Durham & Newcastle Diocesan Learning Trust

(DNDLT)

Company Number 10847279

Governance Code of Conduct

Trust Board and Academy Councils

"Every child matters and no child is ever left behind..."

"Let the little children come to me, and do not stop them;

for it is to such as these that the kingdom of God belongs."

Luke 18:15-17

Policy Reviewed and Adopted by Board of Directors: 25 September 2025

Version: 8

Date of Next Review: September 2026

Responsible Officer: COO

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Vision Statement

"Every child matters and no child is ever left behind"

Let the children come to me, and do not stop them; for it is to such as these that the kingdom of God belongs.

Luke +

At the DNDLT we believe everyone in our Trust is a child of God, adults and children alike. Every individual and every school matters, all are valued and celebrated, and no one should be left behind.

As a Diocesan Trust of the Dioceses of Newcastle and Durham we are here to serve children, and schools of all faiths and none. We welcome both Church of England and Community Schools to join us to serve our communities in the North East of England as part of our Trust family whilst remaining unique and distinct within their local context.

The Durham and Newcastle Diocesan Learning Trust is a place where we strive for the best outcomes for our children and staff. We work hard to achieve equity and flourishing for everyone. We want our staff and children to feel valued and celebrated given the opportunity to innovate and reach their full potential. We want our schools to be at the heart of their communities serving them in the way they know best, knowing they will be supported, encouraged and affirmed by a dedicated and specialist team.

Statement of intent

In the **Durham & Newcastle Diocesan Learning Trust**, we recognise and value the effort taken by members of the Board of Directors and Academy Councillors who contribute towards our schools. We encourage the Board's assistance and acknowledge that many school activities and processes would be at risk if it were not for their help. As a result, we want to make sure that time spent by members as part of the Board of Directors is productive and enjoyable.

This code of conduct outlines what is expected from members of the Board of Directors and Academy Councillors and sets out the code of conduct which all of those involved in governance are required to comply with.

For the purpose of this document, the term 'Board' will refer to the Board of Directors and Academy Councils, unless otherwise stated. The term Directors is interchangeable with the term 'Trustee' as the Trust Board are both company Directors and charity trustees.

1. Core functions of governance

The Board of Directors and Academy Councils will focus on the three core functions of governance:

- Ensuring clarity of vision, ethos and strategic direction
- Holding executive leaders and Head Teachers to account for the educational performance of the academy and its pupils, and the effective and efficient performance management of staff
- Overseeing the financial performance of the academy and making sure its money is well spent

The Board of Directors and Academy Councils will ensure they understands and meets the following key features of effective governance:

1. Strategic leadership that sets and champions vision, ethos and strategy
2. Accountability that drives up educational standards and financial performance
3. People with the right skills, experience, qualities and capacity
4. Structures that reinforce clearly defined roles and responsibilities
5. Compliance with statutory and contractual requirements
6. Evaluation to monitor and improve the quality and impact of governance

All Directors will be required to fulfil their duties in line with the law, the DfE Academy Trust Governance Guide https://www.gov.uk/guidance/-governance-in-academy-trusts and 'The 7 principles of public life'. In addition, all Directors and Academy Councillors will be expected to be:

- Committed
- Confident
- Curious
- Challenging
- Collaborative
- Critical
- Creative

2. Standards for conduct, behaviour and practice

All Directors and Academy Councillors will agree to meeting the standards outlined in this section.

1. Undertake the roles and responsibilities of a Director/Academy Councillor

All Directors/Academy Councillors will:

- Be responsible for the development of policies across the trust (in the case of Directors) /school (in the case of Academy Councillors) and seek to engage with the relevant officers or committees when developing and reviewing trust-wide policies.
- Formulate and review the trust (in the case of Directors) /school (in the case of Academy Councillors) vision, values and long-term strategy.

- Exercise overall control over the trust(in the case of Directors) /school (in the case of Academy Councillors) financial affairs.
- Act fairly and in accordance with equal opportunities principles while making decisions affecting the appointment, recruitment, professional development, performance management, payment and discipline of staff.
- Make decisions collectively and take joint responsibility for actions taken and decisions made by the Board of Directors/ Academy Council as appropriate.
- Where decisions and actions conflict with 'The 7 principles of public life' or may place pupils at risk, bring this to the attention of the relevant authorities.
- Not speak against majority decisions outside Board meetings.
- Not speak about discussions or decisions outside of Board meetings.
- Act in a fair and open-minded manner during discussions.
- Consider professional advice on anything which they do not have expertise in themselves.
- Ensure that a properly constituted, balanced and competent Board is maintained.
- Hold themselves accountable for the performance of the Board of Directors/Academy Council as appropriate and the trust/school as appropriate.
- Not use their status as a Director/Academy Councillor to gain advantage or gain financially within the trust.
- Accept that they have no legal authority to act individually or on behalf of the trust or school, except when they have been given delegated authority to do so.
- Only speak on behalf of the Board of Directors, school or trust when they have been specifically authorised to do so.
- Respect executive and senior leaders and their responsibility for the day-to-day management of the organisation, never acting in a way that could undermine such arrangements.
- Adhere to the trust's rules and policies, and the procedures of the trust and its committees, in accordance with the relevant governing documents and law.
- Act fairly and without prejudice.
- Encourage open governance.
- Be mindful of their responsibility to maintain and develop the ethos and reputation of the trust.
- Consider how decisions may affect the community, including the wider trust community.
- Adhere to the trust's rules and polices, and the procedures of the trust, in accordance with the relevant governing documents and law.
- When formally speaking or writing in a governing role, ensure their comments reflect current trust policy, even if this might be different to personal views.
- Where they hold another role within the trust, such as a volunteer, strive to keep these roles separate.
- Recognise the difference between their role and that of staff, trust members, volunteers and other committee members.
- Ensure that the safeguarding policies and procedures in place are effective and support the delivery of a robust whole trust approach to safeguarding.

- Ensure regularity and propriety in use of the trust's funds and take ownership of the trust's financial sustainability and its ability to operate as a going concern.

2. Demonstrate commitment to the role

All Directors/Academy Councillors will:

- Fully understand their role and commit to the amount of time and energy the role involves.
- Be actively involved in the role and accept their fair share of responsibilities within the Board of Directors/Academy Council.
- Give full effort to the attendance of meetings and come to all meetings prepared. Where a Director/Academy Councillor cannot attend a meeting, they will contact the clerk in advance to give their apologies and reason for non-attendance.
- Participate in induction, training and development activities.
- Continually seek ways to improve governance practice.
- In the case of Directors, visit academies within the trust as and when necessary to maintain oversight of the performance and engage with stakeholders.

3. Behave appropriately

All Directors/Academy Councillors will:

- Pay due regard to their position of public office and adhere to 'The 7 principles of public life':
  - Selflessness
  - Integrity
  - Objectivity
  - Accountability
  - Openness
  - Honesty
  - Leadership
- Acknowledge the time, effort and skills demonstrated in the execution of delegated functions by other members of the Board of Directors.
- Act in the best interests of the trust, its academies and its pupils – Directors/Academy Councillors will not act in a manner that will bring disrepute to the trust.
- Declare and change in their eligibility to hold the position of Director/Academy Councillor as per the disqualification criteria set out in the trust's Articles of Association.
- Not break the law, go against charity regulations or act in disregard of the trust's policies in any aspect of their role on the Board.
- Use the trust's resources responsibly and not for personal gain, ensuring that any expenses or reimbursement are documented.
- Not accept gifts or hospitality without the prior consent of the Board of Directors/Academy Council and will always act in line with the trust's Anti-Fraud and Corruption Policy.

4. Build relationships

All Directors/Academy Councillors will:

- Seek to develop open, honest and effective working relationships with committees, the trust's central team, executive and senior leaders, and staff members and parents at the trust's academies, as well as any other relevant bodies, such as the LA.
- Continuously strive to work as a team.
- Express their views openly, in a courteous and respectful manner.
- Honour the authority of the chair of Directors as appointed leader of the Board and support them in their role.
- Acknowledge the time, effort and skills demonstrated in the execution of delegated functions by other members of the Board.
- Consider any concerns expressed about the delegated functions of the committees and answer queries from Directors/Academy Councillors within committees regarding their role.

5. Maintain confidentiality

All Directors/Academy Councillors will:

- Maintain complete confidentiality both inside and outside the trust when matters discussed between Directors/Academy Council are deemed confidential, or where they concern specific members of staff or pupils.
- Exercise the greatest care and caution when partaking in discussions regarding trust business outside of Board meetings.
- Not reveal details of a Board vote.
- Operate in line with the Data Protection Act 2018 and UK GDPR.
- Continue to apply the requirements for confidentiality after they leave office.

6. Be transparent

All Directors/Academy Councillors will:

- Accept and consent that, in the interests of open and transparent governance, their full name, dates of appointment, details of who appointed them, term of office, roles in other educational organisations, attendance at Board meeting records, and any conflicts of interest will be published on the trust'/school's website.
- Provide, with consent, information relating to them, as Directors/Academy Councillors, to be logged on 'Get Information about Schools' (GIAS), the DfE's national database. The trust will provide GIAS with the information provided by Directors/Academy Councillors.

7. Declare conflicts of interest

All Directors/Academy Councillors will:

- Act in the best interests of the trust at all times and will not act in the interest of, or as a representative of, any group or individual.
- Declare and record, in the Conflicts of Interest Register, any business, personal or other interests that they might have in connection to the business of the Board of Directors. The interests of those related or closely connected to a Director will be declared on the Conflicts of Interest Register.
- Declare any interest they may have in an item of business on the agenda and will immediately remove themselves from the meeting while it is under discussion. Any conflict of interest will be declared at the start of any meeting, should the situation arise.

8. Breaching the code

If a Director Academy Councillor breaches this code of conduct, the issue will be raised with the chair of Directors/Chair of the Academy Council as appropriate, who will make arrangements for the concern to be investigated. In the event that it is believed the chair of the Board of Directors has breached this code of conduct, trust members will arrange for a trust member or someone independent to the Board of Directors and trust to undertake the investigation.

The Board of Directors will only suspend or remove a Director from their post as a last resort. The Board of Directors will attempt to resolve any difficulties or disputes in a constructive manner before suspension or removal is considered. If the need arises to suspend a Director, the Board of Directors will ensure a fair and objective process by implementing the following procedure:

- A resolution to remove a Director from office will be included on an agenda of a meeting of the Board of Directors and circulated to all trust members.
- A meeting of the trust's members will be held and the resolution to remove the Director from office will be fully explained.
- The trust members will give due and careful consideration to the reasons given to remove the Director from office.
- The Director, whom it has been proposed to remove from the Board of Directors, will be given the opportunity to make a statement in response to the resolution to remove them from office.
- The trust members will consider the proposal to remove the Director and make a decision without unnecessary delay.
- The Director will be informed of the trust members' decision in writing within 5 school working days

Code of conduct acknowledgement form (may be confirmed in a meeting instead)

Name of Director/Academy Councillor	
Role on the Board of Directors/Academy Council	
Year of appointment	
Length of appointment	

I hereby acknowledge the terms detailed within the Governance Code of Conduct and agree to abide by this code whilst I am an acting member of the Trust Board/Academy Council. I understand that the role is of a voluntary nature and, therefore, I will not receive payment for my duties. Any expenses I claim will be in line with the Director/Academy Expenses Policy.

Signature: _____

Date: _____

Code of conduct group acknowledgement form (please note this may be minuted in a meeting instead)

I hereby acknowledge the terms detailed within the Governance Code of Conduct and agree to abide by this code whilst I am an acting member of Board of Directors or an Academy Council. I understand that the role is of a voluntary nature and, therefore, I will not receive payment for my duties. Any expenses I claim will be in line with the Director/Academy Expenses Policy.

Name of Director/Academy Councillor	Role on trust Board/Academy Council	Signature	Date