



# Members/Directors/ Advisors Code of Conduct

Version 2

**This policy applies to all NCLT institutions.**



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## Statement of intent

At NCLT, we recognise and value the effort taken by Members/Directors/Advisors who contribute towards our Trust. We encourage your assistance and acknowledge that many college/school activities and processes would be at risk if it were not for your help. As a result, we want to make sure that your time spent as part of the governing boards is productive and enjoyable.

Members/Directors/Advisors must ensure that they meet the following core strategic functions:

- Certifying the strategic direction of the Trust by:
  - setting and ensuring a clear vision, values, and objectives (Board of Directors);
  - establishing the individual college/school improvement strategies, determining priorities and setting targets (Board of Directors/Advisory Groups);
  - complying with all statutory duties (Members, Board of Directors/Advisory Groups).
- Ensuring accountability by:
  - appointing a CEO who is fit for purpose (Board of Directors);
  - monitoring the colleges/schools educational performance and progress towards set targets (Board of Directors and Advisory Group);
  - reviewing the performance of the CEO (Board of Directors);
  - communicating with stakeholders (Board of Directors/Advisory Groups);
  - contributing to college/school self-evaluation (Board of Directors/Advisory Groups);
- Managing financial performance by:
  - establishing the budget and monitoring spending against this budget (Board of Directors);
  - ensuring money is well spent and represents value for money (Board of Directors/Advisory Group for Pupil Premium and PE spend);
  - managing risks to the college/school (Board of Directors).

This policy outlines what is expected from Members/Directors/Advisors, and sets out the code of conduct, which all Members/Directors/Advisors are required to comply with.

Signed by ..... *D.H. Heritage* ..... (Chair of the Board of Directors)

Date .....06.02.2023.....

## **1.0 Legal Framework**

1.1 This policy has due regard to all relevant legislation including, but not limited to, the following:

- The Children Act 1989
- The Children Act 2004
- The Education Act 2011
- The Childcare (Disqualification) and Childcare (Early Years Provision Free of Charge) (Extended Entitlement) (Amendment) Regulations 2018
- The Childcare Act 2006
- Protection of Freedoms Act 2012
- The Data Protection Act 2018
- The General Data Protection Regulation (GDPR)
- The School Governance (Constitution) (England) Regulations 2012
- Health & Safety at Work Act 1974

1.2 This policy also has due regard to guidance including, but not limited to, the following:

- DfE (2020) 'Governance handbook'
- DfE (2022) 'Keeping children safe in education'
- DfE (2022) 'Academies Trust handbook'
- DfE (2018) 'Disqualification under the Childcare Act 2006'

1.3 This policy operates in conjunction with the following Trust policies:

- Safeguarding and Child Protection Policy
- Single Equality Scheme
- Health and Safety Policy
- Behaviour and Attendance Policy
- Whistleblowing Policy
- Performance Management and Remuneration Policy
- Data Protection Policy
- Disciplinary Procedures Policy
- Complaints Policy
- Grievances Procedure Policy
- Financial Regulations

## **2.0 Roles and Responsibilities**

2.1 The Members/Directors/Advisors are responsible for determining, monitoring and keeping under review the policies, plans and procedures of the Trust and its colleges/schools.

2.2 The Board of Directors have three core strategic functions: to ensure accountability, establish the strategic direction of the Trust and to ensure financial probity.

- 2.3 Members/Directors/Advisors accept that they have no legal authority to act individually, except when they have been given delegated authority to do so.
- 2.4 Members/Directors/Advisors will only speak on behalf of the board when they have been specifically authorised to do so.
- 2.5 Members/Directors/Advisors will not speak against majority decisions outside the board meeting.
- 2.6 Members/Directors/Advisors will:
- Act fairly and without prejudice.
  - Encourage open governance.
  - Accept collective responsibility for decisions made by the Board of Directors.
  - Be mindful of their responsibility to maintain and develop the ethos and reputation of the Trust.
  - Consider how decisions may affect the communities in which we work.
  - Actively support and challenge the leadership of the Trust.
  - Follow the procedures established by the Board of Directors
- 2.7 Under no circumstances will Members/Directors/Advisors speak about discussions or decisions outside of board meetings.
- 2.8 The Members/Directors/Advisors will fulfil their duty as an employer, acting in a manner that is expected of a good proprietor.
- 2.9 Members/Directors/Advisors will respect the role of the CEO and senior leaders and their responsibility for the day-to-day management of the organisation, never acting in a way that could undermine such arrangements.
- 2.10 Members/Directors/Advisors will adhere to the Trust's rules and policies, and the procedures of the board in accordance with the relevant documents and law.
- 2.11 When formally speaking or writing in a governing role, Members/Directors/Advisors will ensure their comments reflect current organisational policy even if they might be different to personal views.

### **3.0 Confidentiality**

- 3.1 When matters discussed between Members/Directors/Advisors are deemed confidential, or where they concern specific members of staff or students/pupils, complete confidentiality will be observed both inside and outside of the Trust.
- 3.2 Members of the board partaking in discussions regarding Trust business outside of board meetings will exercise the greatest prudence at all times.

- 3.3 The details of a board vote will be recorded within the minutes, but should not be revealed outside of the board meeting.
- 3.4 Members/Directors/Advisors accept and consent that in the interest of open and transparent governance, their names, dates of appointment, terms of office, roles, attendance records and any business/pecuniary interests they have, will be published on the Trust website.
- 3.5 Members/Directors/Advisors understand that the requirements relating to confidentiality will continue to apply after a Members/Directors/Advisors leaves office.
- 3.6 In the interests of transparency, Members/Directors/Advisors accept and consent to information relating to them, as members of the governing boards, being logged on Get information about schools (GIAS) – the DfE’s national database. This information is given by Members/Directors/Advisors on a voluntary basis but in doing so Members/Directors/Advisors should understand that any information provided to the governing board must be shared with the Secretary of State via GIAS.

#### **4.0 Data Protection**

- 4.1 Under the Data Protection Act 2018, accountability is a data protection principle, which makes boards responsible for complying with the GDPR and states that Members/Directors/Advisors must be able to demonstrate compliance.
- 4.2 To meet this requirement, the Board of Directors will ensure that appropriate technical and organisational measures are in place across the Trust to protect any data that it holds.
- 4.3 The Board of Directors are responsible for the Trust’s overall compliance with the data protection regulations.
- 4.4 All Members/Directors/Advisors will receive comprehensive data protection training at least every 2 years.
- 4.5 Members/Directors/Advisors will be familiar with, and act in accordance with, the Trust’s Data Protection Policy, conducting reviews with the assistance of the CEO and the Data Protection Officer.

#### **5.0 Commitment**

- 5.1 Members/Directors/Advisors of the boards will access training and support available to fully understand their roles and are committed to the amount of time and energy the role involves.
- 5.2 Each member of the individual boards will be actively involved in the role and accept their fair share of responsibilities within the boards.
- 5.3 Full effort will be given to the attendance of meetings.

- 5.4 Where a Member/Director/Advisor cannot attend a meeting, they will contact the clerk in advance to give their apologies and the reason for their non-attendance.
- 5.5 All relevant training and inductions will be undertaken in a prompt and efficient manner.
- 5.6 Members/Directors/Advisors will visit the colleges/schools to undertake agreed monitoring or participate in college/school events, with visits being arranged beforehand with the principal/headteachers and undertaken within the framework established by the relevant board.

## **6.0 Behaviour of Governors**

- 6.1 The chair of the Board of Directors is responsible for ensuring the appropriate conduct and behaviour of the Members/Directors/Advisors at all times.
- 6.2 The Board of Directors will seek to develop open, honest and effective working relationships with the CEO and staff members as well as any other relevant body, such as the LA.
- 6.3 Members/Directors/Advisors will continuously strive to work as a team.
- 6.4 Members/Directors/Advisors will always express their views openly, in a courteous and respectful manner.
- 6.5 The Board of Directors will acknowledge the time, effort and skills demonstrated in the execution of delegated functions by other members of the board.
- 6.6 Members/Directors/Advisors will take into account any concerns expressed about their delegated function and will be prepared to answer queries from other Members/Directors/Advisors regarding their role.
- 6.7 When making decisions, Members/Directors/Advisors will carefully consider how their decisions and actions might affect those who are part of the Trust's communities and wider locality.
- 6.8 Members/Directors/Advisors will always act in the best interests of the Trust and its students/pupils; Members/Directors/Advisors will not act in a manner that will bring the Trust into disrepute.

## **7.0 Conflicts of Interest**

- 7.1 Members/Directors/Advisors will act in the best interest of the Trust at all times and will not act in the interest of, or as a representative of, any group or individual.
- 7.2 Members/Directors/Advisors will record on the Register of Pecuniary Interests Form any pecuniary interests that they might have in connection to the Trust board's business.
- 7.3 Interests of those related or closely connected to a Members/Directors/Advisors will be declared on the Register of Pecuniary Interests Form.

7.4 Members/Directors/Advisors will declare any interest they may have in an item of business on the agenda and will immediately remove themselves from the meeting while it is under discussion.

7.5 Any conflict of interest will be declared at the start of any meeting, should the situation arise.

## **8.0 Access to the College/School**

8.1 All Members/Directors/Advisors will take an active interest in the Trust/college/school and its community.

8.2 Members/Directors/Advisors will strive to actively participate in the Trust/college/school community and will respond to opportunities to be involved in Trust/college/school activities and events.

## **9.0 Breaching the Code**

9.1 If a Member/Director/Advisor breaches this Code of Conduct, the issue will be raised with the chair of the Board of Directors, who will investigate the concern. In the event that it is believed the chair has breached this Code of Conduct, another Member of the Board of Members will undertake the investigation.

9.2 The Board of Directors will only suspend or remove a Member/Director/Advisor from their post as a last resort.

9.3 The Board of Directors will attempt to resolve any difficulties or disputes in a constructive manner before suspension or removal is considered.

9.4 If the need arises to suspend a Member/Director/Advisor, the Board of Directors will do so by following the established procedures as to ensure a fair and objective process.

9.5 In the event of a resolution being made to remove a Member/Director/Advisor from office, the following procedure will be implemented:

- A resolution to remove a Member/Director/Advisor from office will be included on an agenda and circulated to all members of the relevant board.
- A meeting will be held and the resolution to remove the Member/Director/Advisor from office will be fully explained.
- Members/Directors will give due and careful consideration to the reasons given to remove the Member/Director/Advisor from office.
- The Member/Director/Advisor, whom it has been proposed to remove from the governing board, will be given the opportunity to make a statement in response to the resolution to remove them from office.
- Within 14 days of the first meeting, a second meeting must be held and an item, specifying that the Board of Members/Directors will confirm their decision, included on the agenda.



- 9.6 A Member/Director/Advisor who has been removed from a board has the right of appeal. The Member/Director/Advisor should exercise their right of appeal by writing to the clerk of the Board of Directors/Members within 10 working days of their removal from the board, making clear the reasons for their appeal.
- 9.7 On receipt of an appeal, the Board of Members/Directors will establish an independent appeal panel. The appeal panel will comprise a panel of three Members/Directors.

## **10.0 Monitoring and Review**

- 10.1 This policy will be reviewed on an annual basis by the Board of Directors and any changes made will be communicated to all Members/Directors/Advisors and relevant members of staff.
- 10.2 All Members/Directors/Advisors are required to familiarise themselves with this policy as part of their induction programme.
- 10.3 The next scheduled review date for this policy is Autumn Term 2023/4.

## **11.0 NCLT Protocols for Members/Directors/Advisors**

- 11.1 The following protocols have been approved by the Board of Directors

### **Before Meetings:**

- The agenda will be planned by the senior leads, Clerk and Chair. This will include the order and timings for each agenda item and who will lead on each one.
- Agenda items will be identified as for information, for discussion or for a decision /action.
- Members/Directors/Advisors will receive an agenda and access to all documentation 7 – 10 days before the meeting (via email/Sharepoint).
- Practical arrangements will be made by the Clerk – room bookings, visual aids, refreshments etc.
- The clerk will share the link for an online meeting within the calendar invitation and on the agenda.
- Members/Directors/Advisors will read all documentation before the meeting and submit questions to the Clerk at least two days before the meeting date.
- The Clerk will share these with the Chair in advance of the meeting.
- Members/Directors/Advisors are encouraged to ask questions and offer challenge throughout the meeting.

### **During the Meetings:**

- Members/Directors/Advisors should arrive in good time before the meeting starts.
- Members/Directors/Advisors will be allocated a seat with name plate for in person meetings.
- Apologies for absence will be received and recorded.

- The Chair will welcome new Members/Directors/Advisors and make necessary introductions.
- Minutes will be accepted and additions or amendments will be recorded.
- Conflicts of interest will be checked where appropriate.
- The Chair will keep to the agenda and ensure items are covered within the time allocated.
- The Chair will introduce agenda items, ensure everyone understands what is being discussed and will summarise.
- Members/Directors/Advisors will speak through the Chair and when invited.
- When the meeting is held online the chair will invite participation through using the hands up and chat function.
- Members/Directors/Advisors will use their cameras and mute function respectfully when the meetings are held online.
- The Chair will encourage full participation.
- The meeting will be reviewed based on these agreed protocols and feedback will be invited.
- Minutes will be taken and agreed actions recorded.

#### **After Meetings:**

- Minutes will be recorded by the Clerk/minute taker in the NCLT format (template provided), checked by the Chair and then uploaded to Sharepoint.
- For Advisory Groups these will also be sent to the Governance Professional for the Trust for wider distribution via Sharepoint.
- The Advisory Group Chair will also complete the summary feedback document (template provided) in good time for the Board of Directors meeting and bring to the attention of the Board any relevant items.
- Agreed actions will be taken by the named person.