



## St Thérèse of Lisieux CMAT

# CODE OF CONDUCT FOR DIRECTORS IN A CATHOLIC MULTI-ACADEMY TRUST



### Governance

Embedding **Responsible Citizenship** in everything we do to develop ways to help our STL CMAT family. Putting **Solidarity** into action to become one family.

**This Code of Conduct has been approved and adopted by the Board of Directors for use for Directors:**

*Students do not need to have any prior qualification in Business and will be reviewed on 19/10/22*

**Signed by the Chair of the Board of Directors:**

*L.G. Weaver*

- **This document should be available to view on the Catholic Multi-Academy Trust's website.**
- **Directors are required to sign an undertaking which can be found overleaf.**

## CHANGES REGISTER

**Page 7: Confidentiality:** Addition of two new clauses

**As a director of the Governing Board of the Catholic Multi-Academy Trust, undertake that I:**

- Will preserve and develop the Catholic character of the Catholic Multi-Academy Trust.
- Will not act in any way that is detrimental and/or prejudicial to the interests of Catholic education in the Diocese of Nottingham and the Catholic Multi-Academy Trust.
- Have read, understood and will adhere to this Code of Conduct and to the declaration in Appendix I: Foundation Director of a Catholic Multi-Academy Trust Declaration Form.
- Will also adhere to Appendix II: The Nolan principles.
- Have read and understood any diocesan criteria for appointment and, to the best of my knowledge can confirm I am eligible for appointment.
- Will disclose any convictions or criminal charges.
- Will immediately inform the CMAT of any changes in my circumstances that may affect my eligibility to serve as a Director.
- Declare that I am not disqualified by law from appointment as a director.
- Agree to DBS checks and any other relevant checks being conducted that may be required by law or good practice.
- Understand that any refusal to do so may result in the termination of any appointment.
- Consent to the information given by me being held and processed by the Catholic Multi-Academy Trust and the Nottingham Roman Catholic Diocesan Education Service including the sharing of data with third parties where required, in accordance with any diocesan policy.

**Signed by the Director:** \_\_\_\_\_

**Dated:** \_\_\_\_\_

**Printed Name:** \_\_\_\_\_

**Type of Director:** \_\_\_\_\_

- ❖ E signatures are acceptable.
- ❖ Acceptance to the Code is required by signature annually from every Director (at the beginning of each academic year).
- ❖ Signed copies of this Code from each Director should be retained by the Clerk.

## **THE ROLE OF THE GOVERNING BOARD**

The term '**Governing Board**' in this document means the board of directors of the Catholic Multi-Academy Trust.

There is a separate code of conduct for governors of local governing bodies.

As a governing board, our overarching responsibility lies in ensuring that we comply with our legal and canonical duty to ensure that the Catholic character of the Catholic Multi-Academy Trust is preserved and developed and that this duty permeates everything that we do.

We understand that foundation directors are required, as the cornerstone of their role, to ensure this objective is achieved. However **all** directors have a duty to preserve and develop the Catholic character of the Catholic Multi-Academy Trust in order to fulfil the objects set out in its governing documents.

### **OUR THREE CORE STRATEGIC FUNCTIONS:**

Further, in accordance with our legal obligations, we endeavour to operate at a strategic level, leaving the Catholic Multi-Academy Trust's senior leadership responsible and accountable for the operational day-to-day running of the Catholic Multi-Academy Trust. It is by achieving these aims that we can be sure that the Catholic Multi-Academy Trust has effective governance. Our core strategic functions, as a governing board, therefore, are in:

1. Ensuring clarity of Catholic vision, ethos and strategic direction;
2. Holding the CEO to account for the educational performance and Catholic character of the Catholic Multi-Academy Trust and its pupils; and for the internal organisation, management and control of the Catholic Multi-Academy Trust, including performance management of staff. In turn the CEO will manage the Executive Team; and
3. Overseeing the financial performance of the Catholic Multi-Academy Trust and making sure its money is well spent.

We understand 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.

We understand that Canon 806§2 of the Code of canon Law requires that Catholic schools are '...at least as academically distinguished as that in the other schools of the area' and that directors should be mindful of this requirement in all that they do.

We adhere to the Church's social teaching which is a rich treasury of wisdom about building a just society and living lives of holiness amidst the challenges of modern society. Several of the key themes that are at the heart of Catholic social tradition and which should permeate through our Catholic Multi-Academy Trust, are 1) life and dignity of the human person 2) call to family, community and participation 3) rights and

responsibilities 4) option for the poor and vulnerable 5) the dignity of work and the rights of workers 6) solidarity and 7) care for God's creation<sup>1</sup>.

## **AS DIRECTORS, WE AGREE TO OUR COLLECTIVE RESPONSIBILITIES:**

### **Role & Responsibilities**

- We will preserve and develop the Catholic character of the Catholic Multi-Academy Trust and all the academies within it. This responsibility will permeate throughout all of our actions within, and through all aspects of, the Catholic Multi-Academy Trust, the academies within it and the local community.
- We will ensure that the Catholic Multi-Academy Trust and all its academies are conducted in accordance with its governing documents, which includes the provisions of:
  - Canon Law<sup>2</sup>
  - The Curriculum Directory and Bishops' statements on religious education
  - Any diocesan directives relating to schools
- We will conduct the Catholic Multi-Academy Trust and its academies in accordance with the diocesan trust deed.
- We will conduct the Catholic Multi-Academy Trust in accordance with its Articles of Association, and any Scheme of Delegation adopted by the Catholic Multi-Academy Trust.
- We will support and implement the policies and procedures of the Diocese, including the Bishop's policies on education, including religious education, any admissions guidance issued by the Diocese, and the expectations of the diocesan bishops issued collectively, specifically the Bishops' Memorandum on the Appointment of Teachers in Catholic Schools.
- We will respond to the needs of the Catholic community as a whole as represented by the Bishop of Nottingham, complying in all respects with diocesan requirements.
- We will protect, promote and serve the Diocese of Nottingham in the ministry of our role as directors faithfully and in particular in compliance with any diocesan protocols for a committed working relationship between the Diocese of Nottingham and the Catholic Multi Academy Trust.
- We will consider not only the interests of the Catholic Multi-Academy Trust, but the interests of Catholic education throughout the Diocese of Nottingham.
- We will undertake to discharge our duties as directors with due care and diligence.

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<sup>1</sup> <http://www.usccb.org/beliefs-and-teachings/what-we-believe/catholic-social-teaching/seven-themes-of-catholic-social-teaching.cfm>

<sup>2</sup> This means the Canon Law of the Catholic Church from time to time in force, which includes the 1983 Code of Canon Law, 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).

- We will consider carefully how our decisions may affect the community and other schools and academies.
- We will attend relevant training including diocesan training; director induction and continuing professional development training, as required by the Diocese of Nottingham.
- We understand the purpose of the governing board and our role as directors and the role of senior leadership.
- We accept that we have no legal authority to act individually, except when the governing board has given us delegated authority to do so, and therefore we will only speak on behalf of the governing board when we have been specifically authorised to do so.
- We accept collective responsibility for all decisions made by the governing board or its delegated agents. This means that we will not speak against majority decisions outside the governing board meetings.
- We have a duty to act fairly and without prejudice, and in so far as we have responsibility for staff, we will fulfil all that is expected of a good employer.
- We will encourage transparency and will act appropriately.
- In making or responding to criticism or complaints affecting the Catholic Multi-Academy Trust, we will follow the procedures established by the governing board.
- We will actively support and challenge the senior leadership.
- We will adhere to the Nolan principles set out in Appendix II.

### **Commitment**

- We acknowledge that accepting office as a director involves the commitment of significant amounts of time and energy.
- We will each involve ourselves actively in the work of the governing 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 Catholic Multi-Academy Trust well and positively respond to opportunities to involve ourselves in Catholic Multi-Academy Trust activities.
- We will evaluate our effectiveness as a governing board by way of completing a skills audit and a self-evaluation form on an annual basis.
- We will consider seriously our individual and collective needs for continuous training and development as required by the NRCDES, and will undertake that relevant training.
- We accept that in the interests of transparency, our full names, date of appointment, terms of office, roles on the governing board, attendance records, relevant business and pecuniary interests, category of director and the body responsible for appointing us will be published on our Catholic Multi-Academy Trust's website and anything else as required by law.

## Relationships

In all our relationships we shall exercise stewardship and draw on the teachings and example of Jesus Christ in that:

- 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<sup>3</sup>
- We will comply with any diocesan protocols for a committed working relationship between the Diocese of Nottingham and the Catholic Multi Academy Trust
- We will ensure that we continually communicate with and, where appropriate, seek support and guidance from the NRCDES
- 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 directors.
- We will support the chair in ensuring appropriate conduct both at meetings and at all times.
- We are prepared to answer queries from other directors 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 Diocese of Nottingham, parishes, the senior leadership, staff and parents, pupils, local authorities, other relevant agencies and the local community.

## Confidentiality

- We will observe confidentiality in all circumstances in particular in relation to matters concerning specific members of staff or pupils, both inside and outside the Catholic Multi-Academy Trust, unless there is a lawful requirement for disclosure.
- We will exercise the greatest prudence at all times when discussions regarding the business of the Catholic Multi-Academy Trust arise outside a governing board meeting.
- We will exercise care and skill when communicating through social media.
- When communicating in our private capacity (including on social media) we will be mindful of and uphold the ethos and reputation of the CMAT.
- We will not reveal the details of any governing board vote.
- We will only use official email addresses sanctioned for use by the CMAT.
- We will ensure that all documents are only stored on the online governor portal.

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<sup>3</sup> *Christ at the Centre: a summary of why the Church provides Catholic schools* Rev Marcus Stock, 2005

## **Conflicts of interest**

- We will always act in the best interests of the charitable objects set out in the governing documents of the Catholic Multi-Academy Trust.
- We understand that a conflict of interest or conflict of loyalty shall not be deemed to occur solely from the fact that any member or director is also a trustee, charity trustee, director of any Catholic school, Diocese, or religious order, or of any other charity which permits its land to be occupied by a Catholic school or schools or other education institutions<sup>4</sup>.
- We will record any pecuniary or other business interest (including those related to people we are connected with) that we have in connection with the governing board's business in the Register of Business Interests, and if any such conflicted matter arises in a meeting we will offer to leave the meeting for the appropriate length of time. We accept that the Register of Business Interests will be published on the Catholic Multi-Academy Trust's website.
- We will also declare any conflict of loyalty at the start of any meeting should the situation arise.

## **BREACH OF THIS CODE**

- If we believe this Code of Conduct has been breached, we will promptly raise this issue with the chair, consult with the Diocese of Nottingham and determine the investigatory process. Please see the procedure for the removal/suspension of a director.
- Should it be the chair that we believe has breached this code, another director, such as the vice chair will investigate.

**We are also reminded of the declaration signed upon appointment (the basic principles of which are agreed by all of the governing board) which you can find in this Code of Conduct at Appendix I for Foundation Directors in a Catholic Multi-Academy Trust.**

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<sup>4</sup> 98A of Multi Academy Trust model Articles of Association for Catholic Schools (February 2015)

## Appendix I

### Copy of Foundation Director of a Catholic Multi-Academy Trust Declaration †:

\*I am a committed and practising Catholic in good standing with the Church

\*I am a Catholic priest/deacon in the Diocese of Nottingham [or religious order]

(\*delete as applicable)

I wish to offer to serve the Diocese of Nottingham in the ministry of foundation director and in compliance with the diocesan protocols.

I have read and understood the criteria for appointment and, to the best of my knowledge am eligible for appointment.

In offering to serve as a foundation director in the Diocese of Nottingham, I undertake that I will serve the Bishop of Nottingham faithfully in this ministry. If appointed, I declare that I will be able and willing to give priority to my duties as a director and will undertake to discharge those duties with due care and diligence.

I undertake to the Bishop of Nottingham:

- To preserve and develop the Catholic character of the Catholic Multi-Academy Trust to which I am appointed, and all the academies within it;
- To ensure that the Catholic Multi-Academy Trust is conducted in accordance with the governing documents of the Catholic Multi-Academy Trust which includes the provisions of:
  - Canon Law<sup>5</sup>
  - The Curriculum Directory and Bishops' statements on religious education;
  - Any diocesan directives relating to schools.
- To conduct the Catholic Multi-Academy Trust and all its academies in accordance with the diocesan trust deed.
- To uphold the objects of the Catholic Multi-Academy Trust upon appointment and before and during the exercise of any duties as a director.<sup>6</sup>
- To conduct the Catholic Multi-Academy Trust and its academies in accordance with its Articles of Association any Scheme of Delegation adopted by the Catholic Multi-Academy Trust.
- To become familiar with, to support and implement the policies and procedures of the Diocese of Nottingham, including the Bishop's policies on education, including religious education, any admissions guidance issued by the Diocese, and the expectations of the diocesan bishops collectively, specifically the Bishops' Memorandum on the Appointment of Teachers in Catholic Schools.

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<sup>5</sup> This means the Canon law of the Catholic Church from time to time in force, which includes the 1983 Code of Canon Law, 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).

<sup>6</sup> 45A of Multi Academy Trust model Articles of Association for Catholic Schools (February 2015)



- To consider not only the interests of the Catholic Multi-Academy Trust but also the interests of Catholic education throughout the Diocese of Nottingham.
- To respond to the needs of the Catholic community as a whole as represented by the Bishop of Nottingham.
- To attend relevant training including diocesan training; director induction and continuing professional development training, as required by the Diocese.
- In all actions, serving as a witness to the Catholic faith.

I declare that I am not disqualified by law from appointment as a director. I confirm that I agree to a barred list check 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 may 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 Nottingham Roman Catholic Diocesan Education Service including the sharing of data with third parties where required, in accordance with diocesan policy.

I undertake that I shall tender my resignation as a director if my circumstances change so as to contravene the diocesan expectations at any time during the tenure of office or if, in the opinion of the Bishop of Nottingham, my resignation would be in the best interests of Catholic education.

I understand and accept that the appointment and removal of foundation directors is at the absolute discretion of the Bishop of Nottingham and that, because of the nature of the decision-making process, the Bishop of Nottingham 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.

**† This declaration is also required from you on appointment as is set out in the Nomination Form.**

## Appendix II

### The Nolan Principles

(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. 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 the 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 interests relating to their public duties and to 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