



The Tiffin Girls' School

Code of Conduct for the Governing Board

SEPTEMBER 2023

Introduction

1. This Code of Conduct sets out the expectations of and commitment required from school governors in order for the Governing Board to properly carry out its work within the school and the community. It should be read in conjunction with:
 - TTGS Academy Trust Articles of Association
 - TTGS Governance and Terms of Reference document
 - TTGS Governor Role Description
 - TTGS Scheme of Delegation
 - DfE Governance Handbook
 - ESFA Academy Trust Handbook
2. Governors must apply the highest standards of conduct and ensure robust governance. Governors must set and maintain an ethos of high expectations for everyone in the school community, including in the conduct and professionalism of the Governing Board itself.
3. Governors must act with integrity, objectivity, honesty and in the best interests of the school; and be open about the decisions they make and the actions they take and be prepared to explain their decisions and actions to interested parties.
4. Governors are expected to:
 - adhere to the Seven Principles of Public Life set out by the government (APPENDIX A)
 - make an active and valuable contribution
 - show inquisitiveness to question and analyse
 - devote time and show commitment to the Governing Board
 - be enthusiastic and participate in the life of the school
 - be discreet, open minded and fair
 - maintain confidentiality as appropriate
 - be a good listener
 - support a culture in which ethical decision making can flourish (APPENDIX B)

The Governing Board has the following core strategic functions:

5. Establishing the strategic direction of the school by:
 - Setting the vision, values and objectives for the school
 - Agreeing the school development plan with priorities and targets
 - Meeting statutory duties
6. Ensuring accountability by:
 - Appointing the Headteacher
 - Monitoring the educational performance of the school and progress towards agreed targets via the use of key performance indicators
 - Performance managing the Headteacher
 - Engaging with stakeholders
 - Contributing to school self-evaluation

7. Ensuring financial probity by:
- Setting the budget
 - Monitoring spending against the budget
 - Ensuring money is well spent and value for money is obtained
 - Ensuring risks to the organisation are identified and managed

As individuals on the Board we agree to the following:

Role and Responsibilities

8. We understand and respect the difference in roles between the Governing Board and the Headteacher; in particular, the Headteacher is responsible for the implementation of policy, the implementation and operation of the curriculum and the day to day management of the school. We will avoid any actions that might undermine these responsibilities.
9. We accept that we have no legal authority to act individually, except when the Governing Board has given us delegated authority to do so, and therefore we will only speak on behalf of the Governing Board when we have been specifically authorised to do so.
10. We accept collective responsibility for all decisions made by the Governing Board or its delegated agents. This means that we will not speak against majority decisions outside the Governing Board meeting or at subsequent Governing Board meetings.
11. We will comply with relevant guidance and legislation and our funding agreement that sets out how we must manage the school's money, and procure goods and services.
12. We will act with integrity and transparency when making financial decisions, and understand that our financial management and decision-making will be scrutinized and audited.
13. We have a duty to act fairly and without prejudice and in all areas of our work, and to demonstrate a commitment to equality of opportunity in principle, policy and practice. In so far as we have responsibility for staff, we will fulfil our duty on behalf of the employer (The Tiffin Girls' School Academy Trust).
14. We will not undermine fundamental British values, including democracy, the rule of law, individual liberty and mutual respect, and tolerance of those with different faiths and beliefs.
15. We will encourage open government and will act appropriately.
16. We will, where appropriate, seek and consider information, advice and guidance to inform our decision making.
17. We will consider carefully how our decisions may affect the community and other schools.
18. We will always be mindful of our responsibility to maintain and develop the ethos and reputation of our school. Our actions within the school and the local community will reflect this.
19. We will abide by and actively encourage all policies and practices that safeguard and promote the welfare of students and staff.
20. In making or responding to criticism or complaints affecting the school we will follow the procedures established by the Governing Board.
21. We will actively support and challenge the Headteacher, doing so in a candid but constructive and respectful manner.
22. We agree to adhere to the school's rules and policies and the procedures of the Governing Board as set out by the relevant governing documents and law.
23. When formally speaking or writing in our governing role we will ensure our comments reflect current organisational policy even if they might be different to our personal views.
24. When communicating in our private capacity (including on social media) we will be mindful of and strive to uphold the reputation of the organisation.

Commitment

25. We acknowledge that accepting office as a governor involves the commitment of significant amounts of time and energy.
26. We will each involve ourselves actively in the work of the Governing Board, and accept our fair share of responsibilities, including service on committees, appeal/review panels and working groups as appropriate.
27. We will make full efforts to attend all meetings and where we cannot attend explain in advance in full why we are unable to.
28. We will prepare ahead of meetings to ensure we make informed contributions.
29. We will get to know the school well and respond to opportunities to involve ourselves in school activities.
30. Our visits to school will be arranged in advance with the staff and undertaken within the framework established by the Governing Board and agreed with the Headteacher.
31. When visiting the school in a personal capacity (i.e. as a parent or carer), we will maintain our underlying responsibility as a governor.
32. We will consider seriously our individual and collective needs for induction, training and development, and will undertake relevant training or development activities that are needed to fill any gaps in the skills we have in order to contribute to effective governance.
33. We will participate in the annual skills audit and questionnaire
34. To ensure our safeguarding responsibilities are adhered to, we will
 - attend an annual safeguarding update from the Designated Safeguarding Lead
 - sign an annual declaration confirming we have read and understood Parts 1 and 2 of the DfE 'Keeping Children Safe in Education' guidance.
 - complete an online safeguarding course on appointment or re-appointment as a governor
35. We accept that in the interests of open government, our full names, terms of office, roles on the Governing Board, attendance records, relevant business and pecuniary interests, category of governor and the body responsible for appointing us will be published on the school's website. We understand this applies to each governor who has served at any point over the past 12 months.
36. We acknowledge that in accordance with the DfE drive to increase transparency on who governs our schools, we will comply with the requirement for our names, terms of office and body responsible for appointing us to be published on the National Database for Governors via 'Get Information About Schools'; and our school email address, date of birth, nationality and postcode will be held encrypted securely by the DfE.
37. We accept the statutory requirement for our names, terms of office, month of birth, nationality and occupation to be published on the Companies House website; and our date of birth and residential address will be held encrypted securely by Companies House.
38. We recognise that if a governor fails to attend three GB meetings in an academic year, the Chair will arrange a meeting with the governor concerned to discuss and resolve the issue(s), which may include resignation from the GB.
39. We accept the statutory requirement for all new governors to undergo an enhanced DBS check and that governor information is stored within the Single Central Record, held by the school. We will comply with the school to instigate the application of an enhanced DBS check within 21 days of appointment to the GB.
40. We have read The Tiffin Girls' School's document "Eligibility to serve as a Director of the Academy Trust/Governor of the School" (APPENDIX C). We will give written notice to the Governance and Compliance Lead and Chair if we become disqualified from holding office as a governor and resign with immediate effect.

Relationships

41. We will strive to work as a team in which constructive working relationships are actively promoted.
42. We will express views openly, courteously and respectfully in all our communications with other governors, the Governance and Compliance Lead and school staff both in and outside of meetings.

43. We will support the Chair in their role of leading the GB and ensuring appropriate conduct both at meetings and at all times.
44. We are prepared to answer queries from other governors 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.
45. We will seek to develop effective working relationships with the Headteacher, staff and parents/carers, the local authority and other relevant agencies and the community.

Confidentiality

46. We will observe complete confidentiality when matters are deemed confidential or where they concern specific members of staff or students, both inside or outside school.
47. We will exercise the greatest prudence at all times when discussions regarding school business arise outside a Governing Board meeting.
48. We will not reveal the details of individual governor contributions in meetings or any Governing Board vote.
49. We will ensure all confidential papers are held and disposed of appropriately.
50. We understand that the requirements relating to confidentiality will continue to apply after a governor leaves office.
51. Our commitment to confidentiality does not overrule our duty to report safeguarding concerns to the appropriate channel where we believe a child is at risk of harm.

Conflicts of interest

52. 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 school's business in the List of Related Parties. We understand that the Headteacher and Finance Director will determine which of the related parties should be included in the Register of Interests published on the school website. We accept that should a conflicted matter arise in a meeting, we will offer to leave the meeting for the appropriate length of time and will not vote on the matter.
53. We will also declare any conflict of interest at the start of any meeting should the situation arise.
54. We will inform the Governance and Compliance Lead immediately if there is a change to any pecuniary or other business interest.
55. We will act in the best interests of the school as a whole and not as a representative of any group, even if elected to the Governing Board by parents or staff.

Use of the Governor Portal, School Email Account and Social Media

56. We will have regard to the school's Online Safety Policy with respect to ICT acceptable usage when using the Governor Portal and school email account.
57. We will have regard to the school's Data Protection Policy and accept that documents must not be downloaded from the Governor Portal to personal devices.
58. We will use our school email account for all electronic communications regarding governor matters.
59. We will not post comments about the school to social media and we will inform the Headteacher should we be contacted by a parent/carers, student or staff member via social media.
60. We will not link our school email account to any of our personal social media accounts.

Remote Meetings and Visits

61. We understand that, in the event of a school closure, or by mutual agreement with all governors (e.g. in the aftermath of a pandemic), meetings and visits may take place remotely.
62. We will attend the whole meeting/visit.
63. We will attend with webcam/video switched on where possible.
64. We will prevent unauthorised individuals overhearing conversations, e.g. by wearing headphones.

Communication

65. We will not make direct contact with individual members of staff in order to avoid disrupting their focus on their priorities, with the following specific exceptions where contact is desirable and with the Headteacher’s continued awareness of such contact:
- The Chair of Finance should have direct contact with the Headteacher and Finance Director
 - The Chair of Pay and Personnel should have direct contact with the Headteacher and HR Director
 - Governors with an individual responsibility should have direct contact with the relevant member of SLT
66. We understand a Committee Chair will inform other committee members on a timely basis of any important issues discussed with SLT outside the meeting.

Breach of this Code of Conduct

67. We understand that potential or perceived breaches of this code will be taken seriously and that a breach could lead to formal sanctions (APPENDIX D: Breach Procedure).

Governors will sign the Code at the first Governing Board meeting of each academic year.

Undertaking:

As a member of the Governing Board I will always have the well-being of the students and the reputation of the school at heart; I will do all I can to be an ambassador for the school, publicly supporting its aims, values and ethos; I will never intentionally say or do anything publicly that would embarrass the school, the Governing Board, the Headteacher or staff. I will resign with immediate effect, if I become disqualified to hold office as a Director/Governor.

Print name:

Signed:

Date:

APPENDIX A: The Seven Principles of Public Life

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.

APPENDIX B: The Framework for Ethical Leadership in Education

The Ethical Leadership Commission has developed the following Framework for Ethical Leadership to help school leaders take difficult decisions. As important as the language is, these aren't just fine words, they are meant to support a culture in which ethical decision making can flourish.

1. **Selflessness:** School and college leaders should act solely in the interest of children and young people.
2. **Integrity:** School and college leaders must avoid placing themselves under any obligation to people or organisations that might try inappropriately to influence them in their work. Before acting and taking decisions, they must declare and resolve openly any perceived conflict of interest and relationships.
3. **Objectivity:** School and college leaders must act and take decisions impartially and fairly, using the best evidence and without discrimination or bias. Leaders should be dispassionate, exercising judgement and analysis for the good of children and young people.
4. **Accountability:** School and college leaders are accountable to the public for their decisions and actions and must submit themselves to the scrutiny necessary to ensure this.
5. **Openness:** School and college leaders should expect to act and take decisions in an open and transparent manner. Information should not be withheld from scrutiny unless there are clear and lawful reasons for so doing.
6. **Honesty:** School and college leaders should be truthful.
7. **Leadership:** School and college leaders should exhibit these principles in their own behaviour. They should actively promote and robustly support the principles, and be willing to challenge poor behaviour wherever it occurs. Leaders include both those who are paid to lead schools and colleges and those who volunteer to govern them.

Schools and colleges serve children and young people and help them grow into fulfilled and valued citizens. As role models for the young, how we behave as leaders is as important as what we do. Leaders should show leadership through the following personal characteristics or virtues:

- a. **Trust:** *leaders are trustworthy and reliable*
We hold trust on behalf of children and should be beyond reproach. We are honest about our motivations.
- b. **Wisdom:** *leaders use experience, knowledge and insight*
We demonstrate moderation and self-awareness. We act calmly and rationally. We serve our schools and colleges with propriety and good sense.
- c. **Kindness:** *leaders demonstrate respect, generosity of spirit, understanding and good temper*
We give difficult messages humanely where conflict is unavoidable.
- d. **Justice:** *leaders are fair and work for the good of all children*
We seek to enable all young people to lead useful, happy and fulfilling lives.
- e. **Service:** *leaders are conscientious and dutiful*
We demonstrate humility and self-control, supporting the structures, conventions and rules which safeguard quality. Our actions protect high-quality education.
- f. **Courage:** *leaders work courageously in the best interests of children and young people*
We protect their safety and their right to a broad, effective and creative education. We hold one another to account courageously.
- g. **Optimism:** *leaders are positive and encouraging*
Despite difficulties and pressures, we are developing excellent education to change the world for the better.

APPENDIX C: Eligibility to serve as a Director of the Academy Trust/Governor of the School

The DfE Model Articles of Association (paragraphs 68-79) and the Charity Commission's guidance on 'Automatic Disqualification Rules for Charity Trustees and Charity Senior Positions' include the following regarding disqualifications:

- i. No person shall be qualified to be a Governor unless they are aged 18 or over at the date of their election or appointment. No current student of the Academy shall be a Governor.
- ii. A Governor shall cease to hold office if they become incapable by reason of illness or injury of managing or administering their own affairs.
- iii. A Governor shall cease to hold office if they are absent without the permission of the Governors from all their meetings held within a period of six months and the Governors resolve that their office be vacated.
- iv. A person shall be disqualified from holding or continuing to hold office as a Governor if:
 - a) they have been declared bankrupt and/or their estate has been seized from their possession for the benefit of their creditors and the declaration or seizure has not been discharged, annulled or reduced; or
 - b) they are the subject of a bankruptcy restrictions order or an interim order.
- v. A person shall be disqualified from holding or continuing to hold office as a Governor at any time when they are subject to a disqualification order or a disqualification undertaking under the Company Directors Disqualification Act 1986 or to an order made under section 429(2) (b) of the Insolvency Act 1986 (failure to pay under county court administration order).
- vi. A Governor shall cease to hold office if they cease to be a Governor by virtue of any provision in the Companies Act 2006 or is disqualified from acting as a trustee by virtue of section 178 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).
- vii. A person shall be disqualified from holding or continuing to hold office as a Governor if they have been removed from the office of charity trustee or trustee for a charity by an order made by the Charity Commission or the High Court on the grounds of any misconduct or mismanagement in the administration of the charity for which they were responsible or to which they were privy, or which they by their conduct contributed to or facilitated.
- viii. A person shall be disqualified from holding or continuing to hold office as a Governor where they have, at any time, been convicted of any criminal offence, excluding any that have been spent under the Rehabilitation of Offenders Act 1974 as amended, and excluding any offence for which the maximum sentence is a fine or a lesser sentence except where a person has been convicted of any offence which falls under section 178 of the Charities Act 2011.
- ix. A person shall be disqualified from holding or continuing to hold office as a Governor if they have not provided to the Chair of Governors a criminal records certificate at an enhanced disclosure level under section 113B of the Police Act 1997 or if such a certificate discloses any information which the Chair considers would make that person unsuitable for their role. If a dispute arises as to whether a person shall be disqualified, a referral shall be made to the Secretary of State to determine the matter. The determination of the Secretary of State shall be final.
- x. A person (including the Chair of Governors) shall be disqualified from holding or continuing to hold office as a Governor if that person:
 - Refuses to consent to any checks required by the Secretary of State under the provisions of the Funding Agreement, the Education (Independent School Standards) Regulations 2014 or otherwise; or
 - Is found to be unsuitable to be a Governor by the Secretary of State under the provisions of the Funding Agreement, the Education (Independent School Standards) Regulations 2014
- xi. A person shall be disqualified from holding or continuing to hold office as a Governor for unspent conviction for an offence involving dishonesty or deception.
- xii. A person shall be disqualified from holding or continuing to hold office as a Governor for unspent convictions for terrorism offences to which Part 4 of the Counter-Terrorism Act 2008 applies or

- under section 13 or 19 of the Terrorism Act 2000 or under Part 2 of the Serious Crime Act 2007.
- xiii. A person shall be disqualified from holding or continuing to hold office as a Governor for unspent conviction for a money laundering offence within the meaning of section 415 of the Proceeds of Crime Act 2002.
 - xiv. A person shall be disqualified from holding or continuing to hold office as a Governor for unspent conviction for an offence under sections 1, 2, 6 or 7 of the Bribery Act 2010.
 - xv. A person shall be disqualified from holding or continuing to hold office as a Governor for unspent conviction for an offence under section 77 of the Charities Act 2011 (contravening a Commission Order or Directions).
 - xvi. A person shall be disqualified from holding or continuing to hold office as a Governor for unspent conviction for offences of misconduct in public office, perjury, or perverting the course of justice.
 - xvii. A person shall be disqualified from holding or continuing to hold office as a Governor for unspent conviction for aiding, conspiring, or incitement to commit an offence or aiding, abetting, counselling, or procuring the commission of an offence.
 - xviii. A person shall be disqualified from holding or continuing to hold office as a Governor for unspent sanction for contempt of Court, disobeying a Charity Commission order or a designated person under Part 1 of the Terrorist Asset-Freezing etc. Act 2010 or The Al Qaida (Asset Freezing) Regulations 2011.

APPENDIX D: Breach Procedure

If we suspect a Governor has breached the code of conduct, we will follow this procedure:

- A Member of the trust will investigate.
- A Member of the trust will hold a meeting with the Governor to discuss the issue. The Governor can bring a friend to the meeting. Another Governor will attend to corroborate any decisions.
- If the situation doesn't improve, or there is another suspected breach, we will take action to improve the issue. This may involve:
 - Further meetings with the Member to reset expectations, based on this code of conduct
 - Support, mentoring or training for the Governor
 - Making sure the Governor withdraws from votes connected to any disputes they have been involved in
- If there is no improvement in the Governor's behaviour, the board will vote on a motion to ask the Members to remove them in accordance with sections 168 and 169 of the Companies Act 2006 and the trust's articles of association. This is a last resort and will not be used without the above steps being taken, except in exceptional circumstances.

Governors may be removed if they:

- Have acted in a way that is inconsistent with the professional ethos of the board (including failing to undertake training appropriate to the role, whether or not directed to do so by the board)
- Have brought, or is likely to bring the academy trust or the office of the governor into disrepute
- Have acted to undermine fundamental British values or the board's commitment or ability to deliver on its Prevent Duty
- Have been involved in serious misconduct. We will determine what counts as serious misconduct based on the facts of the case, but it will include any actions that compromise the 7 principles of public life, if sufficiently serious
- Have displayed repeated and serious incompetence
- Have acted in a way that is significantly detrimental to the effective operation of the board, or their actions have interfered with the operational efficiency of the school

'Bringing the board into disrepute' may include, but is not limited to:

- Speaking out publicly against the school
- Being disrespectful to members of the school community
- Behaving inappropriately in a public forum, such as a PSA meeting or on social media
- Persistently failing to undertake the training or development they need to contribute effectively to the board's operation