

Corvus Learning Trust

Code of Conduct



Document ID:	CLT COC
Revision No.:	4.0
Trustees Approved Date:	12 th July 2023
Published Date:	5 th September 2023
Date of Next Review:	11 th July 2025 (Two years)
Statutory/Non-Statutory:	Non Statutory
Public/Internal:	Internal
Applies to:	The Corvus Learning Trust (the Trust) as a whole and to all schools in the Trust
Comply	Comply

Statement: This is the Corvus Learning Trust (the Trust) Code of Conduct that should be adopted by the Members, Trustees, and Governors within the Trust

Purpose: This Code of Practice sets out the expectations of and commitment required from Members, Trustees and Governors in order for them to properly carry out their work within the Trust, its schools and the community

Responsibility for Approval: Board of Trustees (the Board)

Responsibility for updating: Board of Trustees

Related Policies/Guidance: This Code forms part of the Terms of Reference & Code of Conduct for the Board and its Committees

1. Aims, Scope and Principles

This Code of Conduct aims to set and maintain standards of conduct that we expect all Trustees / Governors / Members to follow.

By creating this Code, we aim to ensure that Trustees / Governors / Members carry out their role with honesty and integrity and help us to ensure our schools are an environment where everyone is safe, happy and treated with respect.

The code is based on the [Governance Handbook](#) and the [Academy Trust Handbook](#). It should be read alongside our constitutional documents (e.g. our Articles of Association, and Scheme of Delegation). Failure to follow the Code of Conduct may result in disciplinary action being taken, as set out in Appendix I.

Please note, this Code of Conduct is not exhaustive. If situations arise that are not covered by this Code, Trustees / Governors / Members will use their judgement and act in the best interests of the Trust, the schools and its pupils.

2. The Seven Nolan principles of public life (Appendix II)

As Trustees / Governors / Members, we will follow these principles set out by the government at all times. They apply to anyone who holds a public office. These principles can be found in Appendix II.

3. Trustees / Governors' responsibilities

The three core functions of governance as updated in the Academy Trust Handbook in September 2023 (paragraph 1.10) are:

- **Strategic leadership of the academy trust:** the board defines the trust vision for high quality and inclusive education in line with its charitable objects
- It establishes and fosters the trust's culture and sets and champions the trust strategy including determining what, if any, governance functions are delegated to the local tier
- **Accountability and assurance:** the board has robust effective oversight of the operations and performance of the academy trust, including:
 - The provision of education
 - Pupil welfare
 - Overseeing and ensuring appropriate use of funding
 - Effective financial performance
 - Keeping their estate safe and well-maintained
- **Engagement:** the board has strategic oversight of relationships with stakeholders
- The board involves parents, schools and communities so that decision-making is supported by meaningful engagement

In order to do this effectively, as individuals we will:

- Understand and respect the distinction between the role and responsibilities of the Board and those of the executive leadership
- Set and maintain an ethos of high expectations for everyone in the community of every school, including in the conduct and the professionalism of the Board itself
- Promote equity and diversity throughout our organisation, including the Board's operation
- Preserve and develop the character of the Trust

- 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
- Operate and make decisions in the best interests of pupils, informed by the views and needs of our key stakeholders (pupils, parents, staff, local communities and the Local Authorities)
- Follow the Trust's policies and procedures, and the procedures of the Board as set out in relevant legislation, statutory guidance, and the Trust's constitutional documents
- Take responsibility for our self-evaluation, regularly reviewing our Board's performance, constitution and skillset
- Take part in any training or development required to fill any gaps in the skills we need for effective governance
- Understand that where responsibility has been delegated, the Board as a whole remains accountable and that important decisions relating to core functions will be made by the full Board
- Comply with relevant guidance and legislation, and our funding agreement, which sets out how we must manage our Trust's money, and procure goods and services
- Act with integrity and transparency when making financial decisions, and understand that our financial management and decision-making will be scrutinised and audited
- Declare all gifts and hospitality in line with the Trust policy Anti-Bribery Corruption and Gifts Policy.). We will not accept bribes
- We will work to actively identify and manage risks to the Trust

4. Working with others

We will:

- Support and strengthen Trust leadership by providing constructive challenge to leaders, and holding them to account
- Respect the role of the executive and school leadership teams, and avoid routine involvement in operational matters
- Respect each other's views
- Work together as a Board to develop effective relationships with stakeholders
- Engage meaningfully with the communities we serve and understand that we are answerable to these stakeholders
- Follow the Equality Act 2010, and apply the principles of fairness and equity in everything we do

5. Commitment to governance

We:

- Will attend all meetings where possible. Where we cannot attend, we will explain our valid reason and give suitable notice
- Understand and accept the time and workload commitments of the role

- Understand that work should be shared among members and that all Trustees / Governors / Members are expected to take an active role
- Will prepare ahead of meetings to ensure we make informed contributions
- Will participate in regular pre-arranged school visits in accordance with our Trust policies
- Will attend any training or development activity needed to ensure the Board has a wide range of skills and expertise

6. Openness and transparency

6.1. Conflicts of interest

To make sure our Board takes impartial decisions without bias, we will:

- Publish an up-to-date register of business and pecuniary interests of all Trustees / Governors
- Declare any potential conflicts of interest at the beginning of each meeting, and withdraw from the meeting for the relevant item of business and not vote on the matter

6.2. Publishing information

To ensure our Board is transparent and open to the communities we serve, we will make certain information publicly available.

- We accept that the following information will be published on the school's website to ensure transparency:
 - The structure and remit of the members, Board of Trustees, Committees and Local Governing Bodies and the full name of the Chair of each one
- For each **member** who has served at any point over the past 12 months:
 - Their full name
 - Their date of appointment
 - The date when their term of office ended or the date they stepped down, if applicable
 - Their relevant business and pecuniary interests (including governance roles in other educational institutions)
- For each **Trustee and Governor** who has served at any point over the past 12 months:
 - Their full name
 - Their date of appointment
 - Their term of office (Trustees / Governors)
 - The date their term of office ended or the date they stepped down if applicable
 - The body that appointed them
 - Their relevant business and pecuniary interests
 - Their meeting attendance record over the last academic year

- We accept that the information about Members, Trustees and Governors will be published on [Get information about schools](#)
- We accept that the information about Trustees and Governors will be published on [Companies House](#)
- We accept that the approved Board and committee minutes and any agenda and papers considered at a meeting will be [made available to any interested person with the exception of Part II confidential minutes and papers](#)

7. Confidentiality

In the course of our role, we are sometimes privy to sensitive information. We will observe confidentiality when discussing this information and will not publicly disclose:

- Information about sensitive matters
- Information about named individuals (such as staff, pupils and their parents / carers)
- Details of individual Trustees / Governors' contributions in meetings or how they may have voted

Confidential information will never be:

- Disclosed to anyone without the relevant authority
- Used to humiliate, embarrass or blackmail others
- Used for a purpose other than what it was collected and intended for

Our commitment to confidentiality does not overrule our duty to report child protection concerns to the appropriate channel where we believe a child is at risk of harm.

We will continue to observe confidentiality after we have left office.

Breaches of confidentiality

In the event of a breach of confidentiality, we will inform the Chair as soon as possible who will investigate the matter further.

Trustees / Governors understand that if they breach confidentiality, they may be suspended or removed.

8. Data protection

We will follow the Trust's information security processes and measures and data protection policy when using, storing, sharing and disposing of personal data.

Our commitment to data protection does not overrule our duty to report child protection concerns to the appropriate channel where we believe a child is at risk of harm.

Personal data breaches

We will inform the Trust's data protection officer immediately if we believe there has been a personal data breach.

9. Social media

We will:

- Uphold the reputation of the Trust / our schools at all times across all social media platforms

- Maintain a professional presence online and carefully consider how we interact with our schools' communities
- Review privacy settings regularly to make sure we are happy with the information about us that is publicly available
- Report any incidents of harassment we experience, or see towards Trustees / Governors to the Chair of Trustees / the Local Governing Body and the executive leadership

We will **not**:

- Accept friend requests from pupils
- Disclose any information which is confidential or would breach data protection principles
- Make comments online about any members of the Board of Trustees / Governors or school communities
- Post any inappropriate/offensive language, images or comments on social media that may bring us or the Trust into disrepute

10. Monitoring arrangements

This Code of Conduct will be reviewed and agreed annually, upon significant changes to the law, or as needed. It will be ratified by the full Board of Trustees.

Appendix I: Breaches of the Code of Conduct

Trust Boards / Member Group:

If we suspect a Trustee/Member 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 Trustee/Member to discuss the issue. The Trustee/Member can bring a friend to the meeting. Another Member/Trustee / Governor from one of our schools 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 Trustee/Member to reset expectations, based on this Code of Conduct
 - Support, mentoring or training for the Trustee/Member
 - Making sure the Trustee/Member withdraws from votes connected to any disputes they have been involved in

If there is no improvement in the Trustee's/Member's behaviour, the Member's Board will vote on a motion 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

For Local Governing Bodies:

If we suspect a Governor has breached the Code of Conduct, we will follow this procedure:

- A Trustee will investigate
- A Trustee 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 Governor 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 local governor's behaviour, the Local Governing Board will vote on a motion to ask the members to remove them in accordance with 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

Trust Board:

Trustees / Members may be **removed** if they:

- Have acted in a way that is inconsistent with the professional ethos of the Board of Trustees (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 Trust or the office of the Trustee 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 Seven 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 any of our schools

Local Governing Bodies:

Governors may be **suspended** if they:

- Have acted in a way that is inconsistent with the professional ethos of the Board of Trustees / Governors (including failing to undertake training appropriate to the role, whether or not directed to do so by the Board) and
- Have brought, or is likely to bring the Trust or the Local Governing Body into disrepute, or
- Acted to undermine fundamental British values or the Board's commitment or ability to deliver on its Prevent duty

Governors may be **removed** where:

- There have been repeated grounds for suspension
- There has been 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 Seven principles of public life, if sufficiently serious
- They display repeated and serious incompetence
- Their actions are significantly detrimental to the effective operation of the Board, or their actions interfere with the operational efficiency of the school

All Boards:

'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 PTA meeting or on social media
- Persistently failing to undertake the training or development they need to contribute effectively to the Board's operation

Appendix II: 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.