

Members', Trustees', and Governors' Code of Conduct 2024 – 2025

This code sets out the expectations of and commitment required from Members, Trustees, and Governors of The Learning Trust for the Trustee and/or Local Governing Boards to properly carry out their work within the Trust, its schools and the community.

Trustees: We agree to follow the [Charity Governance Code](#).

Those governing at local level: We recognise and support the principles set out in the [Charity Governance Code](#).

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).

We will abide by the Seven Nolan Principles of Public Life

1. **Selflessness** – We will act solely in terms of the public interest.
2. **Integrity** – We will avoid placing ourselves under any financial or other obligation to outside individuals or organisations that might seek to influence us in the performance of our official duties. We will not act or take decisions to gain financial or other material benefits for family, our friends, or ourselves. We will declare and resolve any interests and relationships.
3. **Objectivity** - We will act and take decisions impartially, fairly and on merit, using the best evidence and without discrimination or bias.
4. **Accountability** - We are accountable to the public for our decisions and actions and will submit ourselves to the scrutiny necessary to ensure this.
5. **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.
6. **Honesty** – We will be truthful. We have a duty to declare any private interests relating to our public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.
7. **Leadership** - We will exhibit these principles in our own behaviour. We will promote and support these principles by leadership and example and will be willing to challenge poor behaviour wherever it occurs.

We will apply the highest standards and will:

1. act within our powers
2. promote the success of the Trust
3. exercise independent judgement
4. exercise reasonable care, skill and diligence
5. avoid conflicts of interest
6. not accept benefits from third parties
7. declare interest in proposed transactions or arrangements
8. treat colleagues and stakeholders with courtesy and respect

We will focus on our core purpose:

1. strategic leadership: defining a vision, fostering a culture and championing the strategy
2. accountability and assurance: providing robust and effective oversight of operations and performance
3. engagement: strategic oversight of relationships with stakeholders

As Members or individuals on the Trustee and/or Local Governing Boards, we agree to:

Fulfil our role and responsibilities:

1. We understand the purpose of the Trustee Board, Executive Team, LGBs, and the role of the Headteachers.
2. We will develop a clarity of vision, ethos and strategic direction and share and live the ethos and values of our Trust and its schools.
3. We will oversee the financial performance of the organisation and make sure its money is well spent.
4. We will ensure the voices of stakeholders are heard.
5. We accept that we have no legal authority to act individually, except when the Trustee and/or Local Governing Boards has given delegated authority to do so, and therefore, we will only speak on behalf of the Trustee and/or Local Governing Boards when we have been specifically authorised to do so.
6. We accept collective responsibility for all decisions made by the Trustee and/or Local Governing Boards or its delegated agents. This means that when speaking outside the Trust we will respect collective decisions and protect confidentiality and the reputation of the Trust.
7. We will encourage open government and will act appropriately.
8. We will consider carefully how our decisions may affect the community and other Trusts and schools.

9. We will always be mindful of our responsibility to maintain and develop the ethos and reputation of our Trust and schools. Our actions within the Trust, the schools and the local community will reflect this.
10. In making or responding to criticism or feedback, we will follow the procedures established by the Trustee and/or Local Governing Boards.
11. We will actively support, challenge and hold the Executive Team, Headteachers/Principals and Senior Leadership Teams to account for the educational performance of the organisation and its pupils and for the performance management of staff.
12. We accept that our role is strategic and so will focus on our core functions rather than involve ourselves in day-to-day management.
13. We will fulfil our role and responsibilities as set out in our Schemes of Delegation.
14. We agree to adhere to school/Trust policies and procedures as set out by the relevant governing documents and law.
15. We will work collectively for the benefit of the Trust and its schools.
16. We will be candid but constructive and respectful when holding senior leaders to account.
17. Where decisions and actions conflict with The Seven Principles of Public Life or may place students at risk, we will speak up and bring this to the attention of the relevant authorities.
18. **Trustees:** We will fulfil our responsibilities as a good employer, acting fairly and without prejudice.
19. When making or responding to complaints we will follow the established procedures.
20. We will strive to uphold the schools'/Trust's reputations in our private communications (including on social media).
21. We will have regard to our responsibilities under [The Equality Act](#) and will work to advance equality of opportunity for all.
22. **Those governing at local level:** We will act as the local ambassadors for our Trust.
23. **Trustees:** We will fulfil our responsibilities as a good employer, acting fairly and without prejudice.
24. We will only speak or act on behalf of the trust board if we have the authority to do so.

Demonstrate our commitment to the role:

1. We acknowledge that accepting office as a Member, Trustee, and/or Governor involves the commitment of significant amounts of time and energy.
2. We will each involve ourselves actively in the work of the Trustee and/or Local Governing Boards, and accept our fair share of responsibilities, including service on committees or working groups.
3. We will make every effort to attend all meetings and where we cannot attend, explain in advance why we are unable to.
4. We will arrive at meetings prepared, having read all papers in advance, and ready to make a positive contribution and observe protocol.

5. We will get to know the Trust and schools well and respond to opportunities to involve ourselves in school activities.
6. We will visit the schools, with all visits arranged in advance with the Headteacher and undertaken within the framework established by the Trustee and/or Local Governing Boards.
7. When visiting the school in a personal capacity (for example, as a parent or carer), we will continue to honour the commitments made in this code.
8. We will participate in induction training, prioritise training in required areas, and complete all statutory training (such as Safeguarding, Keeping Children Safe in Education, Cyber Security Training etc.) at the required frequency and as requested by the Trust, meeting any deadlines set. We also commit to developing our individual and collective skills and knowledge on an ongoing basis.

Build and maintain relationships

1. We will strive to work as a team in which constructive working relationships are actively promoted.
2. We will express views openly, courteously and respectfully in all our communications with other Members, Trustees, Governors and staff both inside and outside of meetings.
3. We will support the Chair of the Trustee and/or Local Governing Boards in their role of ensuring appropriate conduct both at meetings and at all times.
4. We are prepared to answer queries from other members of Trustee and/or Local Governing Boards in relation to delegated functions and consider any concerns expressed, and we will acknowledge the time, effort, and skills that have been committed to the delegated function by those involved.
5. We will work to create an inclusive environment where each board member's contributions are valued equally.
6. We will seek to develop effective working relationships with the Executive Team, Headteachers/ Principals, staff and parents, the local authority and other relevant agencies and the community.
7. **Those governing at local level:** We will champion the voices of our school community and stakeholders.
8. **Those governing at local level:** We will establish effective working relationships with Trustees.
9. **Trustees:** We will engage with and be accountable to those governing at local level.
10. **Trustees:** We will respect the remit of, and engage constructively with, relevant authorities, sector bodies and other trusts.

Respect confidentiality:

1. We will observe complete confidentiality when matters are deemed confidential or where they concern specific members of staff or pupils, both inside or outside the Trust and schools.

2. We will respect organisational, Board and individual confidentiality, while never using confidentiality as a reason not to disclose matters that should be transparent and open. If we become aware of activities, which give cause for concern, we will follow the TLT Whistleblowing Policy, which acts as a framework to allow concerns to be raised confidentially and provides for a thorough and appropriate investigation of the matter to bring it to a satisfactory conclusion.
3. We will maintain confidentiality even after we leave office
4. We will always exercise the greatest prudence when discussions regarding school/Trust business arise outside a Trustee and/or Local Governing Board's meeting.
5. We will not reveal the details of any Trustee and/or Local Governing Boards vote.
6. We will ensure all confidential papers are held and disposed of appropriately

Declare conflicts of interest and be transparent:

1. 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 Trustee and/or Local Governing Boards' business in the Register of Business Interests.
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 accept that the Register of Business Interests will be published on the school website.
5. We will act in the best interests of the Trust as a whole, and not as a representative of any group, even if elected to the Trustee and/or Local Governing Boards.
6. We accept that in the interests of open governance, our full names, date of appointment, terms of office, roles on the Trustee and/or Local Governing Boards, attendance records, relevant business and pecuniary interests, category of governor and the body responsible for appointing us will be published on the Trust's website.
7. In the interests of transparency, we accept that information relating to Members, Trustees and Governors will be collected and logged on the DfE's national database of Members, Trustees, and Governors (GIAS), some of which will be publicly available.
8. We will act as a Trustee/Academy committee member not as a representative of any group.

Breach of this code of conduct

1. If we believe this code has been breached, we will raise this issue with the Chair of the Trustee or Local Governing Board and the Chair will investigate; the Trustee and/or Local Governing Boards will only use suspension/removal as a last resort

after seeking to resolve any difficulties or disputes in ways that are more constructive.

2. Should it be the Chair that we believe has breached this code, another Trustee and/or Local Governing Boards member, such as the Vice Chair, will investigate.

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: The Learning Trust Board on XX September 2024



Signed: Paul Heath

[Chair of The Learning Trust Board]

We agree that this Code of Conduct will be reviewed annually and the full Trustee Board will endorse it.
