



Cheshire Academies Trust
Inspiring hearts and minds

**CODE OF CONDUCT AND ELIGIBILITY
REQUIREMENTS FOR GOVERNORS AND
TRUSTEES 2022-23**

CODE OF CONDUCT FOR GOVERNORS AND TRUSTEES

(based on NGA model Code of Conduct September 2022 – changes from previous version highlighted with an asterix)

We will abide by the Principles of Public Life:

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 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. Information will not be withheld 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.

***We will apply the highest standards and will:**

1. act within our powers
2. promote the success of the trust
3. exercise independent judgement
4. exercise reasonable care, skill and diligence
5. avoid conflicts of interest
6. not accept benefits from third parties
7. declare interest in proposed transactions or arrangements

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
NGA recognises the following as the fourth core function of governance:
4. ensuring the voices of stakeholders are heard

As individuals, we agree to:

Fulfil our role & 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 fulfil our role and responsibilities as set out in our scheme of delegation.
3. We will develop, share and live the ethos and values of our trust.
4. We agree to adhere to trust policies and procedures.
5. We will work collectively for the benefit of the trust.
6. We will be candid but constructive and respectful when holding senior leaders to account.
7. We will consider how our decisions may affect the trust and local community.
8. We will stand by the decisions that we make as a collective.
9. 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.
10. We will only speak or act on behalf of the trust board if we have the authority to do so.
11. ***Trustees:** We will fulfil our responsibilities as a good employer, acting fairly and without prejudice.
12. When making or responding to complaints, we will follow the established procedures.
13. We will strive to uphold the trust's reputation in our private communications (including on social media).
14. ***We will have regard to our responsibilities under The Equality Act and will work to advance equality of opportunity for all.**
15. ***Those governing at local level:** We will act as the local ambassadors for our trust.

Demonstrate our commitment to the role

1. 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.
2. We will make every effort to attend all meetings and where we cannot attend explain in advance why we are unable to.
3. We will arrive at meetings prepared, having read all papers in advance, ready to make a positive contribution and observe protocol.
4. We will get to know the school/s well and welcome opportunities to be involved in school activities.
5. We will visit the school/s and when doing so will make arrangements with relevant staff in advance and observe school and board protocol.
6. When visiting a school in a personal capacity (for example, as a parent or carer), we will continue to honour the commitments made in this code.
16. 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 leaders, staff, parents and other relevant stakeholders from our local communities.
2. ***Those governing at local level:** We will champion the voices of our school community and stakeholders.

3. ***Those governing at local level:** We will establish effective working relationships with trustees.
4. ***Trustees:** We will engage with and be accountable to those governing at local level.
5. We will express views openly, courteously and respectfully in all our communications with board members and staff both inside and outside of meetings.
6. We will work to create an inclusive environment where each board member's contributions are valued equally.
7. We will support the chair in their role of leading the board and ensuring appropriate conduct.

Respect confidentiality

1. We will observe complete confidentiality both inside and outside of the trust when matters are deemed confidential or where they concern individual staff, pupils or families.
2. We will not reveal the details of any governing 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

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 trust's website.
5. ***We will act as a trustee/academy committee member; 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 trust board, attendance records, relevant business and pecuniary interests, category of governor/trustee and the body responsible for appointing us will be published on the 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.

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ELIGIBILITY REQUIREMENTS TO HOLD OFFICE AS A GOVERNOR OR TRUSTEE

The following Articles from the Articles of Association set out the circumstances where a governor or trustee may cease to be a governor or trustee or may be disqualified from holding office as a governor or trustee:

Disqualification of Trustees

- 68.** A Trustee must be aged 18 or over at the date of election or appointment. No current pupil or current student of any of the Academies shall be a Trustee.
- 69.** A Trustee shall cease to hold office if they become incapable by reason of illness or injury of managing or administering their own affairs.
- 70.** A Trustee shall cease to hold office if they are absent without the permission of the Trustees from all their meetings held within a period of six months and the Trustees resolve that the Trustee's office be vacated.
- 71.** A person shall be disqualified from holding or continuing to hold office as a Trustee if:
- a. they have been declared bankrupt and/or their estate has been seized from their possession for the benefit of their creditors and the declaration or seizure has not been discharged, annulled or reduced; or
 - b. they are the subject of a bankruptcy restrictions order or an interim order.
- 72.** A person shall be disqualified from holding or continuing to hold office as a Trustee at any time when they are subject to a disqualification order or a disqualification undertaking under the Company Directors Disqualification Act 1986 or to an order made under section 429(2)(b) of the Insolvency Act 1986 (failure to pay under county court administration order).
- 73.** A Trustee shall cease to hold office if they cease to be a Trustee by virtue of any provision in the Companies Act 2006, or are disqualified from acting as a trustee by virtue of section 178 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).
- 74.** A person shall be disqualified from holding or continuing to hold office as a Trustee if they have been removed from the office of charity trustee or trustee for a charity by an order made by the Charity Commission or the High Court on the grounds of any misconduct or mismanagement in the administration of the charity for which they were responsible or to which they were privy, or which their conduct contributed to or facilitated.
- 75.** Not used.
- 76.** Not used.
- 77.** A person shall be disqualified from holding or continuing to hold office as a Trustee where they have, at any time, been convicted of a Serious Criminal Offence.
- 78.** After the first Academy has opened, a person shall be disqualified from holding or continuing to hold office as a Trustee if that person does not provide the Chair with a criminal records certificate at an enhanced disclosure level under section 113B of the Police Act 1997 or if such a certificate discloses information which the Chair considers would make that person unsuitable for their role. If a dispute arises as to whether a person shall be disqualified, a referral shall be made to the Secretary of State to determine the matter. The

determination of the Secretary of State shall be final.

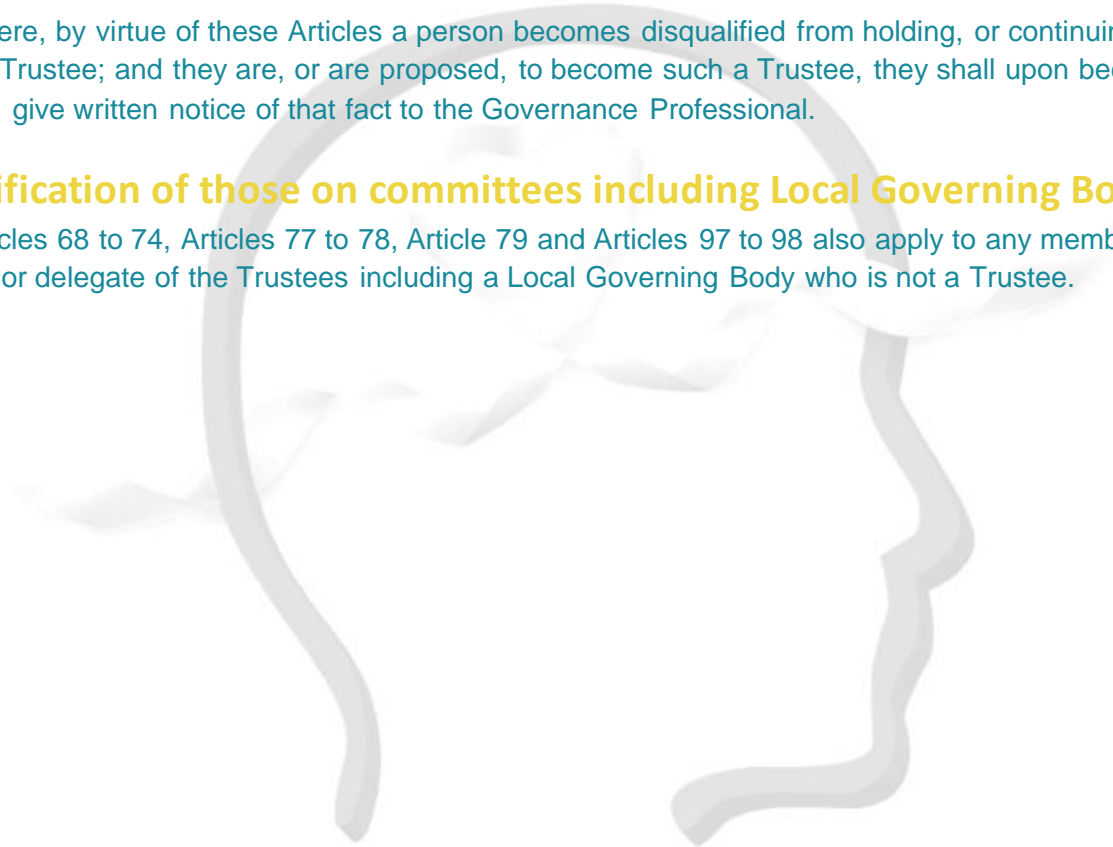
78A A person (including the Chair) shall be disqualified from holding or continuing to hold office as a Trustee if that person:

- a. refuses to consent to any checks required by the Secretary of State under the provisions of the Funding Agreement, the Education (Independent School Standards) Regulations 2014 or otherwise; or
- b. is found to be unsuitable to be a Trustee by the Secretary of State under the provisions of the Funding Agreement or the Education (Independent School Standards) Regulations 2014.

79. Where, by virtue of these Articles a person becomes disqualified from holding, or continuing to hold office as a Trustee; and they are, or are proposed, to become such a Trustee, they shall upon becoming so disqualified give written notice of that fact to the Governance Professional.

Disqualification of those on committees including Local Governing Bodies

80. Articles 68 to 74, Articles 77 to 78, Article 79 and Articles 97 to 98 also apply to any member of any committee or delegate of the Trustees including a Local Governing Body who is not a Trustee.



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