St. Anne's and Guardian Angels

Excellence Together with Christ at the Centre

Governors' Code of Conduct

CES MODEL CODE OF CONDUCT
FOR
DIRECTORS, GOVERNORS & LOCAL GOVERNORS

Approved by:	St Anne's and Guardian Angels Primary School Governing Body	**Date:** September 2026
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CES MODEL CODE OF CONDUCT
FOR
DIRECTORS, GOVERNORS & LOCAL GOVERNORS[1]

CODE OF CONDUCT

This Code of Conduct has been approved and adopted by the Governing Body for use by all Governors[2].

- **This document will be uploaded to the school's[3] website.**

- **Foundation Local Governors[4] are also required to sign a Declaration & Undertaking, a copy of which can be found as an appendix to this Code of Conduct.**

In this document:
The term **'Governing Board'** refers to the body with legal responsibility for conducting the School on behalf of the [Diocesan] [Religious Order][5] Trustees and includes: the governing body of a Catholic voluntary aided school, the board of directors of a Catholic academy trust company and the local governing body of a Catholic academy trust company.
The term **'Governor'** means a member of a Governing Board.
Where the term **'School(s)'** is used, it includes:

- voluntary aided schools;
- in the case of an academy, the Catholic academy trust company and all the academies within it;
- in the case of a federation, the federation and all the Schools within it; and
- Catholic Schools and academies more generally (as appropriate).

'Canon Law' is the code by which the Catholic Church regulates itself and in the context of this document refers to the Code of Canon Law 1983 and any Particular Law such as legislation of the Bishops' Conference, directives of the Diocesan Bishop and legislation of the School's Religious Order (if any).

THE ROLE OF THE GOVERNING BOARD
As a Governing Board, our overarching responsibility is to ensure that we comply with our legal and canonical duty to ensure that the Catholic character of the School is preserved and developed. This duty permeates everything that we do.

[1] This model code of conduct is suitable for use by directors of Catholic academy trust companies, governors of Catholic voluntary aided schools and local governors on local governing bodies of Catholic academies.
[2] Delete as appropriate.
[3] Delete as appropriate.
[4] Delete as appropriate.
[5] Delete as appropriate.

We understand that Foundation Governors are required, as the cornerstone of their role, to ensure this objective is achieved. However, ***all*** Governors have a duty to preserve and develop the Catholic character of the School in order to fulfil the objects set out in its governing documents.

(1) OUR THREE CORE STRATEGIC FUNCTIONS:

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

1. Ensure clarity of Catholic vision, ethos and strategic direction;

2. Hold the appropriate senior leadership to account for the educational performance and Catholic character of the School and its pupils; and for the internal organisation, management and control of the School, including the performance management of its staff; and

3. Oversee the financial performance of the School and make sure its money is well spent.

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 understand that Canon 806§2 requires that Catholic Schools are at least as academically distinguished as other schools in the area and that Governors should be mindful of this requirement in all that they do.

(2) ADHERENCE TO THE NOLAN PRINCIPLES, CATHOLIC SOCIAL TEACHING & THE CODE OF CANON LAW

In carrying out our functions we will adhere to the Seven Nolan Principles of Public Life:

- **Selflessness** – acting solely in terms of the public interest and not in order to gain financial or other material benefits for ourselves, our family or our friends.
- **Integrity** – taking all steps to not place ourselves under any financial or other obligation to outside individuals or organisations that might seek to influence us in the performance of our official duties.
- **Objectivity** – in carrying out public business, being impartial and making choices fairly and on merit.
- **Accountability** – acknowledging that we are accountable for our decisions and actions to the public and submitting ourselves to whatever scrutiny is appropriate to our office.
- **Openness** – being as open and transparent as possible about all the decisions and actions that we take and giving reasons for our decisions and restricting information only when the wider public interest clearly demands.
- **Honesty** – being truthful in everything we do and declaring any private interests relating to our public duties, and taking steps to resolve any conflicts arising in a way that protects the public interest.
- **Leadership** – at all times promoting and supporting these principles by our leadership and example.

Furthermore, we will abide at all times by the Church's social teaching, which is a rich treasury of wisdom about building a just society, and ensure that our School is imbued with the key themes that are at the heart of Catholic social tradition, namely:

- **Dignity**
- **Solidarity**
- **The common good**
- **The option for the poor**
- **Peace**
- **Care for creation**
- **The dignity of work and participation**

(3) WE AGREE TO OUR COLLECTIVE RESPONSIBILITIES AS FOLLOWS:

Role & Responsibilities

1. We will preserve and develop the Catholic character of the School and this responsibility will imbue all of our actions within, and through all aspects of, the School and the local community;
2. We will ensure that the School is conducted in accordance with its trust deed, which includes the provisions of:
   - **Canon law;**[6]
   - **The Religious Education Directory and Bishops' statements on religious education; [and]**
   - **Any directives issued by the Diocesan Bishop; [and]**
   - **[Any relevant Religious Order Documents][7].**
3. We will conduct the School in accordance with its [Articles of Association and Scheme of Delegation] [Instrument (and Articles) of Government and in particular its ethos statement][8];
4. We will support and implement the policies and procedures of the diocese (and religious order, if any), including the Diocesan Bishop's policies on education (including but not limited to religious education and any admissions guidance issued by the diocese) and the expectations of the Diocesan Bishops issued collectively, specifically the Bishops' Memorandum on the Appointment of Staff in Catholic Schools;
5. We will respond to the needs of the Catholic community as a whole as represented by the Diocesan Bishop, complying in all respects with diocesan requirements;
6. We will protect, promote and serve the diocese and religious order (if any) in the ministry of our role faithfully [and in particular in compliance with Diocesan Protocols for a committed working relationship][9];
7. We will consider not only the interests of the School, but the interests of other Catholic Schools and of Catholic education throughout the diocese;
8. We will undertake to discharge our duties with due care and diligence;
9. We will consider carefully how our decisions may affect the community and other schools;
10. We will attend relevant training including diocesan training, induction training and continuing professional development training, as required by the diocese or religious order (if any);
11. We understand the purpose of the Governing Board and our role and the role of senior leadership;

[7] Religious Orders should list the relevant documents here or delete this sentence. Dioceses can delete this sentence.
[8] Delete as appropriate.
[9] Delete for religious order schools or if the protocols have not been issued.

12. We accept that we have no legal authority to act individually, except when the Governing Board has given us delegated authority to do so, and therefore we will only speak on behalf of the Governing Board when we have been specifically authorised to do so;
13. We accept collective responsibility for all decisions made by the Governing Board or its delegated agents. This means that we will not speak against majority decisions outside of Governing Board meetings;
14. 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 which includes the promotion of staff wellbeing, we will strive to be an employer of choice;
15. In making or responding to criticism or complaints affecting the School, we will follow the procedures established by the Governing Board;
16. We will actively support and challenge the senior leadership;
17. We will uphold the reputation of the School, diocese, religious order (if any) and Catholic education as a whole at all times and to that end carefully consider and monitor our personal use of social media;
18. If we have been appointed as a Foundation Governor, we recognise and accept our responsibilities and we have signed the Declaration & Undertaking, a copy of which is attached as an appendix to this Code of Conduct. We have returned the signed copy to the clerk.

Commitment

1. We acknowledge that accepting office involves the commitment of significant amounts of time and energy;
2. We will each involve ourselves actively in the work of the Governing Board and accept our fair share of responsibilities, including service on committees or working groups;
3. We will arrive at meetings well prepared including reading all papers in advance;
4. We will make full efforts to attend all meetings and make positive contributions thereat, and where we cannot attend any meeting, we will explain in advance why we are unable to;
5. We will get to know the School well, and where appropriate to our appointment, we will positively respond to opportunities to involve ourselves in School activities;
6. Where appropriate to our role, we will visit the School, with all visits to the School arranged in advance with the staff and undertaken within the framework established by the Governing Board;
7. We will evaluate our effectiveness as a Governing Board by way of completing a skills audit and a self evaluation form on an annual basis, we will also ensure that our effectiveness is regularly externally reviewed;
8. We will consider seriously our individual and collective needs for continuous training and development as required by the diocesan education service and religious order (if any), and will undertake that relevant training and any mandatory training as may be required by law;
9. We accept that in the interests of transparency, our full names, date of appointment, terms of office, roles, attendance records, relevant business and pecuniary interests, category of Governor (where appropriate) and the body responsible for appointing us, will be published on the School's website and anywhere else as required by law.

Relationships

1. 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:

- faithfulness and integrity;
- dignity and compassion; humility and gentleness;
- truth and justice;
- forgiveness and mercy;
- purity and holiness;
- tolerance and peace;
- and service and sacrifice.

2. [We will comply with Diocesan Protocols for a committed working relationship[10]];
3. We will ensure that we continually communicate with and, where appropriate, seek support and guidance from the diocesan education service and any education officer appointed by the religious order (if any);
4. We will strive to work as a team in which constructive working relationships are actively promoted;
5. We will express views openly, courteously and respectfully in all our communications;
6. We will support the chair in ensuring appropriate conduct both at meetings and at all times;
7. We will be prepared to answer queries from others 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;
8. We will seek to develop effective working relationships with the diocese, religious order (if any), parish, the senior leadership, staff and parents, pupils, the local authority, other relevant agencies, and the local community.
9. We will follow the Equality Act 2010 and be fair and equitable in all that we do.

Confidentiality

1. We will observe confidentiality in all circumstances, in particular in relation to matters concerning specific members of staff or pupils, both inside and outside the School, unless there is a lawful requirement for disclosure;
2. We will exercise the greatest prudence at all times when discussions regarding the business of the School arise outside of Governing Board meetings;
3. We will exercise care and skill when communicating through social media;
4. We will not reveal the details of any Governing Board vote.

Conflicts of interest

1. We will always act in the best interests of the charitable objects set out in the governing documents of the School.
2. 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 Board'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.
3. We will also declare any conflict of loyalty at the start of any meeting should the situation arise.

[10] Delete for religious order schools or if the protocols have not been issued.

(4) BREACH OF THIS CODE

1. If we believe this code has been breached, we will promptly raise this issue with the Chair, consult with the diocese or religious order (if any) and determine the investigatory process (if any); the Governing Board will only use suspension and/or removal (which is at the absolute discretion of the Ordinary or religious superior for foundation appointments) as a last resort after seeking to resolve any difficulties or disputes in more constructive ways.
2. If we believe it is the Chair that has breached this Code, the Vice Chair, will investigate unless the Vice Chair is connected in which case another member of the Governing Board will be appointed to investigate.

Signed……

Dated…….

Acceptance of this Code is confirmed by signature annually by every Director / Governor / Local Governor (at the beginning of each academic year), but Directors / Governors / Local Governors are not released from their duties under the Code by any failure to so sign.

Signed copies of this Code from each Director / Governor / Local Governor should be retained by the Clerk.

E signatures are acceptable.

Foundation Directors / Governors / Local Governors are also reminded of the Declaration & Undertaking to be signed upon appointment and annually thereafter, which can be found as an appendix to this Code of Conduct.

A signed copy of the Declaration & Undertaking shall be provided to the clerk by Foundation Directors / Governors / Local Governors along with their signed copy of the Code.

Appendix

Foundation Director / Governor / Local Governor

Declaration & Undertaking †:

Foundation Directors/Governors/Local Governors are responsible for preserving and developing the Catholic character of the school/college/academy/academy trust company that they serve and for representing the educational policies of the [Diocesan Bishop] [Religious Superior]. By completing this Nomination Form you are agreeing to faithfully represent the [Diocesan Bishop's] [Religious Superior's] educational policies as communicated by his/her representatives.

I, [INSERT FULL NAME]

*am a practising Catholic (and I have read and understood the guidance provided by the [Diocese of [Diocese]] in this regard. If I have questions in relation to the guidance I have asked them and have received answers).

*am a Catholic Cleric in the Diocese of [Diocese] / a member of [Religious Order]

(*delete as applicable)

I wish to offer to serve [the Diocese of [Diocese]] [Religious Order] in the ministry of Foundation Director/Governor/Local Governor. I have read and understood the criteria for appointment set out [where] and, to the best of my knowledge am eligible for appointment. I confirm that I will inform the [Diocese] [Religious Order] in the event that I am no longer eligible for appointment.

In offering to serve as a Foundation Director/Governor/Local Governor [in the Diocese of [Diocese]], [for Religious Order], I undertake that I will serve the [Bishop of [Diocese]][Religious Superior] faithfully in this ministry. If appointed, I declare that I will be able and willing to give priority to my duties as a Director/Governor/Local Governor and will undertake to discharge those duties with due care and diligence. References to Diocese in these statements in relation to Religious Order schools relate to the Diocese in which the relevant school is situated.

I undertake:

- To preserve and develop the Catholic character of the school/college/academy or academy trust company to which I am appointed;
- To ensure that the school/college/academy or academy trust company is conducted in accordance with its trust deed, which includes the provisions of:
  - Canon law;
  - The Curriculum Directory and Bishops' statements on religious education; and
  - Any Diocesan directives relating to schools/colleges/academies/academy trust companies;
- To conduct the school/college/academy/academy trust company in accordance with its Instrument (and Articles) of Government or Articles of Association and in particular its ethos statement;
- To become familiar with, to support and implement the policies and procedures of the [Diocese of [Diocese]] [and the Religious Order], including the Bishop's policies on education, including religious education, and the directives issued by the Bishops collectively, specifically the Bishops' Memorandum on the Appointment of Staff in Catholic Schools and the Admissions Guidance, and to represent those policies and directives to the Board of Directors/Governing Body/Local Governing Body;

- To consider not only the interests of the individual school/college/academy/academy trust company, but the interests of other Catholic schools/colleges/academies/academy trust companies and of Catholic education throughout the Diocese;
- To respond to the needs of the Catholic community as a whole as represented by the Bishop of [Diocese] [and the Religious Superior];
- To attend relevant training including Foundation Director/Governor induction training, as soon as possible; and
- In all actions, to serve as a witness to the Catholic faith.

I declare that I am not disqualified by law from appointment as a Director/Governor. I confirm that I agree to Disclosure and Barring Service checks being made on me or any subsequent checks that may be required by law or good practice. I understand that any refusal to do so will result in the termination of any appointment.

I consent to the information given on this form and other information collected with it being held and processed by [the Diocese of [Diocese]] [Religious Order], including the sharing of data with third parties where required, in accordance with the [Diocesan] [Religious Order] privacy policy which can be found [where]. I confirm that I have read the privacy policy issued by [the Diocese of [Diocese]] [the Religious Order], which sets out how my personal information will be collected, shared and used.

I undertake that I shall tender my resignation as a Foundation Director/Governor/Local Governor if my circumstances change so as to contravene the [Diocesan] [Religious Order] eligibility criteria or expectations at any time during my time in office or if, in the opinion of the [Ordinary] [Religious Superior], my resignation would be in the best interests of Catholic education.

I understand and accept that the appointment and removal of Foundation Directors/Governors/Local Governors is at the absolute discretion of the [Ordinary] [Religious Superior] and that, because of the nature of the decision-making process, the [Ordinary] [Religious Superior] will not normally be able to engage in any discussion or correspondence with me and/or any third party where my nomination does not result in my appointment.

Signed……

Dated…….

† This is a copy of the standard Declaration / Undertaking that was required from foundation directors / governors / local governors on appointment, as set out in the Nomination Form.

This Declaration should be signed by every foundation director / governor / local governor annually and copies retained by the Clerk. E-Signatures are acceptable.