



Governance Code of Conduct

The Code of Conduct applies to all Members, Trustees and Local Governors and sets out the conduct expected during their tenure in office.

The Code should be read alongside the Trust's constitutional documents, including the Articles of Association, Scheme of Delegation, Trust Policies and Procedures etc.

Where a conduct issue arises and a Member, Trustee or Local Governor is in breach of the code of conduct, this could result in disciplinary action being taken, as set out in Appendix 1.

Please note that where a situation arises that is not explicitly covered by this code, the relevant Board will use their judgement in dealing with any misconduct issue, and act in the best interests of the Trust and/or individual school.

The Seven Principles of Public Life (The Nolan Principles)

All Members, Trustees and Local Governors will abide by the [Seven Principles of Public Life](#) at all times, during their tenure in office.

The principles apply to anyone holding a public office and include:

- **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

In line with the Nolan principles, all Members, Trustees and Local Governors will apply the highest standards in office and will ensure they:

1. Act within the powers delegated to them, in line with the Scheme of Delegation.
2. Promote the success of the Trust and academies.
3. Exercise independent judgement.
4. Exercise reasonable care, skill and diligence.
5. Avoid conflicts of interest.
6. Not accept benefits from third parties

7. Declare interests in respect of proposed transactions or arrangements.

Roles and Responsibilities

1. We accept that our role is strategic and so will focus on our core purpose rather than involve ourselves in day-to-day management.
2. We will fulfil our role and responsibilities as set out in our Scheme of Delegation and adhere to all relevant legislation, including guidance from Government, DfE or ESFA.
3. We will develop, share and live the ethos and values of our Trust and individual academies.
4. We agree to adhere to Trust policies and procedures.
5. We shall fully cooperate with individual requests that are necessary to ensure organisational compliance, such as disclosure and barring or right to work checks.
6. We will work collectively for the benefit of the Trust and its academies.
7. We will be candid but constructive and respectful when holding senior leaders to account.
8. We will consider how our decisions may affect the Trust, individual academies and local communities we serve.
9. We will stand by the decisions that we make as a collective.
10. 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.
11. We will only speak or act on behalf of the Trust Board or Local Governing Body if we have the authority to do so.
12. We will fulfil our responsibilities to school staff, ensuring a safe working environment, support for their wellbeing, and acting fairly and without bias.
13. When making or responding to complaints, we will follow the Trust Complaint Policy and associated procedures.
14. We will strive to uphold the reputation of the Trust and individual academies in our private communications (including on social media).
15. We will have regard to our responsibilities under The Equality Act and will work to advance equality of opportunity for all.
16. We will act as local ambassadors for our Trust and its academies.
17. We will 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
18. We will fulfil our responsibilities as a good employer, acting fairly and without prejudice.
19. We will act with integrity and transparency when making financial decisions, and understand that our financial management and decision-making will be scrutinised and audited.
20. We will declare all gifts in line with the Trust's Gifts and Hospitality Policy and record them on the gifts and hospitality register.
21. We will not accept bribes.
22. We will work to actively identify and manage risks to the Trust and its academies.

Commitment to the Role

1. We will involve ourselves actively in the work of the Board we sit on and accept our fair share of responsibilities, serving on committees or working groups where required.

2. We will make every effort to attend all meetings and where we cannot attend explain in advance why we are unable to.
3. We will strive to attend a minimum of 75% of meetings, where possible.
4. We will arrive at meetings prepared, having read all papers in advance, ready to make a positive contribution and observe protocol.
5. We will get to know the school/s well and welcome opportunities to be involved in school activities.
6. When visiting academies, we will make arrangements with relevant staff in advance and observe Trust/school and Board protocol.
7. When visiting a school in a personal capacity (for example, as a parent or carer), we will continue to honor the commitments made in this code.
8. 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.

Build and Maintain Relationships

1. We will develop effective working relationships with fellow Board members, leaders, staff, parents and other relevant stakeholders from our local communities.
2. We will express views openly, courteously and respectfully in all our communications with board members and staff both inside and outside of meetings.
3. We will work to create an inclusive environment where each board member's contributions are valued equally.
4. We will support the chair in their role of leading the Board and ensuring appropriate conduct.
5. Those governing at local level will champion the voices of the school community and stakeholders.
6. Those governing at local level will establish effective working relationships with Trustees.
7. Trustees will engage with and be accountable to those governing at local level.
8. Trustees will respect the remit of, and engage constructively with, relevant authorities, sector bodies and other Trusts.

Confidentiality

1. We will observe complete confidentiality both inside and outside of the Trust when matters are deemed confidential or where they concern individual staff, pupils or families.
2. We will not reveal the details of any Governing Board vote.
3. We will ensure all confidential papers are held and disposed of appropriately.
4. We will maintain confidentiality even after we leave office.

Conflicts of Interest

1. 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.
2. We will also declare any conflict of loyalty at the start of any meeting should the need arise.
3. 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.

4. We accept that the Register of Business Interests will be published on the Trust and academy websites.
5. We will act as a Board and/or committee member; not as a representative of any group.
6. We accept that in the interests of open governance, our full names, date of appointment, terms of office, roles on the Board, attendance records, relevant business and pecuniary interests, category of governor/trustee and the body responsible for appointing us will be published on the Trust and academy websites.
7. 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.

Breach of the Code of Conduct

1. If we believe this code has been breached, we will raise the issue with the Chair of the respective Board who will investigate. Any issues or disputes should be resolved constructively, through open dialogue where possible and only serious breaches, as outlined in Appendix 1 should be considered as grounds for suspension or removal from office.
2. Should it be the Chair that we believe has breached this code, another person such as the Vice-chair may be appointed to investigate. Alternatively, the Chair of another Board or other appropriate person may be appointed to lead the investigation.
3. We understand that where suspension or removal from office is proposed, this shall be considered at a meeting of the relevant Board. If proven and upheld by a majority, this may lead to consideration of suspension, or in some circumstances, removal from office.
4. In taking the decision to suspend or remove a Member, Trustee or Local Governor from office, we will follow a process as set out in Appendix 1.

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Appendix 1

Removal or Suspension of a Member, Trustee or Local Governor

The procedure to remove or suspend a Board member should not be used to address minor breaches of the Code of Conduct. Minor breaches should be addressed swiftly by the Chair of the Board in dialogue with the person alleged to have made the breach.

Where a serious breach of the Code of Conduct has been identified, the relevant Board may by resolution suspend or remove a fellow Board member from office.

Where a decision to suspend is reached, this is for a fixed period of up to 6 months. The length of the sanction may vary, depending on the seriousness of the breach.

Removal or suspension from office is a sanction rarely deployed, reserved for the most serious breaches and usually made on one or more of the following grounds:

1. That the Trustee or Local Governor, being a person paid to work at the school, is the subject of disciplinary proceedings in relation to his/her employment.
2. That the Member, Trustee or Local Governor is the subject of proceedings in any court or tribunal, the outcome of which may be that he/she is disqualified from continuing to hold office.
3. That the Member, Trustee or Local Governor is in breach of any of the provisions of this Code of Conduct which has or could, bring their office, the Board, trust or individual school into disrepute.
4. That the Member, Trustee or Local Governor has acted in a way that is inconsistent with the ethos and values of the Trust and family of academies and has brought or is likely to bring the school or the Trust or their own office into disrepute.
5. That the Member, Trustee or Local Governor is in breach of their duty of confidentiality to the Trust, any school in the Trust or to any member of staff or pupil.

The following procedure will be followed, where an allegation of a Breach of the Code of Conduct is made and the Board are asked to consider suspension or removal from office:

1. Should a Board member wish to raise an allegation of a breach of the Code of Conduct, which falls within the scope for removal or suspension from office, they should do so in writing, submitting this to the Governance Professional.
2. The Governance Professional will pass the allegation to an appropriate Investigating Officer. This will typically be:

Board	Investigating Officer		
	Preferred	Alternative 1	Alternative 2
Board of Members	Chair	Vice-chair	Chair of Trustees or Independent
Board of Trustees	Chair	Vice-chair	Member (Chair or Vice-chair)
Local Governing Bodies	Chair	Vice-chair	Trustee (Chair or Vice-chair)

3. The Investigating Officer will gather all relevant information and facts from all parties. On completion of their investigation, they will notify the Governance Professional, and an Extraordinary Meeting of the relevant Board will be convened to consider the case.

4. The item of business to consider a breach of the Code of Conduct against a named governor will be listed on the meeting agenda, circulated to all parties 7-days before the meeting date, alongside the Investigating Officer's report and supporting appendices.
5. The Board will appoint a meeting Chair. If the Chair of the Board is the Investigating Officer, the Vice-chair will Chair the meeting, so as to avoid any perceived conflict of interest. If the Vice-chair is not available, another Board member will be appointed as Chair.
6. The Member, Trustee or Local Governor who is alleged to have breached the Code of Conduct will also have the opportunity to share a statement with the Board, in advance of the meeting.
7. The Board will invite the Investigating Officer to deliver their report and findings, asking any questions for clarification.
8. The Board will then invite the Board member alleged to have breached the Code of Conduct to make representations, asking any questions for clarification.
9. The Investigating Officer and Board member alleged to have breached the Code of Conduct will leave the meeting, allowing the Board to deliberate and reach a decision in respect of:
 - Whether the allegation is proven or not
 - If proven, the sanction to apply:
 - Letter from the Chair reminding the Board member about the conduct expected
 - A suspension from office (for a period up-to 6-months)
 - Removal from office
10. After deliberation, the Board will invite the Investigating Officer and Board member alleged to have breached the Code of Conduct back into the meeting, so that their decision can be relayed.

The Governance Professional will confirm the outcome in writing.