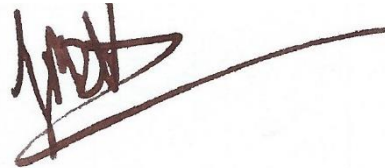




Governance Code of Conduct

Approved By:	Wessex MAT Board of Directors
Date:	29/9/21
Review Date:	28/9/24
Signed:	Chair of Directors – G.Batt 

This code sets out the expectations on and commitment required from the Members and the Directors of Wessex Multi Academy Trust (MAT) and Local Governors of schools within Wessex MAT, in order that governance is properly carried out within the MAT and the community.

Ethos of the MAT - Learning Is Everything

To unlock the full potential in every young person through discovery and outstanding opportunities for learning and achievement

Our Values

1. We believe in the power of learning as a means to transform lives
2. We believe that every young person has talents that can be nurtured through relentless optimism and striving for success
3. We believe that mutual respect is the foundation for good relationships and that we should act with care, concern and generosity towards each other
4. We believe that learning for life is best provided in an inclusive environment where young people come together regardless of ability, background, culture, faith or beliefs
5. We believe that all of our learners, their families and our communities are all crucial partners for achieving success

Our Philosophy

- To provide all of our schools, staff and learners with the freedom to succeed whilst ensuring that each is fully accountable for their outcomes
- To prove that system-wide improvement is best achieved through collaboration, not competition
- To identify and develop outstanding governors and leaders and ensure succession planning in all our schools
- To train, develop, recruit and retain the most outstanding teachers and other staff in the belief that this is the way to achieve world-class standards in education
- To provide high quality support services that are personalised and tailored to each school's needs
- To make the very best use of the resources with which we and all our schools are entrusted

Our Aims

To improve the learning in all of our schools by:

1. Developing the concept of school-to-school support to bring about system-wide improvement
2. Providing opportunities for outstanding professional development which enable us to recruit and retain the best staff
3. Delivering excellent support services that provide value for money
4. Continually searching out and learning from good practice elsewhere

Once this code has been adopted, all colleagues, at all levels of governance, agree to faithfully abide to the Seven Nolan 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.

Governance Roles

Members

As charitable companies limited by guarantee every trust has Members who have a similar role to the shareholders in a company limited by shares. They play a limited but crucial role in safeguarding multi-academy trust governance.

Most notably they should:

- Exercise their powers to further the MAT's charitable objects by:
 - Assuring themselves that the governance of the MAT is effective
 - Assuring themselves that Directors are acting in accordance with the MAT's charitable objects
 - Using their powers as Members to step in if governance is failing.

Members should not:

- Be involved in the day-to-day business of the Trust
- Assume the powers of the Directors.

Members may:

- by special resolution, amend the articles of association (including the objects clause), subject to any restrictions in the articles, the funding agreement or charity and company law. This includes having power to change the name of the charitable company and ultimately, wind up the academy trust. Changes to some clauses may require permission from the Charity Commission.
- by special resolution (which requires 75% rather than a simple majority of Members to agree) appoint new Members or remove existing Members other than, where there is one, the foundation/sponsor body and any Members it has appointed.
- appoint Directors as set out in the MAT's articles of association, and have power under the Companies Act to remove any or all serving Directors.

- by special resolution issue direction to the Directors to take a specific action if the Directors are unable or unwilling to act in the best interests of the MAT. This may be required if Members believe the Board of Directors is failing to carry out its core functions or is acting unlawfully.
- appoint and remove the MAT's auditors and receive the Trust's annual audited accounts (but not sign off)

Taken from Governance Handbook 2019, DfE

As individual Members of the Multi Academy Trust we agree to the following:

Role & Responsibilities

- We understand the purpose of the Members, Board of Directors and Local Governing Body and the roles of the Chief Executive Officer (CEO) and Headteacher.
- We accept and respect the difference in roles between Members, Directors, Local Governors and staff.
- We will fulfil our role and responsibilities as set out in the MAT's scheme of delegation.
- We accept that our role is limited but crucial in safeguarding multi-academy trust governance and will not involve ourselves in day-to-day management.
- We will share and live the ethos and values of our MAT and its schools
- We will consider carefully how our decisions may affect the community and other schools.
- We will work collectively for the benefit of the MAT and its schools and 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 MAT meetings unless:
 - decisions and actions conflict with the Seven Principles of Public Life or may place pupils at risk. In these circumstances we will speak up and bring this to the attention of the relevant authorities.
- We accept that we have no legal authority to act individually, except where the board has given us delegated authority to do so, and therefore we will only speak on behalf of the MAT when we have been specifically authorised to do so.
- We will fulfil our responsibilities as a good employer, acting fairly and without prejudice.
- We will be candid but constructive and respectful when holding senior leaders and Directors to account.
- We will follow the established MAT procedures when making or responding to complaints.
- We will adhere to the MAT's policies and procedures as set out by the relevant governing documents and law.
- 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 governance role
- We will strive to uphold the MAT's reputation in our private communications (including on social media).
- We will not discriminate against anyone and will work to advance equality of opportunity for all.

Demonstrate our commitment to the role

- We acknowledge that accepting office as a Member involves the commitment of time and energy.
- We will involve ourselves actively in the work of the Members and accept our fair share of responsibilities.
- We will make every effort to attend all meetings and where we cannot attend explain in advance why we are unable to.
- We will arrive at meetings prepared, having read all papers in advance, ready to make a positive contribution and observe protocol.

- We will get to know the schools within the MAT well and respond to opportunities to involve ourselves in school activities.
- We will visit the schools within the MAT and when doing so will make arrangements with relevant staff in advance and observe school and MAT protocol.
- When visiting the school in a personal capacity (for example, as a parent or carer), we will continue to honour the commitments made in this code.
- 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

- We will work to create an inclusive environment where each Members' contributions are valued equally.
- We will develop effective working relationships with MAT leaders, school leaders, staff, parents and other relevant stakeholders from our local communities
- We will express views openly, courteously and respectfully in all our communications with other members/directors/governors/the clerk/staff/parents and other relevant stakeholders from our local communities, both in and outside of meetings.
- We will support the chair in their role of leading the Board and ensuring appropriate conduct.

Respect confidentiality

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

Declare conflicts of interest and be transparent

- We will declare any business, personal or other interest (including those of people we are linked with) that we have in connection with the board's business and these will be recorded in the Register of Business Interests.
- We will also declare any conflict of loyalty at the start of any meeting should the need arise.
- 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.
- We accept that the Register of Business Interests will be published on the MAT's website and that of its schools
- We will act in the best interests of the MAT as a whole and not as a representative of any group
- We accept that in the interests of open governance, our full names, date of appointment, terms of office, role, attendance records, relevant business and pecuniary interests and the body responsible for appointing us will be published on the MAT's website and that of its schools.
- In the interests of transparency we accept that information relating to Directors will be collected and logged on the DfE's national database of governors (Get Information About Schools - GIAS), some of which will be publicly available.

Breach of this code of conduct

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

Directors

Directors are both charity trustees and company directors of the multi-academy trust.

The Board of Directors manages the business of the multi-academy trust and may, subject to the provisions of the Companies Act, the MAT's articles of association and the Members' ability to direct the Board of Directors by special resolution, exercise all the powers of the multi-academy trust. They have a statutory duty to exercise care, skill and diligence and avoid conflicts of interest.

Directors must operate and make decisions to further the MAT's charitable objects and comply with company and charity law. The Board of Directors signs off the annual accounts and is responsible for adherence to the MAT's funding agreement with the Secretary of State. It is the Directors who are therefore responsible for the MAT's accountability to Parliament and to the Secretary of State as the Principal Regulator of academies as exempt charities.

Taken from Governance Handbook 2019, DfE

The Trust Board will focus on the core governance functions:

1. ensuring there is clarity of vision, ethos and strategic direction by:
 - a. Setting the vision, values, and objectives for the trust
 - b. Agreeing the MAT improvement strategy with priorities and targets
 - c. Meeting statutory duties
2. holding executive leaders to account for the educational performance of the organisation and its pupils and the performance management of staff by:
 - a. Appointing the CEO
 - b. Monitoring progress towards targets
 - c. Performance managing the CEO
 - d. Contributing to school self-evaluation
3. overseeing the financial performance of the organisation and making sure its money is well spent by:
 - a. Setting the budget
 - b. Monitoring spending against the budget
 - c. Ensuring value for money is obtained
 - d. Ensuring risks to the organisation are managed

NGA recognises the following as the fourth core function of governance:

4. ensuring the voices of stakeholders are heard
 - a. Engaging with stakeholders
5. Liaising with the relevant diocese or other religious body as appropriate.

As individuals on the Board of Directors we agree to the following:

Role & Responsibilities

- We understand the purpose of the Members, Board of Directors and Local Governing Body and the roles of the Chief Executive Officer (CEO) and Headteacher.
- We will accept and respect the difference in roles between Members, Directors, Local Governors and staff.
- We will fulfil our role and responsibilities as set out in our scheme of delegation.

- We accept that our role is strategic and so will focus on our core functions rather than involve ourselves in day-to-day management.
- We will develop, share and live the ethos and values of our MAT and its schools
- We will consider carefully how our decisions may affect the community and other schools.
- We will work collectively for the benefit of the MAT and its schools and 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 the Board of Directors meeting unless:
 - decisions and actions conflict with the Seven Principles of Public Life or may place pupils at risk. In these circumstances we will speak up and bring this to the attention of the relevant authorities.
- We accept that we have no legal authority to act individually, except where the board has given us delegated authority to do so, and therefore we will only speak on behalf of the Board of Directors when we have been specifically authorised to do so.
- We will fulfil our responsibilities as a good employer, acting fairly and without prejudice.
- We will be candid but constructive and respectful when holding senior leaders to account.
- We will follow the established MAT procedures when making or responding to complaints.
- We will adhere to the MAT's policies and procedures as set out by the relevant governing documents and law.
- 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 governance role
- We will strive to uphold the MAT's reputation in our private communications (including on social media).
- We will not discriminate against anyone and will work to advance equality of opportunity for all.

Demonstrate our commitment to the role

- We acknowledge that accepting office as a Director involves the commitment of significant amounts of time and energy.
- We will involve ourselves actively in the work of the Board of Directors, and accept our fair share of responsibilities, including service on committees or working groups where required.
- We will make every effort to attend all meetings and where we cannot attend explain in advance why we are unable to.
- We will arrive at meetings prepared, having read all papers in advance, ready to make a positive contribution and observe protocol.
- We will get to know the schools within the MAT well and respond to opportunities to involve ourselves in school activities.
- We will visit the schools within the MAT and when doing so will make arrangements with relevant staff in advance and observe school and board protocol.
- When visiting the school in a personal capacity (for example, as a parent or carer), we will continue to honour the commitments made in this code.
- We will participate in induction training take responsibility for developing our individual and collective skills and knowledge on an ongoing basis.

Build and maintain relationships

- We will work to create an inclusive environment where each Director's contributions are valued equally.
- We will develop effective working relationships with MAT leaders, school leaders, staff, parents and other relevant stakeholders from our local communities

- We will express views openly, courteously and respectfully in all our communications with other directors/governors/members/the clerk/staff/parents and other relevant stakeholders from our local communities, both in and outside of meetings.
- We will support the chair in their role of leading the Board and ensuring appropriate conduct.

Respect confidentiality

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

Declare conflicts of interest and be transparent

- We will declare any business, personal or other interest (including those of people we are linked with) that we have in connection with the board's business and these will be recorded in the Register of Business Interests.
- We will also declare any conflict of loyalty at the start of any meeting should the need arise.
- 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.
- We accept that the Register of Business Interests will be published on the MAT's website and that of its schools
- We will act in the best interests of the MAT as a whole and not as a representative of any group
- 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 Director and the body responsible for appointing us will be published on the MAT's website and that of its schools.
- In the interests of transparency we accept that information relating to Directors will be collected and logged on the DfE's national database of governors (Get Information About Schools - GIAS), some of which will be publicly available.

Breach of this code of conduct

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

Local Governing Body (LGB)

The Local Governing Body may have any/or all of the following core strategic functions depending on the level of delegation from the MAT Board of Directors – Please check the MAT Scheme of Delegation.

The LGB will focus on the core governance functions:

1. ensuring there is clarity of vision, ethos and strategic direction by:
 - a. Agreeing the school improvement strategy with priorities and targets
 - b. Being accountable to the Board of Directors for meeting statutory duties
2. holding executive leaders to account for the educational performance of the organisation and its pupils and the performance management of staff by:

- Managing the appointment of the Headteacher alongside the Board of Directors
- Monitoring progress towards targets
- Performance managing the Headteacher
- Engaging with stakeholders
- Contributing to school self-evaluation

3. overseeing the financial performance of the organisation and making sure its money is well spent by:

- Drafting and recommending to Directors the school budget
- Monitoring spending against the budget
- Ensuring value for money is obtained
- Ensuring risks to the organisation are monitored and managed

NGA recognises the following as the fourth core function of governance:

4. ensuring the voices of stakeholders are heard

- Engaging with stakeholders

5. Liaising with the relevant diocese or other religious body as appropriate.

As individuals on the Local Governing Body we agree to the following:

Role & Responsibilities

- We understand the purpose of the Members, Board of Directors and Local Governing Body and the roles of the Chief Executive Officer (CEO) and Headteacher.
- We will accept and respect the difference in roles between Members, Directors, Local Governors and staff.
- We will fulfil our role and responsibilities as set out in our scheme of delegation.
- We accept that our role is strategic and so will focus on our core functions rather than involve ourselves in day-to-day management.
- We will support the Directors to develop, share and live the ethos and values of our MAT and its schools
- We will consider carefully how our decisions may affect the community and other schools.
- We will work collectively for the benefit of the MAT and its schools and 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 the LGB meeting unless:
 - decisions and actions conflict with the Seven Principles of Public Life or may place pupils at risk. In these circumstances we will speak up and bring this to the attention of the relevant governance level/authorities.
- We accept that we have no legal authority to act individually, except where the board has given us delegated authority to do so, and therefore we will only speak on behalf of the LGB when we have been specifically authorised to do so.
- We will fulfil our responsibilities as a good employer, acting fairly and without prejudice.
- We will be candid but constructive and respectful when holding senior leaders to account.
- We will follow the established MAT procedures when making or responding to complaints.
- We will adhere to the MAT's policies and procedures as set out by the relevant governing documents and law.

- 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 governance role
- We will strive to uphold the MAT's reputation in our private communications (including on social media).
- We will not discriminate against anyone and will work to advance equality of opportunity for all.

Demonstrate our commitment to the role

- We acknowledge that accepting office as a Governor involves the commitment of significant amounts of time and energy.
- We will involve ourselves actively in the work of the LGB, and accept our fair share of responsibilities, including service on committees or working groups where required.
- We will make every effort to attend all meetings and where we cannot attend explain in advance why we are unable to.
- We will arrive at meetings prepared, having read all papers in advance, ready to make a positive contribution and observe protocol.
- We will get to know our school well and respond to opportunities to involve ourselves in school activities.
- We will visit the school and when doing so will make arrangements with relevant staff in advance and observe school and board protocol.
- When visiting our school/another MAT school in a personal capacity (for example, as a parent or carer), we will continue to honour the commitments made in this code.
- We will participate in induction training take responsibility for developing our individual and collective skills and knowledge on an ongoing basis.

Build and maintain relationships

- We will work to create an inclusive environment where each Governor's contributions are valued equally.
- We will develop effective working relationships with MAT leaders, school leaders including Governors on other LGBs, staff, parents and other relevant stakeholders from our local communities
- We will express views openly, courteously and respectfully in all our communications with directors/other governors/members/the clerk/staff/parents and other relevant stakeholders from our local communities, both in and outside of meetings.
- We will support the chair in their role of leading the LGB and ensuring appropriate conduct.

Respect confidentiality

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

Declare conflicts of interest and be transparent

- We will declare any business, personal or other interest (including those of people we are linked with) that we have in connection with the board's business and these will be recorded in the Register of Business Interests.
- We will also declare any conflict of loyalty at the start of any meeting should the need arise.

- 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.
- We accept that the Register of Business Interests will be published on the MAT's website and that of its schools
- We will act in the best interests of the MAT as a whole and not as a representative of any group
- 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 and the body responsible for appointing us will be published on the MAT's website and that of its schools.
- In the interests of transparency we accept that information relating to Governors will be collected and logged on the DfE's national database of governors (Get Information About Schools - GIAS), some of which will be publicly available.

Breach of this code of conduct

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

Signature

The Governance Code of Conduct

I,..... have received a copy of the governance code of conduct and sign to state that I accept and understand all therein, in my role as Member/Trustee/Governor/CEO/Headteacher/other senior executive leader * Delete as appropriate

Signed

Date

Keeping Children Safe in Education

I,..... have received a copy of the most recent Keeping Children Safe in Education. I have read Annex A and Part 2 and sign to state that I accept and understand all therein, in my role as Member/Trustee/Governor/CEO/Headteacher/other senior executive leader * Delete as appropriate

Signed

Date

Amendments

- 09/2018: Updated to reflect new and amended bullet points in NGA Model Code of Conduct.
Individual signature page also added.
- 09/2021: Updated to reflect new DfE publications e.g. Governance Handbook 2019, new NGA Model Code of Conduct and admission of a CE School
Keeping Children Safe in Education signature page added.