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This Code should be read in conjunction with relevant legislation, the articles of association, the funding agreement; agreed scheme of delegation and scheme of responsibility.

Members should note the supreme court judgement in Lehtimaki v Cooper 2020 which determined that members are placed under the same fiduciary duty towards the charity's object and objectives as trustees and they must only exercise their powers in furtherance of the trust's charitable object and objectives and not act in their own interests when voting during the AGM as they would be allowed to, if the company were a commercial one.

Big Creative Academy's articles of association allow for the appointment of governors to board of governors, whilst the academy trust handbook and academy governance guidance states that the registered company directors of a charitable company are its trustees.

In a single academy trust any appointment made under the articles of association to the board is therefore a Trustee, Company Director and Governor appointment.

Trustees and Governors – Nolan Principles

We agree to abide by the Seven Nolan Principles of Public Life and demonstrate our commitment to ethical governance in accordance with them.

Selflessness

We will act solely in terms of the public interest.

Integrity

We will avoid placing ourselves under any financial or other obligation to outside individuals or organisations that might seek to inappropriately influence us in the performance of our work and fiduciary duties.

We will always act in the best interest of the trust and will not act or take decisions to gain financial or other material benefits for ourselves, our family or our friends.

We will declare and resolve all pecuniary and business interests and relationships when they occur, and will take steps to resolve any conflicts arising in a way that protects the trust.

Objectivity – Whilst performing our duties we will act and make decisions impartially, fairly and on merit, using the best evidence available and without discrimination or bias.

Accountability – We are accountable to the public for our decisions and actions and will submit ourselves to whatever scrutiny is appropriate 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 and will discuss matters in an open, honest and frank manner.

Leadership – We will exhibit these principles in our own behaviour.

We will actively promote and robustly support the principles by leadership and example.

We will challenge poor behaviour whenever it occurs.

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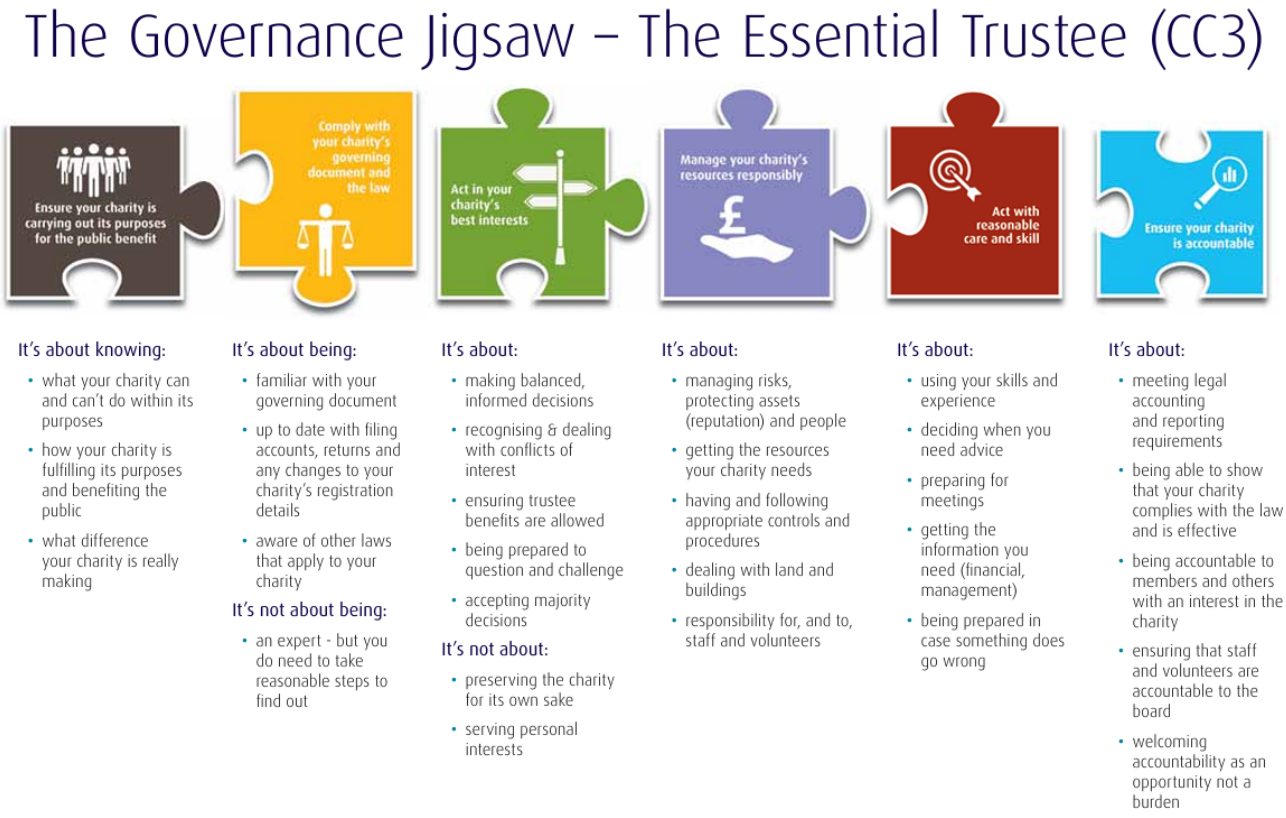
Trustees and Members – Fiduciary Duties

We recognise and agree to act in accordance with our fiduciary duty towards the furtherance of the trusts charitable object and objectives and will always act in the best interests of the charity.

Trustees – Fiduciary Duties

We recognise and agree to act in accordance with our fiduciary duties towards the furtherance of the Academy trusts charitable object and objectives and the duties set out in The Essential Trustee 2026 – 27 guidance (CC3).

We recognise and agree with the statutory duty of care we owe to the beneficiaries of the charitable company which we will address by ensuring the proper management of the Academy trust.



A copy of The Essential Trustee is available within Governor Hub for your information.

Trusts Charitable Object and Objectives

4. The Academy Trust's object ("the Object") are specifically restricted to the following:

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 a 16 to 19 Academy offering a curriculum appropriate to the needs of its students ("the 16 to 19 Academy").

5. In furtherance of the Object but not further or otherwise the Academy Trust may exercise the following powers:-

(a) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts in the name of the Academy Trust;

(b) to raise funds and to invite and receive contributions provided that in raising funds the Academy Trust shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations;

(c) to acquire, alter, improve and (subject to such consents as may be required by law) to charge or otherwise dispose of property;

(d) subject to Article 6 below to employ such staff, as are necessary for the proper pursuit of the Object and to make all reasonable and necessary provision for the payments of pensions and superannuation to staff and their dependants;

(e) to establish or support, whether financially or otherwise, any charitable companies, trusts, associations or institutions formed for all or any of the Object;

(f) to co-operate with other charities, independent and maintained schools, other16-19 Academies institutions within the further education sector, voluntary bodies and statutory authorities operating in furtherance of the Object and to exchange information and advice with them;

(g) to pay out of funds of the Academy Trust the costs, charges and expenses of and incidental to the formation and registration of the Academy Trust;

(h) to establish, maintain, carry on, manage and develop the 16 to 19 Academy;

(i) to offer scholarships, exhibitions, prizes and awards to students and former students, and otherwise to encourage and assist students and former students;

(j) to provide educational facilities and services to students of all ages and the wider community for the public benefit;

(k) to carry out research into the development and application of new techniques in education in particular in relation to its approach to curriculum development and delivery and to publish the results of such research, and to develop means of benefiting from application of the experience of industry, commerce, schools institutions within the further education sector and other 16 – 19 Academies and the voluntary sector to the education of students in academies;

(l) subject to such consents as may be required by law and/or by any contract entered into by or on behalf of the Academy Trust to borrow and raise money for the furtherance of the Object in such manner and on such security as the Academy Trust may think fit;

(m) to deposit or invest any funds of the Academy Trust not immediately required for the furtherance of its Object (but to invest only after obtaining such advice from a financial expert as the Governors consider necessary and having regard to the suitability of investments and the need for diversification);

(n) to delegate the management of investments to a financial expert, but only on terms that:

  (i) the investment policy is set down in writing for the financial expert by the Governors;

  (ii) each transaction is recorded in regular reports to the Governors;

  (iii) the performance of the investments is reviewed regularly with the Governors;

  (iv) the Governors are entitled to cancel the delegation arrangement at any time;

  (v) the investment policy and the delegation arrangement are reviewed at least once a year;

  (vi) all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Governors on receipt; and

  (vii) the financial expert must not do anything outside the powers of the Governors.

(o) to arrange for investments or other property of the Academy Trust to be held in the name of a nominee company acting under the control of the Governors or of a financial expert acting under their instructions, and to pay any reasonable fee required;

(p) to provide indemnity insurance to Governors in accordance with, and subject to the conditions of section 232 to 235 of the Companies Act 2006, section 189 of the Charities Act 2011 or any other provision of law applicable to charitable companies and any such indemnity is limited accordingly;

(q) to establish subsidiary companies to carry on any trade or business for the purpose of raising funds for the Academy Trust;

(r) to do all such other lawful things as are necessary for or are incidental to or conducive to the achievement of the Object.

6.1 The income and property of the Academy Trust shall be applied solely towards the promotion of the Object.

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Trustees – Charity Governance Code

We agree to follow the Charity Governance Code.

Members – Charity Governance Code

We recognise and support the principles set out in the charity governance code.

Governors – Charity Governance Code

We recognise and support the principles set out in the charity governance code.

Charity Trustees Code

The Board of Trustees / Governors are ultimately responsible for the BCA charity, the board recognises the eight principles which make up the charity code, and which build on the assumption that BCA is meeting its legal and regulatory responsibilities as a foundation.

1. Foundation principle – Trustees take responsibility for, and will invest the necessary time and care, in understanding the charity, their responsibilities and legal duties

2. Organisational purpose – The board will be clear about BCA's aims and how these benefit all or part of the public. It will ensure that activity is targeted at achieving those aims both in the short and long term

3. Leadership – The charity will be headed by an effective board of trustees that provides strategic leadership in line with the charities purposes and values.

4. Ethics and Culture – the board has agreed the standards and values which shape the charity's behaviours and culture. This includes being open about how the charity operates and responding thoughtfully to feedback

5. Decision making – the board makes effective decisions that best serve the charity's purposes. Trustees take personal responsibility for carefully considering each decision and working to reach agreement

6. Managing resources and risks – the board takes responsibility for stewarding, developing and allocating resources. The board identifies the risks to achieving the charity's aims and agrees how to navigate them. The board seeks assurance that risks are properly managed.

7. Equity, diversity and inclusion – the board has a clear, agreed and effective approach to supporting equity, diversity and inclusion (EDI) throughout the organisation, including in its own practice

8. Board effectiveness – the board works well together, using an appropriate balance of skills, experience, backgrounds and knowledge. It reviews its performance on a regular cycle and takes steps to improve.

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Company Directors – Statutory Duties

We recognise the statutory duties in the Companies Act 2006.

We recognise and support the principles set out in the charity governance code.

The Legal Duties of Company Directors – Companies Act 2006 s171 – 180

These main legal duties listed below ensure directors act in the best interests of the company and its stakeholders.

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.

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.

S178 – 180 the supplementary provisions which deal with the consequences of breaches of the general duties have not been copied out from the act and should be referred to if / when required.

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The Members have the following Powers and Functions:

Members Powers

Members recognise their powers are all defined within the articles of association.

The Members will apply the highest standards and will:

1. Act within our Powers
2. Promote the success of the Trust
3. Exercise independent judgement
4. Exercise reasonable care, skill and diligence
5. Avoid conflicts of interest
6. Not accept benefits from third parties

Members will focus on our purpose:

1. **Furtherance of the Charitable Trust:** in accordance with its charitable objects and objectives

Members will ensure accountability by:

1. Attending the AGM
2. Appointing / removing Members
3. Appointing / removing Governors including:
    i. Chair of Trustees / Governors, and Sponsor Governor and Staff and Student Governor and 4 Governors
4. Appointing the external auditor
5. Accepting the annual accounts, and its statements
6. Reviewing and amending the articles of association as / when required
7. Deciding on changes of the trust sponsor or name
8. Monitor effective trust governance and the annual accounts and statements
9. Advise against significant plans on the use, sale or lease of the Academy estate in line with original vision and charitable objectives
10. Advise against the appointment of the Senior Executive Lead / Accounting Officers / Principal's appointment
11. Engaging with stakeholders

Members will ensure financial probity by:

1. Monitoring the annual accounts
2. Monitoring the external auditors' reports
3. Receiving regular governance reports from the Chair of Trustees / Governors and challenging the chair to ensure:
    1. the academy trust remains a viable going concern
    2. ensuring value for money is obtained
    3. ensuring risks to the charitable trust are managed

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The Board of Trustees / Governors has the following core functions:

The Board of Trustees / Governors will apply the highest standards and will:

7. Act within our powers
8. Promote the success of the Trust
9. Exercise independent judgement
10. Exercise reasonable care, skill and diligence
11. Avoid conflicts of interest
12. Not accept benefits from third parties

The Board of Trustees / Governors will focus on our purpose:

2. **Strategic leadership:** defining a vision, fostering a culture and ethos, and championing the strategy
3. **Accountability and assurance:** providing robust and effective oversight of operations and performance
4. **Engagement:** strategic oversight of relationships with stakeholders

The Board of Trustees / Governors will ensure accountability by:

12. Appoint the Principal
13. Performance manage the Principal
14. Appoint the Senior Leadership Team
15. Monitoring progress towards targets
16. Engaging with stakeholders
17. Contributing to Academy self-evaluation

The Board of Trustees / Governors will ensure financial probity by:

4. Setting the budget
5. Monitoring spending against the budget
6. Approving and directing budget expenditure withing their powers
7. Approving and directing the investment and strategic use of reserve funds
8. Ensuring the academy remains a viable going concern
9. Ensuring value for money is obtained
10. Ensuring risks to the organisation are managed

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As individuals we agree to the following:

- We will fully cooperate with requests that are necessary to ensure organisational compliance, including disclosure and barring or right to work checks
- We accept that our role is strategic and agree to focus on our core purpose rather than involve ourselves in the day-to-day management of the academy.
- We understand the purpose of members the board of trustees / governors and the Principal's role.
- We will actively support the Principal.
- We will develop, share and live the ethos and values of our trust.
- We accept that we have no legal authority to act individually, except when the board has given us delegated authority to do so, and therefore we will only speak on behalf of the board when we have been specifically authorised to do so.
- We will not speak against majority decisions outside of meetings.
- We will not do anything, either in undertaking our role outside of this, which brings the academy trust into disrepute
- Whenever we act at a local level, we understand we act as a local ambassador for our trust.
- We will strive to uphold the trust's ethos and reputation, in our private and communications and whenever we use social media.
- We will fulfil our role and responsibilities as set out in our scheme of delegation.
- We agree to adhere to trust policies and procedures.
- 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 our fiduciary duties, the Seven Principals 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 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 have regard to our responsibilities under The Equality Act and will work to advance equality of opportunity for all.

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Demonstrate our commitment to the role:

- We accept that in the interests of open governance, all relevant and lawfully required information; will be made publicly available and published on the Academy's website.
- In the interests of transparency, we agree to all lawfully required information being collected and placed onto the Get Information About Schools and Companies House register.
- We acknowledge that accepting office in our appointed role involves the commitment of significant amounts of time and energy.
- We will each involve ourselves actively in the work of the annual general meeting, board of trustees, governing body committees and link governor roles, and accept our fair share of responsibilities, including service on 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 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 and events.
- We will visit the Academy, and when doing so we will arrange our visits in advance with relevant staff and observe academy and/or 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 commit to developing our individual and collective skills and knowledge on an ongoing basis.
- We will undertake all relevant training issued to us during the academic year.

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Build and Maintain Relationships:

- We will develop effective working relationships with leaders, staff, parents and other relevant stakeholders from our local communities.
- In accordance with the duties of our role we will seek to develop effective working relationships with the Principal, staff, parents and the local community.
- We will respect the remit of, and engage constructively with, relevant authorities, sector bodies and other trusts.
- We will work to create an inclusive environment where our contributions are valued equally.
- We will express views openly, courteously and respectfully in all our communications with other members, trustees / governors, 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 will be 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 members and Academy sponsors to ensure the original vison is understood and upheld by the board and senior leadership team.

Respect Confidentiality:

- We will observe complete confidentiality both inside and outside the trust when matters are deemed confidential or where they concern individual staff or pupils or families.
- We will exercise the greatest prudence at all times when discussions regarding Academy business arise outside the AGM, or a board / committee meeting.
- We will practice good ICT security, keep personal data safe and support GDPR compliance.
- We will ensure all electronic communication is 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 ensure confidential papers are held and disposed of appropriately.
- We will not reveal the details of any AGM or board votes.
- We will maintain confidentiality even after we leave office.

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Declare Conflicts of Interest and be Transparent:

- We will declare any pecuniary or other business interest; including those related to people we are connected with; that we have in connection with Academy business in the register of pecuniary and business interests, as soon as we become aware of it.
- We will declare any conflict of loyalty at the start of any meeting should the need arise.
- We accept that the register of pecuniary and business interests will be published on the academy's website.
- Should a conflicted matter arise during a meeting we will offer to leave the meeting for the appropriate length of time.
- 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 board or a committee.

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, or if we believe the Chair has breached this code, another person will be appointed to investigate, such as the Deputy Chair.
- The board will only use suspension or removal as a last resort, after seeking to resolve any difficulties or disputes in more constructive ways.
- We agree that any criminal activity will be, reported to the Police to investigate, and the DfE in accordance with the Academy Trust Handbook.

The Board of Trustees approved this Code of Conduct during the 8th October Away Day.



Signed by
Chair of Trustees / Governors: …….. **Date:** 8th October 2026

BIG CREATIVE ACADEMY
Register of Signing of the Governance Code of Conduct 2026-27

Name	Position	Date Signed
Sonali Bricola	Trustee / Governor	15th Oct 2026
Lee Chalkley	Staff Trustee / Staff Governor	8th Oct 2026
Sherilee Charles	Trustee / Governor	13th Oct 2026
Sacha Corcoran	Trustee / Governor	1st Oct 2026
Gisele Coupe	Parent Trustee / Governor	8th Oct 2026
Sarah Gregory	Trustee / Governor	8th Oct 2026
Lars Hagelmann	Trustee / Governor	18th Oct 2026
Ben Jolly	Sponsor Member	9th Oct 2026
Alexis Michaelides	Sponsor Member	12th Oct 2026
Ian Morton	Sponsor Member / Trustee / Governor	15th Oct 2026
Bazlur Rashid	Trustee / Governor	8th Oct 2026
Martin Rosner	Independent Member	1st Oct 2026
James Salmon	Trustee / Governor	8th Oct 2026
Darren Sital Singh	Trustee / Governor	8th Oct 2026
John Stone	Member / Trustee / Governor	1st Oct 2026
Yolanda Valery Gil	Trustee / Governor	13th Oct 2026

Last Review

Signature: *Mark Shaw*

Governance Professional / Company Secretary

Name: Mark Shaw Date: 19.10.26