



GOVERNANCE: CODE OF CONDUCT

Context

This document has been adapted from the NGA Governors Code of Conduct, in accordance with the relevant legislation.

This code sets out the expectations and commitment required from Academy trustees, and sub-committee members in order for the board of trustees and the governing sub-committees to properly carry out their work within the Academy and the community.

This Code should be read in conjunction with the relevant law and for academies, articles of association and agreed scheme of delegation and scheme of responsibility.

The governing body has the following core functions:

Establishing the strategic direction, by:

- Setting the vision, values, and objectives for the Academy Trust
- Agreeing the Academy improvement strategy with priorities and targets
- Meeting statutory duties

Ensuring accountability, by:

- Appointing the lead Principal
- Monitoring progress towards targets
- Performance managing the Principal
- Engaging with stakeholders
- Contributing to Academy self-evaluation

Ensuring financial probity, by:

- Setting the budget
- Monitoring spending against the budget
- Ensuring value for money is obtained
- Ensuring risks to the organisation are managed and adequately mitigated against



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As individuals on the governing body we agree to the following:

Role & Responsibilities

- We understand the purpose of the governing body and the role of the Principal.
- We will actively support the Principal.
- We accept that our role is strategic and so will focus on our core purpose rather than involve ourselves in the day-to-day management of the academy.
- We accept that we have no legal authority to act individually, except when the board of trustees has given us delegated authority to do so, and therefore we will only speak on behalf of the board of trustees or governing body when we have been specifically authorised to do so.
- We will not speak against majority decisions outside of any trustees' meetings.
- We will fulfil our role and responsibilities as set out in our committees' scheme of delegation.
- We agree to adhere to trust policies and procedures.
- We shall fully co-operate with individual requests that are necessary to ensure organisational compliance, such as disclosure and barring or right to work checks.
- We will work collectively for the benefit of the trust.
- We will always encourage open and transparent governance and will act accordingly.
- 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 consider how our decisions may affect other education providers.
- 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 if we have the authority to do so.
- 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 ethos and reputation, in both our private and communications whenever we use social media.
- We will have regard to our responsibilities under [The Equality Act](#) and will work to advance equality of opportunity for all.
- Whenever any trustee or governor acts at local level, they will act as a local ambassador for our trust.



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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 board of trustees, and accept our fair share of responsibilities, including service on governing body sub-committees or working groups.
- We will make full efforts to fully attend all meetings punctually 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.
- If a trustee does not attend three meetings of the Board of Trustees or its Governing Body Sub-Committees in an academic year, this will be regarded as a breach of this code of conduct (see section below).
- We will get to know the Academy well and respond to opportunities to involve ourselves in Academy activities.
- We will visit the Academy, with all visits arranged in advance with relevant staff and observe school and board protocol.
- When visiting the academy 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 prioritise training in required areas such as safeguarding and commitment to develop our individual and collective skills and knowledge on an ongoing basis, and will undertake relevant training annually and throughout the academic year.
- We accept that in the interests of open governance, all relevant and required information including our names, date of appointment, terms of office, roles, attendance records, relevant business and pecuniary interests, will be published on the Academy's website.
- In the interests of transparency, we agree to all relevant and required information relating to trustees will be collected and logged on the DfE's national database, Get Information About Schools (GIAS).

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 board of trustees business in the Register of Pecuniary Interests.
- We agree that should a conflicted matter arise in any meeting we will offer to leave the meeting for the appropriate length of time.
- We accept that the Register of Pecuniary Interests will be published on the academy's website.
- We will declare any conflict of loyalty at the start of any meeting should the situation arise.
- We will act in the best interests of the Academy as a whole and not as a representative of any group, even if elected to the governing board.
- We accept that information relating to board members will be collected and recorded on the DfE's national database, Get Information About Schools (GIAS), and the academy website.
- We accept that information relating to the board members company directorships will be collected and recorded on the companies house data-base and the Company House Register.



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Relationships

- We will develop effective working relationships with leaders, staff, parents and other relevant stakeholders from our local communities.
- We will establish effective working relationships with other trustees and governors.
- We will champion the voices of our academy community and stakeholders.
- We will respect the remit of, and engage constructively with, relevant authorities, sector bodies and other trusts.
- We will seek to develop effective working relationships with the Principal, staff, parents and the community.
- We will work to create an inclusive environment where each board member's contributions are valued equally.
- We will express views openly, courteously and respectfully in all our communications with other trustees / governors and staff and the governance professional throughout our appointment.
- We will support the chair in their role of leading the board and ensuring appropriate conduct.
- We are prepared to answer queries from other trustees 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 maintain effective communications and a working relationship with the Academy sponsors and members to ensure the original vision is understood, and upheld by the board of trustees, governing body and senior team.

Confidentiality

- We will observe complete confidentiality when matters are deemed confidential or where they concern specific members of staff or pupils or families, both inside or outside Academy.
- Electronic communication should be utilised via secure academy systems and protocols including the dedicated email addresses provided.
- We agree to abide by the academy's online safety policy when using all academy equipment, WiFi or electronic communication systems.
- We will exercise the greatest prudence at all times when discussions regarding Academy business arise outside a governing board meeting.
- We will not reveal the details of any board votes.
- We will maintain confidentiality even when we leave.

Breach of this code of conduct:

- If we believe this code has been breached, we will raise this issue with the Chair of Trustees and the Chair will investigate; the board of trustees will only use suspension/removal as a last resort after seeking to resolve any difficulties or disputes in more constructive ways.
- If we believe the Chair of Trustees has breached this code, another governing board member, such as the Vice Chair will investigate.
- We agree that all criminal activity can be, reported to the Police to investigate, and the DfE in accordance with the Academy Trust Handbook.



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The following is provided for your additional information:

Trustees should act in accordance with 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 – Holder of public office should act 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 seek to 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 rewards and 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 that 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.



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Charity Trustees Code

Charity trustees are ultimately responsible for the charity.

There are seven principles which make up the charity code, these principles build on the assumption that a charity is meeting its legal and regulatory responsibilities as a foundation.

The seven principals are:

- 1. Organisational purpose** – the board is clear about the charity’s aims and ensures that these are being delivered effectively and sustainably.
- 2. Leadership** – every charity is led by an effective board that provides strategic leadership in line with the charities aims and values.
- 3. Integrity** – the board acts with integrity, adopting values and creating a culture which help achieve the organisation’s charitable purposes. The board is aware of the importance of the public’s confidence and trust in charities, and trustees undertake their duties accordingly.
- 4. Decision making, risk control** – the board makes sure that its decision making processes are informed, rigorous and timely and that effective delegation, control and risk assessment and management systems are set up and monitored.
- 5. Board effectiveness** – the board works as an effective team, using the appropriate balance of skills, experience, backgrounds and knowledge to make informed decisions.
- 6. Equality, diversity and inclusion** – the board’s approach to diversity supports its effectiveness, leadership and decision making.
- 7. Openness and accountability** – the board leads the organisation in being transparent and accountable. The charity is open in its work, unless there is good reason for it not to be.

Further information on the Charity code can be found via the link below:

[Using the Code — Charity Governance Code](#)

The Fiduciary duties of a trustee

The code is linked to the legal fiduciary duties of trustees which are fundamental to the trust relationship, ensuring that the trustee acts in the best interests of the beneficiaries.

These duties include:

Loyalty: Prioritizing the beneficiaries’ interests and avoiding conflicts of interest.

Prudence: Managing trust assets with care and considering the long-term interests of the beneficiaries.

Impartiality: Ensuring equitable treatment of all beneficiaries.

Disclosure: Keeping beneficiaries informed and transparent about the trust’s activities.

Compliance: Adhering to the terms of the trust and relevant laws.

Confidentiality: Protecting sensitive information related to the trust.



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Charity Trustees Code of Conduct

Charity trustees are ultimately responsible for the charity.

As charity trustees collectively and individually, we will:

Act legally and properly – by acting with integrity, honesty, within the law and our governing document, and in the charity's best interests at all times.

Create a safe space – in which everyone is encouraged and feels able to speak.

Positively challenge – each other, but avoid being confrontational – saying 'no', 'that won't work'.

- instead we ask open questions that will help us work together to explore/test an idea, or suggestion – who, what, when and how, but not why, which can come across as accusatory.

Think, then speak – what can I say succinctly that will most help the Board?

Feel able to ask the questions that need to be – there is no elephant in the room or, if there is, we're all working together to get it out

Act strategically – by thinking externally and longer term.

Understand that operational delivery is the remit of the CEO – by recognising that it's not our role to manage operations, but to ensure these are led and managed well.

Focus on solutions – by talking about the past, only to learn from it, avoid talking about what we can't do and, instead, focus on what we can do.

Welcome differing viewpoints – respect each other's right to hold a different opinion and recognise our own right to do so too.

Not make assumptions – about who someone is, but rather respond based on the facts/content of what he/she said.

All contribute – the contribution of the young, old, or those with lived experience is different to that of the professionals but isn't less than,

- Everyone has something to give and something to learn.
- And no one person is allowed to dominate the conversation to the exclusion of others.

Be slow to take offence – and quick to apologise, always.

Give permission – to everyone else to remind us when we inadvertently stray from the above.

Accept our responsibility – for ensuring that everyone is treated fairly, with respect and kept safe from harm.



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The Seven Legal Duties of Company Directors

The seven duties of company directors are essential legal responsibilities that ensure directors act in the best interests of the company and its stakeholders. These duties are outlined in the Companies Act 2006 section 171 to section 177

Briefly they are as follows:

s171. Duty to Act within powers – Directors must act in accordance with the company's constitution and only exercise powers for their intended purposes.

Directors should follow the company's constitution and its articles of association, which are the written rules about running the company, agreed by the members, directors and the company secretary.

The constitution sets out what powers a company director has, and the purpose of those powers.

s172. Duty to promote the success of the company – Directors must act in good faith to benefit the company as a whole, considering factors like long-term consequences, employee interests, and the company's reputation.

Directors must act in the company's best interests to promote its success. They must consider the following:

- i) Consequences of decisions, including long term
- ii) Interests of employees
- iii) Need to support the business relationships with suppliers, customers and others
- iv) Impact of its operations on the community and environment
- v) Company's reputation for high standards of business conduct
- vi) Need to act fairly to all members of the company

If the company becomes insolvent, the company directors responsibilities apply towards the creditors, instead of the company. A creditor is anyone owed money by the company.

s173. Duty to exercise independent judgement – Directors must make decisions independently without acting under the influence or direction of others.

Directors must not allow other people to control their powers as a director. Directors can accept independent advice, but they must use their own independent judgement to make final decisions.



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s174. Duty to exercise reasonable care, skill, and diligence – Directors must demonstrate the care and competence expected from someone with their knowledge and experience.

Directors must perform to the best of their ability. The more qualified or experienced a director is, the greater the standard is that is expected from them.

Directors must use any relevant knowledge, skill or experience they have for example, being a qualified accountant or human resource manager etc.

s175. Duty to avoid conflict of interest – Directors must avoid situations where their interests directly or indirectly conflict with those of the company.

Directors must avoid situations where loyalties might be divided. They should consider the positions and interests of their family in relation to the company, to avoid possible conflicts. They should inform the other directors and members about any possible conflict of interest, and follow any process set out in the company's articles of association.

This duty continues to apply when someone is no longer a company director. The former director must not take advantage of any property, information or opportunity they are aware of because they were/are a company director.

s176. Duty not accept benefits from third parties – Directors must refrain from accepting any form of benefit offered by third parties that may be perceived as influencing their judgement or position as a director.

Directors must not accept benefits from a third party that are offered to them because they are a company director and this may cause a conflict of interest. The company may allow company directors to accept benefits like reasonable corporate hospitality, provided there is no conflict of interest.

S177. Duty to declare interest in proposed transaction or arrangement – Directors must act in the best interests of the company and its shareholders, considering the likely consequences of their decisions and the impact on various stakeholders, including employees, suppliers, customers, and communities.

Directors must tell the other directors and members if they believe they may personally benefit from a transaction the company makes. For example: if the company plans to enter a contract with a business owned by a member of their family or a close personal friend.

Additional information on the duties of a company director can be found via the link below:

[Being a company director - GOV.UK](#)