

**Code of Practice for Members, Directors, and Governors**

This code of practice applies to Members, Directors, and Governors.

Approved and Adopted by the Board of Directors- 12<sup>th</sup> December 2014

Adopted by Essa Academy LGB- 6<sup>th</sup> January 2016

Adopted by Essa Primary Academy LGB- 20<sup>th</sup> January 2016

Date for review by the Board of Directors- as required.

Written by A MacGowan- 2014

## Purpose

This code sets out the purpose of the Board of Directors and Local Governing Bodies and describes the appropriate relationships between individual directors and the Board and the leadership team of EFAT; and the relationship between individual governors and a Local Governing Body. It describes the expectations on, and commitment required from, directors and governors in order for the Board of Directors or a Local Governing Body to properly carry out their work and achieve the trust's aims which are to *“transform young lives through the power of education by providing the best educational opportunities for pupils so that they may lead happy and fulfilling lives with high expectations for their future”*.

## Context

EFAT is a multi-academy trust and is the legal body that is responsible and accountable for the operation and performance of each academy within the trust.

The Board of Directors is the primary legal entity responsible for the governance of all academies in the trust.

The Board of Directors delegates most of the operational and day to day running of academies in the trust to each Local Governing Body. Local Governing Bodies are committees of the Board of Directors.

Members, directors, governors, the managing director, and principals share the responsibility, in line with their particular role and remit, for the effective governance and leadership of individual academies and the overall trust.

Together they are responsible for:

- Ensuring clarity of vision, ethos and strategic direction
- Holding every principal to account for the performance of the academy and its pupils' progress, and
- Overseeing the financial performance of the trust and each academy in the trust and making sure its money is well spent.

## The Role and Purpose of the Board of Directors

The Board's role is to ensure the trust complies with charity and company law and all other applicable legislation, that directors, governors and staff act in accordance with the trust's constitution and powers as set out in its articles of association and memorandum of agreement, scheme of delegated responsibilities, and that the Board exercises sound judgement and diligence in all its affairs.

Directors must also promote the success of the trust and ensure proper and regular use of public funds, ensure compliance with the funding agreement, DfE and EFA requirements relating to the trust and its academies, and ensure that the trust is solvent, well run, and meets the needs of pupils and staff in its academies.

The Board of Directors aims to ensure that all EFAT pupils/ students are attending a successful academy which provides them with a good education and supports their well-being.

### The Role and Purpose of a Local Governing Body

The role and purpose of the Local Governing Body- in line with EFAT's vision, ethos, and scheme of delegation, is to ensure that pupils/ students are attending a successful academy which provides them with a good education and supports their well-being by:

#### *Understanding the academy well*

- Pupil attainment and progress
- Pupil behaviour, attendance, and safety
- Teaching quality and staff development

#### *Setting the academy's strategic direction*

- Championing its vision, values and ethos
- Setting priorities for academy improvement

#### *Commissioning action*

- Developing and implementing improvement targets and strategies
- Allocating resources
- Monitoring and reviewing progress

#### *Performance managing academy leaders*

- Contributing to the appointment of the principal and supporting his/her leadership
- Holding academy leaders to account for progress
- Ensuring financial probity and efficiency

#### *Checking the LGB is fit for purpose*

- Clarifying governors' roles and purpose
- Reviewing the Local Governing Body's constitution and ways of working
- Making sure governors have the necessary skills

## The Role of Directors and Governors

The Board of Directors and its committees including Local Governing Bodies is a corporate body, which means:

- No director or governor can act on her/his own without proper authority from the full Board of Directors or Local Governing Body, as appropriate ;
- All directors and governors carry equal responsibility for decisions made, and
- Although appointed or elected through different routes (i.e. appointed by members or directors, or elected by chairs of governors, parents, or staff, or co-opted by governors), the overriding concern of all directors and governors has to be the welfare of the trust as a whole and each academy within the trust.

For the Board of Directors or a Local Governing Body to carry out its role effectively, directors and governors, as appropriate, must be:

- Prepared and equipped to take their responsibilities seriously;
- Acknowledged as the main or local accountable body, as appropriate, by the lead professionals;
- Supported by the appropriate authorities in that task; and
- Willing and able to monitor and review their own performance.

## Collective Undertaking

### *General*

- We understand the separate and collective responsibilities of the Board of Directors, Local Governing Bodies, and the role of the management team director and principals as set out in the trust's Governance Handbooks.
- We are aware of and accept the Nolan seven principles of public life: see Annex A.
- We accept that we have no legal authority to act individually, except when the Board of Directors or Local Governing Body, as appropriate, has given us delegated authority to do so, and therefore we will only speak on behalf of the Board of Directors or Local Governing Body, as appropriate, when we have been specifically authorised to do so.
- We have a duty to act fairly and without prejudice, and in so far as we have responsibility for staff, we will fulfil all that is expected of a good employer.
- We will encourage open government and will act appropriately.

- We accept collective responsibility for all decisions made by the Board of Directors, or Local Governing Body, as appropriate, or their delegated agents. This means that we will not speak against majority decisions outside meetings of the Board of Directors or Local Governing Body, as appropriate.
- We will consider carefully how our decisions may affect all academies in the trust, the community and other schools.
- We will always be mindful of our responsibility to maintain and develop the ethos and reputation of our trust. Our actions within the trust and the local community will reflect this.
- In making or responding to criticism or complaints affecting the trust we will follow the procedures established by the Board of Directors and adopted by the Local Governing Body.

### *Commitment*

- We acknowledge that accepting office as a director or governor, as appropriate, involves the commitment of significant amounts of time and energy.
- We will each involve ourselves actively in the work of the Board of Directors, or Local Governing Body, as appropriate and accept our fair share of responsibilities, including service on committees or working groups.
- **If acting as directors**, we will not go beyond our duties or act outside of the powers of authority conveyed on us, and acknowledge that were we to do so we could be held liable to the trust and/or third parties.
- **If acting as members** of the trust body, we accept that we may be held responsible up to the limit in the articles of association, were the trust to be wound up.
- We will make full efforts to attend all meetings and where we cannot attend explain in advance in full why we are unable to.
- We will get to know the academies in the trust well, or our academy, as appropriate, and respond to opportunities to involve ourselves in academy activities.
- Our visits to academies in the trust, or to our academy, will be arranged in advance with the Local Governing Body and/or the principal and staff, as appropriate, and will be undertaken within the protocol and guidance for visits to academies established by the trust and adopted by the Board of Directors and the Local Governing Body.

- We will consider seriously our individual and collective needs for training and development, and will undertake relevant training.
- We are committed to actively supporting and challenging the management team director and/or principal, as appropriate.

### *Relationships*

- We will strive to work as a team in which constructive working relationships are actively promoted.
- We will express views openly, courteously and respectfully in all our communications with other directors or governors, as appropriately.
- We will support the chair in his/her role of ensuring appropriate conduct both at meetings and at all times.
- We are prepared to answer queries from other directors or governors, as appropriate, 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 recognise that the roles of director, governor, and staff member in the trust are different. **Where I am also a staff member** I will maintain the separation of my roles.
- We will seek to develop effective working relationships with the managing director and the principals, staff, governors, and parents of children in all of our academies or academy, as appropriate, and with local authorities, other relevant agencies, and the communities served by the trust's academies.

### *Confidentiality*

- We will observe complete confidentiality when matters are deemed confidential or where they concern other directors, governors, specific members of staff, pupils/ students and parents.
- We will exercise the greatest prudence at all times when discussions regarding the trust's business arise outside a meeting of the Board of Directors or the Local Governing Body.
- We will not reveal the details of any Board of Directors, Local Governing Body, or a committee's vote, as appropriate.

### *Conflicts of interest*

- We will record any pecuniary or other business interest that we have in connection with the trust's or the academy's business in the register of business interests.
- We will declare any pecuniary interest - or a personal interest which could be perceived as a conflict of interest - in a matter under discussion at a meeting and offer to leave the meeting for the appropriate length of time.
- We will act in the best interests of the trust as a whole, or the academy, as appropriate, and not as a representative of any particular academy or group.

*Breach of this code of practice*

- If we believe this code has been breached, we will raise this issue with the chair of the Board of Directors, or the chair of the Local Governing Body, as appropriate, and the chair will investigate; the Board of Directors or the Local Governing Body, as appropriate, should seek to resolve any difficulties or disputes constructively.
- Should it be the chair of the Board of Directors that we believe has breached this code, another director, such as the vice chair will investigate; should it be the chair of the Local Governing Body that we believe has breached this code, another governor, such as the vice chair, after notifying the Board of Directors, will investigate.
- We understand that any allegation of a material breach of this code of practice by any director or governor shall be raised at a meeting of the Board of Directors, and, if agreed to be substantiated by a majority of directors, shall be recorded in the minutes and can lead to consideration of suspension or in some circumstances removal of a director or governor from the Board of Directors or a Local Governing Body, as appropriate.
- In taking the decision to suspend and/or remove a director or governor the process set out in Annex B will be followed.

Directors or governors, as appropriate, will sign the code at the first meeting of the Board of Directors or a Local Governing Body, as appropriate, each academic year.

*Personal undertaking:*

As a member of the **Board of Directors /Local Governing Body of [add the name of the academy] [delete as appropriate]** - I will always have the well-being of the children and the reputation of the trust/or and the academy, as appropriate, at heart; I will do all I can to be an ambassador for the trust or the academy, as appropriate, publicly supporting its aims, values and ethos; I will never say or do anything publicly

that would embarrass the Board of Directors, the management team director, a Local Governing Body, a principal, or any staff.

Signed .....

Printed name .....

Date: .....

## **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. They should not do so in order to gain financial or other material benefits for themselves, their family, or their friends.

### **Integrity**

Holders of public office should not place themselves under any financial or other obligation to outside individuals or organizations that might seek to influence them in the performance of their official duties.

### **Objectivity**

In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit.

### **Accountability**

Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.

### **Openness**

Holders of public office should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.

### **Honesty**

Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.

### **Leadership**

Holders of public office should promote and support these principles by leadership and example.

### **Suspension of a Director or Governor**

Subject to the following paragraphs the Board of Directors, or the Members of the trust as appropriate, may by resolution suspend a director for all or any meetings of the Board of Directors or of its committees, and the Board of Directors may by resolution suspend a governor for all meetings of the Local Governing Body or its sub-committees, for a fixed period of up to 6 months on one or more of the following grounds:

- (a) that the director or governor, being a person paid to work for the trust, is the subject of disciplinary proceedings in relation to his employment;
- (b) that the director or governor is the subject of proceedings in any court or tribunal, the outcome of which may be that he is disqualified from continuing to hold office as a director or governor under the articles of association;
- (c) that the director or governor is in breach of any of the provisions of this code of practice which the Board of Directors believes has, or could, bring the office of director or governor into disrepute;
- (d) that the director or governor has acted in a way that is inconsistent with the ethos of the trust or with or with the religious character of an academy and has brought or is likely to bring the trust, the Board of Directors, or an academy or a Local Governing Body, or his/ her office into disrepute; or
- (e) that the director or governor is in breach of hi/her duty of confidentiality to the trust, an academy within in the trust, or to any member of staff, or to any pupil at an academy within the trust.

A resolution to suspend a director or governor from office shall not have effect unless the matter is specified as an item of business on the agenda for the Board of Directors' meeting, or a meeting of Members, as appropriate, of which notice has been given in accordance with the articles of association.

Before a vote is taken on a resolution to suspend a director or governor, the director proposing the resolution shall at the meeting state his/her reasons for doing so. The director or governor who is the subject of the resolution shall then be given the opportunity to make a statement in response before withdrawing from the meeting.

Nothing in this regulation shall be read as affecting the right of a director or governor who has been suspended to receive notices of, and agendas and reports or other paper for, meetings of the Board of Directors or Local Governing Body, as appropriate, during the period of his/her suspension.

### **Removal of a Director or Governor**

During the period of suspension the matter will be further investigated. The Board of Directors or the Members of the trust, as appropriate, may by resolution remove a director or governor for a material breach of the code of practice or find that a director or governor is disqualified from continuing to hold office as a director or governor under the articles of association.

A resolution to remove a director or governor from office shall not have effect unless the matter is specified as an item of business on the agenda for the Board of Directors' meeting, or a meeting of Members, as appropriate, of which notice has been given in accordance with the articles of association.

Before a vote is taken on a resolution to remove a director or governor, or determine that a director or governor is disqualified from continuing to hold office as a director or governor, the director proposing the resolution shall at the meeting state his/her reasons for doing so. The director or governor who is the subject of the resolution shall then be given the opportunity to make a statement in response before withdrawing from the meeting.

### **Ending a Suspension**

The Board of Directors or the Members of the trust, as appropriate, may by resolution end a suspension at any time.

### **Responsible Body- for Directors**

Directors and other persons will be suspended and/or removed from office by the person or body that appointed them as follows:

- Sponsor Directors- the Essa Foundation Trust \*
- Academy Directors- the Board of Directors
- Management Team Director- the Board of Directors
- Persons appointed by committees- the Board of Directors

Elected Parent Directors, if any, will be suspended and/or removed from office by the Board of Directors.

\*Sponsor Directors may be removed by the DfE in specified circumstances.

### **Responsible Body- for Governors**

Sponsor governors, co-opted governors, and elected parent governors and staff governors will be suspended and/or removed from office by the Board of Directors.

Based on the model code of practice for academy school governors produced by the National Governors Association (nga).

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