SGS Academy Trust

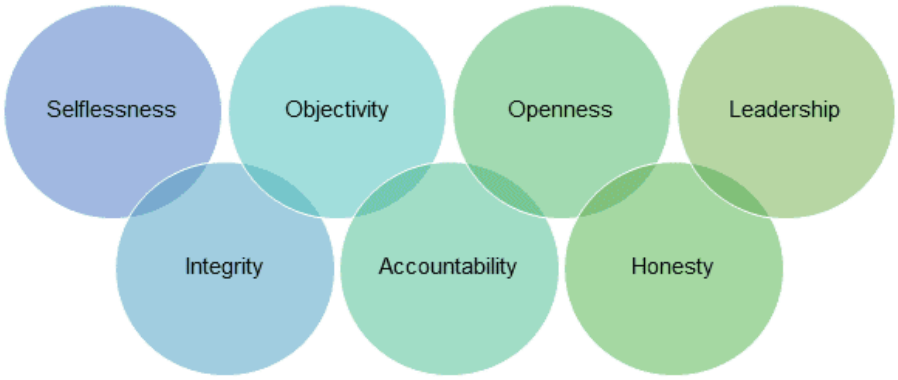
Governance Code of Conduct

Effective Date: 4th May 2025

Introduction

This code of conduct applies to all levels of governance and sets out the expectations and commitment required from members of the Trustees and Local School Boards (LSBs) for effective Governance within South Gloucestershire and Stroud Academy Trust (SGSAT) and the community.

This Code of Conduct is anchored in the Severn Nolan Principles of public life:



And aligns with the Framework for Ethical Leadership in Education which helps to guide governing bodies in their decision making and behaviour:

SELFLESSNESS
School and college leaders should act solely in the interest of children and young people.

INTEGRITY
School and college leaders must avoid placing themselves under any obligation to people or organisations that might try inappropriately to influence them in their work. Before acting and taking decisions, they must declare and resolve openly any perceived conflict of interest and relationships.

OBJECTIVITY
School and college leaders must act and take decisions impartially and fairly, using the best evidence and without discrimination or bias. Leaders should be dispassionate, exercising judgement and analysis for the good of children and young people.

ACCOUNTABILITY
School and college leaders are accountable to the public for their decisions and actions and must submit themselves to the scrutiny necessary to ensure this.

OPENNESS
School and college leaders should expect to act and take decisions in an open and transparent manner. Information should not be withheld from scrutiny unless there are clear and lawful reasons for so doing.

HONESTY
School and college leaders should be truthful.

LEADERSHIP
School and college leaders 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. Leaders include both those who are paid to lead schools and colleges and those who volunteer to govern them.

Schools and colleges serve children and young people and help them grow into fulfilled and valued citizens. As role models for the young, how we behave as leaders is as important as what we do.

Leaders should show leadership through the following personal characteristics or virtues:

TRUST | leaders are trustworthy and reliable
We hold trust on behalf of children and should be beyond reproach.
We are honest about our motivations.

WISDOM | leaders use experience, knowledge and insight
We demonstrate moderation and self-awareness. We act calmly and rationally.
We serve our schools and colleges with propriety and good sense.

KINDNESS | leaders demonstrate respect, generosity of spirit understanding and good temper
We give difficult messages humanely where conflict is unavoidable.

JUSTICE | leaders are fair and work for the good of all children
We seek to enable all young people to lead useful, happy and fulfilling lives

SERVICE | leaders are conscientious and dutiful
We demonstrate humility and self-control, supporting the structures, conventions and rules which safeguard quality. Our actions protect high-quality education.

COURAGE | leaders work courageously in the best interests of children and young people
We protect their safety and their right to a broad, effective and creative education. We hold one another to .

OPTIMISM | leaders are positive and encouraging
Despite difficulties and pressures, we are developing excellent education to change the world for the better.

Trustees agree to follow the Charity Governance code which Local School Board members recognise and support [Home — Charity Governance Code]().

The Trustees have the following core strategic functions:

Establishing the strategic direction, by:

- Setting the vision, values, and objectives for our Trust.
- Ensuring each School has an improvement strategy with priorities and targets.
- Meeting statutory duties as outlined in the Academy Trust Handbook.

Ensuring accountability, by:

- Appointing the Chief Executive Officer (CEO), Chief Financial Officer (CFO) and Headteachers.
- Monitoring progress towards targets.
- Overseeing the performance management of the CEO.
- Engaging with stakeholders.

Ensuring financial probity, by:

- Setting the budget.
- Monitoring spending against the budget.
- Ensuring value for money is obtained.
- Ensuring risks to the organisation are managed.

The LSBs support the work of the SGS Academy Trust Board in the following ways:

- Through LSB Lead Roles and Quality Assurance Activities, advising the SGS Academy Trust Board of the effectiveness of key areas/activities in the school and to assist and inform decision making of the SGS Academy Trust Board
- Ensuring engagement activities are undertaken with parents, students, staff, local community, employers and University sponsors for the UTC.
- Supporting SGS Academy Trust and schools through involvement in any panels required for Exclusions, Complaints or Admissions processes.

Trustees and LSB members agree to apply the highest standards to all their work with our Trust and will:

- act within their powers;
- promote the success of our Trust;
- exercise independent judgement;
- exercise reasonable care, skill and diligence;
- avoid and declare conflicts of interest;
- not accept benefits from third parties;
- and, declare interest in proposed transactions or arrangements.

The Role Description and Person Specification for Trustees can be found in Appendix A.

The Role Description and Person Specification for Local School Board members can be found in Appendix B.

By agreeing to this Code of Conduct, Trustees and Local School Board members will:

1. Fulfil our role & responsibilities:
We accept that our role is strategic and so will focus on our core purpose rather than involve ourselves in day-to-day management.
We will fulfil our role and responsibilities as set out in our Scheme of Delegation.
We will develop, share and live the ethos and values of our Trust.
We agree to adhere to our Trust's policies and procedures.
We shall fully cooperate with individual requests that are necessary to ensure organisational compliance, such as disclosure and barring or right to work checks.
We will work collectively for the benefit of our Trust.
We will be candid but constructive and respectful when holding senior leaders to account.
We will consider how our decisions may affect our Trust and local communities.
We will stand by the decisions that we make as a collective.
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.
We will only speak or act on behalf of our Trust Board if we have the authority to do so.
When making or responding to complaints, we will follow the established procedures.
We will strive to uphold our Trust's reputation in our private communications (including on social media).
We will have regard to our responsibilities under The Equality Act and will work to advance equality of opportunity for all.
We will regularly review the Risk Register and actively participate in the work needed to reduce the risks to an acceptable level.
Safeguarding link Trustee and LSB members will regularly check the school SCRs to ensure they are compliant with statutory requirements.
2. Demonstrate our commitment to the role:
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.
We will make every effort to attend all meetings and where we cannot attend explain in advance why we are unable to.
We will arrive at meetings prepared, having read all papers in advance, ready to make a positive contribution and observe protocol.
We will get to know the schools, school staff and other Trust teams well and welcome opportunities to be involved in school and other activities.
We will visit the schools and when doing so will organise with relevant staff in advance and observe school and Board protocol.
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.
We will ensure that all mandatory training is completed in line with statutory timescales.
We will participate in induction training, prioritise additional training in required areas (such as complaints) and commit to developing our individual and collective skills and knowledge on an ongoing basis.
We will avoid using personal email and mobile phone messaging apps for official Trust business.
We will use GovernorHub and SGSAT email for all communications regarding Trust or Local School Board business.
3. Build and maintain relationships:
We will develop effective working relationships with leaders, staff, parents and other relevant stakeholders from our local communities.
We will express views openly, courteously and respectfully in all our communications with Board members and staff both inside and outside of meetings.
We will work to create an inclusive environment where each Board member's contributions are valued equally.

We will support the chair in their role of leading the Board and ensuring appropriate conduct.	
4. Respect confidentiality:	
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.	
We will not reveal the details of any Board or committee vote.	
We will ensure all confidential papers are accessed via GovernorHub and only printed when necessary. All printed material will be disposed of appropriately.	
We will maintain confidentiality even after we leave office.	
5. Declare conflicts of interest and be transparent:	
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 declarations of interest on GovernorHub and on the Trust website.	
We will also declare any conflict of loyalty at the start of any meeting should the need arise.	
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.	
We will act as a Trustee/ LSB member, not as a representative of any group.	
We accept that in the interests of open governance, our full names, date of appointment, terms of office, roles on the Trust Board/committees, attendance records, relevant business and pecuniary interests, category of Trustee/LSB member and the body responsible for appointing us will be published on the Trust website.	
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.	
In addition to this	
Trustees will:	**LSB Members will:**
Fulfil our responsibilities as a good employer, acting fairly and without prejudice.	Act as local ambassadors for our Trust.
Engage with and be accountable to those governing at local level.	Establish effective working relationships with Trustees.
Respect the remit of, and engage constructively with, relevant authorities, sector bodies and other trusts.	Champion the voices of our school communities and stakeholders.

Breach of this code of conduct

Trustees and Local School Board members understand that potential or perceived breaches of this code will be taken seriously and that a breach could lead to formal sanctions.

If we believe this Code has been breached, we will raise this issue with the Chair of the Local School Board/Board of Trustees and the Chair will investigate.

Should it be the chair of the Board of Trustees or of a Local School Board that is believed to have breached this code, another Trustee or School Board member, such as the Vice Chair will investigate.

Breaches of this Code shall be addressed in accordance with the Trust's Scheme of Delegation and (where necessary) with company law including, if necessary, removal as a Trustee/Local School Board member. The Board of Trustees will only use suspension/removal as a last resort after seeking to resolve any difficulties or disputes in more restorative ways.

Appendix A

SGS Academy Trust

Trustee Role Description and Person Specification

Introduction

South Gloucestershire and Stroud Academy Trust (SGSAT) is a company, limited by guarantee, and an exempt charity. SGSAT was incorporated on 12 December 2014 Welcome to The SGS Academy Trust.

We consist of three unique schools:

SGS Berkeley Green UTC - Welcome to SGS Berkeley Green UTC

SGS Forest High School - Welcome to SGS Forest High School

SGS Pegasus School - Welcome to SGS Pegasus School

Students within our Trust are our number one priority and all staff, Local School Board members and Trustees work together with a common aim of providing a safe and vibrant learning environment in which all learners can reach their potential and have an enjoyable and positive time at school.

We are committed to improving access to education and delivering a high quality and broad educational experience across our Trust; the continued improvement of schools within our Trust is fundamental.

Our Purpose

We exist so that every child has the best education, and every community has the best school.

Our Priorities

1. Providing effective, inclusive and ambitious education.
2. Being an employer of choice and a community anchor
3. Securing our future as a thriving and growing school trust

Our Values

Inclusive – We want everyone in our Trust to feel they belong.

Ambitious – We want everyone in our Trust to fulfil their potential.

Fearless – We want everyone in our Trust to be true to themselves.

The Board of Trustees encourages the recruitment of Trustees from all sections of the community and applications are always welcomed from people of all cultural backgrounds with a range of skills and experience.

Trustee Responsibilities

Trustees are responsible for governing a charitable company and directing how it is managed and run. Trustees must also ensure that our Trust complies with all legal and statutory requirements.

Trustees are volunteers and the Board of Trustees work together to fulfil the purpose of our Trust Board:

- **Strategic leadership** – defining the vision, fostering our Trust's culture and setting the strategy.
- **Accountability and Assurance** – robust and effective oversight of Trust operations and performance.
- **Strategic Engagement** – oversight of relationships with stakeholders, ensuring decision-making is supported by meaningful engagement.

The Trust Board works closely with our Trust Leadership Team. The Trust Leadership Team is responsible for day-to-day operational management of our Trust and our schools, whereas the role of the Trust Board is strategic.

As such, Trustees are responsible for:

- Determining the mission, values and long-term ambitious vision for our Trust.
- Deciding the principles that guide Trust policies and approving key policies.
- Appointing and appraising the Chief Executive Officer and making pay recommendations.
- Working with our Trust Leadership Team to develop a strategy for achieving the vision.
- Ensuring that stakeholders are involved, consulted and informed as appropriate.
- Ensuring that all schools in our Trust deliver a broad and balanced curriculum such that students are well prepared for the next stage of their education and adult life.
- Taking ownership of our Trust's financial sustainability and ensuring effective resource management across our Trust.
- Agreeing our Trust's staffing structure and keeping it under review to ensure it supports delivery of the strategy.
- Ensuring robust risk management policy and procedures are in place and that risk control measures are appropriate and effective

Monitoring and evaluating Trust performance

Trustees must monitor the priorities that have been set to ensure progress is being made by:

- Measuring our Trust's impact and progress towards its strategic objectives.
- Ensuring the required policies and procedures are in place and our Trust is operating effectively in line with these policies.
- Holding the Trust Leadership Team to account for standards, financial probity and compliance with agreed policies.
- Evaluating relevant data and feedback provided by our Trust Leadership Team and external reporting on all aspects of Trust performance.
- Asking challenging questions of our Trust Leadership Team to hold them to account.
- Ensuring that there are policies and procedures in place to deal with complaints effectively.

Contribution to our Trust board

Trustees should ensure that they make a positive and meaningful contribution to our Trust Board by:

- Attending Full Trust Board meetings and Committee meetings. This involves reading papers and preparing questions for the Trust Leadership Team in advance.
- Using our Trust email and SharePoint system along with GovernorHub to communicate effectively with other Trustees, Local School Board members and our Trust Leadership Team.
- Establishing and maintaining professional relationships with our Trust Leadership Team, colleagues on the Board of Trustees, members of our Local School Boards and staff across our Trust.
- Getting to know schools within our Trust, including visiting during school hours.
- Undertaking induction training and developing knowledge and skills on an ongoing basis.

Working with our Local School Boards

Each of our schools has a Local School Board who are a committee of the Trust Board. As such Trustees are responsible for:

- Ensuring that our Trust's governance structure meets the needs of our Trust.

- Agreeing clear schemes of delegation, outlining the responsibilities delegated to our Trust Leadership Team and the responsibilities of the Trust Board and Local School Boards.
- Ensuring effective communication channels are in place.
- Developing effective working relationships with Local School Board members.

Expenses

Trustees are not entitled to payments to attend meetings or to cover loss of earnings. They are entitled to claim for expenses incurred because of carrying out the role. These include travel to and from Board or Committee meetings, fees for agreed attendance at conferences or other training events and other incidental costs in accordance with our Trust Expense Policy.

Eligibility

All Trustees will need to undertake a DBS check and Section 128 check before commencement of the role.

Commitment

A Trustees term of office is four years.

Our Trust has six Trust Board meetings per academic year which you will be expected to attend.

Our Trust has five committees, and you will be expected to join at least one of these. The committee meetings are as follows:

- Finance and Audit Committee with four meetings per academic year.
- Curriculum and Quality Committee with six meetings per academic year.
- Pay and Remuneration Committee with two meetings per academic year.
- Culture and Ethos Committee with six meetings per academic year.
- Three Local School Board committees. You will not be expected to attend these meetings but you will be asked to link up with the Local School Board members throughout the year.

Additionally, you will be expected to make time to visit each of the schools and attend Strategy Days and Governance Conferences across the academic year.

Trustee Person Specification

Trustees should be able to demonstrate the following:

- An interest in education and in providing learning and development opportunities for all children.
- A commitment to raising standards across all our schools.
- A willingness to devote the time required to fully engage with the role of a Trustee.
- An understanding of the role and the duties and responsibilities of a Trustee.
- The ability to act as a critical friend to our Trust Leadership Team and other Trustees.
- The ability to communicate effectively and express ideas and listen to others.
- The ability to work as part of a team and to stand by the collective decisions of the Board.
- A willingness to undertake appropriate induction and training and record this on GovernorHub.
- A commitment to the principles of equality and diversity.
- Adherence to the Seven Principles of Public Life which are: selflessness; integrity; objectivity; accountability; openness; honesty and leadership.

Appendix B

SGS Academy Trust
Local School Board (LSB) Member
Role Description and Person Specification

Introduction

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Our Purpose

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Our Priorities

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Fearless – We want everyone in our Trust to be true to themselves.

The Board of Trustees encourages the recruitment of Local School Board members from all sections of the community and applications are always welcomed from people of all cultural backgrounds with a range of skills and experience.

Local School Board Responsibilities

Responsibilities are delegated to committees of our Trust Board to include Local School Boards for each of our schools. The Local School Boards help our Trust board to fulfil its purpose and to strengthen our Trusts governance.

SGSAT works on the NGA principles of the 4S's which are Safeguarding, Special Educational Needs and Disabilities (SEND), Standards and Stakeholder engagement. Local School Board responsibilities align with these principles.

Safeguarding

- Ensure that our Trust Safeguarding policies and procedures reflect the safeguarding challenges and context of the school.
- Monitor the implementation of Safeguarding policies and the effectiveness of Safeguarding arrangements.
- Foster a culture that prioritises the safety and wellbeing of all pupils and staff in the school.
- Work with the Designated Safeguarding Lead (DSL) to ensure that Safeguarding procedures are effective.
- Monitor the school's estate, ensuring that appropriate policies are adopted and followed to keep pupils and staff safe.

Special Educational Needs and Disabilities (SEND)

- Ensure that our Trust policy for pupils with special educational needs and disabilities (SEND) is implemented and adapted to the specific school context.
- Seek assurance that staff are trained to implement pupil strategies and support plans.
- Ensure pupils with SEND have the resources they need to succeed.
- Work in partnership with the Special Educational Needs Coordinator (SENCO) as well as other stakeholders and the wider Trust community to ensure that pupils with SEND are well-supported and included in all aspects of school life.
- Monitor the overall effectiveness of the school's SEND provision, referring to pupil outcomes and other relevant data.

Standards

- Ensure that our Trust's vision, ethos and strategy is adopted and applied by school leaders.
- Work with senior school leaders to identify areas for improvement and develop strategies to address them in line with our Trust's strategic objectives.
- Monitor school performance and improvement through regular reviews of performance data, including exam results, attendance rates, and pupil progress, to ensure that the school is meeting its targets.
- Ensure that our Trust's curriculum is being provided to pupils in an appropriate manner for the school's context.
- Ensure that required policies and procedures are in place and that the school is operating effectively in line with these policies.
- Establish a strong relationship with the headteacher and senior school leaders to provide effective support and challenge.

Stakeholder engagement

- Consult stakeholders such as parents, staff and pupils, and use these insights to inform decision-making.
- Help stakeholders to understand our Trust's values and vision for the future.
- Provide our Trust board with insight into the challenges and opportunities faced by the school's local community.

Panels and committees

When required, Local School Board members will be expected to serve on panels to:

- Review decisions to exclude pupils.
- Deal with formal complaints in line with our Trust's complaints procedure.

Contribution to the Local School Board

Local School Board members should ensure that they are making a positive and meaningful contribution to the committee by:

- Attending meetings, reading papers, and preparing questions for senior school leaders in advance.
- Establishing and maintaining professional relationships with senior school leaders, school staff and colleagues on the committee.
- Getting to know the school, including visiting the school during school hours.
- Undertaking induction training and engaging in ongoing development.
- Using our school email and SharePoint system along with GovernorHub to communicate effectively with other Local School Board members, Trustees and senior school leaders.
- Developing positive working relationships with our Trustees and Trust Leadership Team.

Expenses

Local School Board members are not entitled to payments to attend meetings or to cover loss of earnings. They are entitled to claim for expenses incurred because of carrying out the role. These include travel to and from Local School Board meetings, fees for agreed attendance at conferences or other training events and other incidental costs in accordance with our Trust Expense Policy.

Eligibility

All Local School Board members will need to undertake a DBS check and Section 128 check before commencement of the role.

Commitment

Local School Board members' term of office is four years.

Our schools work on a meeting schedule of 5-6 Local School board meetings per academic year which you will be expected to attend.

Additionally, you will be expected to make time to visit each of the schools at least 3 times a year and attend Trust Strategy Days and Governance Conferences across the academic year.

Local School Board member Person Specification

Local School Board members should be able to demonstrate the following:

- An interest in education and in providing learning and development opportunities for all children.
- A commitment to raising standards across all our schools.
- A willingness to devote the time required to fully engage with the role of a Local School Board member.
- An understanding of the role and the duties and responsibilities of a Local School Board member.
- The ability to act as a critical friend to our Headteachers.

- The ability to communicate effectively and express ideas and listen to others.
- The ability to work as part of a team and to stand by the collective decisions of the Local School Board and Board of Trustees.
- A willingness to undertake appropriate induction and training and record this on GovernorHub.
- A commitment to the principles of equality and diversity.
- Adherence to the Seven Principles of Public Life which are: selflessness; integrity; objectivity; accountability; openness; honesty and leadership.