effective operation of the board, or their actions have interfered with the operational efficiency of the school



**10d. Local governors** may be **suspended** if they:

- Have acted in a way that is inconsistent with the professional ethos of the board of Members/Local Governors (including failing to undertake training appropriate to the role, whether or not directed to do so by the board) and
- Have brought, or is likely to bring the academy trust or the office of the trustee into disrepute, or
- Acted to undermine fundamental British values or the board's commitment or ability to deliver on its Prevent Duty

**10e. Local governors** may be **removed** where:

- There have been repeated grounds for suspension
- There has been serious misconduct. We will determine what counts as serious misconduct based on the facts of the case, but it will include any actions that compromise the 7 principles of public life, if sufficiently serious
- They display repeated and serious incompetence
- Their actions are significantly detrimental to the effective operation of the board, or their actions interfere with the operational efficiency of the school

10f. 'Bringing the board into disrepute' may include, but is not limited to:

- Speaking out publicly against the school
- Being disrespectful to members of the school community
- Behaving inappropriately in a public forum, such as a PTA meeting or on social media
- Persistently failing to undertake the training or development they need to contribute effectively to the board's operation

We agree that this code of conduct will be reviewed annually and it will be endorsed by all Members, Trustees and Local Governors.

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## **Further reading**

- [What governing boards and school leaders should expect from each other](#)
- [Effective teamwork: a guide for governing boards](#)