



Director and Governor Code of Conduct

Reviewed September 2025
Next review due September 2026

Yellow highlighted sections are changes from last year, red font, my comment

This code sets out the expectations of behaviours and commitment required from Directors and Governors in order for the Board of Directors and Local Governing Bodies to properly carry out their work of governance. In an academy trust the purpose of governance is to provide:

- strategic leadership
- accountability and assurance
- strategic engagement

The role of the Directors

The Directors are the charity trustees (within the terms of section 177(1) of the Charities Act 2011) and are responsible for the general control and management of the administration of the trust in accordance with the provisions set out in the memorandum and articles of association.

The board of Directors has collective accountability and strategic responsibility for the trust. It has a focus on ensuring the trust delivers an excellent education to pupils while maintaining effective financial management and **must** ensure compliance with:

- the trust's charitable objects
- regulatory, contractual and statutory requirements
- their funding agreement

The board also has:

- strategic and statutory responsibility for [safeguarding](#) and [special educational needs and disabilities \(SEND\)](#) arrangements within (and across) the academy trust ensuring the promotion of pupil welfare and for keeping their estates safe and well-maintained
- a role in making sure that it delivers its commitment to other schools and academies, however it is done

The Board of Directors is permitted to exercise all the powers of the academy trust. The Board of Directors will delegate to the Chief Executive Officer (CEO) responsibility for the day-to-day operations of the trust. The Directors can determine whether to delegate any governance functions.

The Board of Directors has the right to review and adapt the Trust's governance structure at any time, which includes removing delegation.

The role of the Trust Board Committees

The Board of Directors may establish committees to carry out some of its governance functions, which may include making decisions, although any decisions made will be deemed decisions of the trust board. The Trust has determined that there will be two committees

1. The Finance, Audit and Risk Committee

The membership (there must be at least three trustees) and responsibilities of the finance, audit and risk committee are set out in the committee's terms of reference. It is usual for the Board of Directors to appoint board committee chairs and committee members according to their skills.

The current version of the Academies Trust Handbook makes it clear that the board of trustees 'should have a finance committee to which the board delegates financial scrutiny and oversight'. In trusts with income above a certain level, there must also be a separate audit committee.

2. Local Governing Bodies

The membership and responsibilities of the local governing bodies (LGBs) are set out in the scheme of delegation. The Directors have the right to appoint such persons to LGBs, as they shall determine from time to time. Typically, the functions of an LGB may include:

- Building an understanding of how the school is led and managed.
- Hold the Headteacher to account for the educational performance of the school and its pupils.
- Engaging with stakeholders.
- Being a point of consultation and representation.

The Board of Directors appoints Local Governing Bodies, and so delegation can be removed at any time.

The role of the Chief Executive Officer (CEO)

The CEO has the delegated responsibility for the operation of the trust including the performance of the trust's schools and so the CEO manages the schools headteachers.

The CEO is the accounting officer so has overall responsibility for the operation of the academy trust's financial responsibilities and must ensure that the organisation is run with financial effectiveness and stability, avoiding waste and securing value for money.

The CEO leads the executive management team of the trust. The CEO will delegate executive management functions to the executive management team and is accountable to the trust board for their performance.

The role of the Chief Finance and Operations Officer (CFO)

The CFO provides strategic financial direction and information for the CEO and the Directors, ensuring that the Trust's statutory financial obligations are met.

The CFO provides strategic leadership for and development of the business and operational function of the Trust and its schools.

The CFO provides professional leadership and management to support staff to enhance their effectiveness and raise standards throughout the Trust and its schools.

The role of Headteachers

Headteachers are responsible for the day-to-day management of the schools and are managed by the Chief Executive Officer but report to the Local Governing Body on matters that have been delegated to it.

As members of the Board of Directors and of Local Governing Bodies we agree to the following:

To adopt the [Academy Trust Governance Code](#). We are aware of and meet 'The Seven Principles of Public Life', understand the legal, regulatory and contractual obligations they must meet, and have regard to the statutory guidance issued by the Secretary of State.

Role & Responsibilities

- We understand our strategic purpose, the role of executive leaders and their responsibilities in the day-to-day management of the school.
- 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 recognising our strategic rather than operational role.
- We accept collective responsibility for all decisions made by the Board or LGB or its delegated agents. This means that we will not speak against majority decisions outside of meetings. We will also:
 - Be mindful and consider how our decisions affect our school community and the wider community.
 - Where decisions and action, individually or collectively, conflict with the Seven Principles of Public life (also known as the Nolan Principles): - Selflessness, Integrity, Objectivity, Accountability, openness, Honesty and Leadership) we will speak up; and
 - We will work collectively for the benefit of our schools.
- We accept that we have no legal authority to act individually, except when we have been given delegated authority to do so, and therefore we will only speak on behalf of the Board or LGB when we have been specifically authorised to do so.
- 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 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 all schools in the trust. Our actions within the schools and the local community will reflect this.
- We agree to adhere to the rules, policies and procedures of the board as set out in relevant governance documents and law.
- In making or responding to criticism or complaints we will follow the agreed and established procedures.
- We will actively support and challenge the CEO/Headteacher.

Commitment

- We acknowledge that accepting office as a director or governor involves the commitment of significant amounts of time and energy.
- We will each involve ourselves actively in the work of the Board/LGB, and accept our fair share of responsibilities, including service on committees or working groups where applicable.
- We will make full efforts to attend all meetings and where we cannot attend explain in advance, to the clerk, why we are unable to.
- We acknowledge that if we fail to attend meetings for a period of six months (counting from the date of the first meeting that we miss and including meetings where our apologies were not accepted) then we are disqualified from office unless the board or local governing body chooses to give consent for our absence.
- We will participate in induction training and induction support within our setting. We will attend Safeguarding training and ensure this is regularly updated and will also be responsible for developing our individual skills and knowledge as part of the board's collective skills and knowledge during our term of office.
- We will arrive at meetings prepared, having read all papers in advance, ready to make a positive contribution and observe protocol.
- When assigned to an LGB we will get to know the school well and respond to opportunities to involve ourselves in school activities.
- When assigned to an LGB we will visit the school, with all visits to school arranged in advance with the staff and undertaken within the framework established by the MAT Board/LGB and agreed with the Headteacher.
- When visiting the school in a personal capacity (i.e. as a parent or carer), we will maintain our underlying responsibility as a director or governor.
- We will consider seriously our individual and collective needs for training and development and will undertake relevant training when required.
- We accept that in the interests of open governance, our full names, date of appointment, terms of office, roles on the board (including committee membership), attendance records, relevant declared interests, category of director or governor and the body responsible for appointing us will be published on the school's website.
- In the interests of transparency, we accept that information relating to governors/trustees/academy committee members will be collected and logged on the DfE's national database of governors, GIAS.
- We accept that as this board purchases a governance advice and support package and training from SSE-Governance Services governor information will be shared with them and kept in accordance with the General Data Protection Regulation.

Relationships

- We will 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 directors and/or governors.
- 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 directors and/or 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 trust and school leaders, staff, parents and carers, and other stakeholders and other relevant agencies.

Confidentiality

- We will observe complete confidentiality when matters are deemed confidential or where they concern specific members of staff or pupils, both inside and outside school
- We will exercise the greatest prudence at all times when discussions regarding school business arise outside a Board or LGB meeting.
- We will not reveal the details of any Board or LGB vote.
- We will observe confidentiality when participating electronically in any governance board meeting and abide by the principles within any agreed electronic participation protocols.
- We will ensure all confidential papers are held and disposed of appropriately in line with expectations within the General Data Protection Regulation, including information held electronically.
- We will manage any information held on personal electronic devices such as laptops, mobile phones in line with expectations of the General Data Protection Regulation.
- Confidentiality will be maintained even after we have left office and we will:
 - Return any papers held to the clerk for destroying, or
 - If held electronically make sure that they are deleted, and
 - Accept that our school-based email accounts will be closed and access to governance board portals will be removed.

Conflicts of interest/Transparency

- In the interests of openness and transparency we accept that: -
 - Our full names, dates of appointment, terms of office, roles on the board (including committee membership), attendance records, relevant declared interests, category of governor or director and the body responsible for appointing us will be published on the trust and school's website during our term of office and for 1 year after our term ends or following our resignation.
 - Information relating to board members will be collected and logged on the DfE's national database of governors, GIAS (Get Information about Schools) and that some of this information will be publicly available.
- We will declare and record any pecuniary or other business interest (including those related to people we are connected with) that we have in connection with the Board's or LGB's business in the Register of Business Interests to be published on our website, and if any such conflicted matter arises in a meeting, we will 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 all trust schools as a whole and not as a representative of any group.

Ceasing to be a director or governor

- We understand that the requirements relating to confidentiality will continue to apply after a director or governor leaves office and will return any papers to the clerk and delete any electronic files.
- Should the Board of Directors need to remove a director or governor from serving on the Board or an LGB and we are aware that the director or governor concerned also serves on another board then we will inform that board that the director or governor has been removed.
- If a director or governor is disqualified from continuing to serve and has informed the clerk accordingly and we are aware that they serve on another board, we will check with that clerk that the director or governor concerned has also informed them.

Breach of this code of conduct

- If we believe this code has been breached, we will raise this issue with the Board/LGB chair, and the chair will investigate.
- Should it be the chair that we believe has breached this code, another director or governor, such as the vice chair will investigate.
- Suspension and/or removal will be used when there have been serious breaches of the code, however this will be as a last resort after seeking to resolve issues in more constructive ways.

The Seven Principles of Public Life

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.