



THAMES LEARNING TRUST

Name of Policy	Code of Conduct for Trustees and Academy Committee Members
Scope of Policy	This policy applies to all Trustees and Academy Committee Members
Approved by	Chief Executive
Date of Approval	February 2026
Review period	Annually
Review Date	February 2027

GROWING STRONGER TOGETHER



THAMES LEARNING TRUST

This Code sets out the standards of behaviour and commitment expected of Trustees and Academy Committee Members so that the Trust Board and its committees can discharge their responsibilities effectively across our schools and communities.

Definitions (for the purposes of this Code):

- Trustee: a member of the Trust Board.
- Academy Committee Member: a member of an academy/local committee constituted under the Trust's Scheme of Delegation.
- Lead Executive: the Chief Executive (and any other executive post-holder designated by the Trust Board as having lead executive responsibility).
- Clerk: the Clerk to the Trust Board/committee who supports effective governance and advises on constitutional/procedural matters.

The Board of Trustees has the following core strategic functions:

Establishing the strategic direction, by:

- Setting and ensuring clarity of vision, values, and objectives for the schools and trust
- Agreeing on the Trust strategy with priorities and targets
- Meeting statutory duties

Ensuring accountability, by:

- Appointing the lead executive
- Monitoring the educational performance of the schools and progress towards agreed targets
- Performance managing the lead executive
- Engaging with stakeholders
- Contributing to school self-evaluation

Overseeing financial performance, by:

- Setting the budget
- Monitoring spending against the budget
- Ensuring money is well spent and value for money is obtained
- Ensuring risks to the organisation are managed

As individuals serving on the Trust Board and its committees we agree to the following:

Role & Responsibilities

- We understand the purpose of the Trust Board, the role of the Committees, and the responsibilities of executive leaders.
- We recognise that we have no authority to act individually, except where we have been specifically authorised in line with the Scheme of Delegation; we will only speak on behalf of the Trust when explicitly authorised to do so.
- We accept collective responsibility for decisions made by the Trust Board (and its properly delegated committees) and will not undermine those decisions outside meetings.
- We will act fairly, lawfully and without prejudice. Where we have responsibilities as an employer, we will uphold our duties and the Trust's people policies.

- We will promote open, transparent governance and act in accordance with the Seven Principles of Public Life and Trust values.
- **We will consider carefully how our decisions may affect the community and other schools.**
- We will be mindful of our responsibility to protect and enhance the ethos and reputation of the Trust and its schools; our conduct will reflect this.
- When responding to criticism or complaints, we will follow Trust procedures and avoid engaging in informal dispute with staff, parents or the public.
- We will provide appropriate support and constructive challenge to executive leaders.
- We will respect the different roles of governance and management and work collectively for the benefit of the organisation.
- We will respect executive leaders' responsibility for day-to-day management and avoid actions that undermine operational leadership.
- We agree to adhere to Trust rules and policies and the procedures of the Trust Board, as set out by relevant governance documents and law.
- When speaking or writing in our role, we will ensure communications are accurate, within our remit and reflect agreed Trust policy, even if this differs from our personal views.
- In our private capacity (including on social media), we will not comment on confidential Trust matters and will act in a way that upholds the reputation of the Trust and its schools.
- We will avoid becoming involved in operational matters and will not give instructions to staff; concerns will be raised through agreed governance channels.

Commitment

- We acknowledge that accepting office as a trustee/academy committee member involves the commitment of significant amounts of time and energy.
- We will each involve ourselves actively in the work of the Trust board, and accept our fair share of responsibilities, including service on committees or working groups.
- We will make full efforts to attend all meetings and where we cannot attend explain in advance why we are unable to.
- We will get to know our schools well and respond to appropriate opportunities to be involved in school activities.
- We will visit our schools, with all visits arranged in advance with the Chief Executive/Principal and undertaken within the framework established by the Trust Board (including safeguarding and visit protocols).
- We will complete the Trust's school visit record promptly after each visit and share it with the Clerk.
- When visiting the school in a personal capacity (i.e. as a parent or carer), we will maintain our underlying responsibility as a trustee/academy committee member.
- We will consider our individual and collective needs for induction, training and development, and will undertake relevant training.

- We accept that, in the interests of open governance, our details (including role, terms of office, attendance and relevant interests) will be published on the Trust and/or school website(s) in line with statutory guidance.
- In the interests of transparency, we accept that information relating to Trustees will be collected and maintained on the Department for Education's governance information system (GIAS).

Relationships

- We will strive to work as a team in which constructive working relationships are actively promoted.
- We will express views openly, courteously and respectfully in all our communications with other trustees/academy committee members, the clerk to the trust board and school staff both in and outside of meetings.
- We will treat staff, pupils, parents and colleagues with dignity and respect and will not tolerate bullying, harassment or discrimination.
- We will support the chair in their role of ensuring appropriate conduct both at meetings and at all times.
- We are prepared to 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.
- We will seek to develop effective working relationships with the executive leaders, staff and parents, the trust, the local authority and other relevant agencies and the community.

Confidentiality

- We will observe complete confidentiality when matters are deemed confidential or where they concern specific members of staff or pupils, both inside or outside school.
- We will exercise the greatest prudence at all times when discussions regarding school/trust business arise outside a board meeting.
- We will not reveal the details of any board vote.
- We will ensure all confidential papers are held and disposed of appropriately.
- We will comply with data protection and information security requirements, using Trust-approved systems for storing and sharing papers, and will not forward confidential information to personal email accounts or third parties.

Conflicts of interest

- We will complete, maintain and promptly update our declaration of interests (including close connections/related parties) and ensure the Register of Interests is accurate.
- We will declare relevant interests and conflicts of loyalty at the start of meetings and as items arise, in line with the agenda and the Clerk's advice.
- Where a conflict exists, we will not participate in discussion or decision-making and, where appropriate, will withdraw for the item; this will be recorded in the minutes.

- We will comply with Trust arrangements relating to gifts and hospitality and will avoid placing ourselves under any obligation to individuals or organisations.
- We accept that the Register of Business Interests will be published on the school/trust's website.
- We will also declare any conflict of loyalty at the start of any meeting should the situation arise.
- We will act in the best interests of the school as a whole and not as a representative of any group, even if elected to the board.

Ceasing to be a trustee

- We understand that the requirements relating to confidentiality will continue to apply after a trustee leaves office.

Breach of this code of conduct

- If we believe this Code may have been breached, we will raise the concern promptly with the Chair or the Clerk. The Chair will consider whether informal resolution is appropriate or whether a formal investigation is required.
- Where the allegation concerns the Chair, the Vice Chair (or another Trustee nominated by the Board) will lead the response.
- The person concerned will be informed of the concern and given a fair opportunity to respond.
- Any investigation and outcome will be managed as promptly as practicable and recorded confidentially by the Clerk.
- Actions may include advice, training, mediation or formal sanctions. Suspension or removal will be used only as a last resort and in accordance with the Trust's governance documents.

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.

GUIDANCE TO TRUSTEES RELATING TO SCHOOL VISITS

Safeguarding and conduct (applies to every visit):

- Follow the school's visitor procedures: sign in, wear a badge and follow staff instructions at all times.
- Do not take photographs or make audio/video recordings of pupils or staff. Do not share visit details on social media.
- Avoid unsupervised 1:1 contact with pupils. If a pupil discloses something, listen, reassure and report immediately to the Designated Safeguarding Lead (DSL).
- Report any safeguarding, health and safety, or welfare concerns immediately to the DSL/Principal in line with Trust procedures.
- Maintain confidentiality: do not discuss individual pupils or staff outside the agreed visit feedback/reporting process.

Before a visit:

The visit will have been organised with the Clerk as part of an annual schedule. This means that the member/s of staff will be aware in advance of a visit.

- Agree on a mutually convenient time with the appropriate member of staff – if it is difficult to contact the member of staff, the Clerk should assist with this contact.
- Agree the purpose of the visit (including any key questions/assurance sought) and link this to Trust priorities where appropriate.
- When visiting lessons ask the teacher whether the trustee should take part in the lesson – the trustee is to recognise that this is a decision for the Teacher not the trustee to make
- If the visit is to a meeting it would be helpful for the Trustee to have the Agenda in advance
- Parent Trustees should avoid visiting lessons where their own child/ren are involved. They should, however, be encouraged to attend activities such as performances, sporting occasions, award ceremonies etc whether they have children taking part or not.

During a visit:

- Be punctual – this is most important – if for any reason the Trustee is late for a meeting/lesson it is often better not to attend but to ensure that the staff member is informed of the position
- If the visit is to a lesson ensure that the Trustee is introduced
- Keep in mind the purpose of the visit
- Be courteous and friendly
- Observe sensitively
- Listen - keep talk to a minimum unless invited to participate
- Take minimal notes only.

- During a lesson do not ask questions, but if the Trustee is attending a meeting they should ask questions sparingly and then only if appropriate
- Be involved in activities only when invited.
- Never comment to the teacher on the conduct of the lesson or on individual pupils.
- The Trustee is to be aware that lessons have to keep to a tight timescale so nothing should be done to jeopardise this
- Thank staff and pupils at the end of the visit.

After the visit

- The visit may provide an opportunity for a mutual discussion, but Trustee must be aware that if the meeting is with a Teacher they may have to go immediately to another lesson so they must not be delayed. If there is a mutual discussion there should be no criticism at this stage.
- If there are any causes for concern (for example safeguarding, health and safety, or serious welfare issues) they must be raised promptly with the Principal/DSL and handled in line with Trust procedures. Trustees should not investigate matters themselves.
- Complete a short report using the school visit record as soon as possible and hand this to the Clerk. The Clerk will use this record to compile a record for the annual report on the effectiveness of school visits. Not all visits (e.g. performances) will necessarily require a report.
- In your report, never make judgments on teachers or individual pupils.
- The Clerk will circulate the report to other Trustees in advance of the next meeting.
- The Trustee should contact the Chair of the Board if they need any advice at any stage of the process.
- Staff should speak to the Principal if they have any concerns at any stage of the process.
- If there is any criticism of a Trustee the Chair should be informed and it will be his or her responsibility to investigate this matter, with the assistance of the Principal if necessary.

SCHOOL VISIT RECORD

Name of Trustee Date of Visit

Name of staff member / team being visited.....

School visited:

Focus of visit (agreed purpose and strategic link):

Strategic priority / risk / statutory duty linked to visit:

Key questions agreed in advance (if applicable):

Trustee comments:

What did you see? What did you learn? Would you like anything clarified?

Assurance gained against the agreed purpose (evidence/what this tells the Board):

Any key issues arising for the Board of Trustees?

Follow-up actions (if any) - action / owner / by when:

Safeguarding / health and safety concerns raised (if any) and to whom reported:

