



North Cotswold Schools Federation MAT – Code of Conduct for Directors

This policy was presented to Staff and Governors of North Cotswold Schools Federation for discussion and approval in the Spring Term 2021. This policy was approved by Governors of the Federation at their meeting on 29th March 2021. It was amended in October 2022 to reflect the change in structure from a Federation to a Multi Academy Trust but no significant changes were made to the content of the Code itself.

Code of Conduct Governing Board Policy 2021 – (statutory) Every 2 years review	
Date reviewed: 24.03.21	Minute no: FR03.21:10.3
Date approved: 29.03.21	Minute no: FR03.21:10.3
Date for next review: Spring 2022	
Signed by the Chair of the Finance and Resources committee:.....	
Print:.....	
Date:.....	

Introduction

Each school associated with North Cotswold Schools Federation MAT provides an environment underpinned by Christian values where all children can feel safe, loved and valued, and where they can flourish as individuals to fulfil their potential.

General Principles

The main aim of the school is to raise the educational achievement of all its pupils. The head of school is responsible for the day to day management of the school, the implementation of policy and the operation of the curriculum.

The Board of Directors (“Board”) are there to provide strong strategic leadership for the school, and to ensure accountability for educational and financial performance by determining,

monitoring and keeping under review, the policies, plans and procedures within which the school operates.

The Board will contribute most effectively to this aim by focusing on its three strategic roles:

1. Ensuring clarity of vision, ethos and strategic direction
2. Holding executive leaders to account for the educational performance of the organisation and its pupils, and the performance management of staff
3. Overseeing the financial performance of the organisation and making sure its money is well spent

Training and Development

Director training and development is very important. It benefits the school and individual Directors, and helps to develop effective teamwork. Directors are expected to undertake training to support their individual roles within the Board and the work of the Board as a whole. As individual Directors we agree to the following:

Roles & Responsibilities

- We understand the purpose of the Board and its strategic role, and how the role of the Board differs from and works with others including the head of school and senior leaders.
- We acknowledge that all Directors have equal status. Although Directors are appointed and elected by different groups, their central concern is the welfare of the school as a whole.
- We have a general duty to act fairly and without prejudice at all times.
- In so far as we have, or share responsibility for the employment of staff, we will fulfil all reasonable expectations of a good employer.
- We will actively support and challenge the executive leaders.

Conduct

- 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 understand that we do not act alone but as members of a corporate team. Individual Directors have power only when it is delegated specifically to them by the whole Board.
- We understand and respect the difference in roles between the Board and staff, ensuring that we work collectively for the benefit of the organisation.
- 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 encourage open government and will be seen to do so.
- We agree to adhere to the school's rules and policies and the procedures of the Board as set out by the relevant governing documents and law.
- We will consider carefully how our decisions might affect our 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 responding to criticism or complaints relating to the school, Directors should refer to the school's 'Complaints Procedure' for the correct procedure to be followed and advise the complainant accordingly.
- We will express views openly within meetings but accept collective responsibility for all decisions. This means that Directors do not speak against majority decisions outside the Board meeting.

- We understand that Directors only speak or act on behalf of the Board when they have been specifically asked to do so. If asked to do this 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 try to avoid, wherever possible, becoming involved in any communication which may lead to a conflict of interest with the role of the Board.

Commitment (see additional guidance on visiting the school in annex 3)

- We understand that being a Director involves significant amounts of time and energy. Careful regard will be paid to this when agreeing to serve or to continue to serve on the Board.
- We will each become actively involved in the work of the Board and accept a fair share of the responsibilities, including service on committees, panels and working groups.
- We will make every effort to attend all meetings of both the Board and committees, and if we cannot attend will explain in advance why we are unable to do so.
- We will get to know the school well and take opportunities to visit it and become involved in school activities.
- We will arrange visits to school with the head of school in advance and all visits will be undertaken within a framework which has been established by the Board and agreed with the head of school.
- We understand that training is important to fulfilling the role effectively. We will consider seriously our individual and collective needs for induction, training and development, and will undertake relevant training.
- 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 Director 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 Directors will be collected and logged on the DfE's national database of governors (Get information about schools).

Relationships (see additional guidance on meetings in annex 2)

- We strive to operate as a team in which professional and constructive working relationships are actively encouraged.
- We will express views openly, politely and respectfully in all communications with other Directors, the clerk to the 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 will confront malpractice by speaking up against and bringing to the attention of the relevant authorities any decisions and actions that conflict with the Seven Principles of Public Life (see annex 1) or which may place pupils at risk.
- 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 endeavour to develop effective working relationships with the executive leaders, heads of school, staff, parents, the Local Authority, the Diocese, other relevant agencies and the local community.
- An experienced Director who acts as a mentor to new Directors can provide support and a listening ear for all aspects of the work of the Board. We should be prepared to act as mentors, as required.

Confidentiality

- We will observe complete confidentiality when asked to do so by the Board, especially in relation to matters concerning individual staff, pupils or parents, both inside and outside school.
- We acknowledge that decisions reached at Board meetings are normally made public through the minutes, but understand that the discussions on which decisions are based should be regarded as confidential.
- We will exercise the highest degree of prudence when discussion of school business arises outside the Board.
- We will not reveal the details of any Board vote.
- We will ensure all confidential papers are held and disposed of appropriately.
- We undertake to use a school email address for all business and correspondence pertaining to governance.
- We understand that the requirements relating to confidentiality will continue to apply after a Director/trustee/academy committee member leaves office.

Conflicts of Interest

- We will record any pecuniary or other business interest (including those of people we are connected to) that we may have in connection with the Board's business in the Register of Business Interests.
- We will declare any potential conflict of interest at the start of a meeting should the nature of business warrant it.
- Where an interest is declared, we will offer to leave the meeting while the item is under discussion.
- We accept that the Register of Business Interests will be published on the school's website.
- We understand that we must 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.

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 Director, such as the vice chair will investigate.

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.

Visiting the School Guidance

Directors do not have an automatic right to enter the school. However, they do need to have the opportunity to arrange visits to the school in order to see the Board's policies in action and to understand how the school works.

In order to avoid misunderstandings arising, it is advisable for every Board to draw up its own protocol for Director visits. The details of such procedures will vary from school to school, but common principles worth observing are:

- All Directors should visit the school.
- The total number of visits per term should be agreed in advance with the head of school. Too many visits can be disruptive to pupils' learning.
- The date and timing of a visit should be arranged in advance with the head of school and other staff involved.
- Visits should have a clear focus, linked to a school policy, a curriculum area or an aspect of the school improvement plan/school development plan/RAP.
- If a Director is going to spend time in a classroom, this should be discussed with the class teacher so that both are clear how long the Director is coming for, what they are going to look at and what they are going to do.
- Directors should understand that their visits do not replace professional inspections or the monitoring role of the head of school. Directors should not make judgements about the effectiveness of the teaching that they see.
- If Directors are concerned about any aspects of what they have seen this should be discussed with the head of school.
- After the visit, the Director should report back in writing to the Board. How this is to be done should be made clear in the protocol. A written report should be discussed with the head of school before publication.

Meetings Guidance

Individual Directors do not have any authority in school. It is the collective decisions of all the Directors together that carry authority. The activities that Directors undertake outside meetings can be seen as preparation for the times when the Board 'goes live' - in a meeting.

It follows that if a Board is to carry out its functions well, its meetings are crucial. Below is a suggested 'Meetings Charter'. If the Chair, the executive leaders, heads of schools, the Clerk and all the Directors subscribe to, and implement, a charter such as this, the Board will be giving itself the best chance of coming to informed, collective decisions.

Meetings Charter

As a Director I expect:

- people to attend regularly and be punctual;
- an agenda and relevant documents to reach me at least seven days before the meeting;
- an agenda that makes clear the purpose of each item;

- a Chair who keeps to the agenda, paces the meeting so 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 contributions to be heard and others to contribute to the discussion;
- the decision making process to be quite clear;
- Directors to work together and not to be partisan;
- Directors 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;
- send apologies when unable to attend;
- read the agenda, minutes and other papers before the meeting and note items I want to say something about;
- bring my papers to the meeting;
- make relevant and positive contributions;
- listen to and consider what other people want to say;
- accept my share of collective responsibility, even for those decisions that I do not personally agree with.

