Liverpool Diocesan Schools Trust

Code of Conduct for Governance

Rationale

The purpose of this Code of Conduct is to enable Trust Members, the Board of Directors and Local Governing Bodies (LGBs) to fulfil their primary role of

- Supporting the Trust, senior leaders and staff in ensuring Jesus is at the heart of everything that is done in Trust schools.
- Raising standards by acting strategically as a critical friend.
- Being accountable to those with legitimate interest.

All Directors and LGB governors have equal status, and their central concern must always be to the welfare of the pupils and staff.

Roles and Responsibilities - Directors

Trust Directors are answerable to the Members and LGBs are in turn answerable to Directors. As corporate bodies, individual Directors and LGB governors only have authority to act individually where the Board has delegated the authority to do so (refer to the Articles of Association and Scheme of Delegation for further clarification).

The Board of Directors is responsible for approving this Code of Conduct and monitoring its effectiveness.

The Governance Professional is responsible for ensuring that all Members, Directors and Governors are made aware of this Code of Conduct, and that it is readily available on the Trust website and the Governance Portal.

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

Roles and Responsibilities – Local Governing Bodies

The Department for Education (DfE's) Governance Handbook identifies three core functions;

- Ensuring clarity of vision, ethos and strategic direction.
- Holding the Headteacher to account for the educational performance of the organisation and its students, and the performance management of staff.
- Overseeing the financial performance of the academy ensuring money is effectively spent.

The Board of Directors delegates authority to LGBs through its Scheme of Delegation.

To ensure these areas are at the forefront of meetings, governors need will;

- Understand the strategic purpose of the LGB and respect the role senior leaders have in respect of operational management avoiding any actions that might undermine such arrangements.

- Accept that there is no legal authority to act individually, except when the LGB has given delegated authority to do so, and therefore can only speak on behalf of the LGB when specifically authorised to do so.

- Accept collective responsibility for all decisions made by the LGB or its delegated agents. This means that we will not speak against majority decisions outside the LGB meeting.

- Have a duty to act fairly and without prejudice, and in so far as they have responsibility for staff, they will fulfil all that is expected of a good employer. Will encourage open governance and will act appropriately.

- Will consider carefully how decisions may affect the community and other schools.

- Will always be mindful of their responsibility to maintain and develop the ethos and reputation of their school/Trust. Their actions within the school and the local community will reflect this.

- Follow Trust policies and procedures at all times

- Will accept and respect the difference in roles between the LGB and staff, ensuring that they work collectively for the benefit of the organisation.

- Ensure their comments reflect current Trust/School policy (even if they might be different to our personal views), when formally speaking or writing in a governance role.

- Be mindful of, and strive to uphold, the reputation of the Trust/School when communicating in a private capacity (including on social media).

The Board operates by Directors 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 Directors collectively and each individual Director 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 in their meetings, and Governors in their meetings. If a Member/Director/Governor disagrees with a decision taken by their respective group, their first duty is to have any disagreement discussed and minuted. If they strongly disagree they should consult the Chair and, if necessary, then raise the matter with their respective group when it next meets.

The Members, Board of Directors and LGBs are responsible for;

- ensuring that the school keeps Jesus at the heart of the school and promoting its distinctly Christian character in line with the Diocesan aspiration to be a bigger church making a bigger difference in our communities
- promoting high standards of educational achievement, strategic planning and financial control

- ensuring the school meets statutory requirements.

Commitment

Being a Director or LGB Governor:

- Requires acknowledging that the role involves the commitment of significant amounts of time and energy.

- Involves participating fully in the work of the Board of Directors/LGB so that individuals accept a fair share of the responsibilities and duties including serving on standing and ad-hoc committees or working parties.

- Requires regular attendance at meetings of the full Board of Directors/LGB and committees and where attendance is not possible apologies should be tendered in advance with reasons provided.

- Requires getting to know the schools well and taking opportunities to visit and get involved in school activities.

- Requires when undertaking school visits, arrangements to be made in advance with the Headteacher and undertaken within the framework established by the governing board.

- Requires commitment to individual and collective training and development needs and using any designated funds to address them.

- Requires acceptance that in the interests of open governance, full names, date of appointment, terms of office, roles on the governing board, attendance records, relevant business and pecuniary interests, category of governor and the body responsible for appointing, will be published on the school/Trust website and also logged on the DfE's national database of governors

Relationships

The Board of Directors and LGB will strive to develop effective working relationships with:

- Headteachers, staff, children, parents/carers, the LDST Central Team, the Diocese, the Local Authority, the local church and clergy, the local community and fellow schools within LDST and locally.

In forming, building and sustaining good working relationships;

- Remember that, as an elected representative in a particular category, they are not representative of those groups (e.g. a representative parent is not a representative of the parents) and act in the best interests of the school/Trust as a whole

- Work as a member of a team (the Board of Directors or an LGB) in which constructive working relationships are actively promoted; the team shares collective responsibility and accountability, and all relationships are built on trust.

- Express views openly, courteously and respectfully in all communications with other Members/Directors/Governors, the clerk to the governing board and school staff both in and outside of meetings.

- Support the Chair in their role of ensuring appropriate conduct both at meetings and at all times.

- Be prepared to answer queries from other Board/LGB members in relation to delegated functions and take into account any concerns expressed, and will acknowledge the time, effort and skills that have been committed to the delegated function by those involved.

- Develop an open and honest relationship with Heads and all school staff; acting as 'critical friend' ensuring a balance is struck between offering (in this order) support and challenge.

Conflicts of Interest

Requires that:

- Any pecuniary or other business interests (including those related to people they are connected with) are recorded in the Register of Business Interests. The Register of Business Interests will be published on the school/Trust's website.

- A declaration of any potential conflict of interest is made at the start of any meeting and should the situation arise an acceptance that you may be asked to leave the meeting whilst the issue is discussed

Confidentiality

Requires that:

- Complete confidentiality is observed at all times, but particularly when explicitly asked to do so, for example regarding matters concerning staff, children or their parents/carers (both inside and outside school).

- Discussion about decisions is kept confidential even when decisions themselves are made public through the minutes of meetings.

- Any confidential papers are held and disposed of appropriately. All communications should be made using secure platforms (Governorhub, Trust email)

- Prudence is exercised when invited to respond in discussions and informal talk outside meetings, and instead of passing individual comment, encourage issues to be brought to the attention of the Board of Directors, Headteacher or LGB (depending on the nature of the issue) through proper channels.

- Members/Directors/Governors 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, LGB 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, Directors or Governors to publicly criticise, canvass or reveal the views of other Members/Directors/Governors, which have been expressed at meetings of the Board, LGB or its committees.

The requirement to confidentiality continues after leaving office.

Conduct

All volunteers have a duty to act with integrity, objectivity and honesty in the best interests of the school in line with the Seven Principles of Public Life (also known as the Nolan Principles - Appendix 1) and are also expected to behave professionally at all times:

Members/Directors/Governors should;

- Reflect on how they are perceived by stakeholders in all they say and do, both as individuals and as a collective body.

  Consider carefully how their decisions and actions might affect others, whether they are individuals employed by the Trust/school, children or adults who are part of LDST's school communities, other schools in the locality or the wider community.

- Feel free to express views openly at meetings, but also to accept collective responsibility for all decisions made by the Board of Directors, the LGB, the Headteacher, or any individual delegated to do so.

- Not speak out against majority decisions in public or in private outside of meetings. The intention is to protect the reputation and authority of the LGB, LDST and its schools in the public domain. If a concern arises advise the Chair of the Board of Directors, Chair of the LGB or the Chief Executive of LDST.

- Only speak or act on behalf of the Board of Directors, the LGB or a school when specifically authorised to do so.

- Respond to any criticism or complaints about LDST or a member school, or its staff by referring to the relevant Complaints Procedure adopted by the Board of Directors/LGB. The complainant may be advised as to the correct procedure to be followed.

Additionally, within our distinctly Christian Trust (CofE schools only):

- Accept all meetings will always begin with prayer.

- Share in the worship life of the Trust/school wherever possible.

- Discharge their duties in a manner that maintains and develops the character of each school as a Christian community and safeguards and enhances its reputation in the local and wider educational communities.

Breach of this Code of Conduct

Potential breaches of this code should be raised with the Chair of the Board of Directors or LGB as appropriate. The Chair will instigate an investigation and based on findings propose a way forward. Suspension or removal will only be used as a last resort after seeking to resolve any difficulties in more constructive ways. If the Chair has potentially

breached this Code, another Board or LGB governor (such as the Vice Chair) will investigate.

Legal Framework and Statutory Accountability

Members/Directors/Governors are collectively responsible for observing the obligations and responsibilities set out in the Funding Agreements, which the Liverpool Diocesan Schools Trust (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, Members/Directors/Governors 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 Trust CEO as the Accounting Officer is directly accountable to Parliament, through the Committee of Public Accounts, for the effective stewardship of public funds by the Trust. The Board of Directors is accountable to Parliament for ensuring the financial health of the Trust and to the Courts for ensuring that Trust business is conducted in accordance with current legislation and statutory requirements.

As a Member/Director/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 Chair or Governance Professional in the first instance if I am in doubt.

Signed:

Name:

Date:

Appendix 1

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.