



## **Code of Conduct for Members and Directors of John Taylor Multi-Academy Trust**

This Code of Conduct sets out the behaviour and conduct expected of all Members and Directors of the Trust. It is expected that all Members and Directors will know, understand and work within the prescribed regulatory framework. They must comply with the updated General Data Protection Regulations (GDPR) 2018.

### **The MAT Board**

The MAT Board is legally responsible for the conduct of its schools with a view to promoting high standards of educational achievement. In this context its directors, and the members to whom they are accountable, must act in an exemplary fashion in order to both fulfil the requirements of their understanding, and to act as role models for members of Local Governing Bodies (LGBs) within the MAT's academies.

The MAT Board will collectively:

- Establish clarity of vision, ethos and strategic direction within the MAT
- Operate in such a way that statutory duties are met and priorities are approved
- Provide challenge and hold the CEO and other senior leaders to account for improving the quality of teaching, pupils' achievement and pupils' behaviour and safety
- Use performance management systems, including the performance management of the CEO to improve teaching, leadership and management
- Support and strengthen the Trust leadership
- Contribute to the Trust's self-evaluation and understand its strengths and weaknesses
- Engage with key stakeholders
- Ensure solvency and probity and that the financial resources made available to the Trust are managed effectively
- Use pupil premium and other resources both targeted and not, to overcome barriers to learning, including reading, writing and mathematics.

### **Core Functions of the MAT Board**

From the NCTL "Governance in Multi Academy Trusts" 2014

#### Members

The members are akin to the shareholder of a company. They have ultimate control over the academy trust, with the ability to appoint some of the trustees and the right to amend the trust's articles of association.

#### Trustees

The trustees are responsible for the same three core governance functions performed by the governing body in a maintained school that is, setting the direction holding the headteacher to account and ensuring financial probity. As charity trustees they must also ensure that they are complying with charity law requirements. Academy trusts are charitable companies and the trustees are company directors and must comply with company law requirements. This may sound daunting, but, in reality, the duties are largely the same as those of a governor of

a maintained school, such as regularly attending meetings, managing conflicts of interest, seeking advice from the academy's leadership team and ensuring the academy has appropriate procedures in place for reporting financial information.<sup>1</sup>

The model articles state that the chair of the board of trustees will also be a member, thereby ensuring a link between the two layers. However, while trustees can also serve as members, the most effective governance models recognise that the members are responsible for holding the trustees to account. Some separation between those serving as trustees and those serving as members is, therefore, desirable for achieving robust accountability.

Collectively the MAT Board must ensure that it has the necessary skills to discharge its responsibilities.

Trustees should have the skills and attributes to:

- Constantly focus on what's best for the school and pupils by challenging in a constructive manner, asking probing questions and visualising the strategic picture, in terms of both the MAT and the academies within it.
- Understand and effectively carry out their roles, responsibilities and accountabilities, with the ability to take risks and consider dynamic and innovative options.
- Measure and lead school improvement and drive the necessary changes.
- Understand the financial and the business elements of leading a MAT, as well as the legal aspects of the role and how the trust and the business work.
- Work as part of a team and accept shared responsibility and accountability, as well as undertaking frequent self-evaluation in order to remain effective.
- Act with a strong moral purpose, integrity and honesty, and as an advocate for the MAT's values, ethos and philosophy.
- Express disagreement in a rational and professional manner.
- Adopt an entrepreneurial mind-set in order to see and make the most of opportunities that are outside the day-to-day practices of the MAT or academy.
- Be innovative, creative and open-minded by engaging in futures thinking and 'horizon scanning'.
- Ensure that they have the commitment and stamina to drive forward the MAT, as well as the will to abandon the "good" in order to find the "outstanding"

They will ensure this through regular skills auditing, their individual and collective development, and recruitment to skills deficiencies where opportunity arises.

**The MAT Board should play a strategic role and leave the running of the Trust to the CEO. The MAT must not interfere in the day-to-day running of the Trust.**

**Ways of Working – see our Terms of Reference**

<sup>1</sup> Unlimited Professional indemnity cover for members and trustees is provided via the EFA Protection Arrangement.

## The Seven Principles of Public Life

As recommended by the Committee on Standards in Public Life established by the then Prime Minister in October 1995, under the Chairmanship of Lord Nolan, to consider standards of conduct in various areas of public life.

1. **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.
2. **Integrity** - Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might seek to influence them in the performance of their official duties.
3. **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.
4. **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.
5. **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.
6. **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.
7. **Leadership** - Holders of public office should promote and support these principles by leadership and example.

## The Framework for Ethical Leadership in Education

*The Ethical Leadership Commission has developed the following Framework for Ethical Leadership to help school leaders take difficult decisions. As important as the language is, these aren't just fine words, they are meant to support a culture in which ethical decision making can flourish.*

1. **Selflessness** School and college leaders should act solely in the interest of children and young people.
2. **Integrity** School and college leaders must avoid placing themselves under any obligation to people or organisations that might try inappropriately to influence them in their work. Before acting and taking decisions, they must declare and resolve openly any perceived conflict of interest and relationships.
3. **Objectivity** School and college leaders must act and take decisions impartially and fairly, using the best evidence and without discrimination or bias. Leaders should be dispassionate, exercising judgement and analysis for the good of children and young people.
4. **Accountability** School and college leaders are accountable to the public for their decisions and actions and must submit themselves to the scrutiny necessary to ensure this.
5. **Openness** School and college leaders should expect to act and take decisions in an open and transparent manner. Information should not be withheld from scrutiny unless there are clear and lawful reasons for so doing.
6. **Honesty** School and college leaders should be truthful.
7. **Leadership** School and college leaders 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. Leaders include both those who are paid to lead schools and colleges and those who volunteer to govern them.

Schools and colleges serve children and young people and help them grow into fulfilled and valued citizens. As role models for the young, how we behave as leaders is as important as what we do. Leaders should show leadership through the following personal characteristics or virtues:

- a. **Trust:** *leaders are trustworthy and reliable*  
We hold trust on behalf of children and should be beyond reproach. We are honest about our motivations.
- b. **Wisdom:** *leaders use experience, knowledge and insight*  
We demonstrate moderation and self-awareness. We act calmly and rationally. We serve our schools and colleges with propriety and good sense.
- c. **Kindness:** *leaders demonstrate respect, generosity of spirit, understanding and good temper*  
We give difficult messages humanely where conflict is unavoidable.
- d. **Justice:** *leaders are fair and work for the good of all children*  
We seek to enable all young people to lead useful, happy and fulfilling lives.
- e. **Service:** *leaders are conscientious and dutiful*  
We demonstrate humility and self-control, supporting the structures, conventions and rules which safeguard quality. Our actions protect high-quality education.
- f. **Courage:** *leaders work courageously in the best interests of children and young people*  
We protect their safety and their right to a broad, effective and creative education. We hold one another to account courageously.
- g. **Optimism:** *leaders are positive and encouraging*  
Despite difficulties and pressures, we are developing excellent education to change the world for the better.

## The Agreement

### In General

- a) We understand the purpose of the MAT Board and the role of the CEO and Committees as set out above.
- b) We are aware of and accept the Nolan seven principles of public life.
- c) We accept that we have no legal authority to act individually, except when the MAT Board has given us delegated authority to do so, and therefore we will only speak on behalf of the MAT Board when we have been specifically authorised to do so.
- d) 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.
- e) We will encourage open government and will act appropriately.
- f) We accept collective responsibility for all decisions made by the MAT Board or through the delegated Local Governing Body or its delegated agents. This means that we will not speak against majority decisions outside the MAT Board meetings.
- g) We will consider carefully how our decisions may affect the community and other schools.
- h) We will always be mindful of our responsibility to maintain and develop the ethos and reputation of our school and to promote community cohesion. Our actions within the school and the local community will reflect this.
- i) In making or responding to criticism or complaints affecting the MAT or its schools we will follow the procedures established by the MAT.
- k) We understand that communication via social networking sites in a variety of formats is deemed comparable to one to one interaction for the purposes of this code of conduct.

## **Commitment**

- a) We acknowledge that accepting office as a Member or Director involves the commitment of time and energy.
- b) We will each involve ourselves actively in the work of the MAT Board, and accept our fair share of responsibilities, including service on committees or working groups.
- c) We will prepare for meetings by reading papers beforehand.
- d) We will make every effort to attend all meetings promptly, regularly and for the full time. Where we cannot, we will endeavour to explain in advance in full why we are unable to, or will look to “dial-in” if possible.
- e) We will get to know our schools well and respond to opportunities to involve ourselves in school activities.
- f) Any visits to schools will be arranged in advance with the staff and undertaken within the framework established by the Local Governing Body and agreed with the Principal and CEO.
- g) We will consider seriously our individual and collective needs for training and development, and will undertake relevant training.
- h) We are committed to actively supporting and challenging the CEO and key personnel of the Trust.

## **Relationships**

- a) We will strive to work as a team in which constructive working relationships are actively promoted.
- b) We will support the chair in their role of ensuring appropriate conduct both at meetings and at all times.
- c) We will express views openly, courteously and respectfully. The director chairing a meeting is responsible for ensuring appropriate conduct at all times, and the other directors are responsible for supporting the Chair in that role.
- d) We will confront malpractice by speaking up against and bringing to the attention of the relevant authorities’ any decisions and actions that conflict with the Seven Principles of Public Life or which may place pupils at risk.
- e) We are prepared to answer queries from other directors 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.
- f) We will seek to develop effective working relationships with the CEO, staff and parents, the Regional School Commissioner, LGB’s, Local Authorities and other relevant agencies and the community.

## **Confidentiality**

- a) We will observe complete confidentiality when matters are deemed confidential or where they concern specific members of staff or pupils, both inside or outside school.
- b) We will exercise the greatest prudence at all times when discussions regarding MAT business arise outside a MAT Board meeting.
- c) We will not reveal the details of any MAT Board or LGB vote.
- d) We will not reveal the details of discussions in MAT Board meetings or comments made by individual directors at those meetings.
- e) We will ensure all confidential papers are held and disposed of appropriately.

**Conflicts of interest**

- a) We will record any pecuniary or other business interest (including those related to people we are connected with) that we have in connection with the governing board’s business in the Register of Business Interests, and if any such conflicted matter arises in a meeting we will offer to leave the meeting for the appropriate length of time.
- b) We accept that the Register of Business Interests will be published on the school/trust’s website.
- c) We will also declare any conflict of loyalty at the start of any meeting should the situation arise.
- d) We will act in the best interests of the school as a whole and not as a representative of any group, even if elected to the governing board.

**Ceasing to be a member/directors**

We understand that the requirements relating to confidentiality will continue to apply after a member/director leaves office.

**Implementation of this Code of Conduct**

- a) We understand that any allegation of a breach of this code of conduct by any director will be investigated by the Board in such manner as the Board determines. If the allegation is found to be proven, then the Board will determine the appropriate action to be taken by or against the director in question which may include a recommendation to the members that the director be removed from office.

Members and Directors will sign the Code at the first MAT Board meeting of each school year. Anyone joining the MAT Board during the year will be asked to sign the agreement at the time of appointment.

Signed	Print Name	Date