



## Director Code of Conduct Policy

Adopted by the Board of Directors: Sept 25

### School Mission Statement

***“To create and sustain, with God’s help, a learning, caring and serving community where all people are valued for who they are and who they may become in the light of Jesus Christ.”***

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## 1. Aims, scope and principles

This policy aims to set and maintain standards of conduct that we expect all Directors to follow. By creating this policy, we aim to ensure that Directors carry out their role with honesty and integrity, and help us to ensure our school is an environment where everyone is safe, happy and treated with respect.

The code is based on *the [Governance Handbook](#) and the [Academy Trust Handbook](#)*. It should be read alongside our constitutional documents (e.g. our articles of association, standing orders and any scheme of delegation). Failure to follow the code of conduct may result in disciplinary action being taken, as set out in the appendix.

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

## 2. The 7 Nolan principles of public life

*As Directors, we will follow these [principles](#) set out by the government at all times. They apply to anyone who holds a public office:*

- **Selflessness** – *we will act in the public interest*
- **Integrity** – *we will not act or take decisions to gain financial or other material benefits for ourselves, our family, or our friends. We will declare any conflict of interests*

- **Objectivity** – we will act and take decisions impartially, fairly, and on merit. We will use the best evidence and avoid discrimination or bias
- **Accountability** – we understand that we are accountable to the public for our decisions and actions. To make sure of this, we will be scrutinised where necessary
- **Openness** – we will act and take decisions openly and transparently. We will not withhold information from the public unless there are clear and lawful reasons for doing so
- **Honesty** – we will be truthful
- **Leadership** – we will actively promote and support the above principles and will challenge poor behaviour wherever it happens

### 3. Directors' responsibilities

The 3 functions of our board are to:

- 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

In order to do this effectively, as individuals we will:

- Understand and respect the distinction between the [role and responsibilities of the board](#) and those of the executive leadership
- Set and maintain an ethos of high expectations for everyone in the community of every school, including in the conduct and the professionalism of the board itself
- Promote equity and diversity throughout our organisation, including the board's operation
- Preserve and develop the character and religious ethos of the trust
- Not undermine fundamental British values, including democracy, the rule of law, individual liberty and mutual respect, and tolerance of those with different faiths and beliefs
- Operate and make decisions in the best interests of pupils, informed by the views and needs of our key stakeholders (pupils, parents, staff, local communities and the local authority/authorities)
- Follow the trust's policies and procedures, and the procedures of the board as set out in relevant legislation, statutory guidance, and the trust's constitutional documents
- Take responsibility for our [self-evaluation](#), regularly reviewing our board's performance, constitution and skillset
- Take part in any [training or development](#) required to fill any gaps in the skills we need for effective governance
- Understand that where responsibility has been delegated, the board as a whole remains accountable and that important decisions relating to core functions will be made by the full board
- Comply with relevant guidance and legislation, and our funding agreement, which sets out how we must manage our trust's money, and procure goods and services
- Act with integrity and transparency when making financial decisions, and understand that our financial management and decision-making will be scrutinised and audited
- Declare all gifts and record them on the gifts and hospitality register. We will not accept bribes
- We will work to actively identify and manage risks to the trust

### 4. Working with others

We will:

- Support and strengthen trust leadership by providing constructive challenge to leaders, and holding them to account
- Respect the role of the executive and school leadership teams, and avoid [routine involvement in operational matters](#)
- Respect each other's views

- *Work together as a board to develop effective relationships with stakeholders*
- *[Engage meaningfully with the communities we serve](#) and understand that we are answerable to these stakeholders*
- *Follow the [Equality Act 2010](#), and apply the principles of fairness and equity in everything we do*

## 5. Commitment to governance

*We:*

- *Will attend all meetings where possible. Where we cannot attend, we will explain our valid reason and give suitable notice*
- *Understand and accept the time and workload commitments of the role*
- *Understand that work should be shared among members and that all Directors are expected to take an active role*
- *Will [prepare ahead of meetings](#) to ensure we make informed contributions*
- *Will participate in regular [pre-arranged school visits](#) in accordance with our trust policies*
- *Will attend any training or development activity needed to ensure the board has a wide range of skills and expertise*

## 6. Openness and transparency

### **Conflicts of interest**

*To make sure our board takes impartial decisions without bias, we will:*

- *Publish an up-to-date register of business and pecuniary interests of all Directors*
- *Declare any potential conflicts of interest at the beginning of each meeting, and withdraw from the meeting for the relevant item of business and not vote on the matter.*
- *Publishing information*

To ensure our board is transparent and open to the communities we serve, we will make certain information publicly available.

- We accept that the following [information will be published on the school's website](#) to ensure transparency:
  - The structure and remit of the members, board of directors, committees and local governing bodies (where applicable), and the full name of the chair of each one (where applicable)
- For each **member** who has served at any point over the past 12 months:
  - Their full name
  - Their date of appointment
  - The date when they stepped down, if applicable
  - Their relevant business and pecuniary interests (including governance roles in other educational institutions)
- For each **Director** (where applicable) who has served at any point over the past 12 months:
  - Their full name
  - Their date of appointment
  - Their term of office (Directors and directors only)
  - The date they stepped down (where applicable)
  - The body that appointed them (Directors and directors only)
  - Their relevant business and pecuniary interests
  - Their attendance record over the last academic year (only for Directors at board and committee meetings, and directors at local governing body meetings)

- We accept that the information about members, directors and directors will be published on [Get information about schools](#)
- [We accept that the board may collect diversity data to publish on the school website, which could include information on any of the 9 protected characteristics in the Equality Act 2010](#)
  - We understand that providing this information is voluntary and if we have already provided this information we are able to request it be removed from any reporting
- We accept that the information about directors and directors will be published on [Companies House](#)
- We accept that the approved board and committee minutes and any agenda and papers considered at a meeting will be [made available to any interested person](#)

## 7. Confidentiality

In the course of our role, we are sometimes privy to sensitive information. *We will [observe confidentiality](#) when discussing this information, and will not publicly disclose:*

- Information about sensitive matters
- Information about named individuals (such as staff, pupils and their parents/carers)
- Details of individual Directors' contributions in meetings or how they may have voted

Confidential information will never be:

- Disclosed to anyone without the relevant authority
- Used to humiliate, embarrass or blackmail others
- Used for a purpose other than what it was collected and intended for

Our commitment to confidentiality does not overrule our duty to report child protection concerns to the appropriate channel where we believe a child is at risk of harm.

*We will continue to observe confidentiality after we have left office.*

## Breaches of confidentiality

*In the event of a breach of confidentiality, we will inform the chair as soon as possible who will investigate the matter further.*

*Directors understand that if they breach confidentiality, they may be suspended or removed.*

## 8. Data protection

We will follow the trust's information security processes and measures and data protection policy (if applicable) when [using, storing, sharing and disposing of personal data](#).

Our commitment to data protection does not overrule our duty to report child protection concerns to the appropriate channel where we believe a child is at risk of harm.

## Personal data breaches

We will inform the trust's data protection officer immediately if we believe there has been a personal data breach.

## 9. Social media

We will:

- Uphold the reputation of the trust at all times
- Maintain a professional presence online and carefully consider how we interact with our schools' communities
- 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 Directors, to the Chair and the executive leadership

We will **not**:

- Accept friend requests from pupils and not join any private parent/carers groups associated with the trust or any of our schools without prior consent from the SLT.
- Disclose any information which is confidential or would breach data protection principles
- Make comments online about any members of the board of Directors or school communities
- Post [any inappropriate/offensive language, images or comments on social media](#) that may bring us or the trust into disrepute

## **10. Monitoring arrangements**

This code of conduct will be reviewed and agreed annually, upon significant changes to the law, or as needed. It will be ratified by the full board of Directors.

## **11. Links with other policies**

This policy links with our policies on:

- Safeguarding
- Gifts and hospitality
- Online-safety
- Data protection

## Appendix 1: breaches of the code of conduct

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

- A member of the board will investigate
- A member of the board will hold a meeting with the director to discuss the issue. The director can bring a friend to the meeting. Another director 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 director
  - Making sure the director withdraws from votes connected to any disputes they have been involved in

If there is no improvement in the director'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.

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

- A director will investigate
- A director will hold a meeting with the director to discuss the issue. The director can bring a friend to the meeting. Another director 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 director to reset expectations, based on this code of conduct
  - Support, mentoring or training for the director
  - Making sure the director withdraws from votes connected to any disputes they have been involved in

**Directors** may be **removed** if they:

- Have acted in a way that is inconsistent with the professional ethos of the board of Directors (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 academy trust or the office of the director 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

'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.