



Members, Trustee and Governor Code of Conduct 2025- 26

Marches Academy Trust

This code sets out the expectations on, and commitment required, from Members, Trustees and Governors, in order for the Members, Board of Trustees and Local Governing Bodies to properly carry out its work within the school/s and the community.

This Code should be read in conjunction with the relevant law, the Trust Articles of Association, agreed Scheme of Delegation, the Trust's Governors Handbook and Conflict of Interest Policy.

As individual Members, Trustees or Governors we agree to the following:

To operate within this Code of Conduct, abide by equality legislation in the Equalities Act 2010, Public Sector Equality Duty and adhere to the Nolan principles of public life (see appendix 2).

We will apply the highest standards and will:

- act within our powers
- promote the success of the trust
- exercise independent judgement
- exercise reasonable care, skill and diligence
- avoid conflicts of interest
- not accept benefits from third parties
- declare interest in proposed transactions or arrangements

Role & Responsibilities

- Full effort will be made by Members to attend the Trust's AGM, by Trustees to attend the Board of Trustees meetings and by Governors to attend LGB meetings as required. Where we cannot attend, we will explain in advance why we are unable to.
- We have read and will fulfil our role as set out in the Trust's Scheme of Delegation and Governance Handbook.
- We accept that our role is strategic and so will focus on our core purpose rather than involve ourselves in day-to-day management.
- We accept that we have no legal authority to act individually, except when the board has given us delegated authority to do so. We will therefore only speak on behalf of the Board of Trustees or Local Governing Body when we have been specifically authorised to do so.
- We 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 Members, Board of Trustees or Local Governing Body meetings.
- We have a duty to act fairly and without prejudice, and in so far as we have responsibility for staff, we will fulfil all that is expected of a good employer.
- We will encourage open governance and will act appropriately.
- We will act as local ambassadors for the Trust and its schools.
- We will consider carefully how our decisions may affect the community and other schools.
- We will develop, share and live the ethos and values of the Trust.

- We will always be mindful of our responsibility to maintain and develop the ethos and reputation of our school/group of schools. Our actions within the school and the local community will reflect this.
- In making or responding to criticism or complaints we will follow the procedures established by the Board of Trustees.
- We will be candid but constructive and respectful when holding senior leaders to account and actively support them too.
- We will accept and respect the difference in roles between the board and staff, ensuring that we work collectively for the benefit of the organisation.
- We will respect the role of the executive leaders and their responsibility for the day-to-day management of the organisation and avoid any actions that might undermine such arrangements.
- We agree to adhere to the school's rules and policies and the procedures of the Board of Trustees or Local Governing Body, as set out by the relevant governing documents and law.
- 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;
- When communicating in our private capacity (including on social media) we will be mindful of, and strive to uphold, the Trust and schools' reputation.
- We will fully cooperate with requests that are necessary to ensure organisational compliance, including disclosure and barring or right to work checks.
- Where decisions and actions conflict with the Seven Principles of Public Life or may place pupils at risk, we will speak up and bring this to the attention of the relevant authorities.
- We will have regard to our responsibilities under [The Equality Act](#) and will work to advance equality of opportunity for all.

Demonstrate our commitment to the role

- We acknowledge that accepting office as a Governor/Trustee involves the commitment of significant amounts of time and energy.
- We will each involve ourselves actively in the work of the Board of Trustees or Local Governing Body, and accept our fair share of responsibilities, including service on committees or working groups where required.
- We will make full efforts 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 school/s well and respond to opportunities to involve ourselves in school activities.
- We will visit the school/s 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 (i.e., as a parent or carer), we will continue to honour the commitments made in this code.
- We will participate in induction training, prioritise training in required areas (such as safeguarding) and commit to developing our individual and collective skills and knowledge on an ongoing basis.

Build and maintain relationships

- We will develop effective working relationships with leaders, staff, parents and other relevant stakeholders from our local communities.
- **Local governors:** We will champion the voices of our school community and stakeholders.
- **Local governors:** We will establish effective working relationships with trustees.
- **Trustees:** We will engage with and be accountable to those governing at local level.
- **Trustees:** We will respect the remit of, and engage constructively with, relevant authorities, sector bodies and other trusts.
- We will express views openly, courteously and respectfully in all our communications with board members and staff both in and outside of meetings.
- We will support the chair in their role of leading the board and ensure appropriate conduct
- We will work to create an inclusive environment where each board member's contributions are valued equally.

Respect confidentiality

- We will observe complete confidentiality both inside and outside the Trust when matters are deemed confidential, or where they concern individual staff, pupils or families.
- We will not reveal the details of any governing board vote.
- We will ensure all confidential papers are held and disposed of appropriately.
- Documents (whether electronic or hardcopy) relating to the Trust and its schools will remain their intellectual property and will not be used by Members, Trustees or Governors without express permission.
- We will practice good ICT security, keep personal data safe and adhere to the Trust's GDPR compliance.
- We will continue to observe confidentiality even after we leave office.

Declare conflicts of interest and be transparent

- We will declare any business, personal or other interest that we have in connection with the board's business, and these will be recorded in the register of conflicts of interest.
- 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 Trust or school's website.
- We will act in the best interests of the school 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 trust board, attendance records, relevant business and pecuniary interests, category of governor/trustee and the body responsible for appointing us will be published on the trust website.
- We accept that information relating to board members will be collected and recorded on the DfE's national database (Get information about schools), some of which will be publicly available.

Social Media

With regard to social media, we will:

- uphold the reputation of the Trust/school at all times;
- maintain a professional presence online and carefully consider how we interact with the Trust/school community;
- 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 Members/Trustees/Governors to the Chair of Board of Trustees/appropriate Chair of Local Governing Body and the Headteacher.
- continue to be respectful online after the termination of my role/term of office without limit.

We will not:

- accept friend requests from pupils, and not join any private parent groups associated with the school;
- disclose any information which is confidential or would breach data protection principles;
- make comments online about any Members, Board of Trustees, Local Governing Body or school community;
- post any inappropriate/offensive language, images or comments on social media that may bring us or the school into disrepute.

Ceasing to be a Member/Trustee/Governor

We understand that the requirements relating to confidentiality will continue to apply without limit after we/they leave office.

Breach of this Code of Conduct

If we believe this code has been breached, we will raise this issue with the Chair and the Chair will investigate (Chair of Board of Trustees, in the case of a Trustee, and Chair of the applicable Local Governing Body, in the case of a Governor). We understand that potential or perceived breaches of this code will be taken seriously and that a breach could lead to formal sanctions including suspension or removal from the board as a last resort.

Should it be the Chair that we believe has breached this code, another Trustee or Local Governing Body member, such as the Vice Chair will investigate. The Trust has a procedure that must be followed if this Code of Conduct is breached. Please contact the Trust's Governance Officer.

Marches Academy Trust adopted this Code of Practice on the 3rd September 2025. Members, Trustees and Governors will sign and return this form every year. Trustees and Governors can sign the Code at the first full Trustee/Local Governing Body meeting of each school year if they so wish.

Please sign the form below.

Undertaking:

As a Member, Trustee or Governor, I will always have the wellbeing of the children and the reputation of the Trust/school at heart; I will do all I can to be an ambassador for the Trust/school, publicly supporting its aims, values and ethos; I will never say or do anything publicly that would embarrass the schools, the Board of Trustees, Local Governing Body, the Headteachers, or the Marches Academy Trust.

I confirm I have no new criminal records (including convictions, bindovers, cautions, reprimands, and judgements) or any pending since my last DBS check was carried out or accepted by the Trust. If this is not the case, I have disclosed full details to the Trust.

Name	
Signature	
Date	

Appendix 1 - Eligibility requirements to hold office as a Governor or Trustee

The following Articles from the Trust's Articles of Association set out the circumstances where a Trustee (referred to as Director within the Articles) or Governor may cease to be a Trustee or Governor or may be disqualified from holding office.

Disqualification of Directors

68. A Director must be aged 18 or over at the date of election or appointment. No current pupil [or current student] of any of the Academies shall be a Director.

69. A Director shall cease to hold office if they become incapable by reason of illness or injury of managing or administering their own affairs.

70. A Director shall cease to hold office if they are absent without the permission of the Directors from all their meetings held within a period of six months and the Directors resolve that the Director's office be vacated.

71. A person shall be disqualified from holding or continuing to hold office as a Director 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.

72. A person shall be disqualified from holding or continuing to hold office as a Director 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).

73. A Director shall cease to hold office if they cease to be a Director 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).

74. A person shall be disqualified from holding or continuing to hold office as a Director 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 their conduct contributed to or facilitated.

75. A person shall be disqualified from holding or continuing to hold office as a Director [or a member of a Local Governing Body] [the bracketed wording in this Article must be inserted where a Local Governing Body has been appointed] if they have not given the undertaking required by Article 45A [(or Article 103) as applicable].

76 Not used.

77. A person shall be disqualified from holding or continuing to hold office as a Director where they have, at any time, been convicted of a Serious Criminal Offence.

78. After the first Academy has opened, a person shall be disqualified from holding or continuing to hold office as a Director if that person does not provide the Chair with a criminal records certificate at an enhanced disclosure level under section 113B of the Police Act 1997 or if such a certificate discloses 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.

78A. A person (including the Chair) shall be disqualified from holding or continuing to hold office as a Director if that person:

- (a) 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
- (b) is found to be unsuitable to be a Director by the Secretary of State under the provisions of the Funding Agreement or the Education (Independent School Standards) Regulations 2014.

79. Where, by virtue of these Articles, a person becomes disqualified from holding, or continuing to hold office as a Director; and they are, or is proposed, to become such a Director, they shall upon becoming so disqualified give written notice of that fact to the Governance Professional.

Disqualification of those on committees including Local Governing Body

80. Articles 68 to 75, Articles 77 to 79 and Articles 97 to 98B also apply to any member of any committee of the Directors, including a Local Governing Body, who is not a Director.

Appendix 2 - The Seven Principles of Public Life (Nolan principles)

The [Seven Principles of Public Life](#) outline the ethical standards those working in the public sector are expected to adhere to and apply to anyone who works as a public office-holder.

1. Selflessness

Holders of public office should act solely in terms of the public interest.

2. Integrity

Holders of public office must avoid placing themselves under any obligation to people or organisations that might try inappropriately to influence them in their work. They should not act or take decisions in order to gain financial or other material benefits for themselves, their family, or their friends. They must declare and resolve any interests and relationships.

3. Objectivity

Holders of public office must act and take decisions impartially, fairly and on merit, using the best evidence and without discrimination or bias.

4. Accountability

Holders of public office are accountable to the public for their decisions and actions and must submit themselves to the scrutiny necessary to ensure this.

5. Openness

Holders of public office should act and take decisions in an open and transparent manner. Information should not be withheld from the public unless there are clear and lawful reasons for so doing.

6. Honesty

Holders of public office should be truthful.

7. Leadership

Holders of public office should exhibit these principles in their own behaviour and treat others with respect. They should actively promote and robustly support the principles and challenge poor behaviour wherever it occurs.