




The Westbrook Trust
Achieve Together

Governance - Code of Conduct

Signed: <i>(Chair of Trustees)</i>		Signed: <i>(CEO)</i>	
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Trustee Code of Conduct

Statement of Intent

At The Westbrook Trust, we recognise and value the effort taken by trustees who contribute towards the governance of the trust and its academies. We encourage your assistance and acknowledge that many of the trust's and its academies' activities and processes would be at risk if it were not for your help. As a result, we want to make sure that your time spent as part of the board of trustees is productive and enjoyable.

Trustees must ensure that they contribute to the following core strategic functions, as set out in the trust's scheme of delegation:

- **Contributing to the development of the strategic direction of the trust by:**
 - Setting and ensuring a clear vision, values, and objectives for the trust and its academies.
 - Monitoring the trust's and individual academy's improvement strategies, determining priorities and setting targets.
 - Complying with all statutory duties.
- **Ensuring accountability by:**
 - Monitoring the performance of individual academy's educational outcomes and progress towards set targets.
 - Communicating with stakeholders.
 - Contributing to the self-evaluation of the trust and its academy.
- **Managing financial performance by:**
 - Monitoring the trust's and individual academy's spending against agreed budgets.
 - Ensuring money is well spent and represents value for money.
 - Identifying and managing risks to the trust and its academy.

This document outlines what is expected from members of the board of trustees and sets out the code of conduct that all trustees are required to comply with.

1. Legal Framework

1.1. This policy has due regard to all relevant legislation and guidance including, but not limited to, the following:

- Children Act 1989
- Children Act 2004
- Education Act 2011
- The Childcare (Disqualification) and Childcare (Early Years Provision Free of Charge) (Extended Entitlement) (Amendment) Regulations 2018
- Childcare Act 2006
- Protection of Freedoms Act 2012
- Data Protection Act 2018
- The General Data Protection Regulation (GDPR)
- DfE (2019) 'Governance handbook'
- DfE (2020) 'Keeping children safe in education'
- DfE (2020) 'Academies financial handbook 2020'
- DfE (2018) 'Disqualification under the Childcare Act 2006'

1.2. This policy operates in conjunction with the following trust policies:

- Safeguarding Policy
- Health and Safety Policy
- Behaviour Policy
- Whistleblowing Policy
- Assessment Policy
- Data Protection (GDPR) Policy
- Disciplinary Policy
- Complaints Policy
- Grievance Policy
- Governor Expenses Policy
- Gifts, Donations, Hospitality & Sponsorship Policy

2. Roles and Responsibilities

2.1. This code of conduct will be reviewed by the board on an annual basis and will be signed by trustees at the first meeting of the academic year.

2.2. The board of trustees will be responsible for the development of policies across the trust and will seek to engage with the relevant committees when developing and reviewing trust-wide policies.

2.3. The board of trustees has three core strategic functions: to ensure accountability, to monitor the strategic direction of the academy, and to monitor financial probity.

2.4. The board will formulate and review the trust's vision, values and long-term strategy.

2.5. The board will exercise overall control over the trust's financial affairs.

2.6. The board will act fairly and in accordance with equal opportunities principles while making decisions affecting the appointment, recruitment, professional development, performance management, payment and discipline of staff.

2.7. The board will make decisions collectively and take joint responsibility for its actions and decisions.

- 2.8. Trustees will hold themselves accountable for the performance of the board and the performance of the trust.
- 2.9. Board members will not use their status as a trustee to gain advantage or gain financially within the trust.
- 2.10. Members of the board will accept that they have no legal authority to act individually or on behalf of the trust, except when they have been given delegated authority to do so.
- 2.11. Trustees will only speak on behalf of the board when they have been specifically authorised to do so.
- 2.12. Trustees will not speak against majority decisions outside the local governing board or trust board meetings.
- 2.13. Under no circumstances will trustees speak about discussions or decisions outside of board meetings or decisions made by the board.
- 2.14. Trustees will respect executive and senior leaders and their responsibility for the day-to-day management of the organisation, never acting in a way that could undermine such arrangements.
- 2.15. Trustees will adhere to the trust's rules and policies, and the procedures of the trust and its committees, in accordance with the relevant governing documents and law.
- 2.16. When formally speaking or writing in a governing role, trustees will ensure their comments reflect current trust policy even if they are different to personal views.
- 2.17. Trustees will recognise the difference between their role and that of staff members, volunteers and committee members.
- 2.18. Board members are responsible for:
 - Attending all meetings expected from them and providing apologies for any absences in advance.
 - Preparing and contributing effectively to meetings and discussions.
 - Acting in a fair and open-minded manner during discussions.
 - Considering professional advice on anything which they do not have expertise in themselves.
 - Acting in the best interest of the trust.
 - Ensuring that a properly constituted, balanced and competent board is maintained.
 - Conducting themselves in a manner which does not damage or undermine the reputation of the trust or its employees.
 - Honouring the authority of the chair of the board of trustees as appointed leader of the board and supporting them in their role.
 - Studying the agenda and associated information prior to the meeting, ensuring that meetings are attended fully prepared.
 - Continually seeking ways to improve board governance practice.
 - Participating in induction, training and development activities.

3. Confidentiality

- 3.1. When matters discussed between trustees are deemed confidential, or where they concern specific members of staff or pupils, complete confidentiality will be observed both inside and outside of the trust.

- 3.2. Members of the board of trustees partaking in discussions regarding trust or academy business outside of board meetings will exercise the greatest care and caution at all times.
- 3.3. The details of any vote will not be revealed under any circumstances – the board of trustees is entitled to be informed of the details of all votes and decisions made by committees.
- 3.4. Trustees will accept and consent that, in the interests of open and transparent governance, their full name, date of appointment, details of who appointed them, term of office, roles in other educational organisations, attendance at local governing board meeting records and any business/pecuniary interests they have will be published on the trust's website.
- 3.5. Trustees will continue to apply the requirements for confidentiality after a trustee leaves office.
- 3.6. In the interest of transparency, trustees will provide information relating to them as members of the board of trustees being logged on 'Get information about schools' (GIAS), the DfE's national database. The trust will provide GIAS with the information provided by trustees.
- 3.7. Notification will be made through the governance section of GIAS which is accessed via Secure Access. All fields specified in GIAS for the named individuals will be completed.

4. Data Protection (GDPR)

- 4.1. Trustees will adhere to data protection legislation and trust policy at all times.
- 4.2. The board of trustees will monitor and evaluate the appropriate technical and organisational measures that are in place across the trust and its academies to protect any data that it holds.
- 4.3. The board of trustees will be responsible for the trust's overall compliance with the data protection regulations.
- 4.4. All trustees will receive comprehensive data protection training at least annually.
- 4.5. Trustees will be familiar with, and act in accordance with, the trust's Data Protection Policy.

5. Commitment

- 5.1. Trustees will fully understand their role and commit to the amount of time and energy the role involves.
- 5.2. Each trustee will be actively involved in the role and accept their fair share of responsibilities within the board of trustees.
- 5.3. Every effort will be made to attend meetings.
- 5.4. Where a trustee cannot attend a meeting, they will contact the clerk in advance to give their apologies and reason for non-attendance.
- 5.5. All relevant training and inductions will be undertaken in a prompt and efficient manner.
- 5.6. Trustees will visit academies within the trust as and when necessary to maintain oversight of the performance and engage with stakeholders, with visits being arranged beforehand with the headteacher and undertaken within the framework established by the board of trustees.

6. Behaviour of Trustees

- 6.1. The trust is committed to the highest standards of ethical leadership as set out in [‘The 7 principles of public life’](#). All trustees will pay due regard to their position of public office and adhere to the following principles:
- Selflessness
 - Integrity
 - Objectivity
 - Accountability
 - Openness
 - Honesty
 - Leadership
- 6.2. The chair of the board of trustees will be responsible for ensuring the appropriate conduct and behaviour of trustees at all times.
- 6.3. The board will seek to develop open, honest and effective working relationships with committees, the trust’s central team, executive and senior leaders, staff members and parents at the trust’s academies, as well as any other relevant bodies, such as the LA.
- 6.4. Trustees will declare any change in their eligibility to hold the position of trustee as per the disqualification criteria set out in the trust’s Articles of Association.
- 6.5. Trustees will continuously strive to work as a team.
- 6.6. Trustees will always express their views openly, in a courteous and respectful manner.
- 6.7. Trustees will acknowledge the time, effort and skills demonstrated in the execution of delegated functions by other members of the board.
- 6.8. The board of trustees will consider any concerns expressed about the delegated functions of the committees and will answer queries from governors within committees regarding their role.
- 6.9. When making decisions, trustees will carefully consider how their decisions and actions might affect those who are part of the academy community, wider locality and academy trust.
- 6.10. Trustees will always act in the best interests of the trust, its academies and its pupils; trustees will not act in a manner that will bring disrepute to the trust or its academies.
- 6.11. Trustees will not break the law, go against charity regulations or act in disregard of the trust’s policies in any aspect of their role on the board.
- 6.12. Where a trustee also holds another role within the trust, such as a volunteer, they will strive to keep these roles separate.
- 6.13. Trustees will use the trust’s resources responsibly and not for personal gain, ensuring that any expenses or reimbursement are documented.
- 6.14. Trustees will not accept gifts or hospitality without the prior consent of the board and will always act in line with the trust’s Gifts, Donations, Hospitality & Sponsorship Policy.

7. Conflicts of Interest

- 7.1. Trustees will act in the best interests of the trust and its academies at all times and will not act in the interest of, or as a representative of, any group or individual.
- 7.2. Trustees will record any pecuniary interests that they, or those related or closely connected to them might have in connection to the trustee board's business.
- 7.3. Trustees will declare any interest they may have in an item of business on the agenda and will immediately remove themselves from the meeting while it is under discussion.
- 7.4. Any conflict of interest will be declared at the start of any meeting, should the situation arise.
- 7.5. Trustees will aim to foresee and avoid any conflicts of interest.
- 7.6. Trustees, their families or their friends will not benefit, financially or in other terms, from their role on the board of trustees.
- 7.7. Any transaction under which a trustee will benefit either directly or indirectly will have proper legal authority.
- 7.8. Board members will not place themselves under any financial or other obligation to external individuals or organisations which might influence the performance of their trustee duties.
- 7.9. Trustees will keep the register of interests up-to-date at all times.

8. Breaching the Code

- 8.1. If a trustee breaches this code of conduct, the issue will be raised with the chair of the board of trustees, who will arrange for the concern to be investigated.
- 8.2. In the event that it is believed the chair of the board of trustees has breached this code of conduct, the trust members will arrange for a trust member or someone independent to the board and trust to undertake the investigation.
- 8.3. The board of trustees will only suspend or remove a trustee from their post as a last resort.
- 8.4. The board of trustees will attempt to resolve any difficulties or disputes in a constructive manner before suspension or removal is considered.
- 8.5. If the need arises to suspend a trustee, the board of trustees will ensure a fair and objective process by implementing the following procedure:
 - A resolution to remove a governor from office will be included on an agenda of a meeting of the board of trustees and circulated to all trust members.
 - A meeting of the trust's members will be held and the resolution to remove the trustees from office will be fully explained.
 - The trust members will give due and careful consideration to the reasons given to remove the trustee from office.
 - The trustee whom it has been proposed to remove from the board of trustees will be given the opportunity to make a statement in response to the resolution to remove them from office.
 - The trust members will consider the proposal to remove the trustee and decide without unnecessary delay.
 - The trustee will be informed of the trust members' decision in writing within five working days.

Governor Code of Conduct

Statement of Intent

At The Westbrook Trust, we recognise and value the effort taken by members of the governing board who contribute towards our school. We encourage your assistance and acknowledge that many school activities and processes would be at risk if it were not for your help. As a result, we want to make sure that your time spent as part of the governing board is productive and enjoyable.

Governing boards must ensure that they meet the following core strategic functions:

- **Certifying the strategic direction of the school by:**
 - Setting and ensuring a clear vision, values, and objectives.
 - Establishing the school improvement strategy, determining priorities and setting targets.
 - Complying with all statutory duties.

- **Ensuring accountability by:**
 - Appointing a headteacher who is fit for purpose.
 - Monitoring the school's educational performance and progress towards set targets.
 - Reviewing the performance of the headteacher.
 - Communicating with stakeholders.
 - Contributing to school self-evaluation.

- **Managing financial performance by:**
 - Establishing the budget and monitoring spending against this budget.
 - Ensuring money is well spent and represents value for money.
 - Managing risks to the school.

This policy outlines what is expected from members of the governing board, including associate governors, and sets out the code of conduct which all members are required to comply with.

9. Legal Framework

9.1. This policy has due regard to all relevant legislation and guidance including, but not limited to, the following:

- Children Act 1989
- Children Act 2004
- Education Act 2011
- The Childcare (Disqualification) and Childcare (Early Years Provision Free of Charge) (Extended Entitlement) (Amendment) Regulations 2018
- Childcare Act 2006
- Protection of Freedoms Act 2012
- Data Protection Act 2018
- The General Data Protection Regulation (GDPR)
- The School Governance (Constitution) (England) Regulations 2012
- DfE (2019) 'Governance handbook'
- DfE (2020) 'Keeping children safe in education'
- DfE (2020) 'Academies financial handbook 2020'
- DfE (2018) 'Disqualification under the Childcare Act 2006'

9.2. This policy operates in conjunction with the following Trust policies:

- Safeguarding Policy
- Health and Safety Policy
- Behaviour Policy
- Whistleblowing Policy
- Assessment Policy
- Data Protection (GDPR) Policy
- Disciplinary Policy
- Complaints Policy
- Grievance Policy
- Governor Expenses Policy

10. Roles and Responsibilities

10.1. The governing board is responsible for determining, monitoring and keeping under review the policies, plans and procedures of the school.

10.2. The governing board has three core strategic functions: **to ensure accountability, establish the strategic direction of the school and to ensure financial probity.**

10.3. Members of the governing board accept that they have no legal authority to act individually, except when they have been given delegated authority to do so.

10.4. Governors will only speak on behalf of the governing board when they have been specifically authorised to do so.

10.5. Governors will not speak against majority decisions outside the governing board meeting.

10.6. Members of the governing board will:

- Act fairly and without prejudice.
- Encourage open governance.
- Accept collective responsibility for decisions made by the governing board.

- Be mindful of their responsibility to maintain and develop the ethos and reputation of the school.
 - Consider how decisions may affect the community.
 - Actively support and challenge the leadership of the school.
 - Follow the procedures established by the governing board.
- 10.7. Under no circumstances will governors speak about discussions or decisions outside of governing board meetings.
- 10.8. The governing board will fulfil its duty as an employer, acting in a manner that is expected of a good proprietor.
- 10.9. Governors will respect the role of the headteacher and senior leaders and their responsibility for the day-to-day management of the organisation, never acting in a way that could undermine such arrangements.
- 10.10. Governors will adhere to the school's rules and policies, and the procedures of the governing board in accordance with the relevant governing documents and law.
- 10.11. When formally speaking or writing in a governing role, governors will ensure their comments reflect current organisational policy even if they might be different to their personal views.

11. Confidentiality

- 11.1. When matters discussed between governors are deemed confidential, or where they concern specific members of staff or pupils, complete confidentiality will be observed both inside and outside of the school.
- 11.2. Members of the governing board partaking in discussions regarding school business outside of governing board meetings will exercise the greatest prudence at all times.
- 11.3. The details of a governing board vote will not be revealed under any circumstances.
- 11.4. Governors accept and consent that in the interests of open and transparent governance, their names, dates of appointment, terms of office, roles, attendance records and any business/pecuniary interests they have, will be published on the school website.
- 11.5. Governors understand that the requirements relating to confidentiality will continue to apply after a governor leaves office.
- 11.6. In the interests of transparency, governors accept and consent to information relating to them, as members of the governing board, being logged on Get information about schools (GIAS) – the DfE's national database. This information will be given by governors on a voluntary basis but in doing so governors should understand that any information provided to the governing board must be shared with the Secretary of State via GIAS.

12. Data Protection (GDPR)

- 12.1. Governors will adhere to data protection legislation and trust policy at all times.
- 12.2. The governing board will ensure that appropriate technical and organisational measures are in place across the school to protect any data that it holds.

- 12.3. The governing board is responsible for the school's overall compliance with the data protection regulations.
- 12.4. All governors will receive comprehensive data protection training at least annually.
- 12.5. Governors will be familiar with, and act in accordance with, the school's Data Protection Policy, conducting reviews with the assistance of the headteacher and the DPO.

13. Commitment

- 13.1. Members of the governing board will access training and support available to fully understand their role and are committed to the amount of time and energy the role involves.
- 13.2. Each member of the governing board will be actively involved in the role and accept their fair share of responsibilities within the governing board.
- 13.3. Full effort will be given to the attendance of meetings.
- 13.4. Where a governor cannot attend a meeting, they will contact the clerk in advance to give their apologies and the reason for their non-attendance.
- 13.5. All relevant training and inductions will be undertaken in a prompt and efficient manner.
- 13.6. Governors will visit the school to undertake agreed monitoring or participate in school events, with visits being arranged beforehand with the headteacher and undertaken within the framework established by the governing board.

14. Behaviour of Governors

- 14.1. The school is committed to the highest standards of ethical leadership as set out in '**The 7 principles of public life**'. All governors will pay due regard to their position of public office and adhere to the following principles:
 - Selflessness
 - Integrity
 - Objectivity
 - Accountability
 - Openness
 - Honesty
 - Leadership
- 14.2. The chair of the governing board is responsible for ensuring the appropriate conduct and behaviour of governors at all times.
- 14.3. The governing board will seek to develop open, honest and effective working relationships with the headteacher, staff members and parents at the school, as well as any other relevant body, such as the LA.
- 14.4. Members of the governing board will continuously strive to work as a team.
- 14.5. Governors will always express their views openly, in a courteous and respectful manner.
- 14.6. The governing board will acknowledge the time, effort and skills demonstrated in the execution of delegated functions by other members of the board.

- 14.7. Governors will consider any concerns expressed about their delegated function and will be prepared to answer queries from other governors regarding their role.
- 14.8. When making decisions, governors will carefully consider how their decisions and actions might affect those who are part of the school community and wider locality.
- 14.9. Governors will always act in the best interests of the school and its pupils; governors will not act in a manner that will bring the school into disrepute.

15. Conflicts of Interest

- 15.1. Members of the governing board will act in the best interests of the school at all times and will not act in the interest of, or as a representative of, any group or individual.
- 15.2. Governors will record any pecuniary interests that they, or those related or closely connected to them might have in connection to the governing board's business.
- 15.3. Members of the governing board will declare any interest they may have in an item of business on the agenda and will immediately remove themselves from the meeting while it is under discussion.
- 15.4. Any conflict of interest will be declared at the start of any meeting, should the situation arise.

16. Access to the School

- 16.1. All members of the governing board will take an active interest in the school and its community.
- 16.2. Governors will strive to actively participate in the school community and will respond to opportunities to be involved in school activities and events.

17. Breaching the Code

- 17.1. If a member of the governing board breaches this code of conduct, the issue will be raised with the chair of the governing board, who will investigate the concern. In the event that it is believed the chair has breached this code of conduct, another member of the board will undertake the investigation.
- 17.2. The governing board will only suspend or remove a governor from their post as a last resort.
- 17.3. The governing board will attempt to resolve any difficulties or disputes in a constructive manner before suspension or removal is considered.
- 17.4. If the need arises to suspend a governor, the governing board will ensure a fair and objective process by implementing the following procedure:
 - A resolution to remove a governor from office will be included on an agenda and circulated to all members of the governing board.
 - A meeting will be held and the resolution to remove the governor from office will be fully explained.
 - Governors will give due and careful consideration to the reasons given to remove the governor from office.
 - The governor, whom it has been proposed to remove from the governing board, will be given the opportunity to make a statement in response to the resolution to remove them from office.

- Within 14 days of the first meeting, a second meeting must be held and an item, specifying that the governing board will confirm their decision, included on the agenda.
- Any elected staff or parent governor who has been disqualified from their role and removed from office will be disqualified from serving as a governor and holding office for a period of five years. This period is taken from the date immediately after the day they were disqualified from their elected role. Given the consequence of the five-year disqualification period, the governing board's power to remove an elected parent or staff governor will only be used in exceptional and serious circumstances which may include the following:
 - Serious misconduct
 - Repeated serious incompetence
 - Engagement in conduct which aims to undermine fundamental British values
 - Actions that are significantly detrimental to the effective operation of the governing board
 - Actions that are significantly detrimental to the effective operation of the school

17.5. A governor who has been removed from the governing board has the right of appeal. The governor should exercise their right of appeal by writing to the clerk to governors within ten working days of their removal from the governing board, making clear the reasons for their appeal.

17.6. On receipt of an appeal, the governing board will establish an independent appeal panel. The appeal panel will comprise a panel of three governors and membership may include a governor from another school or an appropriate representative from the LA.

An initial impact assessment under the Trust's Single Equality Scheme has been carried out for this policy

A	Positive impact is explicitly intended and very likely
B	An adverse impact is unlikely, and on the contrary the policy has the clear potential to have a positive impact by reducing and removing barriers and inequalities that currently exist
C	An adverse impact is unlikely. On the contrary there is potential to reduce barriers and inequalities that currently exist. There is insufficient evidence, however, for this assessment to be made with as much confidence as is desirable
D	Adverse impact is unlikely, but positive impact is also unlikely.
E	Adverse impact is probable or certain, since certain groups will be disadvantaged, either proportionately or absolutely, or both. Remedial action is therefore necessary
F	Adverse impact is probable or certain for certain groups but the policy as a whole can nevertheless be justified. PLEASE NOTE: Selecting this assessment will necessitate the need for legal advice