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**UPTON HALL SCHOOL FCJ CODE OF CONDUCT FOR DIRECTORS**

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

# On …Thursday 5 October 2023………………………………………………

# And will be reviewed in …October 2024…………………………………………

Signed by the Chair of Governors

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**Director’s Undertaking**

**As a member of the Governing Body of Upton Hall School FCJ (“the School”) I undertake that I:**

* Will preserve and develop the FCJ character of the School;
* Will not act in any way that is detrimental and / or prejudicial to the interests of catholic education in the School;
* Have read, understood and will adhere to this Code of Conduct;
* Will adhere to Appendix One: The Nolan principles;
* Have read and understood any FCJ and legal criteria for appointment and continued eligibility as a director;
* Can confirm to the best of my knowledge that I am eligible as a director;
* Declare that I am not disqualified by law from appointment or eligibility 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 School and / or the FCJ including the sharing of data with third parties where required under law;
* Will observe and comply with the rules contained with the Articles of Association and dated 16/02/12 of the School.

Signed by the Governor

…………………………………………………………………………………………………

Dated

…………………………………………………………………………………………………

Printed Name

…………………………………………………………………………………………………

Type of Governor

…………………………………………………………………………………………………

**The Role of the Governing Body**

The term “Governing Body” in this document means the board of directors of Upton Hall School FCJ.

As a Governing Body our overarching responsibility lies in ensuring that we comply with our legal and canonical duty to ensure that the Catholic and FCJ character of the School is preserved and developed and that this duty permeates everything that we do.

We understand that all directors are required, as the cornerstone of their role, to ensure this objective is achieved. All directors have a duty to preserve and develop the Catholic and FCJ character of the School to fulfil the objects set out in its governing documents, notably the Articles of Association dated 16th February 2012 (“the articles”).

# Our Three Core Strategic Functions

In accordance with our legal obligations we will endeavour to operate at a strategic level leaving the School’s senior leadership to be responsible and accountable for the operational day to day running of the School. It is by achieving these aims that we can be sure that the School has effective governance. Our core strategic functions, as a governing body, therefore are in:

1. Establishing the strategic direction, by:
* Setting and ensuring clarity of its Catholic and FCJ vision, values, and objectives for the School;
* Agreeing the school improvement strategy with priorities and targets;
* Meeting statutory duties.
1. Ensuring accountability, by:
* Appointing the Headteacher;
* Monitoring the educational performance and the Catholic and FCJ character of the School and

 progress towards agreed targets;

* Performance managing the Headteacher;
* Engaging with stakeholders;
* Contributing to school self-evaluation.
1. Overseeing financial performance, by:
* Setting the budget
* Monitoring spending against the budget
* Ensuring money is well spent and value for money is obtained
* Ensuring risks to the organisation are managed

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 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. The key values that are at the heart of the FCJ tradition should permeate through the School and are: Excellence; Dignity; Justice; Hope; Companionship and Gentleness.

AS DIRECTORS WE AGREE TO OUR COLLECTIVE RESPONSIBILITIES AS FOLLOWS

# Role & Responsibilities

* We will preserve and develop the Catholic and FCJ ethos and character of the School. This responsibility will permeate throughout all our actions within the School and the local community;
* We will ensure that the School is conducted in accordance with its governing documents;
* We will respond to the needs of the Catholic community as a whole;
* We understand the purpose of the board and the role of the executive leaders.
* We accept that we have no legal authority to act individually, except when the board has given us delegated authority to do so, and therefore we will only speak on behalf of the Governing Body when we have been specifically authorised to do so.
* We accept collective responsibility for all decisions made by the board or its delegated agents. This means that we will not speak against majority decisions outside the Governing Body meeting.
* 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 open governance and will act appropriately.
* We will consider carefully how our decisions may affect the community and other schools.
* In making or responding to criticism or complaints we will follow the procedures established by the Governing Body.
* We will actively support and challenge the executive leaders
* We will accept and respect the difference in roles between the board and staff, ensuring that we work collectively for the benefit of the organisation;
* We will respect the role of the executive leaders and their responsibility for the day to day management of the organisation and avoid any actions that might undermine such arrangements;
* We agree to adhere to the school’s rules and polices and the procedures of the Governing Body as set out by the relevant governing documents and law
* When formally speaking or writing in our governing role we will ensure our comments reflect current organisational policy even if they might be different to our personal views;
* when communicating in our private capacity (including on social media) we will be mindful of and strive to uphold the reputation of the organisation;
* We will adhere to the Nolan principles set out in Appendix One.

# 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 body, 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 the School well and respond to opportunities to involve ourselves in school activities;
* We will visit the School, with all visits arranged in advance with the Headteacher and undertaken within the framework established by the governing body;
* When visiting the school in a personal capacity (i.e. as a parent or carer), we will maintain our underlying responsibility as a director;
* We will consider seriously our individual and collective needs for induction, training and development, and will undertake relevant training.
* We accept that in the interests of open governance, our full names, date of appointment, terms of office, roles on the Governing Body, attendance records, relevant business and pecuniary interests, category of governor and the body responsible for appointing us will be published on the school’s website and anything else as may be required by law.
* In the interests of transparency, we accept that information relating to directors will be collected and logged on the DfE’s national database of governors (Edubase).
* We will evaluate our effectiveness as a governing body by way of completing a skills audit and a self-evaluation form on an annual basis.

# 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: faith and integrity; dignity and compassion; humility and gentleness; truth and justice; forgiveness and mercy; purity and holiness; tolerance and peace and service and sacrifice;
* We will ensure that we continually communicate with, and, where appropriate, seek support and guidance from the diocesan education service;
* 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, the clerk to the governing body and school staff both in and outside of meetings;
* We will support the Chair in their role of ensuring appropriate conduct both at meetings and always;
* We are prepared to answer queries from other Directors’ 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;
* We will seek to develop effective working relationships with the senior leadership team, staff and parents, the local authority and other relevant agencies and the community.

# Confidentiality

* We will observe complete confidentiality when matters are deemed confidential or where they concern specific members of staff or pupils, both inside or outside School;
* We will exercise the greatest prudence always when discussions regarding school/trust business arise outside a governing body meeting;
* We will not reveal the details of any governing body vote;
* We will ensure all confidential papers are held and disposed of appropriately.

# Conflicts of interest

* 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 Body’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 School’s website;
* We will also declare any conflict of loyalty at the start of any meeting should the situation arise;
* We will act in the best interests of the School and not as a representative of any group, even if elected to the Governing Body.

Ceasing to be a Director

* We understand that the requirements relating to confidentiality will continue to apply after a Director leaves office.

# Breach of this Code

* If we believe this code has been breached, we will raise this issue with the chair and the chair will investigate; the governing body will only use suspension/removal as a last resort after seeking to resolve any difficulties or disputes in more constructive ways;
* Should it be the Chair that we believe has breached this code, another Governing Body member, such as the vice chair will investigate.

**Appendix One – The Nolan Principles**

# The seven principles of public life

(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.

**Integrity** - Holders of public office must avoid placing themselves under any obligation to people or organisations that might try inappropriately to influence them in their work. They should not act or take decisions in order to gain financial or other material benefits for themselves, their family, or their friends. They must declare and resolve any interests and relationships.

**Objectivity** - Holders of public office must act and take decisions impartially, fairly and on merit, using the best evidence and without discrimination or bias.

**Accountability** - Holders of public office are accountable to the public for their decisions and actions and must submit themselves to the scrutiny necessary to ensure this.

**Openness** - Holders of public office should act and take decisions in an open and transparent manner. Information should not be withheld from the public unless there are clear and lawful reasons for so doing.

**Honesty** – Holders of public office should be truthful

**Leadership** – Holders of public office should exhibit these principles in their own behaviour. They should actively promote and robustly support the principles and be willing to challenge poor behaviour wherever it occurs.