

Governors Code of Conduct

This code of conduct aims to set and maintain standards of conduct that we expect all governors to follow at Upham Primary School.

We aim to ensure that governors carry out their role with honesty and integrity, and help us to ensure our school is an environment where everyone is safe, happy and treated with respect.

The code is based on [the Governance Handbook](#) and the Department for Education's [guidance on the school governance regulations 2013](#). It should be read alongside our constitutional documents

Failure to follow the code of conduct may result in disciplinary action being taken.

Please note that this code of conduct is not exhaustive. If situations arise that are not covered by this code, governors will use their judgement and act in the best interests of the school and its pupils.

The GB aims to promote the school's vision which is:

The Christian values of love, care for others and a response to the needs of the world are part of the everyday ethos of our school. All members of our school, children, staff, parents and governors are encouraged to value and respect themselves and each other, the wider community and the environment.

As they grow in mind, body and spirit, our children have the confidence to be aspirational, open minded, independent and creative learners who enjoy their work and achieve in all aspects of their education in the caring, family community. Upham School aims to be welcoming and to provide a warm, secure learning environment where each child can develop their self-esteem; where expectations and attainment are high and work of quality is produced and all achievement is valued.

The 7 Nolan principles of public life

As governors, we will follow these [principles](#) set out by the government at all times. They apply to anyone who holds a public office:

- **Selflessness** – we will act in the public interest
- **Integrity** – we will not act or take decisions to gain financial or other material benefits for ourselves, our family, or our friends. We will declare any conflict of interests
- **Objectivity** – we will act and take decisions impartially, fairly, and on merit. We will use the best evidence and avoid discrimination or bias
- **Accountability** – we understand that we are accountable to the public for our decisions and actions. To make sure of this, we will be scrutinised where necessary
- **Openness** – we will act and take decisions openly and transparently. We will not withhold information from the public unless there are clear and lawful reasons for doing so
- **Honesty** – we will be truthful
- **Leadership** – we will actively promote and support the above principles and will challenge poor behaviour wherever it happens

Governors Responsibilities:

The governing body has the following core strategic functions:

Establishing the strategic direction, by:

- Setting and ensuring clarity of the vision, values, and objectives for the school
- Agreeing the school improvement strategy with priorities and targets
- Meeting statutory duties

Ensuring accountability, by:

- Appointing the headteacher
- Monitoring the educational performance of the school and progress towards agreed targets
- Appraisal of the headteacher and promoting the well-being of all staff.
- Engaging with stakeholders
- Contributing to school self-evaluation

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

Governors Individual Responsibilities

In order to do this effectively, as individuals we will:

- Set and maintain an ethos of high expectations for everyone in the school community, including in the conduct and the professionalism of the board itself
- Preserve and develop the character and religious ethos of Upham Primary School CE (A) Primary School
- Operate and make decisions in the best interests of pupils, informed by the views and needs of our key stakeholders (pupils, parents, staff, the local community, diocese and the local authority)
- Follow Upham Primary School's policies and procedures, and the procedures of the board as set out in the law, relevant legislation, statutory guidance, and the school's constitutional documents
- Fully cooperate with individual requests that are necessary to ensure organisational compliance, such as disclosure and barring checks.
- Understand and respect the distinction between the roles and responsibilities of the board and those of the Headteacher. Working collaboratively with the Headteacher and staff in the best interests of the school.
- Actively support and challenge the headteacher.
- Accept that we have no legal authority to act individually, except when the GB has given us delegated authority to do so, and therefore we will only speak on behalf of the GB when we have been specifically authorised to do so.
- Accept collective responsibility for all decisions made by the GB or its delegated agents. This means that we will not speak against majority decisions outside the GB meeting.
- 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.
- Encourage open governance and will act appropriately.
- Consider carefully how our decisions may affect the community and other schools.
- Be mindful of our responsibility to maintain and develop the ethos and reputation of our school. Our actions within the school and the local community will reflect this.
- In making or responding to criticism or complaints affecting the school we will follow the procedures established by the GB.
- When formally speaking or writing in our governing role we will ensure our comments reflect current school policy even if this might be different from 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.

Commitment

- We acknowledge that accepting office as a governor involves the commitment of significant amounts of time and energy.
- We will each involve ourselves actively in the work of the GB 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 to school arranged in advance with the staff and undertaken within the guidance and protocols of the Governors Visit Policy.
- We will seriously consider our individual and collective needs for training and development and will undertake relevant training to fill any gaps in the skills we need for effective governance and the requirements within the Governors Training Policy. Prioritising training in safeguarding on an annual basis.
- We accept that, in the interests of open governance, our names, terms of office, roles on the governing body, category of governor and the body responsible for appointing us will be published on the school's website.
- In the interests of transparency, we accept that information relating to governors will be collected and logged on the DfE national database of governors.
- We take responsibility for our [self-evaluation](#), regularly reviewing our board's performance, constitution and skillset

Relationships

- 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 governors, the clerk to the GB and school staff both in 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 ensuring appropriate conduct both at meetings and at all times.
- We are prepared to answer queries from other governors 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 headteacher, staff and parents, the diocese and the local authority and other relevant agencies and the community.

Confidentiality

- We will constantly be aware of confidentiality and safeguarding issues which may arise from the fact that Upham is a small school in a rural village community where governors may interact with pupils, parents and staff in a social setting.
- We will observe complete confidentiality regarding details of any GB Vote, 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 at all times when discussions regarding school business arise outside a GB meeting ***including social media.***
- We will practice good ICT security, keep personal data safe and support GDPR compliance

Conflict 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 GB'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 as a whole and not as a representative of any group, even if elected to the GB.
- We understand that the requirements relating to confidentiality will continue to apply after a governor leaves office.
- We understand that where responsibility has been delegated, the board as a whole remains accountable and that important decisions relating to core functions will be made by the full board
- We will comply with relevant guidance and legislation that sets out how we must manage our money, and procure goods and services
- We act with integrity and transparency when making financial decisions, and understand that our financial management and decision-making will be scrutinised and audited
- We will not accept bribes
- We will work to actively identify and manage risks to Upham Primary School.

We understand that potential or perceived breaches of this code will be taken seriously and that a breach could lead to formal sanctions as outlined in Appendix 1.

Adopted by: The Board of Governors of Upham C of E (A) Primary School on **18 September 2025**

Signed:

[Chair of Governors]

The governing body agrees that this code of conduct will be reviewed annually, upon significant changes to the law and policy or as needed and it will be endorsed by the full governing board.

Appendix 1

Breach of this code

If we suspect a governor has breached the code of conduct, we will follow this procedure:

- The Chair of Governors (CoG) will investigate urgently, if the CoG is the Governor suspected to breach the code, the Vice Chair will undertake the responsibility
- The CoG will hold a meeting with the governor to discuss the issue. The governor can bring a friend to the meeting. Another governor will attend to corroborate any decisions
- If the situation doesn't improve, or there is another suspected breach, we will take action to improve the issue. This may involve:
 - Further meetings with the chair to reset expectations, based on this code of conduct
 - Support, mentoring or training for the governor
 - Making sure the governor withdraws from votes connected to any disputes they have been involved in
- If there is no improvement in the governors' behaviour, the board will vote on a motion to suspend them for up to 6 months. This is a last resort and will not be used without the above steps being taken, except in exceptional circumstances

Governors may be suspended if they:

- Are a staff governor undergoing disciplinary proceedings at the school
- Are undergoing court or tribunal proceedings that would result in the governor being disqualified from holding office
- Have acted in a way that is inconsistent with the ethos or religious character of the school and has brought, or is likely to bring the school into disrepute
- Breach confidentiality

'Bringing the board into disrepute' may include, but is not limited to:

- Speaking out publicly against the school
- Being disrespectful to members of the school community
- Behaving inappropriately in a public forum, or on social media

We may approach the body who appointed the Governor to request their removal from office where:

- There have been repeated grounds for suspension
- There has been serious misconduct. We will determine what counts as serious misconduct based on the facts of the case, but it will include any actions that compromise the 7 principles of public life, if sufficiently serious
- They display repeated and serious incompetence
- They have engaged in conduct aimed at undermining fundamental British values
- Their actions are significantly detrimental to the effective operation of the board, or their actions interfere with the operational efficiency of the school