



## **Code of Practice for the Board of Directors at the Synaptic Trust**

This code sets out the expectations and commitment required from its directors in order for the board of directors to properly carry out its work with the Academies and the community.

### **General**

- We understand the purpose of the board of directors and the role of the Principal and CEO.
- We are aware of and accept the Nolan 7 principles of public life (see annex 3)
- We accept that all directors have equal status, and although appointed in different ways our overriding concern will be for the welfare of pupils as a whole and for ensuring the best interests of the company including the attainment of its charitable objects.
- We will only speak or act on behalf of the board of directors when we have been specifically authorised to do so.
- We have a duty to act fairly and without prejudice, and in so far as we have responsibility for the employment of staff, we will fulfil all that is reasonably expected of a good employer.
- We will encourage the open expression of views at meetings, but accept collective responsibility for all decisions made by the board of directors or its delegated agents. This means that we will not speak against majority decisions outside the board of directors meeting.
- In making or responding to criticism or complaints affecting the Synaptic Trust we will follow the procedures established by the board of directors.
- We will always be mindful of our responsibility to maintain and develop the ethos and reputation of the trust. Our actions within the trust and the local community will reflect this.
- We will consider carefully how our decisions may affect the community and other settings.

### **Commitment**

- Your participation on the Board is an important part of the Governance of the Synaptic Trust. You have been selected to be an active participant in the meetings.
- We acknowledge that accepting office as a director involves the commitment of significant amounts of time and energy.
- We understand that the minimum time requirement is as follows:-
  - Attendance at least one director visit morning during the school year
  - Attendance at all of the full board of directors meetings
  - Attendance at a director's committee meeting eg Audit Committee and Appeal Hearings
- All meetings will be listed in the annual Directors Calendar
- We will each involve ourselves actively in the work of the board of directors and accept our fair share of responsibilities, including service on committees and working groups.
- We will make every effort to attend all meetings and where we cannot attend explain to the Chair or Company Secretary in advance why we are unable to attend.
- *It is our responsibility to ensure we are fully briefed prior to the meeting. If there is anything missing or we are not clear, we should contact the Chair of the Trust or the Secretary before the meeting. Active participation is expected at all meetings. Good corporate governance comes from robust challenge. Should we remain silent on any discussion points, our silence will be deemed to be acceptance*

- We will get to know the different academies and respond to opportunities to involve ourselves in their activities.
- Our visits to an academy will be arranged in advance with the Principal and undertaken within the framework established by the board of directors and agreed with the CEO.
- We will consider seriously our individual/collective needs for training/development and all directors will undertake **at least one training session** during the year.
- We are committed to actively supporting and challenging the CEO and working with the Synaptic Trust to improve the academy.

### **Relationships**

- We will strive to work as a team in which constructive working relationships are actively promoted.
- We will express views openly, courtesy and respectfully in all communications with other directors, governors and academy staff.
- 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 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 parents, the CEO and the Synaptic Trust.

### **Confidentiality**

- We will observe complete confidentiality when matters are deemed confidential or where they concern specific members of staff, parents or pupils, both inside or outside the school.
- We will exercise the greatest prudence at all times when discussions regarding school business arise outside a board of directors meeting.
- We will not reveal the details of any board of directors vote.

### **Conflicts of interest**

- We will record any pecuniary interests that we have in connection with the board of director's business in the Register of Business interests.
- We will declare any personal or pecuniary interest - or personal interest which could be perceived as a conflict of interest - in a matter under discussion at a meeting and leave the meeting for the appropriate length of time.

### **Breach of this code of conduct**

- If we believe this code has been breached, we will raise this issue with the Chair (or the Vice Chair if the complaint is against the Chair) and the Chair (Vice Chair) will investigate; the board of directors will only use suspension as a last resort after seeking to resolve any difficulties or disputes in more constructive ways.
- We understand that any allegation of a material breach of this code of practice by any director shall be raised at a meeting of the board of directors and, if agreed to be substantiated by a majority of directors, shall be minuted and can lead to recommendation of suspension or dismissal from the board of directors.

- We are aware of the provisions of regulation 15(1) of the School Governance (Procedures) (England) Regulations 2003/7, which pertain to the grounds for suspension as a school governor and of Schedule 6 to the School Governance (Constitution) (England) Regulations 2007 relating to the disqualifications from the role of school governor and of Schedule 5 to the School Governance (Constitution) (England) Regulations 2012 (as appropriate) relating to the disqualifications from the role of school governor.
- **The office of a Director shall become vacant when the Director absents him or herself from two consecutive Meetings of the full Board or Committee held during a period of twelve months with or without seeking leave of absence of the Board. (see 15 d)**
- All directors sign the Code at the first board of directors meeting of each school year, with new directors signing when they commence their term of office during the school year.
- **As a member of the board of directors I will always have the well being of the children and the reputation of the Synaptic Trust at heart; I will do all I can to be an ambassador for the Trust, publicly supporting its aims, values and ethos; I will never say or do anything publicly that would embarrass the Trust, the board of directors, the CEO or staff.**