

## **BISHOP HOGARTH CATHOLIC EDUCATION TRUST**

### **CODE OF CONDUCT FOR GOVERNORS**

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# GOVERNOR CORE COMPETENCIES AND CODE OF CONDUCT

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## Introduction

[name of the Catholic Education Trust] (the “Trust”) has been established by the Bishop of Hexham and Newcastle to safeguard Catholic education in the Diocese. The Trust is governed by a Board of Directors (the “Directors”). The Directors have overall responsibility and accountability for the Trust, reporting to the Bishop as required. The Board has delegated authority to act on behalf of the Trust. The Board fulfils a strategic function and its main purpose is to:

- determine the vision and values of the Trust consistent with those of the Bishop;
- support leadership in determining and fulfilling the strategic direction of the Trust;
- hold leadership to account and ensure staff well-being; and
- oversee the financial performance of the Trust ensuring there are systems in place to manage risk and ensure money is well spent.

The Directors have established local governing committees to assist them in fulfilling these governance responsibilities and to provide additional support to leadership. The Governors serving on these local governing committees are answerable to the Directors and the Bishop. All Governors, including those not appointed by but with the approval of the Bishop, must comply with the wishes of the Bishop and fulfil the charitable object of the Trust, acting at all times in observance of the values of the Catholic Church. The main functions of the local governing committees are to:

- ensure the Academy meets the needs of its community;
- protect the Academy’s character and distinctiveness;
- support teaching and learning to ensure high quality provision;
- safeguard pupil and staff well-being; and
- ensure the Academy works within its budget.

Further detail can be found in the Trust’s Scheme of Delegation.

## Duties of the Governors

Whilst Governors are not Directors or directors of the Trust and therefore are not subject to the normal legal responsibilities of charity Directors, Governors are expected to act in good faith in the best interests of the Trust and the Academies for whom the Trust has responsibility. This means Governors have a responsibility to do the following when dealing with matters for the Academy:

- To ensure compliance with any legal obligations;
- To act in a way which is compliant with the charitable object of the Trust, its Articles of Association and the Scheme of Delegation, including the Diocesan Memorandum of Understanding;
- To act with integrity and to avoid any personal conflicts of interest and not to misuse any Trust or Academy funds or assets;
- To act prudently in the financial management of the Academy, avoiding putting any assets, funds or reputation of the Academy or the Trust more widely at undue risk;

- To exercise reasonable care and skill, using personal knowledge and experience to ensure the Academy is well run and efficient;
- To act responsibly, getting advice from others, including professional advisors, where appropriate.

There is specific emphasis on the obligation on Governors to avoid conflicts of interest and to act prudently in the **Academies Financial Handbook** and Governors must be especially careful where they may have a personal interest in a matter which involves either the Trust or the Academy. Familial relationships at Governor and leadership level are discouraged. Governors must comply with the Trust's Conflict of Interest policy.

Governors must act independently and in the best interest of the Trust even if those interests conflict with those of the body or organisation that might have appointed or nominated them to serve on the local governing committee. The role of a Governor is unpaid (except for the reimbursement of reasonable expenses).

Governors are appointed for a term of 4 years and can be reappointed on the expiry of such term provided that no Governor is to be appointed for more than 3 terms of office. Foundation Governors are appointed by the Bishop and will be practising Catholics.

### **Specific Duties of the Governors**

The specific tasks and responsibilities of the Governors (and the local governing committee) are to.

- decide the Academy's strategic vision and uphold the Academy's distinctiveness and unique Catholic character, in harmony with the Trust's strategic vision and ethos;
- support senior leadership team generally and with specific emphasis on target setting, pupil monitoring and analysing progress data to inform curriculum and budgeting priorities;
- approve of Academy development/action plan;
- approve any significant capital expenditure;
- oversee expenditure ensuring the Academy works within its budget and implement the Trust's risk and financial management policies ensuring probity, prudence and efficiency;
- play an active part in the recruitment of the headteacher by the Trust Board;
- support the senior leadership team in the development and review of an appropriate staffing structure;
- support the headteacher in the recruitment and performance management of personnel;
- responsible for staff welfare and well-being, supporting the senior leadership team in monitoring absence and sickness;
- promote collaboration with other schools in the Trust;
- develop and review delegated school policies (e.g. admissions, pupil behaviour, safeguarding);
- provide advice and feedback to the Directors, ensuring the Academy is meeting the needs of its community;
- undertake all and any appropriate community consultation;
- provide a point of contact for parents, carers and other members of the local community, maintaining an effective link to the wider community;
- evaluate its performance ensuring appropriate training and development so that knowledge, skills and behaviour are appropriate for a dynamic education environment.

Individual Governors may be given primary responsibility for particular functions such as standards/school improvement, budgets, safeguarding, community liaison and communication with the view to matching skills and experience to functions. This will not affect collective and overall individual responsibility and accountability but Governors are expected to use their skills and experience in the fulfilment of their duties.

## Core Competencies and Skills

The following are the core competencies and skills expected of all Governors:

- To work as a team;
- To attend meetings and be prepared to contribute to discussions and commit to agreed actions;
- To be respectful of the views of others and to be open to new ideas and thoughts;
- To treat all confidential information confidentially;
- To act with integrity, avoiding any personal conflicts of interest and complying with the Trust's Conflict of Interest policy;
- To develop a deep understanding of the vision and ethos of the Trust and its Academies and the roles played by all individuals in fulfilment of the Trust's mission;
- To understand the policies and procedures of the Trust and how these flow down to the Academies;
- To support the Trust in public and act as an ambassador of the Trust and the Academies;
- To commit to training and skills development;
- To be ready to ask questions;
- To be focused on problem solving and be ready to learn from past experiences;
- To adhere to the Nolan **Seven Principles of Public Life – see Appendix 1.**

## Acceptance of Gifts & Hospitality

A potential source of conflict between public and private interests is the offer of gifts, hospitality or benefits in kind to Directors, Governors and employees in connection with their official duties. It is important to avoid any suggestion of improper influence.

### **GIFTS GENERALLY**

Casual gifts offered by contractors, organisations, firms, parents and carers or individuals such as calendars, diaries, pens, food, drink, flowers and other small gifts need not be declared. The general rule is that a gift below the value of **£25** does not need to be declared. However, it will not be appropriate to accept a gift below that value if it is more than minimal and may be perceived as an inducement.

In cases where alcoholic beverages are given it is important to ensure that they do not contravene the Alcohol at Work Policy.

Directors, Governors and employees should decline any personal gift offered to them, or to a member of their family, with a value of **£25** or over by any person or organisation having dealings with the Trust.

When a gift needs to be refused, this should be done with tact and courtesy, because the

offer of gifts is common custom and practice in the commercial world, particularly at Christmas time. If the gift is simply delivered to the Registered Office or other Trust premises, there may be a problem returning it, in which case it should be reported immediately to the Clerk to the Governing Body.

## HOSPITALITY

Offers of hospitality are a normal part of the courtesies of business life but in the public sector it is important for Directors to avoid creating an appearance of improper influence, thus undermining public confidence.

Hospitality is sometimes offered to representatives of the Trust in an official or formal capacity. Hospitality can take many forms and could include attending exhibitions, seminars, sporting events, shows or concerts. Training events with very low training content and free catering, drink or transport may also be hospitality.

Directors, Governors and employees need to exercise discretion when accepting offers of hospitality particularly when the host is seeking to do business with the Trust or who may stand to benefit in some way from dealing with the Trust.

Offers of hospitality should only be accepted where there is a clear benefit to the Trust in doing so e.g. networking, building contacts. If there is no or limited benefit Directors should not attend.

Hospitality offered by charitable or social organisations, usually in connection with an invitation to speak to the body, can be accepted.

All offers of hospitality should be reported to the Headteacher and /or Clerk before it is accepted.

A checklist and form for recording gifts and hospitality is provided at **Appendix 2** which should be used to help Directors decide whether or not it is appropriate to accept a gift.

The School and/ or Clerk will keep a record of all gifts and hospitality where the value exceeds £25 or when a gift was declined. See **Appendix 3**.

The Headteacher / Clerk will keep a record of all hospitality accepted.

## Personal Qualities and Values

The role of a Governor is challenging but should be rewarding. Governors are expected to be held in high regard and to provide an example to others. As such, Governors will have the following qualities and values:

- A desire to create positive change and life experiences for young people;
- A deep seated commitment to the aims and objectives of the Trust and the Catholic Church;
- A willingness to devote time and energy;
- An ability to build productive and supportive professional relationships;
- A commitment to equal opportunities and anti-discriminatory practices;
- An understanding of the importance of keeping children safe;
- An ability to think and act strategically;

- An ability to use financial and workforce data to inform decision-making;
- Appropriate levels of literacy in English;
- A person who is reliable, acts with integrity and is capable of good independent judgement;
- Is able to satisfy any requirements set by the Trust Board and the Bishop.

Specific skills may be needed if a Director is to take responsibility for and lead on a specific area or to meet a skills shortage that has been identified. The Trust has additional expectations of the Chair and Vice Chair of the local governing committee and these are appended to this Code of Conduct. A regular skills audit will be undertaken and Governors should expect to be able to articulate their contribution to the success of the Trust and the Academies.

## Legal Requirements

Before appointment a DBS check will be made and enquiries made to establish that Governors satisfy on an ongoing basis the legal requirements for charity trustees. A list of disqualifying reasons is provided by the Charity Commission, click **here** for details. Individuals who are disqualified from being a charity trustee are deemed to have resigned with immediate effect.

## Removal of a Governor

Any concerns regarding a Governor's behaviour and actions which may impact adversely on the Church, the Trust, the Academy or fellow Governors will be addressed either by the Bishop (who has the power to remove any Foundation Governor) or the Chair of the local governing committee (or if need be by the Trust Chair). Except where changes to the local governing committee are made for operational reasons, for example, to address skills shortages or to satisfy the requirements of the Bishop, steps to remove a Governor for personal reasons are expected to be taken only in exceptional circumstances, for example, involving the following:

- A failure to uphold the Catholic values of the Trust and in a way that is contrary to Catholic teaching;
- There has been serious misconduct (which will be considered on a case by case basis but as a guide any breach of this Code of Conduct will give rise to a legitimate complaint);
- A Governor displays repeated and serious incompetence (e.g. consistently fails to attend meetings and/or engage with training or address any skills gaps such that their ability to make a meaningful contribution is compromised);
- The Governor has engaged in conduct or behaviour which is aimed at undermining fundamental British values of democracy, the rule of law, individual liberty, mutual respect and tolerance of those with different faiths and beliefs;
- The actions of the Governor are significantly detrimental to the effective operation of the local governing committee, the Academy or the Trust more widely, distracting the local governing committee from its core strategic functions and/or the actions of the Governor interfere with the operational efficiency of the Academy or the Trust thereby wasting a significant amount of executive, headteacher and/or senior leadership time;

The decision to remove a Governor will be made by the Bishop on the advice of the Trust Board, who will consult both the Academy headteacher and the Chair of the local governing committee. Any decision to remove a Governor will be communicated to the Governor concerned who will be given an opportunity to make representations (in writing or verbally) to those removing him or her. It is not

expected (or required by law) that the written details of the case against the Governor will be provided.

## Review

This Governor Code of Conduct has been adopted by the Trust Board on the date set out below. It is subject to regular review.

[08/07/20]

## Additional Expectations of the Chair and Vice Chair

The Chair and Vice Chair are elected by and from within the local governing committee, but they must be Foundation Governors. Regard must be had to any recommendations from the Trust Board, or any requirements of the Bishop. If the Trust Board requires that its approval be sought to any appointment of the Chair and Vice Chair (which the Directors are free to decide from time to time), then any appointment by the local governing committee will be subject to ratification by the Trust Board. Elections are expected to take place at the beginning of every year and any interim appointment (for example following the resignation of the current Chair) will be terminated or confirmed at the next appropriate meeting.

### Specific Duties

The Chair's specific duties are to:

- Ensure the Bishop's wishes are fulfilled;
- Provide a clear lead and direction for the local governing committee;
- Build an effective team, attracting individuals to the local governing committee with necessary skills and experience, promoting equality and diversity, ensuring priority is given to those who can make a positive contribution to the Academy and the work of the Trust and who will provide a focus for driving up and maintaining high standards in the Academy;
- Ensure new Governors are properly introduced to the work of the local governing committee and the Trust more widely and to support their development as effective and valued members of the local governing committee maximising their contribution to the Academy and the Trust in doing so;
- Work closely with the headteacher of the Academy to ensure there is proper challenge and encouragement of Governors and the Academy's senior leadership team;
- Provide direct support to the headteacher of the Academy and to both the Trust Chair and any chief executive officer of the Trust in relation to any recruitment and performance management of this role as well as the review of pay and conditions of service;
- Provide support to the Trust Chair and any chief executive officer in any decision to suspend or discipline the headteacher of the Academy;
- Ensure that school improvement is the focus of all policy and strategy for the Academy, reminding Governors of this as often as necessary;
- Hold the Governors to account, ensuring the business of the local governing committee is conducted efficiently and effectively, chairing meetings ensuring all Governors have the opportunity to contribute and are listened to with clear decisions being made when necessary, including reporting on the local governing committee's effectiveness to the Trust Board as required;
- Be available when there is a need to act quickly, taking, or supporting the Academy headteacher (and if need be any chief executive officer) in taking, urgent action and making decisions, subject to subsequent ratification by the local governing committee (and/or Trust Board if need be) as necessary;
- Act as a focal point and advocate for the local governing committee, liaising as necessary with any regulatory body, the local governing committee and those representing the wider community.

### Specific Responsibilities

As the guardian of the local governing committee's effectiveness, the Chair has a specific responsibility to ensure:

- That reporting by the Academy headteacher is clear, concise, appropriate and comprehensive, reducing unnecessary paperwork;
- That meetings of the local governing committee are held regularly and there is a clear agenda which has been communicated to all Governors which focusses appropriately on strategic matters, acknowledging that when urgent meetings are required to discuss exceptional business that as much preparation as may be possible is made for these;
- That the business of the local governing committee is conducted as openly and transparently as possible;
- That decisions taken by the local governing committee are implemented and not circumvented;
- That Governors adhere to the Governor Code of Conduct and that appropriate and firm action is taken where this appears not to be the case, including supporting the Trust Chair when removal of a Governor is required;
- That the local governing committee undertakes regular reviews of any skills gaps or lack of experience and/or capacity and takes active steps to address these;
- That the local governing committee remains focussed on its strategic purpose and that individual Governors either as a group or committee or as individuals do not seek to become overly involved in operational matters or seek to disrupt the work of the Trust;
- There is proper and adequate succession planning;
- That any complaints about the Trust or the Academy, the actions of the local governing committee or an individual Governor or the headteacher are dealt with in a timely and effective manner.

### Additional Skills

As well as the skills required of a Governor, the Chair should be able to demonstrate the following attributes:

- An understanding of the framework within which corporate bodies function;
- Strong communication skills;
- Ability to prioritise and delegate;
- Ability to chair meetings and encourage the participation of others, including mediate;
- Ability to build and lead a team;
- Leadership or managerial experience.

### Seven Principles of Public Life

These are:

#### 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 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.

## GIFTS AND HOSPITALITY

### Checklist for considering whether to accept a gift or hospitality

The question in all cases is one of judgement, and the following checklist of queries should help employees to decide whether a gift or an offer of hospitality should be accepted or declined.

- (a) Is the value of the gift or hospitality £25 or over?
- (b) If under £25 is it intended as an inducement?
- (c) Is the extent of the hospitality, or nature of the gift reasonable and appropriate?
- (d) Does the donor have any form of contractual relationship with the Trust / School, does it provide goods or services to the Trust / School of any kind?
- (e) Is the invitation/gift directed to a large group of unrelated individuals or open to the public, or has an individual been targeted because of their employment with the Trust and the nature of their role?
- (f) What is thought to be the motivation behind the invitation/gift?
- (g) For hospitality does the employee wish to attend if so why? Is it because there will be genuine benefits to the College in terms of networking and contracts gained? Or is a desire to go centered around personal enjoyment.
- (h) Would acceptance of the invitation be, in any way, inappropriate or place the employee under pressure in relation to any current or future matter involving the Trust / School?
- (i) For gifts is there a difficulty in returning the gift? If it would cause offence can the gift be given to charity?

If an employee decides to accept a gift over £25 they must declare this to the Chief Executive Officer and / or Headteacher / Head of School. If an employee declines a gift of over £25 the Chief Executive Officer and / or Headteacher / Head of School should also be informed and the reasons for the gift being declined should be recorded.

The following form should be completed by staff in receipt of gifts and hospitality and returned to **the Chief Executive Officer and / or Headteacher /Clerk.**

### *Gifts & Hospitality Register Form*

**Individuals should complete this form and return to the Chief Executive Officer / Headteacher or Clerk (where applicable)**

<p><i>Section One of this form should be completed (either in electronic or paper form), for all offers of hospitality or gifts either received or offered to staff (with the exception of low value gifts (under £25))</i></p> <p><b>SECTION ONE: Details of the offer</b> – this section must be completed by the individual receiving the offer.</p>	
Date of offer	
Name	
Who offered the gift or hospitality?	
What is your relationship with the individual/organisation offering the gift or hospitality (if any)?	
Nature of gift or hospitality offered	
Details of other staff, Directors or Governors offered the same gift or hospitality (where applicable/known)	
Proposed action (delete as appropriate)	<p><b>Accept / Decline / Already declined</b></p> <p>This form must be authorised by the Chief Executive Officer / Headteacher / Clerk before any offer is accepted.</p>
Signature:	Date:
<p><b>Following completion of the above section and before any offer is accepted this form must be authorised by the Chief Executive Officer / Headteacher / Clerk</b></p>	
<p><b>SECTION TWO: Action authorised by the Chief Executive Officer / Headteacher / Clerk</b></p>	
Name (Chief Executive Officer / Headteacher /Clerk):	
Record of action (delete as appropriate)	<p>Agree acceptance / Acceptance not authorised/ <b>Agree action to decline</b></p> <p>Please ensure the individual who received the offer is aware of you decision.</p>

Signed	Date
Please ensure: (i) The individual is informed of your decision (ii) This form is recorded on your Register of Gifts and Hospitality (iii) This form is filed in the Register of Gifts and Hospitality.	

<b>For Office use Only</b> <b>Form Index Number:</b>
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