



Code of Conduct for Members, Trustees and Governors Version 3.1

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<p>Target Audience:</p>	<p>All Members, Trustees and Governors</p>
<p>Reference Documents:</p>	<p>Charity Governance Code 2017 National Governance Association Code of Conduct 2018 www.ngs.org.uk The Academies Financial Handbook The Education Alliance Governance Framework Articles of Association of The Education Alliance The Education Alliance’s Expectations and Code of Conduct The Companies Act 2006 The Trust’s Data Protection Policy</p>

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POLICY STATEMENT

We are here to make great schools and happier, stronger communities so that people have better lives. We do this by:

- Always doing what is right
- Trusting in each other and standing shoulder to shoulder
- Doing what we know makes the difference

Doing what is right means always acting with integrity, in the interests of others and being honest, open and transparent.

The Education Alliance (the Trust) is a values-driven, ethical organisation. Our leaders have a common purpose and deliver this in an ethical way. The National Governance Association (NGA) has launched a pathfinder project, which invites school leaders to sign up to the Framework for Ethical Leadership in Education. The Trust has taken this a step further, by developing ethical leadership qualities, competencies and behaviours which we recruit to, assess against and develop in all our leaders, as 'the way we do things here'. It defines our culture: how we behave and how we treat each other.

This Code describes the qualities, behaviours, standards of conduct, commitment and accountability, which are expected of Members, Trustees and Governors within the Education Alliance, to enable them to carry out their legal and statutory duties in a way, which aligns with the culture of the Trust. The aim of this code is to promote ethical, effective, well-informed and accountable multi-academy trust (MAT) governance.

This policy should be read in conjunction with the Declarations and Conflicts of Interest Policy and the Governance Handbook. It is written in line with the Companies Act 2006 and Charity Commission guidance.

Members, Trustees and Governors must have due regard to the vision and values of the Trust when conducting business in relation to the office they hold within the Trust.

1. SCOPE

This Code applies to every governance layer, every governance committee or working party and to every subsidiary company or joint venture of the Trust. If a Member, Trustee or Governor is in doubt about the provisions of the Code or any associated documentation, they should contact the Company Secretary, for advice and guidance.

Whilst the Education Alliance provides guidance via this Code, the Governance Handbook, the Governance Code of Conduct Agreement (Appendix 2) and the Declarations and Conflicts of Interest Policy, ultimate responsibility for the appropriateness of conduct as a Member, Trustee or Governor and for any act or omission in that capacity, rests with the individual Member, Trustee or Governor.

The requirements relating to confidentiality will continue to apply after a Governor, Trustee or Member leaves office.

2. ROLES AND RESPONSIBILITIES

The **Board of Trustees** is responsible for monitoring the effectiveness of this policy.

The **Governance Department** is responsible for ensuring that all Members, Trustees and Governors are made aware of this policy, and that it is readily available on the Trust website and the Governance Portal.

All **Members, Trustees and Governors** must ensure they adhere to this code.

3. EQUALITY AND DIVERSITY

The Education Alliance is committed to:

- Promoting equality and diversity in its policies, procedures and guidelines
- Delivering high quality teaching and services that meet the diverse needs of its student population and its workforce, ensuring that no individual or group is disadvantaged

4. PRINCIPLES

The purpose of governance within the Trust is to provide ethical, confident, strategic leadership and to create robust accountability, oversight and assurance for educational and financial performance.

The Companies Act 2006 describes Company Directors (Trustees) as having the following responsibilities:

- Act within their powers
- Promote the success of the company
- Exercise independent judgement
- Exercise reasonable care, skill and diligence
- Avoid conflicts of interest
- Don't accept benefits from third parties
- Declare interest in proposed transactions or arrangements

Decisions taken by Members, Trustees and Governors at Trust meetings must not be for any improper purpose or personal motive. Decisions taken must always be for the benefit of the Trust, its students and other beneficiaries of the Trust, and must be taken with a view to safeguarding public funds. Accordingly, Members, Trustees and Governors must not be bound in their speaking and voting by mandates given to them by other bodies or persons (including, but not limited to the bodies that elected them).

Members, Trustees and Governors must observe the provisions of the Trust's Memorandum and Articles of Association, and the Governance Handbook. Trustees must observe the duty to give immediate notice to the Governance Clerk should they become disqualified from continuing to hold office.

Members, Trustees and Governors must ensure that the Board and Local Governing Body meetings (and any committee or working group) conducts itself in an orderly, fair, open and transparent manner.

Members, Trustees and Governors must ensure they act within the parameters detailed in the Scheme of Delegation.

Members, Trustees and Governors should refer to the Governance Clerk or Company Secretary for advice relating to the governance functions, which are set out in the Governance Handbook, having regard to the independent advisory roles of the Governance Clerk and Company Secretary. Members, Trustees and Governors can also seek independent expert advice (e.g. legal advice) if required.

5. STATUTORY ACCOUNTABILITY

Trustees are collectively responsible for observing the obligations and responsibilities set out in the Funding Agreements, which the Trust has entered into with the Secretary of State as a condition of receiving public funds.

Although the Education and Skills Funding Agency (ESFA) is the main provider of funds to the Trust, Trustees should note that they are also responsible for the proper use of income derived from other sources, and for the control and monitoring of expenditure of such income, in order to meet the requirements of the ESFA and public audit.

The CEO is the Accounting Officer of the Trust and is directly accountable to Parliament, through the Committee of Public Accounts, for the effective stewardship by the Trust of public funds. The Board is accountable to Parliament for ensuring the financial health of the MAT and to the Courts for ensuring that Trust business is conducted in accordance with legislation and statutory requirements.

6. PUBLIC SERVICE VALUES

Public service values are at the heart of the education service. High standards of personal and corporate conduct and the recognition of students and other users of the Trust's services come first, are a requirement of being a Member, Trustee and Governor, and should underpin all decisions taken by the Board, Local Governing Bodies and other associated committees and working groups.

A Member, Trustee or Governor should, in all his or her work for the Trust, exercise such skill as he or she possesses and such care and diligence as would be expected from a reasonable person in the circumstances. This will be particularly relevant when Members, Trustees and Governors act as agents for the Trust, for example, when functions are delegated to a committee of the Board or to the Chair. Trustees should be careful to act within the terms of reference of any committees on which they serve.

Members, Trustees and Governors are responsible for taking decisions, which are within the powers given to them by the Trust's Articles of Association and Governance Handbook. If a Trustee believes that the Board is likely to exceed the powers by taking a particular decision, he or she should immediately refer the matter to the Governance Clerk or Company Secretary for advice.

Members, Trustees and Governors follow the seven principles of public life (also known as the Nolan Principles), which are as follows:

- 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.

The National Governance Association describes eight aspects of effective governance, as follows:

- The right people round the table
- Understanding the role and responsibilities of the governing board
- Good chairing
- Professional clerking
- Good relationships based on trust
- Knowing the school – the data, the staff, the parents, the children, the community
- Committed to asking challenging questions
- Confident to have courageous conversations in the interests of the children and young people

The Governance Handbook and associated policies, procedures, documents and processes underpin the above, enabling and encouraging each layer to self-assess, recognising strengths, areas for development and sharing of knowledge, skills and expertise across the organisation.

Ethical leadership underpins the decisions we make, our behaviours and how we interact with each other. The Trust’s ethical leadership qualities framework can be found in Appendix 1. In summary, the qualities build on the Nolan Principles, and they are summarised as follows:

Trust	Leaders are trustworthy and reliable
Wisdom	Leaders use experience, knowledge and insight
Kindness	Leaders demonstrate respect, generosity of spirit, understanding and good temper
Justice	Leaders are fair and work for the good of all children
Service	Leaders are conscientious and dutiful
Courage	Leaders work courageously in the best interests of children and young people
Optimism	Leaders are positive and encouraging
Vision	Leaders anticipate the future and help people through change

7. CONFLICTS OF INTEREST

Members, Trustees and Governors should seek to avoid putting themselves in a position where there is a conflict, (actual, potential or perceived) between their personal interests and their duties to the Trust. They should not allow any conflict of interest to arise, which might interfere with the exercise of their independent judgement.

Trustees, Governors and Members are reminded that under the Trust’s Articles of Association, its Declarations and Conflicts of Interest Policy and general law, they must disclose any direct or indirect financial interest they have, or may have, in the supply of work to the Trust or the supply of goods for the purposes of the Trust, or in any contract or proposed contract concerning the Trust, or in any matter relating to the Trust, or any duty which is material and which conflicts or may conflict, or may be perceived to conflict with the interests of the Trust.

If an interest of any kind (including an interest of a spouse or partner of a Member, Trustee or Governor, or of a close relative of the Member, Trustee or Governor) is likely or would, if publicly

known, be perceived as being likely to interfere with the exercise of a Member, Trustee or Governor's independent judgement, then:

- The interest, financial or otherwise, should be reported to the Governance Clerk or Company Secretary
- The nature and extent of the interest should be fully disclosed to the Board/Local Governing Body before the matter giving rise to the interest is considered
- If the Member, Trustee or Governor concerned is present at a meeting of the Board/Local Governing Body, or any of its committees or working groups, at which such supply, contract or other matter constituting the interest is to be considered, he or she should:
 - (a) Not take part in the consideration or vote on any question with respect to it and shall not be counted in the quorum for that meeting; and
 - (b) Withdraw from the Board/Local Governing Body or committee meeting where required to do so by a majority of the Members, Trustees or Governors or committee present at the meeting

'Close relative' includes, but is not limited to, a father, mother, brother, sister, child, grandchild or stepfather/mother/brother/sister/child.

Where it is proposed that the Board/Local Governing Body should grant a Trustee/Governor a financial interest (such as a contract for the supply of goods or services), the Board/Local Governing Body must observe the requirements of the Charities Act 2011 and the Charity Commission guidance, alongside the provisions of the Trust's Articles of Association. The Board/Local Governing Body may wish to seek legal advice before granting such an interest, via the Company Secretary.

Members, Trustees and Governors must not receive gifts, hospitality or benefits of any kind from a third party, which might be in breach of the Bribery Act 2010, or be seen to compromise their personal judgement or integrity. Any offer or receipt of such gifts, hospitality or benefits should be immediately reported to the Governance Clerk.

The Governance Clerk will maintain a Register of Interests, which will be published on the Trust's website. Members, Trustees and Governors must disclose routinely to the Board/Local Governing Body/other committees, all business interests, financial or otherwise, which they may have, and the Governance Clerk will enter such interests on the Register. Members, Trustees and Governors must give sufficient details to allow the nature of the interests to be understood by enquirers, they must inform the Governance Clerk whenever their circumstances change, and interests are acquired or lost.

8. COLLECTIVE RESPONSIBILITY

The Board operates by Trustees taking majority decisions in a corporate manner at quorate meetings. Therefore, a decision of the Board, even when it is not unanimous, is a decision taken by the Trustees collectively and each individual Trustee has a duty to stand by it, whether or not he or she was present at the meeting when the decision was taken. The same applies to Members, their meetings, Governors, and their meetings. If a Member/Trustee/Governor disagrees with a decision taken by their respective group, his or her first duty is to have any disagreement discussed and minuted. If the Member/Trustee/Governor strongly disagrees, he or she should consult the Chair and, if necessary, then raise the matter with the group (e.g. Board or LGB) when it next meets.

9. TRANSPARENCY AND CONFIDENTIALITY

The Board and its committees have a high degree of public accountability and it is important that it conducts its business openly and transparently wherever possible. Accordingly, agendas, minutes and other papers relating to meetings of the Board are normally available on the Trust website for public inspection, once approved by the Chair. There are occasions where information will not be available to the public due to its confidential nature.

Members, Trustees and Governors have no right of access to information relating to matters of which they have declared an interest and where they have been required to withdraw from meetings under the Trust's Articles of Association and Declaration and Conflicts of Interest Policy.

Trustees/Governors/Members must not make statements to the press or the media, or the public through public meetings, social media or other means of communication, relating to the proceedings of the Board and its committees, without first having obtained the approval of the Chair or, in the Chair's absence, the Vice-Chair. It is unethical for Members, Trustees or Governors to publicly criticise, canvass or reveal the views of other Trustees, which have been expressed at meetings of the Board or its committees.

10. BREACH OF THIS CODE

If it is alleged that this code has been breached, the allegation will be discussed with the Chair and the Chair will investigate. A suspension or removal will only be considered as a last resort, after seeking to resolve any difficulties or disputes in a more constructive way.

If it is alleged that the Chair has breached the code, it may be that a Chair of another group investigates the allegation. For example, if the allegation is against a Chair of a Local Governing Body, the Chair or Vice-Chair of the Board might investigate. If the allegation is against the Chair of the Board, a Member might investigate. If the allegation is against a Member, another Member might investigate.

11. MONITORING COMPLIANCE WITH AND EFFECTIVENESS OF THE POLICY

Effectiveness and compliance of this Policy will be monitored on an annual basis.

12. ASSOCIATED DOCUMENTATION

- The Education Alliance Governance Handbook
- Articles of Association
- Academies Financial Handbook
- Declarations and Conflicts of Interest Policy
- Freedom of Information Policy
- Complaints Procedure
- Whistleblowing Policy

13. REVIEW

This Policy and Procedure will be reviewed within two years of the date of implementation.

Appendix 1

Ethical Leadership Qualities: Competencies and Behaviours

Competency	We do this by	Behaviours
Trust – leaders are trustworthy and reliable	<ul style="list-style-type: none"> Earning trust by being reliable, consistent, credible, honest, humble, courageous and kind. Prioritising our long-term purpose first, above short-term goals. Managing emotions and helping others to manage their emotions. Keeping promises. Having a genuine interest in others, seeking to understand the whole person. Using a range of communication skills in a range of circumstances with a range of people, developing rapport, trust and a deeper level of understanding. 	<ul style="list-style-type: none"> Live our values every day. Take every opportunity to communicate and apply our values, showing how they guide and inform decisions. Do what is right, rather than what is popular. Be accountable to your colleagues, students and the community, acting in service to other. Influence the behaviour of those around you. Take time to develop high trust relationships. Act selflessly to protect and enable the trust to achieve its purpose.
Wisdom – leaders use experience, knowledge and insight	<ul style="list-style-type: none"> Developing knowledge and expertise, then sharing knowledge to enable collaborative convergence. Seeking learning opportunities, learning from mistakes and failures, and sharing the learning with others. Having, and encouraging in others, a growth mind-set. Believing in the potential of others and creating a safe learning environment, with systems that enable sharing of knowledge, collaboration and innovation. Recruiting knowledgeable, skilled experts and learning from them, helping them to flourish productively. 	<ul style="list-style-type: none"> Share knowledge and expertise with others, developing a learning culture where people are encouraged to research, share and develop ideas collaboratively. Anticipate the future and help people prepare for change. Be open to opportunities and commit to learning every day. Recruit people who may be more expert than you, learn from them and develop next generation ethical leaders.
Kindness – leaders demonstrate respect, generosity of spirit, understanding and good temper	<ul style="list-style-type: none"> Demonstrating respect, generosity of spirit, understanding and good temper. Being kind to others, seeking opportunities to serve others for the greater good Leading with compassion and care, listening and engaging with the person, not the job role. Using high levels of emotional intelligence, developing a sense of belonging and contribution. Building trust and rapport with others, by acknowledging, empowering and elevating others. 	<ul style="list-style-type: none"> Be humble Bring your authentic self to work. Have the courage to be genuine. Lead with compassion, empathy and kindness. Show people you care about them. Search out opportunities for acts of kindness, a selfless act intended to bring help, happiness or joy to another person.
Justice – leaders are fair and work for the good of all children	<ul style="list-style-type: none"> Doing what is right, rather than what is popular or easy. Ensuring we live and breathe our sense of purpose and values in the way we behave, interact with others, make decisions and communicate. Ensuring rules are necessary and applying them in a consistent, transparent and fair way, whilst allowing for discretion and common sense. Valuing difference, building diverse teams and encouraging others to behave responsibly towards the community and the environment. Seeing and acknowledging other people's strengths, knowledge and skills. Encouraging people to share and build on their strengths and successes across and beyond the trust. 	<ul style="list-style-type: none"> Be accountable to others and serve our purpose. Be morally brave, stand up, and be counted for what you believe in. Do the right thing, which might not be the easiest or most popular option.
Service – leaders are conscientious and dutiful	<ul style="list-style-type: none"> Behaving in a dutiful, conscientious way, demonstrating humility and self-control to build great schools. Removing barriers and blockers to enable others to achieve their goals, for the benefit of young people, maximising strengths and helping others to see possibilities and seize opportunities. Viewing systems, methods, models and techniques as a means to an end, removing or changing them if they prove to be ineffective. Leaving our egos at the door and putting ourselves in the service of others. Standing aside and championing others and their ideas and contributions. 	<ul style="list-style-type: none"> Walk the talk and behave in an honest, open and fair way. Channel ambition into our schools, not ourselves, developing successors. Have intense professional will and personal humility. Have a systematic approach to manage the execution and delegation of tasks and be reliable. Create new habits, through the accumulation of different choices.
Courage – leaders work courageously in the best interests of children and young people	<ul style="list-style-type: none"> Striving for honesty, sharing the full story wherever possible and as early as possible. Looking in the mirror when something goes wrong. Sacrificing personal or short-term goals for the achievement of longer-term, sustainable, shared goals. Relishing challenge and finding strength in each other, building organisational resilience. Remaining calm, optimistic and positive in the face of adversity, adapting to changing circumstances and helping others to move forward. 	<ul style="list-style-type: none"> Give the whole truth, the back-story and the why. Have skilfully led difficult conversations. Aim to exceed expectations and achieve things you thought you couldn't.
Optimism – leaders are positive and encouraging	<ul style="list-style-type: none"> Believing in our own ability, and the ability of others, to do what is right to change the world for the better. Remaining positive and encouraging, despite sometimes experiencing setbacks, challenges and pressures. Helping others to maximise opportunities, overcome challenges and celebrate success. Being respectful, kind and sensitive to others and responding well to ambiguity, making positive use of the opportunities it presents. 	<ul style="list-style-type: none"> Believe the best in others, help people progress and unlock their potential. Remain calm, professional, reliable and consistent. Manage your emotions well and help others do the same. Have and encourage a growth mind-set, believing abilities and talents can be cultivated. Set yourself challenging goals & work hard to achieve them.

Vision	<ul style="list-style-type: none"> • Anticipating the future and helping people ready themselves for change. Thinking strategically, researching, gathering, analysing and assessing information, seeking opportunities for organisational development. • Believing in the potential of others; helping them be the best they can be. • Quickly taking in new information and translating that into recommendations, decisions, plans and projects. • Translating complex data and information into understandable messages for a variety of audiences. Sharing compelling stories that others can understand believe in and work towards. 	<ul style="list-style-type: none"> • Scan the horizon, read and research, share learning with others and collaborate to consider options, obstacles and risks. • Think creatively; formulate strategies, plans and projects, aligned to our vision and values. • Actively share a compelling vision, encourage people to get involved, maximise their strengths, develop colleagues and see opportunities to elevate them. • Translate complex information with the intended audience in mind and communicate positively.
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Governance Code of Conduct Agreement

As a Member/Trustee/Governor, I confirm I have read and understand the Trust's Code of Conduct for Governance and I agree to observe this Code of Conduct to the best of my abilities.

I accept that I remain personally responsible for ensuring I do not place myself in a position or situation, which may result in a potential or perceived breach of this code and I will seek further advice from the Company Secretary if I am in doubt.

I agree to:

- Ensure my behaviours align with the Trust's ethical leadership framework.
- Ensure I understand the purpose of the Board and its Local Governing Bodies and the role of the executive leaders.
- Accept that I have no legal authority to act individually, except when given delegated authority to do so.
- Accept collective responsibility for all decisions made by the Board or its delegated agents. This means that I will not speak against majority decisions outside meetings.
- Act fairly and without prejudice, and in so far as I have responsibility for staff, fulfil all that is expected of a good employer.
- Encourage open governance and act appropriately.
- Consider carefully how decisions may affect the community and other schools.
- Be mindful of my responsibility to maintain and develop the ethos and reputation of the Trust and its schools.
- Follow Trust procedures when responding to criticism or complaints.
- Actively support and challenge the executive leaders.
- Accept and respect the difference in roles between the Board, Local Governing Bodies and staff, ensuring we work collectively for the benefit of the organisation.
- Respect the role of the executive leaders and their responsibility for the day-to-day management of the organisation, avoiding any actions that might undermine such arrangements.
- Adhere to the Trust rules, policies and procedures.
- Ensure comments I make publicly, reflect current organisational policy even if they might be different to my personal views.
- Be mindful of and strive to uphold the reputation of the organisation when communicating in my private capacity (including on social media).
- Acknowledge that accepting office as a Member, Trustee or Governor involves the commitment of significant amounts of time and energy.
- Be involved in and committed to attending governance activities.
- Make significant efforts to attend all meetings and where attendance is not possible, to explain in advance.
- Get to know the Trust and its schools well and respond to opportunities to get involved in school activities.
- Visit the schools, with all visits arranged in advance with the executive leader/Head of School and undertaken within the framework established by the Trust and the relevant Local Governing Bodies.

- Maintain my underlying responsibility as a Governor, Trustee or Member when visiting the school in a personal capacity (i.e. as a parent or carer).
- Consider my individual and collective needs for induction, training and development, and I will access and undertake relevant training.
- Accept that, in the interests of open governance, my full name, date of appointment, term of office, roles, attendance records, relevant business and pecuniary interests and my governance role will be published on the Trust's website.
- Accept that, in the interests of transparency, information relating to my role as a Governor, Trustee or Member will be collected and logged on the DfE's national database of governors.
- Strive to work as a team in which constructive working relationships are actively promoted.
- Express views openly, courteously and respectfully in all my communications.
- Support the Chair in their role of ensuring appropriate conduct both at meetings and at all times.
- Seek to develop effective working relationships with the executive leaders, staff and parents, the Trust, the local authorities and other relevant agencies and the community.
- Observe complete confidentiality when matters are deemed confidential or where they concern specific members of staff or students, both inside or outside the Trust and its schools.
- Exercise the greatest prudence at all times when discussions regarding school/Trust business arise outside meetings.
- Keep confidential the details of any Board or Local Governing Body vote.
- Ensure all confidential papers are held and disposed of appropriately.

Signed:

Name:

Date: