

TLT Governance Code of Conduct 2025 – 2026

It is expected that the primary users of The Learning Trust's Governance Code of Conduct will be all those whose roles engage with Academy Trust governance, as it sets out the expectations of and commitment required to properly carry out their work within the Trust, its schools and the community. Good governance is fundamental to our success.

This Code of Conduct applies to all Members, Trustees and Local Governors of The Learning Trust. It sets out the standards of conduct expected and helps ensure we maintain the highest levels of integrity and professionalism in our governance. All those involved in governance should read and complete the Confirmation in Governor Hub upon appointment and review it annually.

Members, Trustees and those governing at local level : We recognise and support the principles set out in the [Charity Governance Code](#).

The Seven Principles of Public Life

We will abide by the Seven Nolan Principles of Public Life

1. **Selflessness** – We will act solely in terms of the public interest.
2. **Integrity** – We will avoid placing ourselves under any financial or other obligation to outside individuals or organisations that might seek to influence us in the performance of our official duties.
We will not act or take decisions to gain financial or other material benefits for family, our friends, or ourselves. We will declare and resolve any interests and relationships.
3. **Objectivity** - We will act and take decisions impartially, fairly and on merit, using the best evidence and without discrimination or bias.
4. **Accountability** - We are accountable to the public for our decisions and actions and will submit ourselves to the scrutiny necessary to ensure this.
5. **Openness** - We will act and take decisions in an open and transparent manner. Information will not be withheld from the public unless there are clear and lawful reasons for so doing.
6. **Honesty** – We will be truthful. We have a duty to declare any private interests relating to our public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.
7. **Leadership** - We will exhibit these principles in our own behaviour. We will promote and support these principles by leadership and example and will be willing to challenge poor behaviour wherever it occurs.

We will apply the highest standards and will:

1. act within our powers
2. promote the success of the Trust
3. exercise independent judgement
4. exercise reasonable care, skill, and diligence
5. avoid conflicts of interest
6. not accept benefits from third parties
7. declare interest in proposed transactions or arrangements
8. treat colleagues and stakeholders with courtesy and respect

We will focus on our core purpose while providing effective challenge and support to the Executive Team, Headteachers and Staff:

1. strategic leadership: defining a vision, fostering a culture, and championing the strategy
2. accountability and assurance: providing robust and effective oversight of operations and performance
3. engagement: strategic oversight of relationships with stakeholders

As individuals, we agree to:

Fulfil our role and responsibilities:

1. We understand the purpose of the Trustee Board, Executive Team, LGBs, and the role of the Headteachers.
2. **Trustees:** We are committed to fulfilling our Charitable Objects as effectively and efficiently as possible with the resources available. We will determine and develop a clarity of vision, ethos, strategic direction and culture and share and live the overarching ethos and values of our Trust and its schools, enabling local governing boards to set and achieve their own aims and objectives within such vision and direction.
Those governing at local level: We will share and live the overarching ethos and values of our Trust and its schools, ensuring that delegations are conducted in accordance with the Trusts ethos and values, strategic development plan, policies and processes.
3. **Trustees:** We will oversee the financial performance of the organisation and make sure its money is well spent.
Governors: We will be mindful of budget constraints and the need to ensure value for money in the decisions and actions we take.
4. We will ensure the voices of stakeholders are heard.
5. We accept that we have no legal authority to act individually, except when the Trustee and/or Local Governing Boards has given delegated authority to do so, and therefore, we will only speak on behalf of the Trustee and/or Local Governing Boards when we have been specifically authorised to do so.
6. We accept collective responsibility for all decisions made by the Trustee and/or Local Governing Boards or its delegated agents. This means that when speaking outside the Trust we will respect collective decisions and protect confidentiality and the reputation of the Trust.
7. We will encourage open government and will act appropriately.
8. We will consider carefully how our decisions may affect the community and other Trusts and schools.
9. We will always be mindful of our responsibility to maintain and develop the ethos and reputation of our Trust and schools. Our actions within the Trust, the schools and the local community will reflect this.
10. In making or responding to criticism or feedback, we will follow the procedures established by the Trustee and/or Local Governing Boards.
11. **Trustees:** We will actively support, challenge, and hold the Executive Team, Headteachers/Principals and Senior Leadership Teams to account for the quality of the educational performance of the organisation and its pupils and for the performance management of staff.
Those governing at local level: We will initiate all measures necessary to promote high standards and aim to ensure that students are attending a successful school which provides them with a good education and supports their wellbeing, helping them to achieve outstanding performance, including excellent personal achievement and attainment.
12. **Trustees:** We accept that our role is strategic and so will focus on our core functions rather than involve ourselves in day-to-day management.
Those governing at local level: we will be responsible to the Trustees for our actions and follow the expectations of governance at local level as laid down by the Trustees. We will aim to ensure that local governance is competent, accountable, always working in the best interests of the students, working in cooperation with other schools within the Trust, and promoting best practice in governance, within the context set by the Trust Board.

13. We will fulfil our role and responsibilities as set out in our [Schemes of Delegation](#).
14. We agree to adhere to local/Trust policies and procedures as set out by the relevant governing documents and law.. We will oversee and support the implementation and effectiveness of Trust and/or local policies."
15. We will work collectively for the benefit of the Trust and its schools.
16. **Trustees:** We will be candid but constructive and respectful when holding senior leaders to account.
17. Where decisions and actions conflict with The Seven Principles of Public Life or may place students at risk, we will speak up and bring this to the attention of the relevant authorities.
18. **Trustees:** We will fulfil our responsibilities as a good employer, acting fairly and without prejudice.
19. When making or responding to complaints we will follow the established procedures: [TLT Complaints Policy and Procedures](#)
20. We will strive to uphold the schools'/Trust's reputations in our communications (including on social media). We understand that:
 - Our online presence may be associated with our governance role
 - We should not discuss Trust/school business on social media
 - We should not make comments that could damage the Trust's reputation.
 - We should report any concerning social media content about the Trust/schools to the Headteacher or CEO.
21. We will have regard to our responsibilities under [The Equality Act](#) and will work to advance equality of opportunity for all.
22. **Those governing at local level:** We will act as local ambassadors for our Trust.
23. We will only speak or act on behalf of the trust board if we have the authority to do so.
24. Safeguarding:
 - We understand that safeguarding is everyone's responsibility
 - We will complete safeguarding training annually and read Keeping Children Safe in Education each year
 - We will ensure that we know how to contact the Designated Safeguarding Lead in each school.
 - We will follow the Trust's procedures if we have any safeguarding concerns
 - **Trustees:** We will ensure robust safeguarding policies and procedures are in place and regularly reviewed
 - **Those governing at local level:** We will monitor the implementation of safeguarding policies in our school
25. We will fully cooperate with requests that are necessary to ensure organisational compliance, including disclosure and barring or right to work checks

Demonstrate our commitment to the role:

1. We acknowledge that accepting office as a Member, Trustee, and/or Governor involves the commitment of significant amounts of time and energy.
2. We will each involve ourselves actively in the work of the Trustee and/or Local Governing Boards, and accept our fair share of responsibilities, including service on committees or working groups.
3. We will make every effort to attend all meetings. We understand that good attendance is essential for effective governance and aim to attend at least 75% of meetings per year. Where we cannot attend, we will provide apologies before the meeting with a clear explanation.
4. We will arrive at meetings prepared, having read all papers in advance, and ready to make a positive contribution and observe protocol.
5. We will get to know the Trust and schools well and respond to opportunities to involve ourselves in school activities.
6. We will visit the schools and when doing so will make arrangements with relevant staff in advance and ensure that all visits are conducted in a professional and supportive manner and in line with this Code. The key points for visits to be taken into account are:
 - provision of adequate notice if practicable, and frequency of visits
 - the purpose and expectations of the visit

- whether any preparation is required.
7. When interacting with the school in a personal capacity (for example, as a parent or carer) we will maintain a clear separation between this and our school/Trust role and will continue to honour the commitments in this code.
 8. We will participate in induction training within 3 months of appointment.
 9. We will prioritise training in required areas and complete all statutory training including:
 - Safeguarding (updated annually)
 - Keeping Children Safe in Education (updated annually)
 - Cyber Security Training
 - Any other Trust-specific requirements e.g. Data Protection, Health and Safety
 10. We commit to developing our individual and collective skills through ongoing professional development, attending relevant training sessions per year.

Build and maintain relationships

1. We will strive to work as a team in which constructive working relationships are actively promoted.
2. We will express views openly, courteously, and respectfully in all our communications with other Members, Trustees, Governors, and staff both inside and outside of meetings.
3. We will support the Chair of the Trustee and/or Local Governing Boards in their role of always ensuring appropriate conduct.
4. We are prepared to answer queries from other members of Trustee and/or Local Governing Boards in relation to delegated functions and consider any concerns expressed, and we will acknowledge the time, effort, and skills that have been committed to the delegated function by those involved.
5. We will work to create an inclusive environment where each board member's contributions are valued equally.
6. We will seek to develop effective working relationships with the Executive Team, Headteachers/ Principals, staff and parents, the local authority and other relevant agencies and the community.
7. **Those governing at local level:** We will champion the voices of our school community and stakeholders.
8. **Those governing at local level:** We will establish effective working relationships with Trustees.
9. **Trustees:** We will engage with and, when reasonably requested, be willing and able to explain Trustee decisions to those governing at a local level..
10. **Trustees:** We will respect the remit of, and engage constructively with, relevant authorities, sector bodies and other trusts.

Respect confidentiality:

1. We will observe complete confidentiality when matters are deemed confidential or where they concern specific members of staff or pupils, both inside or outside the Trust and schools. We will practice good ICT security, keep personal data safe and support GDPR compliance.
2. We will respect organisational, Board and individual confidentiality, while never using confidentiality as a reason not to disclose matters that should be transparent and open. If we become aware of activities, which give cause for concern, we will follow the TLT Whistleblowing Policy, which acts as a framework to allow concerns to be raised confidentially and provides for a thorough and appropriate investigation of the matter to bring it to a satisfactory conclusion.
3. We will maintain confidentiality even after we leave office
4. We will always exercise the greatest prudence when discussions regarding school/Trust business arise outside a Trustee and/or Local Governing Board's meeting.
5. We will not reveal the details of any Trustee and/or Local Governing Boards vote.
6. We will ensure all confidential papers are held and disposed of appropriately

Declare conflicts of interest and be transparent:

1. We will declare and record any pecuniary or other business interest (including those related to people we are connected with) that we have in connection with the Trustee and/or Local Governing Boards' business in the Register of Business Interests.
2. We will also declare any conflict of loyalty at the start of any meeting should the need arise.
3. 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.
4. We accept that the Register of Business Interests will be published on the school website.
5. We will act in the best interests of the Trust as a whole, and not as a representative of any group, even if elected to the Trustee and/or Local Governing Boards.
6. We accept that in the interests of open governance, our full names, date of appointment, terms of office, roles on the Trustee and/or Local Governing Boards, attendance records, relevant business and pecuniary interests, category of governor and the body responsible for appointing us will be published on the Trust's website.
7. In the interests of transparency, we accept that information relating to Members, Trustees and Governors will be collected and logged on the DfE's national database of Members, Trustees, and Governors (GIAS), some of which will be publicly available.
8. We will act as a Trustee/Academy committee member not as a representative of any group.

Breach of this code of conduct

1. If we believe this Code has been breached then we will raise this issue with the Chair of the Trustee or Local Governing Board. Minor breaches may be considered and resolved at local level but in the case of potentially more serious breaches, which could involve suspension or dismissal, the matter should be raised with the Chair of Trustees who will determine the process for resolving the issue in consultation with the Chief Executive and, in the case of Governors, the appropriate Chair.
2. Should it be the Chair that we believe has breached this code, another Trustee, and/or Local Governing Boards member, such as the Vice Chair, will investigate.

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.

Adopted by: The Learning Trust Board on 04 December 2025

Signed:



Paul Heath, Chair of The Learning Trust Board

We agree that this Code of Conduct will be reviewed annually, and endorsed by the full Trustee Board.
