



## Code of Conduct for Directors and Local Governors

<b>Applicable to:</b>	✓	All individual academies within NEAT Academy Trust
	✗	Specified academies only within NEAT Academy Trust
	✓	NEAT Academy Trust
	✓	NEAT Active Ltd
<b>Approval body:</b>	NEAT Academy Trust Board of Directors (is not delegated) NEAT Active Ltd Board of Directors (is not delegated)	

### Status:

<b>Statutory policy or document</b>	No
<b>Review frequency</b>	As determined by the Boards
<b>Approval by</b>	As determined by the Boards

### Publication:

<b>Statutory requirement to publish on website</b>	No
<b>If not, agreed to publish on website?</b>	Yes – trust and schools

### Version Control:

<b>Revision Record of Issued Versions</b>			
<b>Author</b>	<b>Creation Date</b>	<b>Version</b>	<b>Status</b>
Governance Support Assistant (HH)	17 July 2019	1.0	Agreed by Trust Board to include reference to NEAT Active Ltd.
<b>Changed by</b>	<b>Revision Date</b>	<b>Version</b>	<b>Status</b>
Director of Governance & Corporate Affairs (SH)	15 July 2020	2.0	Annual review – no changes proposed.
Governance Support Adviser (HH) and Head of Governance and Corporate Affairs (SH)	31 March 2021	3.0	Reviewed to include volunteers opted to board committees and consistency of wording.

<b>Review Date</b>	
<b>Frequency</b>	<b>Next Review Due</b>
Annually	July 2022 (or earlier if new guidance or legislation issued and/or business need for earlier review identified)

## **Introduction**

This code sets out the expectations of and commitment required from non-executive directors, local governors and other individuals co-opted into governance roles in order for the trust to properly carry out its work within its group of schools and its local communities and for its subsidiary company to trade effectively. It operates within the overarching common purpose, vision and values of NEAT Academy Trust.

NEAT is a charitable company limited by guarantee and comprises academies with a religious character and those that have no religious character.

The trust has a trading subsidiary company, NEAT Active Limited. It is a private limited company with NEAT as the single shareholder.

Where different provisions apply for NEAT Active Ltd directors, this is made explicit within this code.

## **Core strategic functions**

The trust's Board of Directors is responsible for carrying out the three core governance functions, as specified by the Department for Education (DfE):

- 1 *Ensuring clarity of vision, ethos and strategic direction*
- 2 *Holding executive leaders to account for the educational performance of the trust's academies and their pupils, and the performance management of staff*
- 3 *Overseeing and ensuring the effective financial performance of the trust*

and in its view, a fourth core governance function:

- 4 *Ensuring effective stakeholder engagement.*

The Trust Board has established a governance structure to enable it to carry out these core functions effectively including establishing a Local Governing Committee for each school within the trust.

The NEAT Active Ltd Board of Directors is accountable to the NEAT Academy Trust Board for the subsidiary company's performance. It plays a key role in contributing to the four core functions of governance across the NEAT Group.

## **Individual functions**

As individuals on the NEAT Academy Trust Board or its committees (including Local Governing Committees) or the NEAT Active Ltd Board, we agree to the following:

### **Role and responsibilities**

- We understand the purpose of the Board and the role of executive leaders.
- We accept that we have no legal authority to act individually, except when the Board has given us delegated authority to do so, and therefore we will only speak on behalf of the trust/company when we have been specifically authorised to do so.
- We accept collective responsibility for all decisions made by the Board, or its delegated agents. This means that we will not speak against majority decisions outside of meetings.
- We have a duty to act fairly and without prejudice, and in so far as we have responsibility for employees, we will fulfil all that is expected of a good employer.
- We will encourage open governance and will act appropriately.

- We will consider carefully how our decisions may affect the community and other schools.
- We will always be mindful of our responsibility to maintain and develop the ethos and reputation of our group of schools. Our actions within the school or company and the local community will reflect this.
- In making or responding to criticism or complaints affecting the trust/company we will follow the procedures established by the Board as applicable.
- We will actively support and challenge the executive leaders.
- We will accept and respect the difference in roles between the Board, the Local Governing Committee and employees, ensuring that we work collectively for the benefit of the NEAT Group.
- We will respect the role of the executive leaders and their responsibility for the day-to-day management of the trust and its schools, or of the company, and avoid any actions that might undermine such arrangements.
- We agree to adhere to the trust's/company's rules and policies, and any that are delegated to the school to decide if a local governor, and the procedures of the board and its committees as set out by the relevant governing documents and law.
- When formally speaking or writing in our governing role we will ensure our comments reflect current trust/company policy even if they might be different to our personal views.
- When communicating in our private capacity (including on social media) we will be mindful of and strive to uphold the reputation of the trust and its subsidiary company.

Additionally, the non-executive directors of NEAT Academy Trust and NEAT Active Ltd are specifically required under company law:

- to act within their powers
- to promote the success of the company
- to exercise independent judgement
- to exercise reasonable care, skill and diligence
- to avoid conflicts of interests
- not to accept benefits from third parties
- to declare interest in proposed transactions or arrangements.

Additionally, the trustees of NEAT Academy Trust are specifically required under charities law:

- to ensure the charity is carrying out its purposes for the public benefit
- to comply with the charity's governing document and the law
- to act in the charity's best interests
- to manage the charity's resources responsibly
- to act with reasonable care and skill
- to ensure the charity is accountable
- to reduce the risk of liability.

### **Commitment**

- We acknowledge that accepting office as a non-executive director/local governor or volunteering in a co-opted role involves the commitment of significant amounts of time and energy.
- We will each involve ourselves actively in the work of governing the trust and its schools, or the company, and accept our fair share of responsibilities, including service on committees or working groups.
- We will make full efforts to attend all meetings and where we cannot attend explain in advance why we are unable to.
- We will get to know the group of schools/school, or the company, well and respond to opportunities to involve ourselves in appropriate activities.

- We will visit the school(s)/company, with all visits arranged in advance with the school's Headteacher, or Sports Centre Manager, and undertaken within the framework established across the NEAT Group.
- We will consider seriously our individual and collective needs for training and development, and will undertake relevant training.
- We accept that in the interests of open governance as non-executive directors/local governors or co-opted volunteers of NEAT Academy Trust that our full names, date of appointment, terms of office, governance role, attendance records, relevant business and pecuniary interests, category of trustee/governor and the body responsible for appointing us will be published on the trust's or school's website.
- In the interests of transparency, we accept that information relating to non-executive directors/local governors of NEAT Academy Trust will be collected and logged on the DfE's national Get Information about Schools website, and in the case of directors of NEAT Academy Trust or NEAT Active Ltd will be collected and logged with Companies House.
- Disclosure and barring checks:
  - NEAT Academy Trust including its schools: As required by statutory regulation, we will each provide an enhanced criminal records certificate from the Disclosure and Barring Service (DBS), the details of which will be held in the trust's or school's single central record of recruitment and vetting checks. In the event that we receive a criminal conviction during our term of office, we will inform the Clerk to the Directors without delay.
  - NEAT Active Ltd: As required by the NEAT Academy Trust Board of Directors, we will each provide an enhanced criminal records certificate from the Disclosure and Barring Service (DBS), the details of which will be held in the company's single central record of recruitment and vetting checks. In the event that we receive a criminal conviction during our term of office, we will inform the Clerk to the Directors without delay.

### **Relationships**

- We will strive to work as a team across the NEAT Group in which constructive working relationships are actively promoted.
- We will express views openly, courteously and respectfully in all our communications with other non-executive directors/local governors, the Clerks to the Directors/Local Governing Committees and trust and company staff, both in and outside of meetings.
- We will support the chair in their role of ensuring appropriate conduct both at meetings and at all times.
- We are prepared to answer queries from other board members/local governors/volunteers 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.
- We will seek to develop effective working relationships with the executive leaders, employees and parents, the local authority and other relevant agencies, including the diocesan education boards, and the community.

### **Confidentiality**

- We will observe complete confidentiality when matters are deemed confidential or where they concern specific employees or pupils/service users, both inside or outside school/the company.
- We will exercise the greatest prudence at all times when discussions regarding school/trust/company business arise outside a meeting.
- We will not reveal the details of vote taken by the trust or company board or its committees.

- We will protect the personal data of all stakeholders and follow appropriate information security protocols.

### **Conflicts of interest**

- 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 trust's or company'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.
- As non-executive directors/local governors or volunteers in other governance roles of NEAT Academy Trust, we accept that the Register of Business Interests will be published on the trust's or school's website.
- We will also declare any conflict of loyalty at the start of any meeting should the situation arise.
- We will not accept personal gifts or offers of hospitality from current or potential suppliers if we are involved in awarding a contract.
- We will declare all personal gifts and hospitality above a monetary value of £25 and record these in line with the trust's procedures.
- We will act in the best interests of the trust/company and not as a representative of any group.

### **Equality, diversity and inclusion**

- We are committed to tackling discrimination in how we treat our pupils/service users, employees and other stakeholders and in how we deliver services to ensure that all individuals are able to participate fully in our provision and are free from adverse treatment and harassment.
- We will adopt inclusive behaviours to create an environment in which everyone can safely voice different opinions and we will value everyone's contributions.
- We will actively promote and champion equality in the communities we serve.

### **Breach of this code of conduct**

The procedures the trust/company will follow in the case of any apparent or alleged breach of conduct, or of any other concern about the conduct of a non-executive director or local governor, are set out in the relevant procedures agreed by the relevant Board of Directors. A breach of conduct by a volunteer may result in the trust/company terminating that arrangement.

### **The Seven Principles of Public Life**

We agree to work in accordance with the following seven principles which were 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. They should not do so in order to gain financial or other material benefits for themselves, their family, or their friends.

**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.

**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.

**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.

**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.

**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.

**Leadership** - Holders of public office should promote and support these principles by leadership and example.

### **General**

This policy is at the discretion of the boards of directors and can be varied at any time. In the event of any conflict with primary legislation or statutory regulations, the legal provisions will have precedence over this procedure in all cases.



**Code of Conduct for Directors and Local Governors  
2020-21**

I confirm that I have read, understood and agree to abide by the above Code of Conduct.

Name	
Signature	
Date	