



Code of Conduct for Governors

This policy was adopted on	July 2024
The policy is to be reviewed on	July 2028

This code sets out the expectations on, and commitment required from, governors and directors in order for the governing board to properly carry out its work within the school and the community. It can be amended to include specific reference to the ethos of the particular school.

Upholding the objects of the Company

Governors working at all levels with the Trust governance structure have a duty to uphold the Objects of the Company (Thinking Schools Academy Trust) stated in the Articles of Association, principally:

- 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 mainstream academies, alternative provision academies, 16 – 19 academies, and special academies offering a broad and balanced curriculum.
- Providing childcare facilities and adult training to develop the capacity and skills of parents-to-be and parents with children primarily but not exclusively under five in such a way that they are better able to identify and help meet the needs of children.
- To promote for the benefit of the inhabitants of the areas where the Academies are established and its surrounding area the provision of facilities for recreation or other leisure time occupation of individuals who have need of such facilities by reason of their youth, age, infirmity or disablement, financial hardship or social and economic circumstances, or for the public at large in the interests of social welfare and the object of improving the condition of life of the said inhabitants.

Core Strategic Functions of Governance within the Trust Board of Directors and Regional Governing Boards

1. Establishing the strategic direction by:

- a. Setting the vision, values and objectives for the Trust;
- b. Agreeing the Academy Improvement Strategy with priorities and targets;
- c. Meeting statutory duties.

2. Ensuring accountability by:

- a. Appointing the Executive Leaders;
- b. Monitoring the education performance of the academies and progress towards targets;
- c. Performance managing the Executive Leaders;
- d. Engaging with stakeholders;
- e. Contributing to Academy self-evaluation.

3. Ensuring financial probity by:

- a. Setting the budget;
- b. Monitoring spending against the budget;
- c. Ensuring value for money is obtained;
- d. Ensuring risks to the organisation are managed.

4. Ensuring that other key players with a stake in the organisation get their voices heard by:

- a. Gathering the views of pupils, parents and staff and reporting on the results;
- b. Reaching out to the Academies' wider communities and inviting them to play their part;
- c. Using the views of stakeholders to shape the Academy's culture and the underpinning strategy, policies and procedures.

Being an effective member Governor

In order to carry out their role effectively, governors and directors must be:

- Prepared and equipped to take their responsibilities seriously;
- Acknowledged as the accountable body by the lead professionals;
- Supported by the appropriate authorities in that task;
- Willing and able to monitor and review their own performance;
- Supportive of the ethos and distinctiveness of the Trust.

As individual Governors we agree to the following:

Role & Responsibilities

- We understand the purpose of the board and the role of the senior staff within the organisation.
- 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 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 board meeting.
- 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. Our actions within the school and the local community will reflect this.
- In making or responding to criticism or complaints affecting the school we will follow the procedures established by the board.
- We will actively support and challenge the executive leaders.
- We will accept and respect the difference in roles between the Trust 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 Trust's rules and policies and the procedures of the Trust Board 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.
- We will avoid, as far as possible, becoming involved in any communication which may lead to a conflict of interest with the role of the governing board.

Commitment

- We acknowledge that accepting office as a governor/director involves the commitment of significant amounts of time and energy.
- We will each involve ourselves actively in the work of the board, 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 make full efforts to access, read and reply where required in a timely manner on Trust emails
- We will get to know the Trust well and respond to opportunities to involve ourselves in Trust activities.
- We will consider seriously our individual and collective needs for training and development, and will undertake relevant training.
- We will visit the academies within the Trust with all visits arranged in advance with the Director of Education or Head teacher and undertaken within the framework established by the Governing Board.
- We accept that our full names, date of appointment, terms of office, roles on the Governing Board, attendance records, relevant business and pecuniary interests will be published on the Trust's website.

- We accept that information relating to directors will be collected and logged on the DfE's national database of governors (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/directors.
- 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 governors 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 various stakeholders of the Trust.

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 Trust business arise outside a board meeting.
- We will not reveal the details of any board vote.
- We will ensure that we use an individual confidential email address when sending and receiving information relating to the business of the Governing Board or Board of Directors.
- 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 governing board's business in the Register of Business Interests, and if any such conflicted matter arises in a meeting, we will offer to leave the meeting for the appropriate length of time.
- 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 Trust as a whole and not as a representative of any group, even if elected to the body.

Parent & Staff Governors

- Parent Governors understand that they act as any other governor does. They are there to represent the interests of the trust and all its pupils and not to promote the interests of their own child or the interests of other parents' children
- Staff Governors understand that they act as any other governor does. They are there to represent the interests of the trust and all its pupils and staff and not to promote their personal interests.

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; the board 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 governor, such as the vice chair will investigate.

Meetings Charter

Individual Governors or Directors do not have individual authority within the Trust, rather the decisions of the Board as a whole that carry authority.

If a governing board is to carry out its functions well, its meetings are crucial. Governors and Clerks are expected to subscribe to the following meetings charter in order that informed, collective decisions can be reached.

As a governor I expect:

- People to attend regularly and be punctual.
- An agenda and relevant documents to reach me at least seven days before every meeting.
- An agenda that makes clear the purpose of each item.
- A Chair who keeps to the agenda, paces the meeting to that time is given to each matter in proportion to its importance, draws on all members for contributions and keeps discussions to the point.
- My contribution to be heard and others to contribute to the discussion.
- The decision-making process to be clear.
- Governors to work together.
- Governors to take collective responsibility for decisions.
- Minutes that summarise views succinctly, record decisions accurately and are made available, in draft form, soon after each meeting.

Others can expect me to:

- Attend regularly and be punctual.
- Read the agenda, minutes and other papers before the meeting and note items I want to say something about.
- Bring my papers/access to papers to the meeting.
- Make relevant and positive contributions.
- Listen carefully to what others say.
- Accept my share of collective responsibility, even for those decisions I do not personally agree with.

Governors will be aware of and adhere to 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 - Holders 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.