

In partnership to  
Educate, Nurture & Empower



**Abbey Multi Academy Trust**

# **POLICIES & PROCEDURES**

**Code of Conduct for Abbey  
MAT Governors and Trustees**

Date Policy Approved: 19 October 2022  
Approving Body: Abbey MAT Trust Board  
Next Review Date: October 2023  
Previous Review Date: October 2021

# **Code of Conduct for Governors and Trustees**

## **Academic Year 2022/2023**

### **Introduction**

*“To work in partnership to educate, nurture and empower”*

*Our vision is that the academies, supported by Abbey MAT, will provide an environment which is welcoming, caring, calm, disciplined and purposeful and will stretch our young people academically, support them pastorally and help them develop socially and spiritually.*

*We are committed to raising the skills base across our communities by ensuring a focus on quality, encouraging innovation and strengthening the ethos of the academies as distinctive schools. The framework will strive to maintain academies which will retain their own independent culture and ethos whilst operating within a strategic partnership to improve quality, share best practice and operate effectively and efficiently.*

This Code sets out the expectations on and commitment required from our governors and trustees in order for our boards to properly carry out their work within Abbey MAT and its individual academies.

The code is based on the [Governance Handbook](#) and the [Academy Trust Handbook](#). This Code is anchored in the Seven Nolan Principles of Public Life and is also aligned with the Framework for Ethical Leadership in Education which outlines principles that support ethical decision-making and challenge unethical behaviour in schools and trusts.

It should be read alongside our constitutional documents (e.g. our articles of association, standing orders and any scheme of delegation).

### **Aims, scope and principles**

This Code aims to set and maintain standards of conduct that we expect all involved in governance at Abbey MAT to follow.

By creating this Code, we aim to ensure that governors/trustees carry out their role with honesty and integrity, and help us to ensure our Trust is an environment where everyone is safe, happy and treated with respect.

By undertaking a governance position within Abbey MAT, all governors/trustees agree to faithfully abide by this Code.

Failure to follow the code may result in disciplinary action being taken, as set out in the appendix.

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

## **Review and monitoring**

The Trust Board will review and approve the code of conduct annually, ideally at the first meeting of the autumn term. The Trust Board will also review the code of conduct upon any significant changes to the law or Trust policy.

# Code of Conduct

## 1. We agree to abide by the 7 Nolan Principles of Public Life

We will follow these principles set out by the government at all times. They apply to anyone who holds a public office:

- **Selflessness**

We will act solely in terms of the public interest

- **Integrity**

We will avoid placing ourselves under any obligation to people or organisations that might try inappropriately to influence us in our work. We will not act or take decisions in order to gain financial or other material benefits for ourselves, our family, or our friends. We will declare and resolve any interests and relationships.

- **Objectivity**

We will act and take decisions impartially, fairly and on merit, using the best evidence and without discrimination or bias.

- **Accountability**

We understand that we are accountable to the public for our decisions and actions and will submit ourselves to the scrutiny necessary to ensure this.

- **Openness**

We will act and take decisions in an open and transparent manner. We will not withhold information from the public unless there are clear and lawful reasons for so doing.

- **Honesty**

We will be truthful

- **Leadership**

We will exhibit these principles in our own behaviour. We will actively promote and robustly support the principles and be willing to challenge poor behaviour wherever it occurs.

## 2. We will follow the Framework for Ethical Leadership in Education

The Ethical Leadership Commission has developed a Framework for Ethical Leadership which builds on the Nolan Principles to help academy leaders take difficult decisions. The framework helps to support a culture in which ethical decision making can flourish. Leaders include both those who are paid to lead academies and those who volunteer to govern them.

Academies 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. Abbey MAT leaders, including governors/trustees, should show leadership through the following personal characteristics or virtues:

- **Trust:** *Leaders are trustworthy and reliable*

We hold trust on behalf of children and should be beyond reproach. We are honest about our motivations.

- **Wisdom:** *Leaders use experience, knowledge and insight*

We demonstrate moderation and self-awareness. We act calmly and rationally. We serve our academies with propriety and good sense.

- **Kindness:** *Leaders demonstrate respect, generosity of spirit, understanding and good temper*

We give difficult messages humanely where conflict is unavoidable.

- **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.

- **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.

- **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.

- **Optimism:** *Leaders are positive and encouraging*

Despite difficulties and pressures, we are developing excellent education to change the world for the better.

### **3. We will focus on our core governance functions:**

1. Ensuring there is clarity of vision, ethos and strategic direction
2. Holding executive leaders to account for the educational performance of the organisation and its pupils and the performance management of staff
3. Overseeing the financial performance of the organisation and making sure its money is well spent
4. Ensuring the voices of stakeholders are heard

### **4. As individual board members we agree to:**

#### ***Fulfil our role and responsibilities***

1. We accept that our role is strategic and so will focus on our core functions rather than involve ourselves in day-to-day management.
2. We will respect the roles of the executive leaders and staff, and their responsibility for the day to day management of the school/Trust and avoid any actions that might undermine such arrangements.
3. We will fulfil our role and responsibilities as set out in our scheme of delegation and role descriptors, understanding the ways in which our role differs from and works with others in the Trust.
4. We will develop, share and live the ethos and values of our Trust and our school/s.
5. We will set and maintain an ethos of high expectations for everyone in the community of every school, including in the conduct and the professionalism of the board itself.
6. We will promote equality and diversity throughout our organisation, including the board's operation
7. We will preserve and develop the character and religious character of our Trust/School.
8. We agree to adhere to school/trust policies and procedures as set out by the relevant governing documents and law.
9. We will work collectively for the benefit of the Trust/school/s.
10. We will be candid but constructive and respectful when holding senior leaders to account.
11. We will consider how our decisions may affect the school/s and local community.

12. We will accept that we have no legal authority to act individually, except when we have been given delegated authority to do so, and therefore we will only speak or act on behalf of the board when we have been specifically authorised to do so.
13. We accept that where responsibility has been delegated to a governing board, committee, or individual, the governing board as a whole remains accountable to the Abbey MAT Board of Trustees
14. We accept collective responsibility for all decisions made by the board or its delegated agents and will not speak against majority decisions made as a collective outside a board meeting.
15. We will ensure our comments reflect current organisational policy even if they might be different to our personal views when formally speaking or writing in our governing role.
16. Where decisions and actions conflict with the Seven Principles of Public Life or may place pupils at risk, we will speak up and bring this to the attention of the relevant authorities.
17. We will 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.
18. When making or responding to criticism or complaints, we will follow the established procedures.
19. We will strive to uphold the school's/trust's reputation in our private communications (including on social media). (see appendix 1)
20. We will be mindful of our responsibility to maintain and develop the ethos and reputation of our school/trust and our actions within the Trust, school/s and the local community will reflect this.
21. We will not discriminate against anyone and will work to advance equality of opportunity for all.
22. We will 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
23. We will responsibility for our self-evaluation, regularly reviewing our own and our board's performance, constitution and skillset
24. We will take part in any training or development required to fill any gaps in the skills we need for effective governance
25. We will comply with relevant guidance and legislation and our funding agreement that sets out how we must manage school/trust funds, and procure goods and services

26. We will act with integrity and transparency when making financial decisions, and understand that our financial management and decision-making will be scrutinised and audited
27. We will declare all gifts worth more than £0 and record them on the gifts and hospitality register as set out in the Abbey MAT Gifts and Hospitality Policy
28. We will not accept bribes
29. We will work to actively identify and manage risks to the school/trust.

### ***Demonstrate our commitment to the role***

1. We acknowledge that accepting office as a governor/trustee involves the commitment of significant amounts of time and energy
2. We will involve ourselves actively in the work of the board, and accept our fair share of responsibilities, serving on committees or working groups where required.
3. We will make every effort to attend all meetings and where we cannot attend we will explain in advance why we are unable to.
4. We will recognise the importance of being a present part of our community and will ensure that our use of videoconferencing facilities to participate in meetings organised to take place face-to-face is by exception, not routine.
5. We will arrive at meetings prepared, having read all papers in advance, ready to make a positive contribution and observe protocol.
6. We will utilise the Governors Virtual Office (GVO) to carry out our role effectively and follow the Governors Virtual Office protocol (**see appendix 3**)
7. We will get to know the school/s well and respond to opportunities to involve ourselves in school activities.
8. We will visit the school/s and when doing so will make arrangements with relevant staff in advance and undertake them within the framework established by the Trust, observing school and board protocol.
9. When visiting or engaging with the school in a personal capacity (for example, as a parent or carer), we will continue to honour the commitments made in this code.
10. We will participate in induction training and take responsibility for developing our individual and collective skills and knowledge on an ongoing basis.



### ***Build and maintain relationships***

1. We will develop effective working relationships with Trust and school leaders, governance colleagues, staff, parents and other relevant stakeholders from our local community/communities.
2. We will express views openly, courteously and respectfully in all our communications with board members and staff both inside and outside of meetings.
3. We will work to create an inclusive environment where each board member's contributions are valued equally.
4. We will support the chair in their role of leading the board and ensuring appropriate conduct.

### ***Respect confidentiality*** (see appendix 2)

1. We will observe complete confidentiality both inside and outside of meetings when matters are deemed confidential or where they concern individual staff, pupils or families.
2. We will not reveal the details of any board vote.
3. We will ensure all confidential papers are held and disposed of appropriately.
4. We will maintain confidentiality even after we leave office.

### ***Declare conflicts of interest and be transparent*** (see appendix 2)

1. We will declare any business, personal or other interest that we have in connection with the board's business, and these will be recorded in the register of business interests.
2. We will also declare any conflict of loyalty at the start of any meeting should the need arise.
3. If a conflicted matter arises in a meeting, we will offer to leave the meeting for the duration of the discussion and any subsequent vote.
4. We accept that the Register of Business Interests will be published on the school/trust's website.
5. We will act in the best interests of the school/trust as a whole and not as a representative of any group.
6. We accept that in the interests of open governance, our full names, date of appointment, terms of office, roles on the board, attendance records, relevant business and pecuniary interests, category of governor/trustee and the body responsible for appointing us will be published on the school/trust website.

7. We accept that information relating to board members will be collected and recorded on the DfE's national database (Get information about schools), some of which will be publicly available.

**We understand that potential or perceived breaches of this code will be taken seriously and that a breach could lead to formal sanctions.**

## **Appendix 1**

### **Social Media and Email Use**

#### **When using email, social media, or posting online, we will:**

- Uphold the reputation of the school and Abbey MAT at all times
- Maintain a professional presence online and carefully consider how we interact with the academy community
- 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 our governance colleagues to the chair and the principal/headteacher/CEOs as appropriate

#### **We will not:**

- Accept friend requests from pupils or join any private parent groups associated with the school/s (with the exception of governors who are parents of a child at a school in the Trust acting in their personal capacity provided that they comply with the other provisions of this code).
- Disclose any information which is confidential or would breach data protection principles
- Make comments online about any governor/trustee, staff member, or other member of the school/s or trust communities
- Post any inappropriate/offensive language, images or comments on social media that may bring us, the school/s, or the trust into disrepute
- Use personal email addresses to discuss board matters. This includes discussions about the school and its operations, or any of its pupils, staff or governors.

#### **Use of personal email addresses**

Abbey MAT uses the GVO to manage governor papers and discussion posts. As the GVO is a secure platform, Abbey MAT governors may choose to use a personal email address to receive notifications from the GVO and to receive and respond to non-confidential email communications from the school and Trust such as newsletters, meeting or event notifications, and availability requests.

Governors must not use personal email addresses for official governing board business, for discussions about the school and its operations, or any of its pupils, staff or governors or to share information relating to pupils' personal data, assessment data or sensitive information about members of staff.

Where a governor needs to use email for any of these purposes because it is unfeasible to use the GVO, a school email account must be used. School email accounts, which include online access to the Trust's Office 365, can be obtained by contacting the Trust's Governance Team at [governance@abbeytrust.org](mailto:governance@abbeytrust.org).

## **Use of WhatsApp and other social media platforms**

Abbey MAT governors/trustees must not use WhatsApp or similar platforms as a method for official governance communications and governing board business as this may have safeguarding, employment law, and data protection implications under the GDPR.

This is because the Trust and school has no lawful way to gain access to the data or information stored or processed by WhatsApp or similar platforms should they need to.

This is important for cases which may need to include HR investigations, legal action, defence against a legal claim, or instances that require the ability to demonstrate to external agencies that the school's/trust's records are kept in a managed structure.

Governors/trustees are likely to use WhatsApp and similar platforms on their personal devices for personal communication and of course this is not a problem. However, where governors/trustees begin to communicate with other governors and staff members using their personal WhatsApp accounts to share school-/trust-related information which could include categories of personal data this becomes a risk.

Governors/trustees must therefore ensure that they use a GVO discussion post or their school/trust email account to conduct board business and contact other governors and staff members about school-related issues. This includes discussions about the school/trust and its operations, or any of its pupils, staff or governors/trustees. Governors/trustees must never share information relating to pupils' personal data, assessment data or sensitive information about members of staff using personal email addresses or any social media platform, including WhatsApp.

## Appendix 2

### Openness, Transparency and Confidentiality

#### Conflicts of interest

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

- Publish an up-to-date register of business and pecuniary interests of all governors including associate members
- 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.

The general principle is that no one should be involved in a decision where their personal interests may conflict with those of the board or, where their interest is greater than any other member of the board. Those involved in the governance at Abbey MAT have a legal duty to act only in the best interests of the Trust and its pupils.

Where a situation arises in which they may not be able to do this due to a personal interest they have, steps should be taken to identify, prevent and record the conflict.

As governors/trustees, we agree to disclose:

- Ownership or partnership of a company or organisation which may be used to provide goods or services to Abbey MAT or its academies
- Goods or services we offer which may be used by the Abbey MAT or its academies
- Trusteeships and governorships at other educational institutions or charities
- Any close relation to someone who satisfies either of the above
- Any close relationship to someone who is employed by Abbey MAT or its academies

As governors/trustees, we agree to withdraw from meetings and not vote when:

- There may be a conflict between our personal interests and the interests of the board;
- A fair hearing is required and there is any reasonable doubt about our ability to act impartially; or
- We have a pecuniary interest.

If there is any dispute as to whether an individual is required to withdraw from a meeting and not vote, the rest of the members of the board present at the meeting must vote on it.

The key guidelines for withdrawal from a meeting are:

- Governors/trustees have to withdraw when their own appointment, reappointment or removal as a member of the board or a committee is under consideration.
- Where a governor/trustee, or a person acting as an advisor to the board, is also employed by the Trust, they must withdraw themselves from the part of any meeting at which there is a discussion about their own employment, pay, or performance appraisal.
- Any governor serving on an LGB/GAB who is employed to work at the school (other than the Principal/headteacher), must withdraw from a meeting where the pay or performance appraisal of any particular person employed to work at the school is under discussion. They can remain in meetings where the quality of teaching is discussed in general terms, but not where they could identify the staff members being discussed. For other matters, there will only be a conflict where their interest is greater than the generality of other staff at the school.
- A Principal/headteacher must withdraw from any meeting where their own pay or performance appraisal is under discussion or where their interest is greater than the generality of staff at the school.
- A clerk may have a conflict of interest or pecuniary interest but is not required to withdraw from a meeting unless the clerk's appointment, remuneration or disciplinary action is being considered. However, where a conflict of interest or pecuniary interest occurs they must only act in the capacity of a clerk.

## **Publishing information**

To ensure our boards are transparent and open to the community we serve, we will make certain information publicly available.

We accept that the following information will be published on the school/trust website to ensure transparency:

- The structure and remit of the members, board of trustees, committees and local governing bodies/GABs, and the full name of the chair of each one
- For each member, trustee and local governor (where applicable) who has served at any point over the past 12 months:
  - Full name

- o Date of appointment
- o Term of office (trustees and local governors only)
- o Date stepped down (where applicable)
- o The body that appointed them (trustees and local governors only)
- o Relevant business and pecuniary interests (including governance roles in other educational institutions)
- o Attendance record over the last academic year (only for trustees at board and committee meetings and local governors at local governing body meetings)

We accept that information about trustees/governors required by statute will be published on Get information about schools (GIAS) and 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.

## **Openness**

We will ensure that any meeting of the board, whether scheduled or not, is conducted in an open and transparent matter and in accordance with the procedures set out in our terms of reference.

Where it is necessary for a small group of governors/trustees to meet outside of normal meeting arrangements, for example, as a working group, we will ensure that the purpose of the meeting is clearly defined and agreed as a board, setting out the remit and responsibilities of the governors/trustees involved, and that the proceedings and any outcomes are recorded and reported back to the full board.

We will ensure openness and transparency outside of meetings by sharing our comments and queries via the GVO. Where our work as governors/trustees requires us to meet or hold discussion with staff for a particular purpose, we will ensure that we record a summary of the discussion, our findings and any outcomes on a Visit Form and return it to the clerk to be reported back to the full board.

## **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:

- Matters that are deemed confidential or concern specific members of staff or pupils, both inside or outside of the academy/trust
- Details of individual governors'/trustees' contributions in meetings or how they may have voted

We will exercise the greatest prudence at all times when discussions regarding academy or Abbey MAT business arise outside a board meeting.

We will ensure all confidential papers are held and disposed of appropriately.

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 child protection 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.

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

We understand that if we breach confidentiality, we may be suspended or removed from office.

## **Data protection**

We will follow Abbey MAT's information security processes and measures and data protection policy when using, storing, sharing and disposing of personal data.

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

We will inform Abbey MAT's Data Protection Officer, Kerry Weatheril (dpo@abbeytrust.org) immediately if we believe that there has been a personal data breach.



## Appendix 3

### Governor Virtual Office Protocol

#### Our aims in using the GVO:

- To provide a single, secure location where governors/trustees can find all the information they need in their role whenever they want
- To improve communication and collaboration between meetings
- To reduce the length of meetings, make them more focused, reduce the time spent informing governors and increase the time available for discussing strategic issues

#### GVO Structure

AMAT Governance Area: Abbey MAT resources for governors and trustees, including meeting schedules, templates, guidance documents, collaboration forum, and constitutional documents such as the Articles of Association and Scheme of Delegation.

National Key Documents Area: National resources for governors and trustees, including statutory guidance affecting academies including the Governors Handbook, Academy Trust Handbook, Keeping Children Safe in Education, etc.

Calendar: Contains details of all relevant governance meetings, events, and training across Abbey MAT.

Board Area: information that pertains to the work of the board, including Meeting folders, Minute folders, Key Document folders (documents presented to meetings of the board), Task folders (details of actions that have been assigned and the steps taken to carry them out), reference information in the relevant library folders, and discussion posts.

Meeting agendas and papers can be found in the meetings folder of the Board Area in the 'meeting pack'. These can also be accessed from the calendar by clicking on the entry on the relevant meeting date.

#### Our practice in using GVO:

- We will look in GVO at least once per week
- We will respond to Notifications sent from the GVO within 48 hours using the Approval or Comment functions as appropriate. Notifications will only be used when it is genuinely urgent that governors/trustees are alerted
- We will express our views using the Comment function when requested

- We will use the attendance function on Calendar entries to indicate whether we will attend an event
- We will never attach board documents to emails and send them outside the security of the GVO
- We will access meeting agendas and papers via the GVO (available 7 days before the meeting), ensure that we are well-prepared and use the comments function to raise queries in advance of the meeting wherever possible
- We will not table papers at the meeting or communicate them by any other means than the GVO
- We understand that draft minutes will be put into the GVO within 21 days of the meeting and will review these for accuracy in a timely fashion, raising any queries with the clerk via the chair
- We will review the weekly digest of activity in the GVO and use it to keep up to date with board activity
- We will familiarise ourselves with the workings of GVO and seek help from the Support desk if and when required

## Appendix 4

### Breaches of the Code of Conduct

#### Procedure

If a governor or trustee is suspected to have breached the code of conduct, we will follow this procedure:

- The Chair of the relevant board will investigate. Where the Chair of a local governing board is suspected to have breached the code, the Chair of the Trust Board will appoint a trustee or another governor within the Trust to investigate. Where the Chair of the Trust Board is suspected, the Vice Chair of the Board will investigate.
- The Chair (or other person appointed as above) will hold a meeting with the trustee/governor to discuss the issue. The trustee/governor can bring a friend to the meeting. Another trustee/local governor 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 trustee/governor to reset expectations, based on this code of conduct
- Support, mentoring or training for the trustee/governor
- Making sure the trustee/governor withdraws from votes connected to any disputes they have been involved in

If there is no improvement in the trustee's/governor's behaviour, or in serious cases of misconduct, the following action may be taken by the Trust Board:

*For local governors:*

- Suspend the governor from all or any meetings of the LGB, for a fixed period of up to 6 months (*local governors only -as directors of a charitable trust, trustees cannot be suspended though they can be removed*)
- Remove the governor from office in accordance with the scheme of delegation 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

*For trustees:*

- The Trust Board will vote on a motion to ask the Members to remove them in accordance with 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

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

- Have acted in a way that is inconsistent with the professional ethos of the board of trustees/local governors (including failing to undertake training appropriate to the role, whether or not directed to do so by the board)
- Have brought, or is likely to bring the academy trust or the office of the trustee into disrepute
- 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

**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 is likely to bring the 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 Trust and/or academies

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

- Speaking out publicly against the school or trust
- Being disrespectful to members of the school and trust communities

- 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.