

CODE OF CONDUCT FOR MEMBERS OF THE NGA BOARD

The remit of the Board is to uphold the purpose and aims of the organisation as defined in the Memorandum and Articles of Association, and to ensure that the charitable objectives are met. This Code of Conduct aims to outline the minimum conduct requirements for Trustees. It will be adopted by the Board annually.

The Board subscribes to, and seeks to comply with, the Nolan Committee Seven Principles of Public Life, as set out at Annex A, as well as The Framework for Ethical Leadership in Education, set out at Annex B.

ROLE AND RESPONSIBILITIES

Role & Responsibilities

- Trustees acknowledge that, in this role, they are directors of a company, and Trustees of a registered charity, and will perform the duties and obligations of those offices.
- Trustees understand the purpose of the Board and its strategic role.
- Trustees understand how the role of the Board differs from and works with the executive in accordance with the Scheme of Delegation.
- Trustees accept that they have no legal authority to act individually, except when the Board has given them delegated authority to do so, and therefore Trustees will only speak on behalf of the Board when specifically authorised to do so.
- Trustees accept collective responsibility for all decisions made by the Board or its delegated agents. This means that Trustees will not speak against majority decisions outside of Board meeting.
- Trustees have a duty to act fairly and without prejudice, and in so far as they have responsibility for staff, Trustees will fulfil all that is expected of a good employer.
- Trustees will encourage open governance and will act appropriately.
- Trustees will always be mindful of their responsibility to maintain and develop the ethos and reputation of the NGA.
- Trustees are expected to be aware of their role in contributing to NGA's reputation by exemplifying good governance in their schools, local associations, local authorities, and other such bodies. Should any issue arise which could jeopardize NGA's reputation (such as a

Trustee being in dispute with her/his governing Board or local association, or governance being criticised in an Ofsted report), then the matter must be raised immediately with the Chair or the Chief Executive.

- In making or responding to criticism or complaints Trustees will follow the procedures established by the Board.
- Trustees will actively support and challenge the executive leaders.
- Trustees will accept and respect the difference in roles between the Board and staff, ensuring that Trustees work collectively for the benefit of the organisation.
- Trustees 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.
- Trustees agree to adhere to NGA's rules and policies and the procedures of the governing Board as set out by the relevant governing documents and law.
- When formally speaking or writing in their personal, governing and trustee role Trustees will ensure their comments reflect current organisational policy even if different to their personal views.
- When communicating in a private capacity (including on social media) Trustees will be mindful of and strive to uphold the reputation of the organisation.
- Trustees will avoid, as far as possible, becoming involved in any communication which may lead to a conflict of interest with the role of the governing Board.
- Trustees may represent NGA at meetings or events, as directed by the chief executive or chair. They must abide by NGA's policies and views at all times when carrying out such roles, promoting only the NGA and must report any material matters to the Executive and/or Board. Paperwork sent to representatives in preparation for meetings should be copied to the office, so that, in the event of a representative being unable to attend, a substitute may readily be furnished with papers.

Commitment

- Trustees acknowledge that accepting office as a Trustee involves the commitment of significant amounts of time and energy.

- Trustees will each involve themselves actively in the work of the Board and accept their fair share of responsibilities.
- Trustees understand the importance of their attendance at meetings and will make best efforts to attend all meetings and where they cannot attend explain in advance why they are unable to, ensuring that they do not send consecutive apologies.
- In accordance with Article 53c, a Trustee shall cease to hold office if he or she is absent without the permission of the Board from all meetings held within a period of six consecutive months and the Board resolves that his or her office be vacated. Apologies received for meetings shall not be automatically accepted by the Board and will not constitute permission being given by the Board.
- Trustees will get to know the organisation well and respond to opportunities to involve themselves in NGA activities. Trustees will know the details of the membership offer and NGA activities, and be able and prepared to pro-actively promote the offer accurately. Trustees will be cognizant of, and support and promote the delivery of, the NGA's strategy.
- Trustees will consider seriously their individual and collective needs for induction, training, and development, and will undertake relevant training.
- In the interests of transparency Trustees accept that information relating to them will be collected and logged with Companies House.

Relationships

- Trustees will strive to work as a team in which constructive working relationships are actively promoted.
- Trustees will express views openly, courteously and respectfully in all their communications both in and outside of meetings.
- Trustees will support the chair in their role of ensuring appropriate conduct both at meetings and at all times.
- Board meetings will observe normal meeting etiquette and will be conducted in accordance with any agreed Board procedures.
- Trustees will confront malpractice by speaking up against and bringing to the attention of the relevant authorities' any decisions and actions that conflict with the Seven Principles of Public Life (see Annex A).

- Trustees are prepared to answer queries from other Trustees in relation to delegated functions and take into account any concerns expressed. Trustees will acknowledge the time, effort and skills that have been committed to the delegated function by those involved.
- Trustees will seek to develop effective working relationships with the executive leaders, staff and members, other relevant agencies and the broader community.

Confidentiality

- Trustees must act in accordance with NGA's Confidentiality Policy, see Annex D of the scheme of delegation.
- Trustees will observe complete confidentiality when matters are deemed confidential or where they concern specific members of staff.
- Trustees will exercise the greatest prudence at all times when discussions regarding NGA business arise outside a Board meeting.
- Trustees will not reveal the details of any Board vote.
- Trustees will ensure all confidential papers are held and disposed of in accordance with the Confidentiality Policy.

Conflicts of interest and conflicts of loyalty

- Trustees will record any pecuniary or other business interest (including those related to people or organisations that Trustees are connected with) that they have in connection with the Board's business in the Register of Business Interests which conflict, or which may conflict, with the ability of a Trustee to act in the best interests of NGA.
- If any such conflicted matter arises in a meeting, Trustees must immediately declare a conflict of interest and withdraw from the meeting during the period that such matter is discussed.
- Where there is any doubt about whether a Trustee should withdraw from a meeting and not vote on a relevant item, that decision will be determined by the other Trustees present at the meeting by a simple majority vote. For the elimination of doubt, Annex C sets out the definition of conflict of interest.
- Trustees will also declare any conflict of loyalty at the start of any meeting or as the matter arises in a meeting.
- Where there is any doubt about whether a Trustee should withdraw from a meeting and not vote on a relevant item, that decision will be determined by the other Trustees present at the

meeting by a simple majority vote. For the elimination of doubt, Annex C sets out the definition of conflicts of loyalty.

- Trustees will act in the best interests of NGA as a whole and not as a representative of any group or region, even if elected to the Board.
- If there is an actual or potential conflict between the policies of the NGA and any other body or organisation to which Trustees may belong then a conflict of interest arises. Where a Trustee is a member of another organisation whose views or policy positions conflict with the NGA or with which the NGA competes, the Trustee may not speak on that issue for the other organisation.
- In cases of identified conflicts of interest or conflicts of loyalty where the Trustees role becomes untenable, the Trustee will be asked to resign.

Ceasing to be a Trustee

- Trustees understand that the requirements relating to confidentiality will continue to apply after they leave office.

Breach of this code of conduct

- Breach of the code of conduct will be dealt with in accordance with the Procedure set out in Annex D.
- If a Trustee believes that this code has been breached, s/he will raise the issue with the chair and the chair will investigate; the Board will only use suspension/removal as a last resort after seeking to resolve any breaches of this Code of Conduct in more constructive ways.
- If the Board believes that the chair has breached this code, another Trustee, such as the vice chair will investigate.
- Under Article 49(d) Trustees can be disqualified from office if they are found to be in breach of this Code of Conduct or the provisions of the Articles of Association or Section 72 of the Charities Act 1993.

Annex 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.

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.

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

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.

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.

Honesty - Holders of public office should be truthful

Leadership - Holders of public office 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.

Annex 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 Trustees behave as leaders is as important as what Trustees do. Leaders should show leadership through the following personal characteristics or virtues:

- a. **Trust:** leaders are trustworthy and reliable

Trustees hold trust on behalf of children and should be beyond reproach. Trustees are honest about our motivations.

- b. **Wisdom:** leaders use experience, knowledge and insight

Trustees demonstrate moderation and self-awareness. Trustees act calmly and rationally. Trustees serve our schools and colleges with propriety and good sense.

- c. **Kindness:** leaders demonstrate respect, generosity of spirit, understanding and good temper

Trustees give difficult messages humanely where conflict is unavoidable.

- d. **Justice:** leaders are fair and work for the good of all children

Trustees seek to enable all young people to lead useful, happy and fulfilling lives.

- e. **Service:** leaders are conscientious and dutiful

Trustees 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

Trustees protect their safety and their right to a broad, effective and creative education. Trustees hold one another to account courageously.

- g. **Optimism:** leaders are positive and encouraging

Despite difficulties and pressures, Trustees are developing excellent education to change the world for the better.

Annex C

Conflicts of Interest

Section 175 of the Companies Act states that:

Duty to avoid conflicts of interest

- (1) A director of a company must avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the company.

Charity Commission guidance for Trustees - [CC29 Conflicts of interest: a guide for charity Trustees](#) (May 2014) states that:

Trustees have a legal duty to act only in the best interests of their charity. They must not put themselves in any position where their duties as Trustee may conflict with any personal interest they may have.

This means that they should handle conflicts of interest using the following steps:

1. IDENTIFY conflicts of interest

Trustees:

- each have an individual personal responsibility to declare any actual or potential conflicts of interest which affect them
- should have strong systems in place so that they are able to identify conflicts of interest

2. PREVENT the conflict of interest from affecting the decision. Trustees must make their decisions only in the best interests of the charity. This means that they must consider the issue of the conflict of interest so that any potential effect on decision making is eliminated. How they do this will depend on the circumstances. In cases of serious conflicts of interest it may mean the Trustees deciding to remove the conflict by:

- not pursuing a course of action or
- proceeding with the issue in a different way so that a conflict of interest does not arise or
- not appointing a particular Trustee or securing a Trustee resignation

Where Trustees have decided against removal of the conflict of interest they must prevent it from affecting their decision in a different way. They:

- must follow any specific requirements in the law or the charity's governing document which deal with conflicts of interest and how they should be managed
- should, where there are no specific governing document or legal provisions require conflicted Trustees to declare their interest at an early stage and, in most cases, withdraw from relevant meetings, discussions, decision making and votes.
- consider updating their governing document to include provisions for dealing with conflicts of interest

- may, exceptionally, need to seek the authority of the Commission where the conflict of interest is so acute or extensive that following these options will not allow the Trustees to demonstrate that they have acted in the best interests of the charity

Conflicts of loyalty

These conflicts of interest arise because, although the affected trustee does not stand to gain any benefit, the trustee's decision making at the charity could be influenced by their other interests.

For example, a trustee's loyalty to the charity could conflict with their loyalty to:

- the body that appointed them to the charity
- the membership or section of the charity that appointed them to trusteeship
- another organisation, such as their employer
- another charity of which they are a trustee
- a member of their family
- another connected person or organisation

Some conflicts of loyalty arise because a trustee has a competing legal obligation or duty to another organisation or person. Others result from conflicting loyalties which trustees owe or may feel towards family, friends or other people or organisations who are part of the trustee's network. A conflict of loyalty could also arise where the religious, political or personal views of a trustee could interfere with the ability of the trustee to decide the issue only in the best interests of the charity.

Annex D

Procedure for dealing with breaches to the Code of Conduct

In accordance with the NGA's articles (53d), persistent or willful contraventions or failures to act in accordance with the Code of Conduct will result in removal from office after affording the Director in question an opportunity to be heard or (as such Officers determine) make representations.

The process for investigating a potential breach of the Code of Conduct will be as follows:

Stage 1

If the chair of the NGA* is made aware of an alleged breach of the Code of Conduct by a Trustee s/he will first contact the Trustee by telephone to discuss the issue. If it is clear at this stage that there has been no breach of the Code of Conduct then no further action will be taken.

If following this initial discussion the chair considers that there may have been a breach of the Code of Conduct s/he will write (this can be via email) to the Trustee setting out the evidence as to why s/he thinks the Code may have been breached and asking for a written response.

Following consideration of the written evidence the chair will either:

- a) Conclude no breach has occurred and no action is required

- b) Request that Trustee issues an apology within 14 days (the chair will indicate in writing who the Trustee should apologise to and why)
- c) Decide that the breach is of such seriousness that the procedure under Article 49d should be invoked immediately.

If the chair decides that either there is no action required or the Trustee has accepted that s/he did not act in accordance with the Code of Conduct and has apologised then the matter will be closed.

Stage 2

If either the Trustee:

- refuses to apologise
- does not apologise within the timeframe given,
- the chair considers the breach so serious that removal of the Trustee is the only option

then the process will automatically move to Stage 2, formal consideration under Article 49d.

The panel of officers (excluding the chair) will consider the evidence anew – the Trustee in question will have the opportunity to make her/his case in person or submit representations to the officers.

The honorary officers will then determine whether

- a) there is no case to answer
- b) The Trustee should be removed from office

Where the honorary officers decide that there is no case to answer the matter will be closed.

Where the honorary officers decide that the Trustee should be removed from office, the Trustee has 28 days in which to lodge an appeal. This will be heard by a panel of not less than three Trustees not previously involved in consideration of the matter.

The decision of this panel will be final.

Reporting

All meetings will be clerked.

The Chair will report at each Trustee meeting whether s/he has dealt with any cases involving breaches of the Code of Conduct - Trustees will not be identified by name.

Confidentiality

At all stages of this process the name of Trustee involved will remain confidential to those directly involved in the process.

* If the alleged breach of the Code of Conduct relates to the chair of the NGA then the NGA vice-chair will undertake Stage 1 of the process.