

# Code of Conduct for Members, Directors, Trustees and Governors.



Endeavour  
Schools Trust

Signed: *Karen Humley*  
Chair of the Trust

Date: July 2019

Planned Review Date: July 2022

The Board of Directors and its committees are accountable bodies within the Trust. They are responsible for the conduct of the Central Office and all schools and academies within the Trust and for promoting high standards. The Trust Board aims to ensure that children are attending a successful school or academy which provides them with a good education and supports their well-being. This Code sets out the expectations and commitment required from Members, Directors, Trustees and Governors in order for the Trust to properly carry out its work within the schools and academies in the Trust and the community.

**The Directors/Trustees of the Trust have the following strategic functions, some which may be delegated to Governors in accordance with the Scheme of Delegation.**

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 Executive Headteacher/CEO and Headteachers (where delegated)
- Monitoring the educational performance of the schools and academies in progressing towards agreed targets
- Performance managing the Executive Headteacher/CEO and Headteachers (where delegated)
- Engaging with stakeholders
- Contributing to Trust and individual 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

## As individuals we agree to the following:

### Role & Responsibilities

- We understand the purpose of the Trust Board, its committees (including local governing bodies) and the role of the executive leaders.
- We understand if acting as a **Member** of the Trust we may be held responsible up to the limit in the Articles of Association, were the Trust to go bankrupt.
- We understand our responsibilities in terms of delegated powers in accordance with the Trust Articles of Association and Scheme of Delegation.
- 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 governing board when we have been specifically authorised to do so.
- We accept collective responsibility for all decisions made by the Trust, it's committees and its delegated agents. This means that we will not speak against majority decisions outside of 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 schools 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 Directors.
- 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 Trust as set out by the relevant governing documents and law
- When formally speaking or writing in our 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 follow the Nolan Seven Principles of Public Life (Appendix A)

## Commitment

- We acknowledge that accepting office as a **Member, Director, Trustee** or **Governor** involves the commitment of significant amounts of time and energy.
- We will each involve ourselves actively in the work of the work of the board(s) we are elected/co-opted to serve and accept our fair share of responsibilities, including service on sub-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 in accordance with the Articles of Association and follow the process for proxy voting if appropriate according to the Articles.
- We will consider seriously our individual and collective needs for training and development, and will undertake relevant training.
- Governors will get to know the school/academy well and respond to opportunities to involve themselves 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 Directors.
- When visiting the school in a personal capacity (i.e. as a parent or carer), we will maintain our underlying responsibility as a **Member, Director, Trustee** or **governor**.
- We accept that in the interests of open governance, our full names, date of appointment, terms of office, roles, attendance records, relevant business and pecuniary interests, category of governor and the body responsible for appointing us will be published on the Trust/school/academy website that we serve in accordance with the requirements of regulatory bodies.
- In the interests of transparency, we accept that information relating to **Members, Directors, Trustees** and **Governors** will be collected and logged on the DfE's national database of governors (Get information about schools) in accordance with the requirements of regulatory bodies.

## 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 clerk to the governing board 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 across the Governing Bodies in the Trust, 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 governing board meeting being mindful of the section relating to roles and responsibilities within this code of conduct.
- We will not reveal the details of any governing board 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 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 accept that the Register of Business 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 elected to the governing board.

## Ceasing to be a governor/trustee/academy committee member

- 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; the governing 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 governing board member, such as the vice chair will investigate.
- We understand the process for suspension (Appendix B)

## APPENDIX A – 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.

**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.

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

**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.

**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.

**Honesty** – Holders of public office should be truthful

**Leadership** – Holders of public office should exhibit these principles in their own behaviour. They should actively promote and robustly support the principles and be willing to challenge poor behaviour wherever it occurs.

## APPENDIX B – Process for Suspension

Subject to the following paragraphs the Trust Board may by resolution suspend a **Member, Director, Trustee, Governor** for all or any meetings within the Trust, for a fixed period of up to 6 months on one or more of the following grounds: -

- (a) That the person, being a person paid to work within the Trust, is the subject of disciplinary proceedings in relation to his/her employment;
- (b) That the person is the subject of proceedings in any court or tribunal, the outcome of which may be that he is disqualified from continuing to hold office as a governor under the Articles of Association;
- (c) That the person is in breach of any of the provisions of this code of conduct which the Trust Board believes has, or could, bring the Trust into disrepute;
- (d) That the person has acted in a way that is inconsistent with the ethos or with the religious character of the Trust and has brought or is likely to bring the Trust or one of its schools into disrepute;
- (e) That the person is in breach of his duty of confidentiality to the Trust or to any member of staff or to any pupil within the Trust

A resolution to suspend a **Member, Director, Trustee, or Governor** from office shall not have effect unless the matter is specified as an item of business on the agenda for the meeting of which notice has been given in accordance with the articles of association.

Before a vote is taken on a resolution to suspend, the Director proposing the resolution shall at the meeting state their reasons for doing so. The person who is the subject of the resolution shall then be given the opportunity to make a statement in response before withdrawing from the meeting.

Nothing in this regulation shall be read as affecting the right of a **Member, Director, Trustee or Governor** who has been suspended to receive notices of, agendas, reports and other papers or meetings during the period of their suspension.