**HOLLINGWORTH LEARNING TRUST**

**GOVERNANCE**

**CODE OF CONDUCT**

***DRAFT***

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**Contents**

[Aim and Scope 4](#_Toc125018911)

[The Seven Principles of Public Life: 4](#_Toc125018912)

[Trustee and Governor Expectations, Roles and Responsibilities 5](#_Toc125018913)

[We will apply the highest standards and will: 5](#_Toc125018914)

[We will focus on our core governance functions: 5](#_Toc125018915)

[Fulfil our role & responsibilities 5](#_Toc125018916)

[Demonstrate our commitment to the role 6](#_Toc125018917)

[Build and maintain relationships 6](#_Toc125018918)

[Respect confidentiality 6](#_Toc125018919)

[Breaches of confidentiality 7](#_Toc125018920)

[Declare conflicts of interest and be transparent 7](#_Toc125018921)

[Data protection 8](#_Toc125018922)

[Social media 8](#_Toc125018923)

[Monitoring arrangements 8](#_Toc125018924)

[Approval: 9](#_Toc125018925)

[Appendix 1: Breaches of the Code of Conduct 10](#_Toc125018926)

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# Aim and Scope

We believe that every trustee and local governor at Hollingworth Learning Trust, whether highly experienced or new to the role, has a clear shared understanding of their individual and collective responsibility and conduct. This document aims to set and maintain standards of conduct that we expect all trustees and local governors to follow.

By creating this document, we aim to ensure that trustees and local governors carry out their role with honesty and integrity and help us to ensure our trust is an environment where everyone is safe, happy and treated with respect.

The code is based on the [Governance Handbook](https://www.gov.uk/government/publications/governance-handbook) and the [Academy Trust Handbook](https://www.gov.uk/guidance/academy-trust-handbook). It should be read alongside our constitutional documents (e.g. our articles of association and scheme of delegation). Failure to follow the code of conduct may result in disciplinary action being taken, as set out in appendix 1.

Please note that this code of conduct is not exhaustive. If situations arise that are not covered by this code, trustees and local governors will use their judgement and act in the best interests of the trust and its pupils.

Once this code has been adopted*,* all board members agree to faithfully abide by it.

\*Trustees: We agree to follow the [charity governance code](https://www.charitygovernancecode.org/en/front-page)

\*Those governing at local level: We recognise and support the principles set out in the [charity governance code](https://www.charitygovernancecode.org/en/front-page)

# The Seven Principles of Public Life:

As trustees and local governors, we will follow these [*principles*](https://www.gov.uk/government/publications/the-7-principles-of-public-life) set out by the government (also known as the Nolan Principles) at all times. They apply to anyone who holds a public office:

* **Selflessness**

We will act solely in terms of the public interest.

* **Integrity**

We will avoid placing ourselves under any obligation to people or organisations that might try inappropriately to influence us in our work. We will not act or take decisions in order to gain financial or other material benefits for ourselves, our family, or our friends. We will declare and resolve any interests and relationships.

* **Objectivity**

We will act and take decisions impartially, fairly and on merit, using the best evidence and without discrimination or bias.

* **Accountability**

We are accountable to the public for our decisions and actions and will submit ourselves to the scrutiny necessary to ensure this.

* **Openness**

We will act and take decisions in an open and transparent manner. Information will not be withheld from the public unless there are clear and lawful reasons for so doing.

* **Honesty**

We will be truthful.

* **Leadership**

We will exhibit these principles in our own behaviour. We will actively promote and robustly support the principles and be willing to challenge poor behaviour wherever it occurs.

# Trustee and Governor Expectations, Roles and Responsibilities

## We will apply the highest standards and will:

* Act within our powers.
* Promote the success of the trust.
* Exercise independent judgement.
* Exercise reasonable care, skill and diligence.
* Avoid conflicts of interest.
* Not accept benefits from third parties
* Declare interest in proposed transactions or arrangements.

## We will focus on our core governance functions:

1. Ensuring there is 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.
4. Ensuring the voices of stakeholders are heard.

**As individuals, we agree to:**

## Fulfil our role & responsibilities:

1. We accept that our role is strategic and so will focus on our core functions rather than involve ourselves in day-to-day management.
2. We will fulfil our role and responsibilities as set out in our [HLT Scheme of Delegation](https://hltrust.co.uk/key-information/trust-policies-and-key-documents/trust-documents/other-documents).
3. We will develop, share and live the ethos and values of our trust.
4. We agree to adhere to trust policies and procedures.
5. We will work collectively for the benefit of the trust.
6. We will be candid but constructive and respectful when holding senior leaders to account.
7. We will consider how our decisions may affect the trust and local community.
8. We will stand by the decisions that we make as a collective.
9. Where decisions and actions conflict with the Seven Principles of Public Life or may place pupils at risk, we will speak up and bring this to the attention of the relevant authorities.
10. We will only speak or act on behalf of the trust board if we have the authority to do so.
11. \***Trustees**: We will fulfil our responsibilities as a good employer, acting fairly and without prejudice.
12. When making or responding to complaints, we will follow the established procedures.
13. We will strive to uphold the trust’s reputation in our private communications (including on social media).
14. \*We will have regard to our responsibilities under [The Equality Act](https://www.gov.uk/government/publications/equality-act-2010-advice-for-schools) and will work to advance equality of opportunity for all.
15. **\*Those governing at local level**: We will act as the local ambassadors for our trust.

## Demonstrate our commitment to the role:

1. We will involve ourselves actively in the work of the board and accept our fair share of responsibilities, serving on committees or working groups where required.
2. We will make every effort to attend all meetings and where we cannot attend, explain in advance why we are unable to.
3. Understand and accept the time and workload commitments of the role. (Estimated time commitments are included in the Trustees and Governor role descriptions).
4. We will arrive at meetings prepared, having read all papers in advance, ready to make a positive contribution and observe protocol.
5. We will get to know the school/s well and welcome opportunities to be involved in school activities.
6. We will visit the school/s and when doing so will make arrangements with relevant staff in advance and observe school and board protocol.
7. When visiting a school in a personal capacity (for example, as a parent or carer), we will continue to honour the commitments made in this code.
8. Will attend any training or development activity needed to ensure the board has a wide range of skills and expertise.

## Build and maintain relationships:

1. We will develop effective working relationships with leaders, staff, parents and other relevant stakeholders from our local communities.
2. \***Those governing at local level**: We will champion the voices of our school community and stakeholders.
3. \***Those governing at local level**: We will establish effective working relationships with trustees.
4. \***Trustees**: We will engage with and be accountable to those governing at local level.
5. We will express views openly, courteously and respectfully in all our communications with board members and staff both inside and outside of meetings.
6. We will work to create an inclusive environment where each board member’s contributions are valued equally.
7. We will support the chair in their role of leading the board and ensuring appropriate conduct.

## Respect confidentiality

In the course of our role, we are sometimes privy to sensitive information. We will observe confidentiality when discussing this information, and will not publicly disclose:

* Information about sensitive matters.
* Information about named individuals (such as staff, pupils and their parents).
* Details of individual trustees and local governors’ contributions in meetings or how they may have voted.

Confidential information will never be:

* Disclosed to anyone without the relevant authority.
* Used to humiliate, embarrass or blackmail others.
* Used for a purpose other than what it was collected and intended for

Our commitment to confidentiality does not overrule our duty to report child protection concerns to the appropriate channel where we believe a child is at risk of harm.

We will ensure all confidential papers are held and disposed of appropriately.

We will continue to observe confidentiality after we have left office.

## Breaches of confidentiality

1. In the event of a breach of confidentiality, we will inform the chair as soon as possible who will investigate the matter further.
2. Trustees and local governors understand that if they breach confidentiality, they may be suspended or removed.

## Declare conflicts of interest and be transparent

1. We will declare any business, personal or other interest that we have in connection with the board’s business, and these will be recorded in the [register of business interests.](https://www.nga.org.uk/Knowledge-Centre/Compliance/Policies-and-procedures/Declaration-and-register-of-interests-forms.aspx)
2. We will also declare any conflict of loyalty at the start of any meeting should the need arise.
3. If a conflicted matter arises in a meeting, we will offer to leave the meeting for the duration of the discussion and any subsequent vote.
4. We will act as a trustee/academy committee member; not as a representative of any group.
5. We accept that the Register of Business Interests will be published on the school/s’ and trust’s website.
6. We accept that in the interests of open governance, the following information will be published on the trust/school website to ensure transparency:
* The structure and remit of the Members, board of trustees, committees and local governing bodies (where applicable), and the full name of the chair of each one (where applicable).
* For each Member who has served at any point over the past 12 months:
* Their full name.
* Their date of appointment.
* The date when they stepped down, if applicable.
* Their relevant business and pecuniary interests (including governance roles in other educational institutions).
* For each trustee and local governor (where applicable) who has served at any point over the past 12 months:
* Their full name.
* Their date of appointment.
* Their term of office.
* The date they stepped down if applicable.
* The body that appointed them.
* Their relevant business and pecuniary interests (including governance roles in other educational institutions).
* Their attendance record over the last academic year.
* We accept that the information about Members, trustees and local governors will be published on the DFE *Get Information About Schools* website*.*
* We accept that the information about trustees and local governors will be published on [Companies House](https://www.gov.uk/government/organisations/companies-house).
* We accept that the approved board and committee minutes and any agenda and papers considered at a meeting will be [made available to any interested person](https://schoolgovernors.thekeysupport.com/uid/f55766ba-4489-4d10-94c6-48303c26bb57/).

## Data protection

We will follow the trust’s information security processes and measures and data protection policy when using, storing, sharing and disposing of personal data.

Our commitment to data protection does not overrule our duty to report child protection concerns to the appropriate channel where we believe a child is at risk of harm.

**Personal data breaches**

We will inform the trust’s data protection officer immediately if we believe that there has been a personal data breach.

## Social media

We will:

* Uphold the reputation of the trust at all times.
* Maintain a professional presence online and carefully consider how we interact with our schools’ communities.
* Review privacy settings regularly to make sure we are happy with the information about us that is publicly available.
* Report any incidents of harassment we experience or see towards trustees and local governors to the chair of trustees, and the local governing body and the executive leadership.

We will not:

* Accept friend requests from pupils and not join any private parent groups associated with the trust or any of our schools.
* Disclose any information which is confidential or would breach data protection principles.
* Make comments online about any Members of the board of trustees and local governors or school communities.
* Post any inappropriate/offensive language, images or comments on social media that may bring us or the trust into disrepute.

# Monitoring arrangements

This code of conduct will be reviewed and agreed annually, upon significant changes to the law, or as needed. It will be ratified by the full board of trustees/local governors.



# Approval:

We understand that potential or perceived breaches of this code will be taken seriously and that a breach could lead to formal sanctions.

|  |  |  |  |
| --- | --- | --- | --- |
| Adopted by: | *Name of Board* | Date: |  |
| Signed: | *Chair of Board* | Date: |  |

We agree that this code of conduct will be reviewed annually, and it will be endorsed by the full governing board.

# Appendix 1: Breaches of the Code of Conduct

**Trustees:**

If we suspect a trustee has breached the code of conduct, we will follow this procedure:

* A Member of the trust will investigate.
* A Member of the trust will hold a meeting with the trustee to discuss the issue. The trustee can bring a friend to the meeting. Another trustee or local governor will attend to corroborate any decisions.
* If the situation doesn’t improve, or there is another suspected breach, we will take action to improve the issue. This may involve:
* Further meetings with the Member to reset expectations, based on this code of conduct.
* Support, mentoring or training for the trustee.
* Making sure the trustee withdraws from votes connected to any disputes they have been involved in.

If there is no improvement in the trustee’s behaviour, the board will vote on a motion to ask the Members to remove them in accordance with sections 168 and 169 of the Companies Act 2006 and the trust’s articles of association. This is a last resort and will not be used without the above steps being taken, except in exceptional circumstances.

**Trustees may be removed if they:**

* Have acted in a way that is inconsistent with the professional ethos of the board of trustees/local governors (including failing to undertake training appropriate to the role, whether or not directed to do so by the board).
* Have brought, or is likely to bring the academy trust or the office of the trustee into disrepute
* Have acted to undermine fundamental British values or the board’s commitment or ability to deliver on its Prevent Duty.
* Have been involved in serious misconduct. We will determine what counts as serious misconduct based on the facts of the case, but it will include any actions that compromise the 7 principles of public life, if sufficiently serious.
* Have displayed repeated and serious incompetence.
* Have acted in a way that is significantly detrimental to the effective operation of the board, or their actions have interfered with the operational efficiency of the school.

**Local governing bodies**:

If we suspect a local governor has breached the code of conduct, we will follow this procedure:

* A trustee will investigate.
* A trustee will hold a meeting with the local governor to discuss the issue. The local governor can bring a friend to the meeting. Another local governor will attend to corroborate any decisions.
* If the situation doesn’t improve, or there is another suspected breach, we will take action to improve the issue. This may involve:
* Further meetings with the trustee to reset expectations, based on this code of conduct.
* Support, mentoring or training for the local governor.
* Making sure the local governor withdraws from votes connected to any disputes they have been involved in.

If there is no improvement in the local governor’s behaviour, the board will vote on a motion to ask the Trustees to remove them in accordance with the trust’s scheme of delegation. This is a last resort and will not be used without the above steps being taken, except in exceptional circumstances

**Local governors may be suspended if they:**

* Have acted in a way that is inconsistent with the professional ethos of the board of trustees/local governors (including failing to undertake training appropriate to the role, whether or not directed to do so by the board) and
* Have brought, or is likely to bring the academy trust or the office of the trustee into disrepute, or
* Acted to undermine fundamental British values or the board’s commitment or ability to deliver on its Prevent Duty.

**Local governors may be removed where:**

* There have been repeated grounds for suspension.
* There has been serious misconduct. We will determine what counts as serious misconduct based on the facts of the case, but it will include any actions that compromise the 7 principles of public life, if sufficiently serious.
* They display repeated and serious incompetence.
* Their actions are significantly detrimental to the effective operation of the board, or their actions interfere with the operational efficiency of the school.

**For all governance boards:**

‘Bringing the board into disrepute’ may include, but is not limited to:

* Speaking out publicly against the school.
* Being disrespectful to members of the school community.
* Behaving inappropriately in a public forum, such as a PTA meeting or on social media.
* Persistently failing to undertake the training or development they need to contribute effectively to the board’s operation.

**Local Governing Board Removals or Disqualifications:**

A Governor shall no longer serve on the LGB if he or she:

1. Resigns by giving notice in writing to the Chair of the LGB, who must forward a copy of the letter to the Chair of the Trustees.
2. Is removed by the Trust Board, with notice given in writing; a copy of the notice is then forwarded to the Chair of the LGB.
3. Is the subject of a recommendation to be removed, sent to the Trust Board by the Chair of the Trust. He or she is then removed by the Trust Board, with notice given in writing, and a copy of the notice is then forwarded to the Chair of the LGB.
4. Becomes incapable, by reason of mental disorder, illness or injury, of managing or administering his or her own affairs.
5. Is absent without the permission of the Chair of the LGB from all meetings of the LGB held within a period of six months, and the LGB resolves that his or her office be vacated.
6. Is a staff governor and no longer works for the Academy of which he or she is a governor.
7. Is a parent governor but his or her child no longer attends the Academy of which he or she is a governor.
8. Has had his or her estate sequestrated, and the sequestration has not been discharged, or is subject to a bankruptcy restriction order.
9. Is subject to a disqualification order under the Company Directors’ Disqualification Act 1986, or to an order made under the Insolvency Act 1986.
10. Is subject to an order of the Charity Commission removing him or her from the Office of Charity Trustee, on the grounds of misconduct or mismanagement in the administration of the charity for which he or she was responsible, or to maladministration of which his or her conduct contributed.
11. Is included in the list kept by the Secretary of State under Section One of the Protection of Children Act.
12. Is disqualified from working with children in accordance with Section 35 of the Criminal Justice and Court Services Act 2000.
13. Is barred from regulated activity relating to children within the meaning of the Safeguarding of Vulnerable Groups Act 2006.
14. Has a direction made against him or her under section 142 of the Education Act 2002, or he or she is subject to a prohibition order which takes effect as if contained in this direction.
15. Has at any time been convicted of any criminal offence excluding any that have been spent under the Rehabilitation of Offenders Act 1974 as amended, and excluding any offence for which the maximum sentence is a fine or a lesser sentence, except where a person has been convicted of an offence which falls under the Charities Act 1993, Section 72.1
16. Does not provide the Chair of the LGB with a criminal records certificate at an enhanced disclosure level. In the event that the certificate discloses information which, in the opinion of the Chair, confirms that person's unsuitability to work with children, that person shall be disqualified. The removal and disqualification of trustees is set out in the Trust's Articles of Association.