

# Archdiocese of Birmingham



## St John Paul II Multi-Academy

### Code of Practice for Academy Directors

# Board of Directors Code of Practice

## 1. Rationale

1.1 The purpose of this code of practice is to enable the Board of Directors to contribute to the Multi-Academy Company securing its mission and sustaining its ethos as a Catholic Multi-Academy Company, as well as ensuring the Multi-Academy Company provides a quality educational experience for all its children and achieves high standards.

1.2 The mission of our Multi-Academy Company is:

**NEED TO INSERT MISSION STATEMENT**

## 2. Legal Framework

2.1 The Board of Directors is a corporate body. Directors have no authority to act individually except where the Board of Directors has delegated the authority to do so.

2.2 All directors have equal status, and although directors are appointed and elected by different groups, the central concern must be the welfare of our multi-academy schools<sup>1</sup> as Catholic schools, conducted in accordance with the Diocesan Trust Deed.

## 3 Roles and Responsibilities

3.1 The Board of Directors is responsible for:

- Promoting high standards of educational achievement, whilst ensuring that all schools within the, multi-academy meet statutory requirements [see Education Act 2002]
- Securing the Catholic ethos, thus ensuring the school is seen to bear witness to the faith in all aspects of its work [see the Multi-Academy company scheme of delegation].

3.2 The Board of Directors has a strategic role. As agent of accountability, on behalf of the Catholic community and the communities of the schools within the multi-academy, the Board of Directors decides what it wants the Multi-Academy to achieve, in order to secure its mission, and sets the framework for making sure those intentions are realised.

3.3 The strategic framework means:

- Ensuring the vision, ethos and strategic direction of the Multi-Academy are clearly defined by setting the aims and objectives of the Multi-Academy, while having regard to the respective ethos and mission statement of each school within the Multi-Academy [See the articles of association and scheme of delegation].
- Adopting policies, agreeing targets and determining priorities to achieve the aims and objectives.
- Ensuring there are plans and procedures in place to secure those policies, targets and priorities.

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<sup>1</sup> This document refers to an individual institution within a multi-academy as a 'school', whether or not the school uses the word 'academy' in its title.

- Giving challenge and support to the Principals and ensuring they perform their responsibilities for the educational performance of the schools.
- Reviewing the aims and objectives, and monitoring and evaluating progress in implementing the policies, achieving the targets and addressing priorities.
- Evaluating the effectiveness of the work of the Multi-Academy in providing a high quality education rooted in life, person and teachings of Jesus Christ and Gospel values.
- Ensuring the sound, proper and effective use of the multi-academy's financial resources.

3.4 In its strategic role the Board of Directors is accountable to:

- The Trustees who own the school, for the school's effectiveness as a Catholic school.
- The Department for Education through the funding agreement.
- The Catholic community, and the wider community, who entrust their children to the schools within the multi-academy, for the outcomes achieved by their children, in all aspects of their being.

3.5 The Principals who are directors are responsible for:

- Acting, in consultation with other Principals in the Multi-Academy, as professional advisers to the Board of Directors, and for providing the information directors need to carry out their legal duties.

3.6 All Principals in the Multi-Academy are responsible for:

- Advising on and implementing the strategic framework agreed by the Board of Directors, which includes:
  - Formulating and drafting aims and objectives, policies and targets for consideration by the Board of Directors.
  - Implementing policies set by the Board of Directors.
  - Leading their school towards agreed targets.
  - Reporting on progress towards the agreed aims, objectives and targets.
  - Discharging delegated responsibilities on the Board of Directors behalf.
- The internal organisation, management and control of the school, including the implementation of the curriculum and the day to day running of the school.
- The educational performance of the school.

## **4 Commitment**

4.1 We acknowledge that being a director:

- Involves committing significant amounts of time and energy.
- Involves participating fully in the work of the board of directors so that individuals accept a fair share of the responsibilities and duties, including service on committees, working parties or as 'named directors'.
  - Individual directors will be expected to be on a minimum of one standing committee.

- Requires regular attendance at meetings of the full board of directors and committees.
- Requires getting to know the multi-academy schools well and responding to opportunities to visit and get involved in school activities.
- Requires considering seriously our individual and collective training and development needs and using any designated funds to address them.
- Requires knowledge and understanding of our role within school procedures.

## 5 Confidentiality

5.1 We understand that being a director requires that we:

- Observe confidentiality routinely as a matter of course, but particularly when explicitly asked to do so, for example regarding matters concerning staff, children or their parents/carers.
- Keep discussion about decisions confidential even when decisions themselves are made public through the minutes of meetings.
- Exercise prudence when invited to respond in discussions and informal talk outside board of directors meetings, and instead of passing individual comment, encourage issues to be brought to the attention of the principals, the local academy committee or board of directors (depending on the nature of the issue) through the proper channels.
- Exercise care that any discussions do not prejudice any formal procedures.

## 6 Relationships

6.1 Drawing on the model of the person, life and teachings of Jesus Christ, the board of directors will strive to develop effective working relationships with:

- The Principals
- Staff
- Children
- Parents
- The local Academy Committees
- The Diocese (i.e. Diocesan Education Service)
- Multi-agency representatives
- Our parish and local communities
- Other local schools, including Catholic and other VA, VC and Community schools and Academies.
- Local educational organisations/businesses etc.

6.2 In forming, building and sustaining good working relationships directors will strive to:

- Remember that we are typically representative of the *category* of director to which we are appointed or elected. We are not representatives *OF* those *groups*, e.g. a parent director expresses their views using their experience as a parent, they are not representing the views of the whole parent body of a school or the multi-academy.

- Work as members of a team in which constructive working relationships are actively promoted, forming the board of directors which functions with corporate responsibility and accountability.
- Develop an open and honest relationship with the Principals and all school staff, acting as 'critical friend' to the multi-academy schools, ensuring a balance is struck between offering challenge and support.
- Ensure that effective relationships are built on trust and opportunities to network effectively and efficiently.
- Ensure that Gospel values underpin the relationships between directors and with other stakeholders. The board of directors will draw on the guidance offered in 'Christ at the Centre' that whilst not definitive, the core values based on the Beatitudes may be summarised as follows:
  - Faithfulness and integrity
  - Dignity and compassion
  - Humility and gentleness
  - Truth and justice
  - Forgiveness and mercy
  - Purity and holiness
  - Tolerance and peace
  - Service and sacrifice

## **7 Conduct**

- 7.1 Directors have a duty to act with selflessness, integrity, objectivity, accountability, openness honesty and leadership<sup>2</sup>, in the best interests of the school at all times. Drawing on the model of the person, life and teachings of Jesus Christ, the board of directors will strive to behave professionally at all times.
- Directors will aim to discharge their duties in a manner that maintains and develops the Catholic ethos of the multi-academy and its reputation in the parishes, local communities and wider educational community. Directors' actions at all times should reflect our responsibility to secure the Catholic ethos of the multi-academy.
  - Directors should consider at all times, how we exercise stewardship, both as individuals and as a corporate body, which should manifest and be faithful to the teachings of Jesus Christ and the Catholic Church, and Gospel values.
  - Directors should reflect on how we are perceived by stakeholders in all we say and do, both as individual directors and as a corporate body.
  - Directors should consider carefully how our decisions and actions might affect others, whether they are individuals employed by the multi-academy; children or adults who are part of the Multi-Academy community; the parishes; other schools in the locality; or the wider community.

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<sup>2</sup> The 7 principles of public life.

- Directors should express views openly at meetings, but accept collective responsibility for all decisions made by the board of directors or any individual director delegated to do so.
- Directors will not speak out against majority decisions in public or in private outside the board of directors. The intention is to protect the reputation and authority of the board of directors and the Multi-Academy in the public domain.
- Directors, through their minutes, must be open about the decisions they make and the actions they take and in particular be prepared to explain their actions and decisions to interested parties.
- Directors will only speak or act on behalf of the Board of Directors when we have been specifically authorised to do so.
- Directors will respond to criticism or complaints about the multi-academy, an individual school and / or its staff by referring to the Complaints Procedure adopted by the Board of Directors or academy committee, for the correct procedure to be followed, and will advise the complainant accordingly.
- Directors will record in the register of pecuniary interests any pecuniary interest we might have in connection with the board of directors' business.
- Directors will be expected to declare an interest in any item of business and withdraw from the meeting while it is under discussion.
- Directors will always undertake visits within the framework established by the board of directors and agreed with the principal. (See Section 10)

## **8 Structure of the board of directors**

- 8.1 The board of directors must appoint a clerk with a view to their efficient functioning and must have regard to advice from the clerk as to the nature of the board of directors' functions.
- 8.2 The Board of Directors will work efficiently and effectively in the best interests of the multi-academy by organising itself into a committee structure so that it can fulfil its statutory responsibilities, including ensuring the statutory right of appeal, through appropriate full delegation of powers and statutory functions to either:
- a committee (including a local Academy Committee)
  - a director
- or
- a Principal.
- 8.3 The Board of Directors will be structured as follows:
- Full Board of Directors
  - Leadership Team (Advisory Group)
  - Finance and Audit Committee

- Admissions Committee
- Staffing
- Occasional Committees as sanctioned by Board

8.4 There is an expectation that all committees will function with a view to securing the Catholic ethos of the multi-academy, as well as ensuring the Multi-Academy provides a high quality educational experience for all its children. Catholicity will not be viewed as a 'bolt-on' extra to be considered separately, instead the teachings of Jesus Christ and the Catholic Church and Gospel values will underpin all the aspects of the work of the board of directors.

8.5 Full delegated powers, including delegated decision making powers, will be given to the committees enabling them to be fully effective.

8.6 The Board of Directors must review the delegation of its statutory functions annually.

8.7 The committees will have clear terms of reference.

- No vote on any matter may be taken at any meeting of a committee unless the majority of members of the committee present and voting are directors with the power to vote or in the case of the academy committee, academy committee representatives.
- Observers will be allowed to attend meetings in order to promote a willingness to serve the community as director, or to extend the professional development of middle and senior managers. Observers are not members of the committee and will not be allowed to vote.
- TOR to state Quorum

8.8 There is an open-door policy for committees. Any director who has an interest in any specific matter being discussed may attend any meeting with the agreement of the chair of that committee. Whilst this option is useful, it is important to avoid a situation where most directors attend all or most committee meetings. This defeats the benefits of the smaller debating forum that committees provide.

8.9 Chairs of committees will be elected by the committees at the first meeting of the year, and not the full Board of Directors. However, the Board of Directors has the power to remove chairs of committees.

## 9 Meeting Structure and Management

- 9.1 By working through an effective and efficient committee structure the Board of Directors will strive to keep the number of full board of directors meetings to the minimum of three per academic year, which in normal circumstances will be one a term.
- 9.2 An annual meeting plan (for Board of Directors and committee meetings) which identifies all planned meetings; dates and times; expected items in line with the annual cycle of business (e.g. policy review, results, budget setting) will be published in advance of the start of each academic year.
- 9.3 Thought will be given to the timing of meetings, including holding them during the working day or at the end of the school day, rather than the evening. Where possible committee meetings may be held back to back to facilitate attendance at two committees in one evening, with a rotation of timings to ensure each committee takes turns at having an earlier start.
- 9.4 Whilst aiming for a tight regular meeting structure the board of directors retains the flexibility to hold additional full board of directors meetings in special circumstances (for example, to begin the appointment of a headteacher, Ofsted, etc.). Ad hoc committees which deal with specific procedural issues will only meet when necessary, in a manner determined by the board of directors.
- 9.5 A clerk to the Board of Directors must be appointed. The board of directors will use the services of a professional clerk at the meetings of the full board of directors and at committee meetings. The investment in professional clerking is viewed as a way to improve the effectiveness and efficiency of the board of directors as a whole by ensuring that meetings are properly organised and supported. (Note: staff directors, including the principals, cannot be appointed as clerk to the board of directors or a committee on which they serve. They can however, clerk the 'odd meeting' in the absence of the clerk.)
- 9.6 The clerk will have a clear job description, a contract for sufficient hours and will be appropriately trained. The role and hours of the clerk will be reviewed annually.
- 9.7 The clerk will produce agendas and minutes for meetings.
- 9.8 The clerk will send out agendas, minutes and any reports or other papers to be considered at the Board of Directors /committee meeting at least seven clear days in advance to appropriate people
- 9.9 The chair of the Board of Directors, chairs of committees, the Principals, all other directors and the clerk will subscribe to the following expectations so that the Board of Directors, whether working corporately or in committee, will achieve informed, collective decisions in an effective and efficient manner that meet the legal requirements.
  - The Principals will agree which committee meetings it is appropriate for him/her to attend and whether or not another Principal or senior leader will take responsibility for support some committee meetings. This will contribute to the professional development of other leaders within the Multi-Academy.



- There will be an expectation that the chair (in the Board of Directors and in committee meetings) manages the meeting to keep discussion focused; matters in proportion; draw on all members' contributions; and with due attention to the following points.
- In advance of full Board of Directors meetings the chair and the Principals will discuss and agree the agenda before it is published by the clerk, giving 7 days notice of the meeting.
- All agenda items should be submitted through the clerk to the meeting and the agenda should be clear and purposeful.
- In order to be effective meetings need to be quorate. The quorum for a board of directors meeting is 50% of the membership (not including vacant positions).
- Apologies will be considered at full board of directors meetings, not simply accepted.
- All meetings will have a maximum length of 2 hours.
- Directors will be expected to be punctual and meetings will start at the agreed time.
- The latest finish time for evening meetings will be 8.30pm.
- All Directors must properly prepare for meetings by reading papers in advance and giving thought to the issues to be discussed. All papers circulated in advance of the meeting should be taken as read.
- There will be a '15 minute' limit for discussion of each agenda item, unless the board of directors or committee agree otherwise for a specific agenda item.
- Where any director is unavoidably late, agenda items should not be re-run.
- 'Any Other Business' will be limited to genuinely urgent matters that need to be addressed by the members of the group.
- Directors will be expected to make relevant and purposeful contributions; understand how to challenge others in a constructive way; listen to others; and accept collective responsibility, even in relation to decisions individuals do not personally agree with.
- Decisions will be taken by vote on a simple majority.
- The decision of the Board of Directors to allow alternative arrangements for Board of Directors /committee members to participate or vote at meetings remotely by telephone, conferencing or other prescribed methods must be strictly adhered to.
- In full Board of Directors meetings there will be no rehearsing the debate already had by committees. Committees will be trusted to carry out their responsibilities and only report decisions to full board of directors meetings.
- Minutes will record key matters discussed; summarise the key points discussed; record decisions and / or agreed actions accurately. The detail of the discussion and how individual directors vote is confidential. The minutes will be made available, in draft form, within 7 days of the meeting, thus ensuring they are proof-read with a good recollection of the meeting. Confidential matters should not be recorded in minutes that are published in the public domain.
- Minutes will be reviewed, amended as necessary and signed by the chair at the next meeting.

## 10 Visiting the School

10.1 School visits are an essential part of the directors' role. Effective and well organised visits can provide the board of directors with a strategy for monitoring the effectiveness of policies.

10.2 Before the visit it will be important for the director concerned to:

- Clarify the purpose.
- Discuss and agree the agenda with the principal well in advance; be clear what is being observed.
- Make sure that the date is suitable for the purpose identified.
- Receive and discuss with the principal any supporting information, e.g. Ofsted report, SEF, School Development Plan, performance data, relevant lesson plans.
- Discuss with the class teacher integration into the lesson.

10.3 During the visit it will be important for the director to:

- Be aware of the timetable for the visit and aim to adhere to it, but be flexible.
- Decide with the teacher how they will be introduced and their role in the classroom.
- Be sensitive to the fact that the teacher is there to teach, so talk to the teacher when it is appropriate.
- Remain focused on the purpose of the visit in conversation with the teacher.
- Be discrete in your note taking, it can be disconcerting.
- Be courteous and polite, not critical.

10.4 After the visit it will be important for the director to:

- Discuss what was observed with the class teacher and use the opportunity to clarify any matters.
- Make notes as soon as possible while they are fresh in the mind.
- Discuss what was observed with the Principal.
- Be prepared to take on board others comments and explanations.
- Reflect on what was observed and experienced.
- Write up the draft report for the board of directors, using the standard proforma, and share it with the principal and any staff involved before agreeing the final copy.
- Remember to communicate a personal 'thank you' to the teacher concerned.

10.5 The written report, using the standard proforma will include:

- Who made the visit, when and why.
- The purpose of the visit and observation.
- Who they met and what was observed.
- Any observations relevant to the functions and policies of the Board of Directors.
- Any positive comments.

## 11 Implementing the Code

- 11.1 There is an expectation that anyone serving as a director will adhere to this Code of Practice.
- 11.2 In the unlikely event of a serious breach of this Code of Practice, by behaving in a manner that would be inconsistent with the multi-academy ethos, the board of directors have the right to hold an individual directors to account (The board of governors should seek advice from the Diocesan Education Service).

Agreed / Adopted: October 2014

Reviewed: October 2015

Final copies distributed to: All Board of Directors, Clerk to Board of Directors, Clerk to Academy Committees, Chair of Academy Committees.

*N.B. This model code draws on a sample code published in 'Welcome to Governance' which was published by the National Governors' Council (note this is now part of 'The National Governors Association'). The model code also draws on a document produced by Warwickshire LA 'Warwickshire Advice on Partnership in Primary School Governance'. Other LA models have been considered including those published by Coventry and Sandwell LA.*

*An electronic copy is available on request from the DES or from our website.*

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