



Code of Conduct – Trustees & Governors

Approved by:	Board of Trustees – Peter Ford Chair of Trustees	Date: Autumn Term 2025
Next review due by:	Autumn Term 2026	

Code of Conduct for Trustees & Governors

This code sets out the expectations on and commitment required from Trustees of the Creative Learning Partnership Trust in order for the board to properly carry out its work when acting on behalf of, or representing, the trust or any local academy within the trust.

Once approved by the Trustee board, the Code will apply to all Trustees and Governors of the Creative Learning Partnership Trust for a period of 12 months.

Once this code has been adopted, all board members agree to faithfully abide by it.

We will govern in alignment with the core values of our trust which are Integrity, Collaboration, Dedication, Kindness, Understanding, Innovation & Creation

We will abide by the Seven Nolan Principles of Public Life:

Selflessness

We will act solely in terms of the public interest.

Integrity

We will avoid placing ourselves under any obligation to people or organisations that might try inappropriately to influence us in our work.

We will not act or take decisions in order to gain financial or other material benefits for ourselves, our family, or our friends. We will declare and resolve any interests and relationships.

Objectivity

We will act and take decisions impartially, fairly and on merit, using the best evidence and without discrimination or bias.

Accountability

We are accountable to the public for our decisions and actions and will submit ourselves to the scrutiny necessary to ensure this.

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.

Honesty

We will be truthful.

Leadership

We will exhibit these principles in our own behaviour. We will actively promote and robustly support the principles and 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

We will focus on our core purpose:

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 & responsibilities

1. We accept that our role is strategic and so will focus on our core purpose rather than involve ourselves in day-to-day management.
2. We will fulfil our role and responsibilities as set out in our scheme of delegation.
3. We will develop, share and live the ethos and values of our trust.
4. We agree to adhere to trust policies and procedures.
5. We shall fully cooperate with individual requests that are necessary to ensure organisational compliance, such as disclosure and barring or right to work checks.
6. We will work collectively for the benefit of the trust.
7. We will be candid but constructive and respectful when holding senior leaders to account.
8. We will consider how our decisions may affect the trust and local community.
9. We will stand by the decisions that we make as a collective.
10. 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.
11. We will only speak or act on behalf of the trust board if we have the authority to do so.
12. Trustees: We will fulfil our responsibilities as a good employer, acting fairly and without prejudice.
13. When making or responding to complaints, we will follow the established procedures.
14. We will strive to uphold the trust's reputation in our private communications (including on social media).
15. We will have regard to our responsibilities under [The Equality Act](#) and will work to advance equality of opportunity for all.
16. Those governing at local level: We will act as local ambassadors for our trust.

Demonstrate our commitment to the role

1. We will involve ourselves actively in the work of the board and accept our fair share of responsibilities, serving on committees or working groups where required.
2. We will make every effort to attend all meetings and where we cannot attend explain in advance why we are unable to.
3. We will arrive at meetings prepared, having read all papers in advance, ready to make a positive contribution and observe protocol.
4. We will get to know the school/s well and welcome opportunities to be involved in school activities.
5. We will visit the school/s and when doing so will make arrangements with relevant staff in advance and observe school and board protocol.
6. When visiting a school in a personal capacity (for example, as a parent or carer), we will continue to honour the commitments made in this code.
7. 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

1. We will develop effective working relationships with leaders, staff, parents and other relevant stakeholders from our local communities.
2. Those governing at local level: We will champion the voices of our school community and stakeholders.

3. Those governing at local level: We will establish effective working relationships with trustees.
4. Trustees: We will engage with and be accountable to those governing at local level.
5. Trustees: We will respect the remit of, and engage constructively with, relevant authorities, sector bodies and other trusts.
6. We will express views openly, courteously and respectfully in all our communications with board members and staff both inside and outside of meetings.
7. We will work to create an inclusive environment where each board member's contributions are valued equally.
8. We will support the chair in their role of leading the board and ensuring appropriate conduct.

Respect confidentiality

1. We will observe complete confidentiality both inside and outside of the trust when matters are deemed confidential or where they concern individual staff, pupils or families.
2. We will not reveal the details of any governing board vote.
3. We will ensure all confidential papers are held and disposed of appropriately.
4. We will maintain confidentiality even after we leave office.

Declare conflicts of interest and be transparent

1. 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 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 trust's website.
5. We will act as a trustee/academy committee member, not as a representative of any group.
6. 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.
7. 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.
8. We understand that potential or perceived breaches of this code will be taken seriously and that a breach could lead to formal sanctions as outlined out in **Annex A** of this governance document.

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.

Annex A

Procedure for dealing with Trustee breaches to the Code of Conduct

Failure to act in accordance with the Code of Conduct will result in the following process being carried out and may further result in removal from the Trust board after affording the Director in question an opportunity to be heard or 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 Creative Learning Partnership Trust is made aware of an alleged breach of the Code of Conduct by a Trustee, they will first contact the Trustee by telephone to discuss the issue within **5 working days** of being made aware of the alleged breach. Following the initial discussion, a conclusion of no further action or to carry out an investigation should be made within **5 working days**.

☐ 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 they will investigate the potential breach of conduct. The Chair may appoint someone else to carry out an investigation (e.g. Internal Audit) as he/she sees fit. Investigation should commence within **5 working days** of the initial conclusion to investigate, with a completion date of **15 working days** from the start.

Post investigation, the Chair will write (this can be via email) to the Trustee in question, setting out the evidence as to why they think the Code of Conduct may have been breached. The Trustee in question will be asked for a written response for the Chair to consider as part of their investigation. The Trustee will have **10 working days** to provide a written response from the date the letter (or email) is sent.

Following consideration of the investigation and written evidence the Chair will either:

- a) Conclude no breach has occurred and no action is required
- b) Conclude that a breach has occurred and either:
 - 1) requests that Trustee issues an apology within **14 days** (the chair will indicate in writing who the Trustee should apologise to and why).
 - 2) Considers that a breach has occurred and is of such seriousness that it will be referred to Members for consideration and resolution.
 - 3) Conclude that gross misconduct has occurred in line with The Creative Learning Partnership Trust Articles 68-79, the matter will move to stage 2 and be referred to Members for formal disqualification in line with Articles 66.

If the Chair decides that either there is no action required, or the Trustee has accepted that they did not act in accordance with the Code of Conduct and has apologised then the matter will be closed. The Chair should aim to conclude their consideration within **5 working days** of receiving the Trustee's response.

Stage 2 – Formal Considerations by Members

Stage 2 is initiated if:

- a) The Trustee refuses to apologise
- b) The Trustee fails to apologise within the designated timeframe,
- c) The chair considers the breach so serious that removal of the Trustee may be the only appropriate response.
- d) The Chair considers the breach so serious that disqualification of the Trustee shall be formalised.

Stage 2 will be initiated within **5 working days** of any of the conditions being met. At this stage, the Members will consider the evidence anew to make a resolution. The Trustee in question will have the opportunity to make their case in person and/or submit written representations to the Members. Special notice of this meeting will be given **28 days** in advance of the meeting. Any representations made in writing by the Trustee will be circulated to all Members.

Members will then determine whether:

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

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

Where the Members decide that the Trustee should be removed from office, the decision of the Members will be final – and the Members shall resolve to remove the Trustee in accordance with the Articles of Association or under Section 168 of the Companies Act 2006. The Members should communicate a decision within **14 days** of the meeting. .

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 Creative Learning Partnership Trust, then the vice-chair will undertake Stage 1 of the process. If the alleged breach of the Code of Conduct related to both the Chair and Vice Chair, then another Trustee will be appointed by the board of Trustees to undertake stage 1.

Annex B

Procedure for Dealing with Breaches of the Code of Conduct for Local School Governors

Failure to act in accordance with the Code of Conduct will result in the following process being carried out. This process may ultimately result in removal from the governing body after the governor in question is afforded an opportunity to be heard or make representations. The Trustees retain the authority to remove governors as outlined in the Trust's governance framework.

Stage 1: Initial Investigation

1. Notification of Alleged Breach: If the Chair of the Local Governing Body (LGB) becomes aware of an alleged breach of the Code of Conduct by a governor, they will contact the governor by telephone to discuss the issue within 5 working days of being informed of the alleged breach.
2. Initial Conclusion: Following this initial discussion, the Chair will determine within 5 working days whether:
 - No further action is required, or
 - An investigation is warranted.
3. Investigation: If an investigation is deemed necessary, the Chair will initiate it within 5 working days of the decision. The investigation should conclude within 15 working days of commencement. The Chair may appoint another individual (e.g., a Trustee or Internal Audit representative) to conduct the investigation as appropriate.
4. Communication of Findings: Upon completing the investigation, the Chair will write to the governor (via email or letter) to present the evidence of a potential breach and invite a written response within 10 working days.
5. Outcome of Investigation: Upon review of the investigation and written response, the Chair will:
 - Conclude no breach occurred and take no further action, or
 - Conclude a breach occurred and:
 1. Request an apology from the governor within 14 days, specifying to whom and why the apology is required; or
 2. Refer the matter to the Trustees if the breach is considered serious; or
 3. Conclude gross misconduct occurred, referring the matter to the Trustees for formal removal consideration.

6. Closing Stage 1: If the governor apologises or no further action is required, documentation is submitted to the Governance Lead of the Trust to be retained at Trust level and the matter is closed. The Chair will aim to conclude Stage 1 within 5 working days of receiving the governor's response.

Stage 2: Formal Considerations by Trustees

Stage 2 is initiated if:

- The governor refuses to apologise.
 - The governor fails to apologise within the designated timeframe.
 - The Chair determines the breach is serious enough to warrant removal.
 - The Chair concludes that gross misconduct justifies formal disqualification.
1. Notification to Trustees: The Trustees will be informed within 5 working days of Stage 2 being triggered. The governor in question will be notified and provided with the opportunity to:
 - Make their case in person during the Trustees' meeting.
 - Submit written representations to the Trustees.
 2. Trustees' Decision: The Trustees will consider all evidence and determine:
 - No case to answer, and the matter is closed.
 - The governor should be removed from the LGB.
 3. Communication of Decision: The Trustees' decision will be communicated within 14 days of the meeting. If the governor is removed, the decision is final and will be carried out in accordance with the Trust's Articles of Association and applicable laws.

Confidentiality

At all stages of this process, the identity of the governor involved will remain confidential to those directly involved in the process.

Special Circumstances

- Allegation Against the Chair: If the alleged breach relates to the Chair of the LGB, the Vice-Chair will undertake Stage 1.
- Allegations Against Both Chair and Vice-Chair: Another governor, appointed by the LGB, will handle Stage 1.
- Referral to Trustees: If necessary, the matter will be escalated to the Trustees as outlined above.

Adopted by: Board of Trustees on 17.12.2025
Trustees

Signed: Peter Ford

Chair of

We agree that this code of conduct will be reviewed annually and endorsed by the full Trust board.