



**THE SCHOOLS OF KING EDWARD THE SIXTH IN BIRMINGHAM (the “Foundation Charity”)**

**AND**

**THE KING EDWARD THE SIXTH ACADEMY TRUST BIRMINGHAM (the “Academy Trust”) (together the “Foundation”)**

**CODE OF CONDUCT FOR TRUSTEES, GOVERNORS, COMMITTEE MEMBERS AND SGB GOVERNORS**

**1 Introduction**

1.1 This Code of Conduct (the “**Code**”) sets out the standard of conduct required of the members of the board of the Academy Trust (the “**Trustees**”), the Foundation Charity board of Governors (the “**Governors**”), members of School Governing Bodies (the “**SGB governors**”) and any other individuals who are members of Group committees and are not Trustees, Governors or SGB governors (the “**Committee Members**”) with effect from the date of its adoption or (as the case may be) its amendment following a review by the Joint Strategic Advisory Group, Foundation Board and Academy Trust Board.

1.2 Committee Members and SGB governors do not have the same fiduciary duties as those imposed on the Trustees and Governors by charity and company law (as relevant). However, as part of the overall governance structure of the Foundation, it is expected that SGB governors and Committee Members act with an equivalent sense of duty and integrity as a trustee, to:

1.2.1 ensure the Foundation Charity and/or Academy Trust, as relevant (the “**Relevant Organisation**”) is carrying out its purposes for the public benefit, which are as follows:

(a) The Academy Trust’s objects:

(i) *to advance for the public benefit education in the United Kingdom, in particular but without prejudice to the generality of the foregoing, by establishing, maintaining, carrying on, managing and developing schools offering a broad and balanced curriculum or educational institutions which are principally concerned with providing full-time or part-time education for children of compulsory school age who, by reason of illness, exclusion from school or otherwise, may not for any period receive suitable education unless alternative provision is made for them or 16 to 19 Academies offering a curriculum*

*appropriate to the needs of its students or schools specially organised to make special educational provision for pupils with Special Educational Needs; and*

- (ii) *to promote for the benefit of the inhabitants of the areas in which the Academies are situated the provision of facilities for recreation or other leisure time occupation of individuals who have need of such facilities by reason of their youth, age infirmity or disablement, financial hardship or social and economic circumstances or for the public at large in the interests of social welfare with the objects of improving the condition of life of the said inhabitants,*

(the “**Academy Trust’s Objects**”), where “the Academies” and “Special Educational Needs” have the meaning applied to them by the Academy Trust’s articles of association,

- (b) The Foundation Charity’s objects (with the Foundation Charity being referred to as the “Foundation”):

- (i) *the object of the charity is, for the public benefit, to advance education (including physical education) through any or all of the following means: (a) the provision of a site or sites for any school of the Foundation; (b) the support and/or maintenance and/or conduct of schools of the Foundation including: (i) ancillary or incidental educational activities and associated activities for the benefit of the community (including evening classes); (ii) the support (both financial and non-financial) of any charity established in connection with one or more of the schools of the Foundation; (c) giving grants, bursaries or other payments to pupils or students attending (or successfully applying to attend) any school of the Foundation who are in need of financial assistance; (d) awarding to pupils or students attending (or who have attended) any school of the Foundation prizes, scholarships, exhibitions, bursaries, maintenance allowances or grants tenable at any school of the Foundation or at any school, university, college of education, or other institution of further (including professional and technical) education approved for the purpose by the governors; and*

- (ii) *the Governors shall keep a register of all schools of the Foundation (including those schools that are schools of the Foundation on 7 March 2012),*

(the “**Foundation Charity’s Objects**”), together referred to as the “Relevant Organisations’ Objects” and, where the context permits, “Relevant Organisation’s Objects” shall be construed to mean either of the Relevant Organisations’ Objects.

1.2.2 comply with the Relevant Organisation’s governing document and the law;

1.2.3 act in the best interests of the Relevant Organisation’s Objects and in making decisions on behalf of the relevant organisation:

- (a) make sure they are sufficiently informed, taking any advice they need;

- (b) take account of all relevant factors they are aware of;
  - (c) ignore any irrelevant factors;
  - (d) properly manage conflicts of interest and loyalty; and
  - (e) make decisions that are within the range of decisions that a reasonable trustee, committee member or governor would make in the circumstances;
- 1.2.4 ensure the Relevant Organisation is accountable;
- 1.2.5 manage the Relevant Organisation's resources responsibly; and
- 1.2.6 act with reasonable care and skill.
- 1.3 A copy of this Code will be given to every Trustee, Governor, SGB governor and Committee Member now and in the future on appointment. This Code is mandatory and each Trustee, Governor, SGB governor and Committee Member must sign a declaration to confirm that they undertake to the Group and to other Trustees to adhere to this Code and that they agree to be bound by it. This Code is a contract between the Trustees, Governors, SGB Governors and Committee Members themselves and the Relevant Organisation, which is intended to ensure the highest standards of governance for the Group.
- 1.4 This Code shall be reviewed by the Joint Strategic Advisory Group, Foundation Board and Academy Trust Board annually and, in the context of such review, the Joint Strategic Advisory Group, Foundation Board and Academy Trust Board shall have regard to any new legislation or guidance affecting the provisions of this Code.
- 1.5 This Code may be altered or amended by a majority resolution passed by the Foundation Board and Academy Trust Board.

## **The Principles**

We will take guidance from and act in line with the Seven Nolan Principles of Public Life and the good practice principles set out in the Charity Governance Code for large charities including:

### **Selflessness**

We will act solely in terms of the public interest, acting in the best interests of our objects.

### **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, or any business partners. 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, our stakeholders, our regulators and in law 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 where there is a duty to share it 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.

We will focus on our core governance functions:

1. ensuring there is clarity of vision, ethos and strategic direction
2. holding executive leaders to account for the educational performance of the Relevant Organisation and its pupils and the performance management of staff
3. overseeing the financial performance of the Relevant Organisation and making sure its money is well spent
4. ensuring the voices of stakeholders are heard

### Relevant Organisational Purpose

We are clear about the Relevant Organisation's aims and will ensure that these are being delivered effectively and sustainably.

1. We have a shared understanding of and commitment to the Relevant Organisation's purposes and can articulate these clearly.
2. We can demonstrate that the Relevant Organisation is effective in achieving its charitable purposes and agreed outcomes.

### Decision Making, Risk and Control

We make sure that our decision-making processes are informed, rigorous and timely, and that effective delegation, control and risk-assessment, and management systems are set up and monitored.

### Board and Committee Effectiveness

We work as an effective team, using the appropriate balance of skills, experience, backgrounds and knowledge to make informed decisions.

### Equality, Diversity and Inclusion

We have a clear, agreed and effective approach to supporting equality, diversity and inclusion throughout the relevant organisation and will put this into practice. We support good governance and the delivery of the relevant organisation's charitable purposes.

1. We will embed the principles of equality, diversity and inclusion in the relevant organisation and help to deliver their public benefit.
2. We will ensure the Relevant Organisation's work is open for everyone included within their charitable purposes and obstacles for participation are reduced. We will support the

Relevant Organisation to challenge inequality and achieve improved equality of outcomes.

3. We recognise that we are more effective because we reflect different perspectives, experiences and skills.

## **Practical Commitments**

In adherence to the principles set out above, we, as individual board and committee members, agree to:

### Fulfil our role & responsibilities

1. We accept that our role is strategic and so will focus on our core functions rather than involve ourselves in day-to-day management.
2. We will fulfil our role and responsibilities as set out in our scheme of delegation
3. We will develop, share and live the ethos and values of the Relevant Organisation's schools.
4. We agree to adhere to school/Relevant Organisation's policies and procedures as set out by the relevant governing documents and law.
5. We will work collectively for the benefit of the schools and the Relevant Organisation more broadly.
6. We will be candid but constructive and respectful when holding senior leaders to account.
7. We will consider how our decisions may affect the schools and local community.
8. We will stand by the decisions that we make as a collective.
9. We will act with integrity and transparency when making financial decisions and understand that our financial management and decision-making will be scrutinised and audited.
10. Where decisions and actions conflict with the principles set out above or may place pupils at risk, we will speak up and bring this to the attention of the relevant authorities.
11. We will only speak or act on behalf of the board if we have the authority to do so.
12. We will fulfil our responsibilities as a good employer, acting fairly and without prejudice.
13. We will, where appropriate, seek and consider information, advice and guidance to inform our decision making.
14. When making or responding to criticism or complaints affecting the schools/the Relevant Organisation we will follow the procedures established by the Relevant Organisation.
15. We will strive to uphold the schools'/Relevant Organisation's reputation in our private communications (including on social media).
16. We will not discriminate against anyone and will work to advance equality of opportunity and inclusion for all.

### Demonstrate our commitment to the role

1. We will involve ourselves actively in the work of the relevant board or committee, and accept our fair share of responsibilities, serving on committees or working groups where required.
2. We will make every effort to attend all meetings and where we cannot attend explain in advance why we are unable to.
3. We will arrive at meetings prepared, having read all papers in advance, ready to make a positive contribution and observe protocol.
4. We will get to know the schools well and respond to opportunities to involve ourselves in school activities.

5. We will visit the schools and when doing so will make arrangements with relevant staff in advance and observe school and board protocol.
6. 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.
7. We will participate in induction training, undertake any mandatory training and take responsibility for developing our individual and collective skills and knowledge on an ongoing basis.

#### Build and maintain relationships

1. We will develop effective working relationships with school leaders, Relevant Organisation and school staff, parents and other relevant stakeholders from our local community/communities.
2. We will express views openly, courteously and respectfully in all our communications with members of the relevant board and staff both inside and outside of meetings.
3. We will answer queries from other board members 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.
4. We will work to create an inclusive environment where each board member's contributions are valued equally.
5. We will support the chair in their role of leading the board and ensuring appropriate conduct.

#### Respect confidentiality

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

#### Declare conflicts of interest and be transparent

1. We will declare any business, personal or other interest that we have in connection with the business of the relevant board, and these will be recorded in the register of interests.
2. We will also declare any conflict of loyalty relevant to the business of the board at the start of any meeting or as the need arises.
3. We will manage conflicts of interest in accordance with the conflicts of interest policy and requirements of the Relevant Organisation and its governing document, including offering to leave the meeting for the duration of the discussion and any subsequent vote, if a conflicted matter arises in a meeting.
4. We accept that the Register of Business Interests will be published on the school/Relevant Organisation's website.
5. We will act in the best interests of the Relevant Organisation as a whole and not as a representative of any group.
6. We accept that in the interests of open governance, our full names, date of appointment, terms of office, roles on the relevant board or committee, attendance records, relevant interests, category of Governor/Trustee/SGB governor/Committee Member as relevant and the body responsible for appointing us may be published on the Relevant Organisation's website.
7. We accept that information relating to Governors/Trustees/SGB governors/Committee Members as relevant will be collected and recorded on the DfE's national database (Get information about schools), some of which will be publicly available.

We understand that potential or perceived breaches of this code will be taken seriously and that a breach could lead to formal sanctions, including being asked to stand down or removed as a Governor, Trustee, SGB governor or Committee Member as relevant, reported for such breach to any relevant authority or regulator, or required to account for any profit improperly gained.

---

**Adopted by:** 5<sup>th</sup> September 2023

**Signed:** [chair of the Foundation Board]

**Signed:** [Chair of the Academy Trust  
Board]

The Foundation agrees that this code of conduct will be reviewed annually, upon significant changes to the law and policy or as needed.

---