



An Daras Trust
Igniting Curiosity Growing Capabilities

An Daras Multi-Academy Trust

Governance Code of Conduct for Members, Directors & Governors

The An Daras Multi Academy Trust (ADMAT) Company

An Exempt Charity Limited by Guarantee

Company Number/08156955

Status: Approved	
Recommended	
Version	v1.1
Statutory	Yes
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Linked Documents and Policies	NGA and The Key Guidance ADMAT Vision and Aims Governance Handbook

Introduction

This code sets out the expectations on and commitment required from members, directors and local governors while carrying out your governance duties within An Daras Trust. Governance at every level is responsible for furthering the objects¹, vision² and aim³ of the Trust. By being well informed, supportive and challenging, you will help to ensure that the children achieve the best they can, the achievement gaps for disadvantaged children are closed, children are equipped for the next phase of learning and life, the curriculum is enjoyable and comprehensive, the learning environment is safe and challenging, outdoor activities are encouraged, stakeholders are worked with positively, funding is well spent and, where appropriate, the Christian character and distinctiveness is fully embraced⁴. In short, you are ensuring the spiritual, physical, intellectual, emotional, moral and social development of the children.

Core Strategic Functions

The core strategic functions of governance are (1) Ensuring clarity of vision, ethos and strategic direction (2) Holding the CEO/Head teacher to account for the performance of the Trust/School and its pupils; and the performance management of the staff, and (3) Overseeing the financial performance of the trust and making sure its money is well spent. It should be remembered that governance is strategic and management is operational.

Not all of these functions sit at every level. Governance within the Trust is structured⁵ to allow complementary but non-duplicative roles⁶ of the Board of Directors and Director committees, including the Local Governing Boards to ensure the CEO, central team and school-level leaders are held to account.

Corporate Governance Responsibility

No Member, Director or Governor can act individually, even as a Chair, except when given delegated authority to do so. Everyone is to accept collective responsibility for all decisions made at any Board, committee or governor meeting, and will not speak out against majority decisions outside of said meetings. The overriding concern of the directors or governors is the welfare of the Trust or school as a whole regardless of their individual responsibilities or interests.

Application of this Code

This code applies to all Members, Directors and Governors when exercising any powers delegated to them under the articles. Those involved in governance at every level are expected to sign to say they will abide by this code. The Trust Governance Officer is responsible for reviewing and updating the code as required.

¹ to advance for the public benefit education in the United Kingdom, in particular but without prejudice to the generality of the foregoing by establishing, maintaining, carrying on, managing and developing Academies which shall offer a broad and balanced curriculum and which shall include: (i) Academies other than those designated Church of England, whether with or without a designated religious character; and (ii) Church of England academies designated as such which shall be conducted in accordance with the principles, practices and tenets of the Church of England both generally and in particular in relation to arranging for religious education and daily acts of worship, and in having regard to any advice and following any directives issued by the Diocesan Board of Education; but in relation to each of the Academies to recognise and support their individual ethos, whether or not designated Church of England.

² Igniting Curiosity, Growing Capabilities; to grow capability mature children who are positively engaged, compassionate and competent, conscious of the role they play in society, who are curious about the world around them and their place within it.

³ We are committed to improving life chances by delivering high quality academic, spiritual, social, economic and experiential learning to raise aspirations and contribute effectively to positive personal development.

⁴ Wisdom, Hope, Community, Dignity

⁵ Scheme of Delegation

⁶ Governance Handbook

Summary of Roles

Below is a summary of general roles; the list is not exhaustive and more detail can be seen in the ADMAT Scheme of Delegation and Decision Planner.

GENERAL ROLE	MEMBERS	DIRECTORS	LGB
Maintain an oversight of governance arrangements and challenge when required	X		
Appoint and remove Directors (under Article 50)	X		
Take decisions by ordinary and special resolutions	X		
Amend articles when required	X		
Setting the vision, values and objectives for the Trust		X	
Ensuring the vision, values and objectives are followed through in the schools			X
Manage the growth and size of the Trust		X	
Agree and monitor the Trust improvement plan with priorities and targets		X	
Agree and monitor the school/academy improvement plan with priorities and targets			X
Meet statutory duties	X	X	X
Contribute to self-evaluation		X	X
Appoint and performance manage the CEO/EHTs		X	
Appoint and performance manage HoS/teaching staff			X
Contribute to Trust self evaluation		X	
Contribute to school/academy self evaluation			X
Identify and manage risk at Trust level		X	
Identify and manage risk at school level			X
Monitoring the educational performance of the school/s and progress towards agreed targets		X	X
Teaching and learning, curriculum, standards of behaviour and attendance in each school		(X)	X
Engage with stakeholders		X	X
Setting and approving the budget, including staffing structure and levels		X	
Monitoring spending against budget		X	
Ensuring value money is obtained and money is well spent		X	

As an individual you understand and agree to the following:

Role & Responsibilities

- I understand the purpose of the Board, committees, LGBs and the role of the executive leaders. I accept and respect the difference in roles between the Board of Directors, Governors and central or leadership staff, ensuring that we work collectively for the benefit of the organisation (in line with the Scheme of Delegation).
- I accept that I have no legal authority to act individually, except when the board has given me delegated authority to do so, and therefore we will only speak on behalf of the Members/Directors/Governors except when I have been specifically authorised to do so.
- I accept collective responsibility for all decisions made by the board/committee or its delegated agents. This means that I will not speak against majority decisions outside the governing board/committee meeting.

- I have a duty to act fairly and without prejudice, and in so far as I have responsibility for staff, I will fulfil all that is expected of a good employer.
- I will always be mindful of our responsibility to maintain and develop the ethos and reputation of our school/group of schools. Our actions within the Trust, school and the local community will reflect this.
- In making or responding to criticism or complaints I will follow the procedures established in the Trust policy.
- I will actively support and challenge the executive leaders, by being candid but constructive and respectful.
- I will respect the role of the executive leaders and their responsibility for the day-to-day management of the organisation and avoid any actions that might undermine such arrangements.
- I agree to adhere to the Trust/school's rules and policies and the procedures for governance as set out by the relevant governing documents and law.
- When formally speaking or writing in my governance role, I will ensure my comments reflect current organisational policy even if they might be different to my personal views.
- When communicating in a private capacity (including on social media), I will be mindful of and strive to uphold the reputation of An Daras Trust/our school.
- I will not discriminate against anyone and will work to advance equality of opportunity for all.

Commitment

- I acknowledge that accepting office as a member/director/governor involves the commitment of significant amounts of time and energy.
- I commit to understanding the Trust Identity and using it to underpin the work I do as a Member/Director/Governor.
- I will be actively involved in the work of the Board/committee, and accept my fair share of responsibilities, including service on committees or working groups.
- I will make full efforts to attend all meetings and where I cannot attend, I will send apologies in advance with an explanation. I will arrive at the meeting prepared, having read the papers in advance.
- I will get to know the school/s well and respond to opportunities to involve myself in appropriate school activities.
- I will visit the school/s, with all visits arranged in advance with the senior executive leader/head teacher and undertaken within agreed parameters ie check progress on improvement plan.
- [As applicable] When visiting the school in a personal capacity (i.e. as a parent or carer), I will maintain my underlying conduct as a member/director/governor.
- I will consider seriously my individual and collective needs for induction, training and development, and will undertake relevant training within the required timeframes.
- I accept that in the interests of open governance, my full name, date of appointment, term of office, roles on the governing board, attendance record, relevant business and pecuniary interests, and the category of governor will be published on the Trust/school's website.
- I accept that information relating to myself will be collected and inputted on to the DfE's national database (Secure Access – Get Information about Schools (GIAS)).

Relationships

- I will strive to work as a team, creating an inclusive environment where each board member's contributions are valued equally.
- I will express views openly, courteously and respectfully in all our communications with other directors/governors, the governance officers and school staff both in and outside of meetings.
- I will support the chair in ensuring appropriate conduct both at meetings and at all times.
- I will seek to develop effective working relationships with the executive leaders, staff and parents, the trust, the local authority and other relevant agencies and the community as required.

Confidentiality

- I will observe complete confidentiality when matters are deemed confidential or where they concern specific members of staff or pupils, both inside or outside school.
- I will exercise the greatest prudence at all times when discussions regarding school/trust business arise outside a board/committee meeting.
- I will not reveal the details of any board/committee vote.
- I will ensure my access to Sharepoint and my An Daras email account is known only to me and all confidential papers, if held, will be disposed of appropriately. The only exception to this is when dealing with an administrator to resolve access issues.
- I will ensure that anything I overhear or am told is not repeated or shared with anybody who should not be party to that information. I will keep confidential any information heard, read or shared between staff members, outside agencies and parents/carers regarding a child or the child's family.
- I will not post confidential information regarding children, staff members or parents on social networking sites such as Facebook and Twitter. I will not contribute to discussions or conversations on social networking sites regarding the MAT/school and anyone associated with it.
- I will ensure that anything I hear that raises questions about the professionalism of someone working at the school is immediately passed on to the CEO/Executive Head Teacher/HoS as appropriate.
- I will ensure that if I notice anything of concern regarding a child, or if a child reports anything of concern to me, I will notify the designated person for child protection and only share information with those that need to know for that child's protection.

Conflicts of Interest

- I will record any pecuniary or other business interest (including those related to people I am connected with) that I have in connection with the Trust/school/Board/committee business on the Register of Business Interests, and if any such conflicted matter arises in a meeting I will offer to leave the meeting for the appropriate length of time.
- I accept that the 'live' Register of Business Interests will be published on the school/trust's website and I will notify the Trust Secretary/Governance Officers if my interests change and not just at each annual declaration.
- I will also declare any conflict of loyalty at the start of any meeting should the situation arise.
- I will act in the best interests of the Trust/school as a whole and not as a representative of any group, even if elected to the governing board.

Ceasing to be a member/director/governor

- I understand that the requirements relating to confidentiality will continue to apply after I leave office.

Breach of this Code

- If I believe this code has been breached, I will raise this with the chair and the chair will investigate; the members/directors/governors will only use suspension/removal as a last resort after seeking to resolve any difficulties or disputes in more constructive ways. This may include additional training, mentoring by another governor or monitoring by the Chair.
- Should it be the chair that breaches this code, the Members will investigate at Director level and the Directors will investigate at governor level prior to resolving any issues. This will be co-ordinated by the Governance Officer.

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.
- **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.

Signature

Full Name

Date

OR
Signatures can be recorded and dated on one register for each Board.