NEO — Governor Code of Conduct

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Document	Governor Code of Conduct — members of the NEO board
Version	v10.26
Operating entity	Nudge Education Ltd (Company Number 10192753)
Owner	Proprietor / Chair of the NEO board
Approved	Adopted by the NEO board on 8 October 2026; individual signed copies held by the Head of School
Review	Annually (October), or sooner if regulatory change requires it
Applies to	All members of the NEO board, including the Proprietor's representative and any co-opted member

1. Introduction

This Code of Conduct sets out the expectations, commitments and standards of behaviour required of every member of the NEO board, so that the board can carry out its work effectively and with integrity.

NEO (Nudge Education Online) is a fully online alternative provision for learners aged 11–18, operated by Nudge Education Ltd. NEO is not a DfE-registered independent school and is not subject to Independent Schools Inspectorate (ISI) inspection. NEO is pursuing accreditation under the Department for Education's Online Education Accreditation Scheme (OEAS), under which provision is

quality-assured through Ofsted inspection against the online education standards. NEO serves young people who have been unable to access mainstream education, through a relational, trauma-informed and neurodivergent-affirming pedagogy.

Nudge Education Ltd, as Proprietor, holds legal responsibility for NEO. The NEO board is the governance body through which the Proprietor exercises oversight: it advises, scrutinises and holds the Head of School to account, within the Scheme of Delegation. In this Code, "governor" means any member of the NEO board, including the Proprietor's representative.

By signing this Code, each governor confirms their understanding of, and commitment to, the principles and responsibilities set out below.

2. The Seven Principles of Public Life (Nolan Principles)

All governors agree to uphold the Seven Principles of Public Life, established by the Committee on Standards in Public Life (1995). These principles form the ethical foundation of NEO's governance and apply to everyone who holds a position of trust in education.

Selflessness — Governors act solely in the interests of learners and NEO. They do not use their position to gain financial or other material benefit for themselves, their family or their associates.

Integrity — Governors do not place themselves under any financial or other obligation to outside individuals or organisations that might seek to influence them in the performance of their duties. They declare and resolve any interests and relationships.

Objectivity — In all decisions — including appointments, contracts and recommendations — governors act impartially, fairly and on merit, using the best available evidence and without discrimination or bias.

Accountability — Governors are accountable for their decisions and actions to the Proprietor, the NEO community, commissioning local authorities and regulatory bodies, and submit themselves to whatever scrutiny is appropriate to their role.

Openness — Governors are as open as possible about the decisions and actions they take. They give reasons for their decisions and restrict information only where the wider interest or learner welfare clearly demands it.

Honesty — Governors declare any private interests relating to their governance duties and take steps to resolve any conflict in a way that protects the interests of learners.

Leadership — Governors promote and support these principles by leadership and personal example, and are willing to challenge poor behaviour wherever it occurs.

3. Upholding the NEO ethos

NEO is built on a relational, trauma-informed and neurodivergent-affirming approach to education. Its pedagogy is grounded in six Cornerstones: Connection, Movement, Creativity, Reflection, Rest and Nutrition. NEO describes itself as a greenprint — a living design that grows with evidence — rather than a fixed blueprint. As governors, we commit to:

- Acting in line with NEO's ethos and founding values at all times.
- Supporting the co-creation of systems rooted in care, transparency and learner agency.
- Putting the safety, dignity and wellbeing of every learner first in every decision.
- Championing inclusive, neurodivergent-affirming practice in governance and oversight.
- Recognising the particular context of online provision and the needs of learners who have been unable to attend mainstream school.
- Using NEO's language: learners, not students; Practitioner-Mentors as mentors and points of contact, with Qualified Educators delivering live lessons.

4. Fulfilling our role and responsibilities

1. We accept that our role is strategic. We focus on governance and oversight and do not involve ourselves in the day-to-day operational management of NEO.

2. We fulfil our roles and responsibilities as set out in the NEO Scheme of Delegation and the board's terms of reference.
3. We adhere to NEO's published policies and to the law and guidance that apply to NEO, including the OEAS online education standards and Keeping Children Safe in Education (currently the 2026 edition).
4. We work collectively for the benefit of NEO and its learners.
5. We are candid, constructive and respectful when holding the Head of School and senior leaders to account.
6. We consider how our decisions affect NEO, its learners and families, commissioning local authorities and the wider community.
7. We stand by the decisions the board makes collectively, and we record dissent where it is held.
8. Where decisions or actions conflict with the Seven Principles of Public Life or may place learners at risk, we speak up and, where necessary, bring the matter to the attention of the Proprietor or the relevant authorities.
9. We speak or act on behalf of the board only where we have the authority to do so.
10. We do not discriminate against anyone and we work to advance equality of opportunity for all.

5. Demonstrating our commitment to the role

1. We involve ourselves actively in the work of the board, accept our fair share of responsibilities, and serve on working groups where required.
2. We make every effort to attend all meetings and, where we cannot, we explain in advance.
3. We arrive at meetings prepared, having read the papers in advance, ready to contribute and to observe protocol.
4. We take part in induction, training and ongoing development so that our individual and collective knowledge stays current, including safeguarding training appropriate to a governance role.
5. We familiarise ourselves with NEO's curriculum, pedagogy, safeguarding arrangements and online delivery model.
6. We engage with NEO's digital platforms and attend virtual governance sessions as the primary mode of engagement, reflecting the online nature of the provision.

6. Building and maintaining relationships

1. We develop effective working relationships with the Proprietor, the Head of School and senior leaders, staff, parents and carers, commissioning local authorities and other stakeholders.
2. We express views openly, courteously and respectfully in all communication with fellow governors and staff, inside and outside meetings.
3. We work to create an inclusive environment in which every governor's contribution is valued equally.
4. We support the Chair in leading the board and ensuring appropriate conduct.

7. Respecting confidentiality

1. We observe complete confidentiality, inside and outside NEO, on matters deemed confidential or concerning individual staff, learners or families.
2. We do not reveal the details of any board vote.
3. We hold confidential papers securely and dispose of them appropriately.
4. We maintain confidentiality after we leave the board.
5. We understand that NEO works with vulnerable young people and that learner data is particularly sensitive. Board papers contain counts and aggregates, not individual learner information. We treat any learner information we do receive with the highest level of care, in accordance with UK GDPR, the Data Protection Act 2018 and the ICO Children's Code.
6. We never ask for, and never share, lesson transcripts or any other learner-level safeguarding material; these are held by the Designated Safeguarding Lead and used only for safeguarding, quality assurance and training.

8. Declaring conflicts of interest and transparency

1. We declare any business, personal or other interest in connection with the board's business and keep the register of interests up to date, including any directorship, shareholding or employment with Nudge Education Ltd or a related company.
2. We declare any conflict of loyalty at the start of a meeting should the need arise.

3. If a conflicted matter arises in a meeting, we offer to leave for the duration of the discussion and any subsequent vote, and the minutes record this.
4. We act in the best interests of NEO as a whole and not as a representative of any particular group.
5. We accept that, in the interests of open governance and the OEAS provision-of-information standards, our roles, dates of appointment, terms of office, attendance and relevant business and pecuniary interests may be published on NEO's website.

9. Safeguarding and learner welfare

As governors of a provision serving vulnerable young people online, we recognise a heightened responsibility for safeguarding. We commit to ensuring that:

- NEO has regard to Keeping Children Safe in Education (currently the 2026 edition), the Prevent duty and all relevant safeguarding legislation and guidance.
- A Designated Safeguarding Lead is in post at all times, with deputy cover and supervision, and that the DSL has the time, training and authority to carry out the role.
- The child protection and safeguarding policy and its NEO addendum are reviewed at least annually and whenever guidance changes.
- Filtering and monitoring arrangements are reviewed for effectiveness at least once every academic year, led by the senior leader responsible with the support of the DSL and technical staff, and that the board sees the record of that review.
- Safer recruitment practice is followed for all staff and educators, with a single central record maintained and enhanced DBS checks in place before appointment.
- We complete safeguarding training appropriate to our governance role and keep it up to date.
- All concerns about learner welfare are taken seriously, recorded and escalated appropriately, and that the board receives safeguarding reports as counts, themes and actions — never as identifiable cases.

10. Data protection, online safety and AI

1. We abide by NEO's Online Safety and Acceptable Use Policy, Data Protection and Information Security Policy and Artificial Intelligence Policy when using NEO systems and accounts for governance matters.
2. We delete or destroy downloaded or printed papers once no longer required, in line with NEO's retention schedule.
3. We use the designated NEO channels for all electronic communication about governance matters.
4. We do not enter board papers, learner information or confidential material into AI tools outside NEO's approved, governed systems.
5. We do not post comments about NEO on social media and we uphold NEO's reputation in private communication, including on social media.

11. Ceasing to be a governor

The requirements relating to confidentiality continue to apply after a governor leaves the board. All NEO documents, data and account access must be returned, revoked or securely destroyed on departure.

12. Breach of this Code

Serious or repeated breaches of this Code may lead to suspension or removal from the board by the Proprietor. Concerns about a governor's conduct should be raised with the Chair, or with the Proprietor where the concern relates to the Chair. Concerns that an adult poses a risk to children follow the Managing Allegations Against Staff Policy and are reported to the DSL and, where appropriate, the LADO.

Related documents

- NEO Scheme of Delegation and board terms of reference
- Register of Interests
- Child Protection and Safeguarding Policy (with NEO addendum)
- Online Safety and Acceptable Use Policy; Artificial Intelligence Policy
- Data Protection and Information Security Policy; Privacy Notice for Learners
- Managing Allegations Against Staff Policy; Whistleblowing Policy
- Appeals and Complaints Policy

Declaration

I have read and understood this Code of Conduct. I agree to abide by it and to uphold the Seven Principles of Public Life in my role as a governor of Nudge Education Online.

Name (print): _____ Role on the board: _____

Signature: _____ Date: _____