



Little Way Catholic  
Educational Trust

# CODE OF CONDUCT FOR DIRECTORS AND LOCAL GOVERNANCE COMMITTEES

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## **Purpose**

This Code of Conduct identifies the attitudes, behaviours and responsibilities which underpin effective governance. It is a duty of all governors uphold the highest possible standards and therefore the responsibility of all governors to familiarise themselves with this Code of Conduct.

This code of conduct has been approved and adopted by the Board of Directors of the Little Way Catholic Educational Trust (LWCET).

## **Scope**

The objective of this Code of Conduct is to emphasise LWCET's commitment to maintaining expected high standards of governance, integrity, and accountability across the organisation.

This code of conduct applies to all governors within the Little Way Catholic Educational Trust (LWCET), including directors and local governors and any associated sub-committees.

This document is fully compliant with the CES Model Code for Directors, Governors and Local Governors – September 2024.

All Foundation Directors and LGC governors will be required to sign a declaration and Undertaking, a copy of which can be found as an appendix to this Code of Conduct.

A copy of this document will be uploaded onto the Trust's website and be available through each school's website.

## **Definitions**

In this document:

The term '**Governing Board**' refers to the body with legal responsibility for conducting the LWCET on behalf of the Diocesan Trustees and includes: the Board of Directors, local governance committees (LGCs) and any associated sub-committees.

The term '**Governor**' means a member of a Governing Board/Committee at any level.

Where the term '**School(s)**' is used, it includes all academies within LWCET and the Academy Trust Company itself.

'**Canon Law**' is the code by which the Catholic Church regulates itself and in the context of this document refers to the Code of Canon Law 1983 and any Particular Law such as legislation of the Bishops' Conference, directives of the Diocesan Bishop and legislation of the School's Religious Order (if any).

## **The Role of the Governing Board**

The Governing Board has an overarching responsibility to ensure compliance with its legal and canonical duties to ensure that the Catholic character of LWCET and its schools is preserved and developed. This duty permeates everything the LWCET does.

Foundation Governors are required, as the cornerstone of their role, to ensure this objective is achieved. However, **all** governors have a duty to develop the Catholic vision, ethos and character of LWCET and its schools, whether they are appointed as a foundation governor, or otherwise to fulfil the objects set out in its governing documents.

### Three Core strategic Functions

In accordance with LWCET's legal obligations, the Governing Board will fulfill a strategic function, leaving the Senior Executive Team and school's senior leader responsible for the operational running of its schools. It is by achieving these aims that LWCET can be sure that governance is effective.

The Governing Board's core strategic functions are to:

1. Ensure clarity of Catholic vision, ethos and strategic direction;
2. Hold the appropriate senior leadership to account for the educational performance and Catholic character of LWCET's schools and its pupils; and for the internal organisation, management and control of LWCET and its schools, including the performance management of its staff; and
3. Oversee the financial performance of LWCET and its schools and making sure its money is well spent.

The Governing Board understands that the Catholic Church expects Catholic schools to promote and uphold high standards, including academic standards, as an integral part of its educational vision for the holistic formation of children and young people.

The Governing Board understands that Canon 806§2 requires that Catholic schools are at least as academically distinguished as other schools in the area and that governors should be mindful of this requirement in all that they do.

### Adherence to the Nolan Principles, Catholic Social Teaching and the Code of Canon Law

In carrying out governance functions the governors will adhere to the Seven Nolan Principles of Public Life:

- **Selflessness** - holders of public office should act solely in terms of the public interest. They should not do so in order to gain financial or other material benefits for themselves, their family, or their friends.
- **Integrity** - holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might seek to influence them in the performance of their official duties.
- **Objectivity** - in carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit.
- **Accountability** - holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.
- **Openness** - holders of public office should be as open as possible about all their decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.
- **Honesty** - holders of public office have a duty to declare any private interest relating to their public duties and take steps to resolve any conflicts arising in a way that protects the public interest.
- **Leadership** - holders of public office should promote and support these principles by leadership and example.

Furthermore, governors will abide at all times by the Church's social teaching, which is a rich treasury of wisdom about building a just society, and ensure that Catholic schools are imbued with the key themes that are at the heart of Catholic social tradition, namely:

- Dignity
- Solidarity
- The common good
- The option for the poor
- Peace
- Care for creation
- The dignity of work and participation

### **Collective Responsibility:**

As a Trust with a Catholic foundation, it is an expectation that all governors across the organisation will commit to:

### **Role & Responsibilities**

1. Preserving and developing the Catholic character and ethos of LWCET and its schools through all actions and decision making. Governors will have due regard for the way in which their actions and decision will impact on the local community and wider worshipping parish.
2. Ensuring that LWCET and its schools are conducted in accordance with its trust deed, which includes the provisions of: Canon law;<sup>1</sup> the Religious Education Directory and Bishops' statements on religious education and any directives issued by the Diocesan Bishop.
3. Ensuring that LWCET and its schools are governed in accordance with it's the Articles of Association and LWCET Scheme of Delegation;
4. Supporting and implementing the policies and procedures of the diocese, including the Diocesan Bishop's policies on education (including but not limited to religious education and any admissions guidance issued by the diocese) and the expectations of the Diocesan Bishops issued collectively, specifically the Bishops' Memorandum on the Appointment of Staff in Catholic Schools;
5. Responding to the needs of the Catholic community as a whole as represented by the Diocesan Bishop, complying in all respects with diocesan requirements;
6. Protecting, promoting and serving the diocese and religious order (if any) in the ministry of governance faithfully and, in particular, compliance with Diocesan Protocols for a committed working relationship, where issued<sup>2</sup>
7. Considering not only the interests of LWCET and its schools, but the interests of other Catholic Schools and of Catholic education throughout the diocese;
8. Undertaking to discharge duties with due care and diligence;
9. Considering carefully how decisions may affect the community and other schools;
10. Attending relevant training including diocesan training, induction training and continuing professional development training, as required by the diocese and LWCET
11. Understanding the purpose of the Governing Board/LGCs and the role of the senior leadership across the organisation;

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<sup>2</sup> Delete for religious order schools or if the protocols have not been issued.

12. Accepting that governors have no legal authority to act individually, except when the Governing Board has given delegated authority to do so, and therefore only speaking on behalf of the Governing Board when specifically authorised to do so;
13. Accepting collective responsibility for all decisions made by the Governing Board or its delegated agents. (This means not speaking against majority decisions outside of Governing Board meetings);
14. Accepting a duty to act fairly and without prejudice, and in so far as governors have responsibility for staff, fulfilling all that is expected of a good employer which includes the promotion of staff wellbeing and striving to be an employer of choice;
15. Following all LWCET policies and procedures, including those relating to responding to criticism or complaints affecting the school(s);
16. Actively supporting and challenging the senior leadership;
17. Upholding the reputation of LWCET, its schools, the diocese, and religious order (if any) and Catholic education as a whole
18. Carefully considering and monitoring personal use of social media;
19. If appointed as a Foundation Governor, recognising and accepting responsibilities and signing the Declaration & Undertaking (a copy of which is attached as an appendix to this Code of Conduct) and returning the signed copy to the clerk.

### ***Commitments***

All governors will commit to:

1. Acknowledging and accepting the office involves the commitment of significant amounts of time and energy;
2. Becoming actively involved in the work of the Governing Board and accept a fair share of responsibilities, including service on committees or working groups;
3. Arriving at meetings well prepared, including reading all papers in advance;
4. Attending all meetings (where at all possible) and making positive contributions thereat, and sending apologies in advance for non-attendance, including reasons;
5. Getting to know LWCET and its school(s) well, and where appropriate to an individual appointment, positively responding to opportunities to become involved in activities;
6. Where appropriate to a role, visiting a school, (by prior arrangement with the staff) and undertaken any given role within agreed frameworks established by the Governing Board;
7. Evaluating our effectiveness as a Governing Board/Committee by way of completing a relevant skills audit or participating in self-evaluation or external review;
8. Considering individual and collective needs for continuous training and development as required by the diocesan education service, religious order (if any) and LWCET, undertaking the relevant training and any mandatory training as may be required by law;
9. Accepting that in the interests of transparency, full names, date of appointment, terms of office, roles, attendance records, relevant business and pecuniary interests, category of Governor (where appropriate) and the body responsible for appointing a governor, will be published on the LWCET/school's website and anywhere else as required by law.

### ***Relationships***

1. In all relationships governors shall exercise stewardship and draw on the teachings and example of Jesus Christ in that:
2. All relationships will be built on the core values of the Gospel based on the Beatitudes summarised as:

- faithfulness and integrity;
- dignity and compassion; humility and gentleness;
- truth and justice;
- forgiveness and mercy;
- purity and holiness;
- tolerance and peace;
- and service and sacrifice.

Governors will:

1. Comply with any Diocesan Protocols for a committed working relationship<sup>3</sup>;
2. Ensure that they continually communicate with and, where appropriate, seek support and guidance from the diocesan education service and any education officer appointed by the religious order (if any);
3. Strive to work as a team in which constructive working relationships are actively promoted;
4. Express views openly, courteously and respectfully in all communications;
5. Support the chair in ensuring appropriate conduct both at meetings and at all times;
6. Be prepared to answer queries from others in relation to delegated functions and take into account any concerns expressed, acknowledging the time, effort and skills that have been committed to the delegated function by those involved;
7. Seek to develop effective working relationships with the diocese, religious order (if any), parish, the senior leadership, staff and parents, pupils, the local authority, other relevant agencies, and the local community.
8. Comply with the Equality Act 2010 and be fair and equitable in all actions.

### ***Confidentiality***

Governors will:

1. Observe confidentiality in all circumstances, in particular in relation to matters concerning specific members of staff or pupils, both inside and outside of LWCET and its schools, unless there is a lawful requirement for disclosure;
2. Exercise the greatest prudence at all times when discussions regarding the business of the School arise outside of Governing Board meetings;
3. Exercise care and skill when communicating through social media;
4. Not reveal the details of any Governing Board vote.

### ***Conflicts of interest***

Governing will:

1. Always act in the best interests of the charitable objects set out in the governing documents of LWCET and the school(s).
2. Record any pecuniary or other business interest (including those related to people governors are connected with) held in connection with the Governing Board's business in the Register of Business Interests, and if any such conflicted matter arises in a meeting, will offer to leave the meeting for the appropriate length of time.
3. Accept that the Register of Business Interests will be published on the LWCET/ school's website.
4. Declare any conflict of loyalty at the start of any meeting should the situation arise.

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<sup>3</sup> Delete for religious order schools or if the protocols have not been issued.

### **Breach of the Code**

If any governor believes this code has been breached, they will promptly raise this issue with the Chair, and Governance Professional who will consult with the diocese or religious order (if any) and determine the investigatory process (if any); the Governing Board will only use suspension and/or removal (which is at the absolute discretion of the Ordinary or religious superior for foundation appointments) as a last resort after seeking to resolve any difficulties or disputes in more constructive ways.

If it is believed that the Chair that has breached this Code, the Vice Chair will seek the guidance of the Governance Professional. The Vice Chair will investigate the unless the Vice Chair is also connected with the breach. If the Vice Chair is involved in the breach, the guidance of the Governance Professional should be sought regarding the most appropriate way to investigate the matter.

### **Acceptance of this Code**

Acceptance of this Code is confirmed by signature annually by every Director / Local Governor (at the beginning of each academic year), but Directors / Local Governors are not released from their duties under the Code by any failure to so sign.

Signed copies of this Code from each Director / Local Governor should be retained by the respective Clerk.

E signatures are acceptable.

Foundation Directors/Local Governors are also reminded of the Declaration & Undertaking to be signed upon appointment and annually thereafter, which can be found as an appendix to this Code of Conduct.

A signed copy of the Declaration & Undertaking shall be provided to the clerk by Foundation Directors / Governors / Local Governors along with their signed copy of the Code.



## **Appendix 1: Foundation Director Local Governor**

### **Declaration & Undertaking †:**

Foundation Directors/Local Governors are responsible for preserving and developing the Catholic character of the school/college/academy/academy trust company that they serve and for representing the educational policies of the Diocesan Bishop. By completing this Nomination Form you are agreeing to faithfully represent the Diocesan Bishop's educational policies as communicated by his/her representatives.

I, \_\_\_\_\_

\*am a practising Catholic (and I have read and understood the guidance provided by the [Diocese of Clifton in this regard. If I have questions in relation to the guidance I have asked them and have received answers).

\*am a Catholic Cleric in the Diocese of Clifton / a member of a Religious Order.

(\*delete as applicable)

I wish to offer to serve the Diocese of Clifton in the ministry of Foundation Director/Local Governor. I have read and understood the criteria for appointment set out in the Code of Conduct for Directors and Local Governance Committees and, to the best of my knowledge am eligible for appointment. I confirm that I will inform the Diocese in the event that I am no longer eligible for appointment.

In offering to serve as a Foundation Director/Local Governor in the Diocese of Clifton, I undertake that I will serve the Bishop of Clifton faithfully in this ministry. If appointed, I declare that I will be able and willing to give priority to my duties as a Director/Local Governor and will undertake to discharge those duties with due care and diligence. References to Diocese in these statements in relation to Religious Order schools relate to the Diocese in which the relevant school is situated.

I undertake:

- To preserve and develop the Catholic character of the school/college/academy or academy trust company to which I am appointed;
- To ensure that the school/college/academy or academy trust company is conducted in accordance with its trust deed, which includes the provisions of:
  - o Canon law;
  - o The Curriculum Directory and Bishops' statements on religious education; and
  - o Any Diocesan directives relating to schools/colleges/academies/academy trust companies;
- To conduct the school/college/academy/academy trust company in accordance with its Articles of Association and in particular its ethos statement;
- To become familiar with, to support and implement the policies and procedures of the Diocese of Clifton, including the Bishop's policies on education, including religious education, and the directives issued by the Bishops collectively, specifically the Bishops' Memorandum on the Appointment of Staff in Catholic Schools and the Admissions

Guidance, and to represent those policies and directives to the Board of Directors/Local Governing Committee;

- To consider not only the interests of the individual school/college/academy/academy trust company, but the interests of other Catholic schools/colleges/academies/academy trust companies and of Catholic education throughout the Diocese;
- To respond to the needs of the Catholic community as a whole as represented by the Bishop of Clifton;
- To attend relevant training including Foundation Director/Governor induction training, as soon as possible; and
- In all actions, to serve as a witness to the Catholic faith.

I declare that I am not disqualified by law from appointment as a Director/Local Governor. I confirm that I agree to Disclosure and Barring Service checks being made on me or any subsequent checks that may be required by law or good practice. I understand that any refusal to do so will result in the termination of any appointment.

I consent to the information given on this form and other information collected with it being held and processed by the Diocese of Clifton, including the sharing of data with third parties where required, in accordance with the Diocesan privacy policy, which can be found at <https://cliftondiocese.com/?s=privacy+notice> . I confirm that I have read the privacy policy issued by the Diocese of Clifton, which sets out how my personal information will be collected, shared and used.

I undertake that I shall tender my resignation as a Foundation Director/Local Governor if my circumstances change so as to contravene the Diocesan eligibility criteria or expectations at any time during my time in office or if, in the opinion of the Ordinary, my resignation would be in the best interests of Catholic education.

I understand and accept that the appointment and removal of Foundation Directors/Local Governors is at the absolute discretion of the Ordinary and that, because of the nature of the decision-making process, the Ordinary will not normally be able to engage in any discussion or correspondence with me and/or any third party where my nomination does not result in my appointment.

**Signed**.....

**Dated**.....

*† This is very similar to the standard Declaration / Undertaking that was required from foundation directors / governors / local governors on appointment, as set out in the Nomination Form.*

**This Declaration should be signed by every foundation director /local governor annually and copies retained by the appropriate Clerk. E-Signatures are acceptable.**