



Governance Code of Conduct

Version 4.1

<p>Important: This document can only be considered valid when viewed on the Education Alliance website. If this document has been printed or saved to another location, you must check that the version number on your copy matches that of the document online.</p>	
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<p>Target Audience:</p>	<p>All Members, Trustees and Governors</p>
<p>Reference Documents:</p> <p>Related Documents:</p> <p>All Trust policies and procedures referred to are located on the trust website, www.theeducationalliance.org.uk.</p> <p>If English is not your first language, and you require assistance/translation, please contact the HR Department.</p>	<p>Charity Governance Code 2017 National Governance Association Code of Conduct 2021 The Academy Trust 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 a 'Framework for Ethical Leadership in Education' and the trust has taken this a step further, by developing ethical leadership qualities, competencies and behaviours to which we recruit, 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.

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 Governance Department or 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, ultimately set out the responsibility for the appropriateness of conduct as a Member, Trustee or Governor. Responsibility 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 approving this code and monitoring its effectiveness.

The **Governance Department** is responsible for ensuring that all Members, Trustees and Governors are made aware of this code, 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 effective accountability, oversight and assurance for educational and financial performance. It is anchored in the Seven Nolan Principles of Public Life and aligns with the Framework for Ethical Leadership in Education, which outlines principles that support ethical decision-making and challenge unethical behaviour in schools and trusts.

New members should agree to the Trust's Code of Conduct on being appointed as part of their induction programme. The NGA also advises that Chairs may also use their Code of Conduct to support discussions such as annual governance reviews. In doing so, it is anticipated that the Code of Conduct becomes a tool to help the Board, its committees and individuals develop their governance practice.

Our Trustees, Members and Governors are committed to focusing on their 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, its pupils and the performance 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

The commitments our Trustees, Governors and Members make are detailed in Appendix 2.

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 associated committee or working group) are conducted 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.

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 of Trustees 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 that pupils, and other users of the trust's services, come first are a requirement of being a Member, Trustee and Governor. These standards 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 their work for the trust, exercise such skill as they possess 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, Members and Governors 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, they 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.

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 Department 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 they conduct their business openly and transparently wherever possible. Accordingly, agendas, minutes and other papers relating to meetings of the Board are normally available on the Trust/school 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

Academy Trust 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.

The Education Alliance Ethical Leadership Qualities Appendix 1

Competency	We do this by
Trust	<ul style="list-style-type: none"> • Being reliable, consistent, credible, honest, humble, courageous and kind. • Managing emotions and helping others to manage their emotions. • Keeping promises and doing what you say you will do • Having a genuine interest in others
Wisdom	<ul style="list-style-type: none"> • Developing knowledge and real expertise, then sharing knowledge • Learning from mistakes and failures and admitting when we are wrong • Recruiting knowledgeable, skilled experts, learning from them, embracing their expertise and helping them to flourish. • Viewing systems, methods, models and techniques as a means to an end, removing or changing them if they prove to be ineffective.
Kindness	<ul style="list-style-type: none"> • Being kind, humble and authentic • Leading with compassion and care, listening and seeing beyond the job role to the person • Using high levels of emotional intelligence. Building trust and rapport with others, by acknowledging, empowering and elevating others.
Justice	<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.
Service	<ul style="list-style-type: none"> • Reducing stress and anxiety in the organisation by modelling calm and considerate behaviour • Behaving in a dutiful, conscientious way, demonstrating humility and self-control to build great schools. • Removing barriers and blockers to enable others to do their jobs well • Leaving our egos at the door and putting ourselves in the service of others. • Channel ambition into our schools, not ourselves, and developing our successors
Courage	<ul style="list-style-type: none"> • Looking in the mirror when something goes wrong. • Remaining calm, optimistic and positive in the face of adversity, adapting to changing circumstances and helping others to move forward. • Give the whole truth, the back-story and the why.
Optimism	<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. • Calling out negativity and cynicism • Remaining positive and encouraging, despite sometimes experiencing setbacks, challenges and pressures. Helping others to maximise opportunities, overcome challenges and celebrate success.
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. • Scan the horizon, read and research, share learning with others and collaborate to consider options, obstacles and risks. • 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.

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 or Governance Department if I am in doubt.

- I accept that my role is strategic and so will focus on our core functions rather than involve myself in day-to-day management.
- I will fulfil my role and responsibilities as set out in our scheme of delegation.
- I will develop, share and live the ethos and values of our trust.
- I agree to adhere to trust and school policies and procedures as set out by the relevant governing documents and law.
- I will work collectively with others across the trust for the benefit of the trust and our schools.
- I will be candid but constructive and respectful when holding senior leaders to account.
- I will consider how my decisions may affect the trust, our schools and the communities we serve.
- I will stand by the decisions that we make as a collective.
- Where decisions and actions conflict with the Seven Principles of Public Life or may place pupils at risk, I will speak up and bring this to the attention of the relevant authorities.
- I will only speak or act on behalf of the trust if I have the authority to do so.
- I will fulfil my responsibilities as a good employer, acting fairly and without prejudice.
- When making or responding to complaints I will follow the established procedures.
- I will strive to uphold the trust's reputation and the reputation of our schools in public and private communications (including on social media).
- I will not discriminate against anyone and will work to advance equality of opportunity for all.
- I will involve myself actively in the work of the trust and/or its committees, and accept my fair share of responsibilities, serving on committees or working groups where required.
- I will make every effort to attend all meetings and where I cannot attend explain in advance why I am unable to.
- I will arrive at meetings prepared, having read all papers in advance, ready to make a positive contribution and observe protocol.
- I will get to know the trust and our schools well and respond to opportunities to get involved in activities.
- I will visit our schools and when doing so will make arrangements with relevant staff in advance and observe school and trust protocol.
- When visiting the schools in a personal capacity (for example, as a parent or carer), I will continue to honour the commitments made in this code.
- I will participate in induction training and take responsibility for developing individual and collective skills and knowledge on an ongoing basis.

- I will develop effective working relationships with school leaders, staff, parents and other relevant stakeholders from our local communities.
- I will express views openly, courteously and respectfully in all our communications, both inside and outside of meetings.
- I will work to create an inclusive environment where each member's contributions are valued equally.
- I will support the Chair in their role of leading the group and ensuring appropriate conduct.
- I will observe complete confidentiality both inside and outside of the trust and its schools when matters are deemed confidential or where they concern individual staff, pupils or families.
- I will not reveal the details of any Board or committee vote.
- I will ensure all confidential papers are held and disposed of appropriately.
- I will maintain confidentiality even after I leave office.
- I will declare any business, personal or other interest that I have in connection with the trust's business, and these will be recorded in the register of business interests.
- I will also declare any conflict of loyalty at the start of any meeting should the need arise.
- If a conflicted matter arises in a meeting, I will offer to leave the meeting for the duration of the discussion and any subsequent vote.
- I accept that the Register of Business Interests will be published on the school/trust's website.
- I will act in the best interests of the school/trust as a whole and not as a representative of any group.
- I accept that in the interests of open governance, my full name, date of appointment, terms of office, roles on the governing board and its committees, attendance records, relevant business and pecuniary interests, category of governor/trustee and the body responsible for appointing me will be published on the school/trust website.
- I accept that information relating to Trustees, Governors and Members will be collected and recorded on the DfE's national database (Get information about schools), some of which will be publicly available.
- I will ensure that my behaviours align with the trust's ethical leadership framework.
- I will actively support and challenge executive leaders, respecting the role of the executive leaders and their responsibility for the day-to-day management of the schools and the trust, avoiding any actions that might undermine such arrangements.
- 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.

Signed:

Name:

Date: