Athena Learning Trust
Trust-wide
Trustee and Governor Code of Conduct

Review
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1. Aims, scope and principles

This Code of Conduct aims to set and maintain standards of conduct that we expect all trustees and local governors to follow.

By creating this Code of Conduct, we aim to ensure that trustees and local governors carry out their role with honesty and integrity, and help us to ensure our schools are environments where everyone is safe, happy and treated with respect.

The code is based on the academy trust governance guide and the Academy Trust Handbook. It should be read alongside our constitutional documents, articles of association and scheme of delegation. Failure to follow the code of conduct may result in disciplinary action being taken, as set out in the appendix.

Please note, this code of conduct is not exhaustive. If situations arise that are not covered by this code, trustees and local governors will use their judgement and act in the best interests of the trust and its pupils.

2. The 7 Nolan principles of public life

As trustees and local governors, we will follow these principles set out by the government, at all times. They apply to anyone who holds public office.

3. Trustees and local governors' responsibilities

In trusts, the purpose of governance is to provide:

- strategic leadership
- accountability and assurance
- strategic engagement

In order to do this effectively, as individuals we will:

- Set and maintain an ethos of high expectations for everyone in the community of our schools and shared service, including in the conduct and the professionalism of the board and its committees.
- Promote equity and diversity throughout our organisation, including the board and its committees operations.
- Preserve and develop the vision, ethos and values, character and religious character where applicable of the trust and its schools.
- Not undermine fundamental British values, including democracy, the rule of law, individual liberty and mutual respect, and tolerance of those with different faiths and beliefs.

- Follow the trust's policies and procedures.
- Take responsibility for our self-evaluation, regularly reviewing performance, constitution and skillset.
- Take part in any training or development required to fill any gaps in the skills we need for effective governance.
- Understand that where responsibility has been delegated, the board as a whole remains accountable and that important decisions relating to core functions will be made by the full board.
- Comply with relevant guidance and legislation, and our funding agreement, which sets out how we must manage our money, and procure goods and services.
- Act with integrity and transparency when making financial decisions, and understand that our financial management and decision making will be scrutinised and audited.
- Declare all gifts worth more than £20.
- We will work to actively identify and manage risks to the trust and its schools.

4. Safeguarding

- We will abide by the Trust and school individual Safeguarding Policies.
- We recognise our duty to safeguard and promote the welfare and safety of all children in the care of the Trust and its schools, and to protect children from harm.
- We will at all times take responsibility for our own actions and behaviour and avoid any conduct which would lead any reasonable person to question our motives or intentions.
- We recognise our responsibility to identify and report child welfare concerns and will report any safeguarding concern relating to a child at any Athena Learning Trust school or on the school roll, a member of staff, paid or unpaid, a volunteer or contractor at any Athena Learning Trust school or anyone visiting or using any Athena Learning Trust school premises to the appropriate Designated Safeguarding Lead in accordance with the school and Trust Safeguarding Procedures.

5. Working with others

We will:

- We will strive to work cooperatively as a team.
- Support and strengthen trust leadership by providing constructive challenge to leaders, and holding them to account
- Respect the role of the executive and school leadership teams, and avoid routine involvement in operational matters.
- We will act in a way that is fair and unbiased and treat everyone equally, with courtesy and respect.
- We will give our views openly and honestly and encourage the open expression of views at meetings.
- We will acknowledge the time, effort and skills that have been committed by anyone taking on a particular role or carrying out a delegated function.

- We will support the chair in their role of ensuring that the functions are conducted appropriately.
- We will seek to develop effective working relationships with each other, all staff and stakeholders.
- Follow the Equality Act 2010, and apply the principles of fairness and equity in everything we do.

6. Commitment to governance

We:

- Will attend all meetings where possible. Where we cannot attend, we will give suitable notice.
- Understand and accept the time and workload commitments of the role.
- Where appropriate will get to know the schools and take opportunities to involve ourselves in the life of the Trust and its schools.
- We will, where appropriate, seek and consider information, advice and guidance to inform our decision-making.
- Will prepare ahead of meetings to ensure we make informed contributions.
- Where applicable, we will participate in regular pre-arranged school visits in accordance with our Trust Visit Policy.
- Will attend any training or development activity needed to ensure the board has a wide range of skills and expertise.

7. Openness and transparency

To make sure our board takes impartial decisions without bias, we will:

- We will abide by the Athena Learning Trust Declaration of Interests Policy.
- Publish an up-to-date register of business and pecuniary interests of all trustees and local governors.
- Declare any potential conflicts of interest at the beginning of each meeting, and withdraw from the meeting for the relevant item of business and not vote on the matter.

Publishing information

To ensure our board is transparent and open to the communities we serve, we will make certain information publicly available.

- We accept that the following information will be published on the trust and its schools website to ensure transparency:

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- The structure and remit of the members, board of trustees, committees and local governing bodies , and the full name of the chair of each one.

- For each **member** who has served at any point over the past 12 months:
  - Their full name
  - Their date of appointment
  - The date when they stepped down, if applicable
  - Their relevant business and pecuniary interests (including governance roles in other educational institutions)
- For each **trustee and local governor** who has served at any point over the past 12 months:
  - Their full name
  - Their date of appointment
  - Their term of office (trustees/local governors and local governors only)
  - The date they stepped down (where applicable)
  - The body that appointed them (trustees/local governors and local governors only)
  - Their relevant business and pecuniary interests
  - Their attendance record over the last academic year (only for trustees/local governors at board and committee meetings, and local governors at local governing body meetings)
- We accept that the information about members, trustees and local governors will be published on Get Information About Schools

- We accept that the board may collect diversity data to publish on the school website, which could include information on any of the 9 protected characteristics listed in the Equality Act 2010
  - We understand that providing this information is voluntary and that, if we have already provided this information, we are able to request it be removed from any reporting
- We accept that the information about trustees and local governors will be published by Companies House

- We accept that the approved board and committee minutes and any agenda and papers considered at a meeting will be made available to any interested person.

8. Confidentiality

In the course of our role, we are sometimes privy to sensitive information. We will observe confidentiality when discussing this information, and will not publicly disclose:

- Information about sensitive matters
- Information about named individuals (such as staff, pupils and their parents/carers)
- Details of individual trustees and local governors' contributions in meetings or how they may have voted

Confidential information will never be:

- Disclosed to anyone without the relevant authority
- Used to humiliate, embarrass or blackmail others
- Used for a purpose other than what it was collected and intended for

Our commitment to confidentiality does not overrule our duty to report safeguarding concerns to the appropriate channel where we believe a child is at risk of harm.

We will continue to observe confidentiality after we have left office.

Breaches of confidentiality

In the event of a breach of confidentiality, we will inform the chair as soon as possible who will investigate the matter further.

Trustees and local governors understand that if they breach confidentiality, they may be suspended or removed.

9. Data protection

We will abide by the Athena Learning Trust relevant policies.

We will take all reasonable precautions to protect information stored electronically on personal devices (e.g. laptops or tablets) and in paper format stored at home and in transit to and from school.

We will report any lost or stolen information or documentation to the Athena Learning Trust Data Protection Officer.

Our commitment to data protection does not overrule our duty to report safeguarding concerns to the appropriate channel where we believe a child is at risk of harm.

Personal data breaches

We will inform the trust's data protection officer immediately if we believe there has been a personal data breach.

10. Social media

We will:

- Abide by any requirements set out in our Trust and its schools social media policy.

We will:

- Uphold the reputation of the trust and school at all times
- Maintain a professional presence online and carefully consider how we interact with our schools'/school's communities
- Review privacy settings regularly to make sure we are happy with the information about us that is publicly available
- Report any incidents of harassment we experience, or see towards trustees/local governors, to the chair of trustees/the local governing body and the executive leadership
- Carefully consider how appropriate it would be to accept any friend requests from parents/carers or to join any parent/carer groups associated with the trust or any of our schools

We will **not**:

- Accept friend requests from pupils
- Disclose any information which is confidential or would breach data protection principles
- Make comments online about any members of the board of trustees/local governors or trust/school communities
- Post any inappropriate/offensive language, images or comments on social media that may bring us or the trust or school into disrepute

11. Monitoring arrangements

This code of conduct will be reviewed and agreed regularly, upon significant changes to the law, or as needed. It will be ratified by the governance and growth committee.

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Appendix 1: breaches of the code of conduct

If we suspect a trustee has breached the code of conduct, we will follow this procedure:

- A member of the trust will investigate
- A member of the trust will hold a meeting with the trustee to discuss the issue. The trustee can bring a friend to the meeting. Another trustee will attend to corroborate any decisions
- If the situation doesn't improve, or there is another suspected breach, we will take action to improve the issue. This may involve:
    - Further meetings with the member to reset expectations, based on this code of conduct
    - Support, mentoring or training for the trustee
    - Making sure the trustee withdraws from votes connected to any disputes they have been involved in

If there is no improvement in the trustee's behaviour, the board will vote on a motion to ask the members to remove them in accordance with sections 168 and 169 of the Companies Act 2006 and the trust's articles of association. This is a last resort and will not be used without the above steps being taken, except in exceptional circumstances.

If we suspect a local governor has breached the code of conduct, we will follow this procedure:

- The Chair will investigate
- The Chair will hold a meeting with the local governor to discuss the issue. The local governor can bring a friend to the meeting. Another local governor will attend to corroborate any decisions
- If the Chair of governors is in breach of the code of conduct, a trustee will investigate.
- If the situation doesn't improve, or there is another suspected breach, we will take action to improve the issue. This may involve:
    - Further meetings to reset expectations, based on this code of conduct
    - Support, mentoring or training
    - Making sure the local governor withdraws from votes connected to any disputes they have been involved in

If there is no improvement in the local governor's behaviour, the board will vote on a motion to ask the members to suspend or remove them in accordance with the trust's articles of association. This is a last resort and will not be used without the above steps being taken, except in exceptional circumstances.

Trustees may be **removed** if they:

- Have acted in a way that is inconsistent with the professional ethos of the board of trustees (including failing to undertake training appropriate to the role, whether or not directed to do so by the board)
- Have brought, or are likely to bring, the academy trust or the office of the trustee into disrepute
- Have acted to undermine fundamental British values or the board's commitment or ability to deliver on its Prevent duty
- Have been involved in serious misconduct. We will determine what counts as serious misconduct based on the facts of the case, but it will include any actions that compromise the 7 principles of public life, if sufficiently serious
- Have displayed repeated and serious incompetence
- Have acted in a way that is significantly detrimental to the effective operation of the board, or their actions have interfered with the operational efficiency of the school

Local governors may be **suspended** if they:

- Have acted in a way that is inconsistent with the professional ethos of the board of local governors (including failing to undertake training appropriate to the role, whether or not directed to do so by the board) and
- Have brought, or are likely to bring, the academy trust or the office of the trustee into disrepute, or
- Acted to undermine fundamental British values or the board's commitment or ability to deliver on its Prevent duty

Local governors may be **removed** where:

- There have been repeated grounds for suspension
- There has been serious misconduct. We will determine what counts as serious misconduct based on the facts of the case, but it will include any actions that compromise the 7 principles of public life, if sufficiently serious
- They display repeated and serious incompetence
- Their actions are significantly detrimental to the effective operation of the board, or their actions interfere with the operational efficiency of the school

'Bringing the board into disrepute' may include, but is not limited to:

- Speaking out publicly against the trust or school
- Being disrespectful to members of the trust or school community
- Behaving inappropriately in a public forum, such as a PTA meeting or on social media
- Persistently failing to undertake the training or development they need to contribute effectively to the board's operation