



## Members, Trustee and Governor Code of Conduct – 2023\_24

This code sets out the expectations on, and commitment required, from Members, Trustees and Governors, in order for the Members, Board of Trustees and Local Governing Bodies to properly carry out its work within the school/s and the community.

This Code should be read in conjunction with the relevant law, the Trust Articles of Association, agreed Scheme of Delegation, the Trust's Governors Handbook and Conflict of Interest Policy.

Members of the Trust are similar to the 'shareholders' in a company and are responsible for strategic oversight. They also appoint Trustees and must attend an Annual General Meeting.

The Board of Trustees (Governing Board) and Local Governing Bodies (LGB) have the following strategic functions:

### ***(The points shown in bold italics apply to the Local Governing Body)***

Establishing the strategic direction, by:

- setting and ensuring clarity of vision, values, and objectives for the school(s)/Trust;
- ***agreeing the school improvement strategy with priorities and targets;***
- ***meeting statutory duties.***

Ensuring accountability, by:

- appointing the lead executive/Headteacher (where delegated);
- performance managing the lead executive/Headteacher (where delegated);
- ***monitoring the educational performance of the school/s and progress towards agreed targets;***
- ***engaging with stakeholders;***
- ***contributing to school self-evaluation.***

Overseeing financial performance, by:

- setting the budget;
- monitoring spending against the budget;
- ensuring money is well spent and value for money is obtained;
- ensuring risks to the organisation are managed.
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**As individual Members, Trustees or Governors we agree to the following:**

**To operate within this Code of Conduct, abide by equality legislation in the Equalities Act 2010, Public Sector Equality Duty and adhere to the Nolan principles of public life (see appendix 2).**

### **Role & Responsibilities**

- We understand the purpose of the Members, Board of Trustees, the Local Governing Body / Bodies and the role of the Executive Leaders.

- 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 of Trustees or Local Governing Body when we have been specifically authorised to do so.
- We accept collective responsibility for all decisions made by the board or its delegated agents. This means that we will not speak against majority decisions outside the Members, Board of Trustees or Local Governing Body meetings.
- We have a duty to act fairly and without prejudice, and in so far as we have responsibility for staff, we will fulfil all that is expected of a good employer.
- We will encourage open governance and will act appropriately.
- We will consider carefully how our decisions may affect the community and other schools.
- We will always be mindful of our responsibility to maintain and develop the ethos and reputation of our school/group of schools. Our actions within the school and the local community will reflect this.
- In making or responding to criticism or complaints we will follow the procedures established by the Board of Trustees.
- We will actively support and challenge the executive leaders
- We will accept and respect the difference in roles between the board and staff, ensuring that we work collectively for the benefit of the organisation.
- We will respect the role of the executive leaders and their responsibility for the day-to-day management of the organisation and avoid any actions that might undermine such arrangements.
- We agree to adhere to the school's rules and policies and the procedures of the Board of Trustees or Local Governing Body, as set out by the relevant governing documents and law.
- When formally speaking or writing in our governing role we will ensure our comments reflect current organisational policy even if they might be different to our personal views;
- When communicating in our private capacity (including on social media) we will be mindful of, and strive to uphold, the reputation of the organisation.

## **Commitment**

- We acknowledge that accepting office as a Governor/Trustee/Member involves the commitment of significant amounts of time and energy.
- We will each involve ourselves actively in the work of the Board of Trustees or Local Governing Body, and accept our fair share of responsibilities, including service on committees or working groups.
- We will make full efforts to attend all meetings and where we cannot attend explain in advance why we are unable to.
- We will get to know the school/s well and respond to opportunities to involve ourselves in school activities.
- We will visit the school/s, with all visits arranged in advance with the Senior Executive Leader/Headteacher, and undertaken within the framework established by the Board of Trustees or Local Governing Body.
- When visiting the school in a personal capacity (i.e., as a parent or carer), we will maintain our underlying responsibility as a governor/trustee/academy committee member.
- We will consider seriously our individual and collective needs for induction, training and development, and will undertake relevant training.
- We accept that in the interests of open governance, our full names, date of appointment, terms of office, roles on the Board of Trustees or Local Governing Body, attendance records,

relevant business and pecuniary interests, category of governor and the body responsible for appointing us will be published on the school's website.

- In the interests of transparency, we accept that information relating to Governors/Trustees/Academy Committee Members will be collected and logged on the DfE's national database of governors (GIAS – Get information about schools).

### **Relationships**

- We will strive to work as a team in which constructive working relationships are actively promoted.
- We will express views openly, courteously and respectfully in all our communications with other Governors/Trustees/Academy Committee Members, the Trust Governance Officer and Clerk to the Board of Trustees or Clerk to the Local Governing Body, and school staff both in and outside of meetings.
- We will support the chair in their role of ensuring appropriate conduct both at meetings and at all times.
- We are prepared to answer queries from other board members 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 seek to develop effective working relationships with the executive leaders, staff and parents, the Trust, the local authority and other relevant agencies and the community.

### **Confidentiality**

- We will observe complete confidentiality when matters are deemed confidential, or where they concern specific members of staff or pupils, both inside or outside school.
- We will exercise the greatest prudence at all times when discussions regarding school/Trust business arise outside a Members, Board of Trustees or Local Governing Body meeting.
- We will not reveal the details of any Members, Board of Trustees or Local Governing Body vote.
- We will ensure all confidential papers are held and disposed of appropriately.

### **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 or Local Governing Body's business in the Register of Conflict Interests, and if any such conflicted matter arises in a meeting, we will deal with the conflict in line with our Conflict of Interest Policy and offer to leave the meeting for the appropriate length of time.
- We accept that the Register of Conflict Interests will be published on the school/Trust's website.
- We will also declare any conflict of loyalty at the start of any meeting should the situation arise.
- We will act in the best interests of the school as a whole and not as a representative of any group, even if a Member or elected to the Board of Trustees or Local Governing Body.

### **Social Media**

With regard to social media, we will:

- uphold the reputation of the Trust/school at all times;
- maintain a professional presence online and carefully consider how we interact with the Trust/school community;

- review privacy settings regularly to make sure we are happy with the information about us that is publicly available;
- report any incidents of harassment we experience, or see towards Members/Trustees/Governors to the Chair of Board of Trustees/appropriate Chair of Local Governing Body and the Headteacher.

We will not:

- accept friend requests from pupils, and not join any private parent groups associated with the school;
- disclose any information which is confidential or would breach data protection principles;
- make comments online about any Members, Board of Trustees, Local Governing Body or school community;
- post any inappropriate/offensive language, images or comments on social media that may bring us or the school into disrepute.

### **Ceasing to be a Member/Trustee/Governor**

We understand that the requirements relating to confidentiality will continue to apply after a governor/trustee/academy committee member leaves office.

### **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 (Chair of Board of Trustees, in the case of a Trustee, and Chair of the applicable Local Governing Body, in the case of a Governor); they will only use suspension/removal as a last resort after seeking to resolve any difficulties or disputes in more constructive ways.

Should it be the Chair that we believe has breached this code, another Trustee or Local Governing Body member, such as the Vice Chair will investigate. The Trust has a procedure that must be followed if this Code of Conduct is breached. Please contact the Trust's Governance Officer.

**The Marches Academy Trust adopted this Code of Practice on the 21<sup>st</sup> June 2023.** Members, Trustees and Governors will sign and return this form every year. Trustees and Governors can sign the Code at the first full Trustee/Local Governing Body meeting of each school year if they so wish.

Please sign the form below.

**Undertaking:**

**As a Member, Trustee or Governor, I will always have the wellbeing of the children and the reputation of the Trust/school at heart; I will do all I can to be an ambassador for the Trust/school, publicly supporting its aims, values and ethos; I will never say or do anything publicly that would embarrass the schools, the Board of Trustees, Local Governing Body, the Headteachers, or the Marches Academy Trust.**

**I confirm I have no new criminal records (including convictions, bindovers, cautions, reprimands, and judgements) or any pending since my last DBS check was carried out or accepted by the Trust. If this is not the case, I have disclosed full details to the Trust.**

<b>Name</b>	
<b>Signature</b>	
<b>Date</b>	

**Appendix 1 – Eligibility requirements to hold office as a Governor or Trustee**

The following Articles from the Trust’s Articles of Association set out the circumstances where a Trustee or Governor may cease to be a Trustee or Governor or may be disqualified from holding office.

**Disqualification of Trustees**

- 68.** A Trustee must be aged 18 or over at the date of election or appointment. No current pupil or current student of any of the Academies shall be a Trustee.
- 69.** A Trustee shall cease to hold office if they become incapable by reason of illness or injury of managing or administering their own affairs.
- 70.** A Trustee shall cease to hold office if they are absent without the permission of the Trustees from all their meetings held within a period of six months and the Trustees resolve that the Trustee’s office be vacated.
- 71.** A person shall be disqualified from holding or continuing to hold office as a Trustee if:
  - a. they have been declared bankrupt and/or their estate has been seized from their possession for the benefit of their creditors and the declaration or seizure has not been discharged, annulled or reduced; or
  - b. they are the subject of a bankruptcy restrictions order or an interim order.
- 72.** A person shall be disqualified from holding or continuing to hold office as a Trustee at any time when they are 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).

**73.** A Trustee shall cease to hold office if they cease to be a Trustee by virtue of any provision in the Companies Act 2006, or are disqualified from acting as a trustee by virtue of section 178 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).

**74.** A person shall be disqualified from holding or continuing to hold office as a Trustee if they have 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 they were responsible or to which they were privy, or which their conduct contributed to or facilitated.

**75.** Not used.

**76.** Not used.

**77.** A person shall be disqualified from holding or continuing to hold office as a Trustee where they have, at any time, been convicted of a Serious Criminal Offence.

**78.** After the first Academy has opened, a person shall be disqualified from holding or continuing to hold office as a Trustee if that person does not provide the Chair with a criminal records certificate at an enhanced disclosure level under section 113B of the Police Act 1997 or if such a certificate discloses information which the Chair considers would make that person unsuitable for their role. If a dispute arises as to whether a 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.

**78A** A person (including the Chair) shall be disqualified from holding or continuing to hold office as a Trustee if that person:

- a. refuses to consent to any checks required by the Secretary of State under the provisions of the Funding Agreement, the Education (Independent School Standards) Regulations 2014 or otherwise; or
- b. is found to be unsuitable to be a Trustee by the Secretary of State under the provisions of the Funding Agreement or the Education (Independent School Standards) Regulations 2014.

**79.** Where, by virtue of these Articles a person becomes disqualified from holding, or continuing to hold office as a Trustee; and they are, or are proposed, to become such a Trustee, they shall upon becoming so disqualified give written notice of that fact to the Clerk.

#### **Disqualification of those on committees including Local Governing Bodies**

**80.** Articles 68 to 74, Articles 77 to 78, Article 79 and Articles 97 to 98 also apply to any member of any committee or delegate of the Trustees including a Local Governing Body who is not a Trustee.

## **Appendix 2 – The Seven Principles of Public Life (Nolan principles)**

The Seven Principles of Public Life outline the ethical standards those working in the public sector are expected to adhere to and apply to anyone who works as a public office-holder.

### **1. Selflessness**

Holders of public office should act solely in terms of the public interest.

### **2. Integrity**

Holders of public office must avoid placing themselves under any obligation to people or organisations that might try inappropriately to influence them in their work. They should not act or take decisions in order to gain financial or other material benefits for themselves, their family, or their friends. They must declare and resolve any interests and relationships.

### **3. Objectivity**

Holders of public office must act and take decisions impartially, fairly and on merit, using the best evidence and without discrimination or bias.

### **4. Accountability**

Holders of public office are accountable to the public for their decisions and actions and must submit themselves to the scrutiny necessary to ensure this.

### **5. Openness**

Holders of public office should act and take decisions in an open and transparent manner. Information should not be withheld from the public unless there are clear and lawful reasons for so doing.

### **6. Honesty**

Holders of public office should be truthful.

### **7. Leadership**

Holders of public office should exhibit these principles in their own behaviour and treat others with respect. They should actively promote and robustly support the principles and challenge poor behaviour wherever it occurs.