

Council of Governors Code of Conduct

1. Introduction

The purpose of this Code is to provide clear guidance on the standards of conduct and behaviour expected of all Governors, both elected and appointed, serving on Nottinghamshire Healthcare NHS Foundation Trust's (hereafter referred to as "the Trust") Council of Governors. The Code shall apply at all times when governors are undertaking the business of or representing the Trust.

Together with the Code of Conduct for Directors, the Trust's Constitution, Standing Orders & Standing Financial Instructions and Monitor's Code of Governance, this Code forms part of the overall framework designed to promote and ensure the highest possible standards of conduct and behaviour within the Trust.

The Trust's Constitution is the governance framework which details the way in which the Trust operates. It outlines the qualification and disqualification criteria for Governors, and sets out the Governor role and responsibilities - it is strongly recommended that Governors familiarise themselves with its content.

Governors are required to give an undertaking that they will comply with the provisions of this Code. Failure to comply with the Code may result in disqualification from office in accordance with the provisions of the Constitution.

Should further advice or clarification be required in relation to any aspect of this Code or its application, the Company Secretary should be consulted.

2. Principles of Public Life

The principles underpinning this Code of Conduct are drawn from the Nolan 'Seven Principles of Public Life' as follows:

- **Selflessness:** Holders of public office should act solely in terms of the public interest: they should not do so in order to gain financial or other benefits for themselves, their family or their friends.
- **Integrity:** Holders of public office should 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 official duties.
- **Objectivity:** In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit.
- **Accountability:** Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.
- **Openness:** Holders of public office should be as open as possible about all the decisions and actions they take: they should give reasons for their decisions and restrict information only when the wider public interest clearly demands.

- **Honesty:** Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.
- **Leadership:** Holders of public office should promote and support these principles by leadership and example.

3. Corporate vision & values

Governors in undertaking their role shall abide by and promote the Trust's **POSITIVE** values and culture as set out within the Trust's Strategy:

People: are central to everything we do

Openness: we listen to and act on what people tell us; we are open to challenge; we value honesty and transparency

Safety: we put safety first in everything we do

Involvement – we work collaboratively with all our key stakeholders, including patients, carers, staff, volunteers and partners

Trust: we are trustworthy and act with integrity

Innovation: we use research, technology and global best practice to improve outcomes and lead the way

Value: we value care, compassion, respect, dignity and diversity

Excellence is our standard

4. Qualifications for office:

Governors must continue to comply with the qualification criteria required to hold elected or appointed office throughout their period of tenure, as detailed within the Constitution.

It is the individual Governor's responsibility and duty to inform the Company Secretary of any changes in circumstances that may disqualify him / her from continuing in office.

All Governors will be required to be Disclosure and Barring Service (DBS) checked as part of their appointment with repeat and or enhanced checks undertaken as considered necessary.

5. Role and Function of the Council of Governors:

The general duties of the Council of Governors as set out in the Health and Social Care Act 2012 are:

- to hold the non-executive directors of the Trust individually and collectively to account for the performance of the Board of Directors, and
- to represent the interests of the members of the Trust as a whole and of the wider public.

The role is set out in detail in the Constitution, Standing Orders, Monitor (NHS Improvement) Code of Governance and is further addressed in Monitor's (NHS Improvement) guidance for Governors.

In undertaking its work the Council of Governors must at all times take due account of and respect the statutory duties and liabilities of the Board of Directors and individual directors including those of the Chief Executive as Accountable Officer.

6. Personal conduct:

Governors are expected to conduct themselves in a manner that reflects positively on the Trust and not to conduct themselves in a manner that could reasonably be regarded as bringing their office and or the Trust into disrepute. This shall include:

- actively supporting the agreed vision and aims of the Trust to ensure the interests of the community served by the Trust are appropriately represented;
- being an ambassador for the Trust acting in a manner that reflects positively on and in the best interests of the Trust at all times;
- accepting responsibility for their actions;
- contributing to the work of the Council of Governors in order for it to fulfil its role as defined in the Constitution;
- recognition that the role of a Governor is a collective one. Governors must exercise collective decision making on behalf of constituents and stakeholders;
- recognition that the Trust is an apolitical organisation;
- recognition that, if a member of any trade union, political party or other organisation, they will not be representing those organisations (or the views of those organisations), but will be representing the constituency or organisation who elected / nominated them;
- supporting the Chief Executive of the Trust in his / her duties as Accounting Officer, to the Independent Regulator, the commissioners and the public, in terms of fully declaring and explaining use of resources and the performance of the Trust;
- acknowledging that, other than when attending meetings and events as a Governor, Governors will have no rights or privileges over any other member of the Trust;
- recognition that the Council of Governors has no managerial remit within the Trust;
- adherence to good practice in respect of the conduct of meetings; this shall include basic disciplines and courtesies eg. not using mobile devices in meetings, listening to all points of view and valuing everyone's contribution.
- valuing and respecting Governor colleagues, Directors and all members of staff;
- ensuring that no-one is discriminated against because of their religion, belief, race, colour, gender, marital status, disability, sexual orientation, age, social or economic status or national origin;
- ensuring compliance with Trust policies and procedures;
- attendance at meetings of the Council of Governors, development sessions and training events on a regular basis in order to fulfil the role (The Constitution sets out a process by which regular non-attendance can be addressed)

- o ensuring the timely submission of apologies for meetings when unable to attend

7. Confidentiality:

Governors have a duty to respect the confidentiality of patients, carers and staff and the information they are exposed to as a result of their membership of the Council of Governors.

Governors must comply with the Trust's confidentiality policies and procedures including associated training requirements and must not disclose any confidential information, except in specified lawful circumstances.

Nothing said in this code precludes Governors from making a protected disclosure within the meaning of the Public Disclosure Act 1998. The Trust's Company Secretary should be consulted for guidance.

Disclosure of confidential information will result in the termination of membership of the Council of Governors.

8. Register of interests:

Governors are required to register all relevant interests in the Trust's Register of Governor Interests in accordance with the provisions of the Constitution.

A Declarations of Interest proforma shall be completed by each Governor on election / appointment and thereafter on an annual basis. **It is the responsibility of each Governor to provide an update to their register entry if their interests change.** Failure to register a relevant interest in a timely manner may constitute a breach of this Code.

The Register of Governor Interests will be a public document and will be disclosable upon request.

10. Conflicts of interest:

Governors should at all times be honest and act with the utmost integrity, probity and objectivity and in the best interests of the Trust in performing their duties.

Governors have a duty to avoid a situation in which they have a direct or indirect interest that conflicts or may conflict with the interests of the Trust. Governors must not accept a benefit from a third party by reason of being a governor or doing (or not doing) anything in that capacity. Governors must not offer a benefit to a third party by reason of being a governor for doing (or not doing) anything in that capacity.

Governors must declare the nature and extent of any interest at the earliest opportunity. If such a declaration proves to be, or becomes, inaccurate or incomplete, a further declaration must be made. It is then for the Chair to advise whether it is necessary for the Governor to refrain from participating in discussion of the item or withdraw from the meeting. Failure to comply is likely to constitute a breach of this Code and of the Constitution.

11. Meetings:

Governors have a responsibility to attend Council of Governors meetings, other activities of the Council of Governors and to fulfil training requirements.

Whilst attendance is expected, it is recognised that situations can arise which prevent attendance. In these situations, apologies shall be submitted to the Governor Support & Development Officer as soon as possible in advance of the meeting / event concerned.

Persistent absence from Council of Governors meetings without good reason deemed satisfactory by the Council, shall present grounds for removal from the Council of Governors in accordance with the provisions of the Trust's Constitution.

12. Training & development:

Training and development is essential for Governors, as it is for all staff, in enabling and ensuring effective performance of their role. The Trust is committed to providing appropriate training and development opportunities to meet this need.

Governors are expected to undertake / participate in training and development as identified to be appropriate including induction, e-learning packages (eg. Information Governance) and internal / external training and network events.

13. Communication:

With regard to the media, Governors shall seek the advice of the Trust's Head of Communications before making comment to or responding to the media.

14. Reporting of breaches of the Code of Conduct

All Governors have a duty to report suspected breaches of this Code of Conduct to the Company Secretary or Chair of the Council of Governors.

15. Interpretation & concerns:

Questions and concerns about the application of the Code should be raised with the Company Secretary.

For the avoidance of doubt, at meetings the Chair will be the final arbiter of the interpretation of this Code.

16. Review and revision of the Code:

The Company Secretary will in conjunction with the Council of Governors periodically undertake a review of the Code to ensure it remains fit for purpose and to recommend amendments. The Code may be altered only with the approval of the Board of Directors.

Changes may not be made, which would make this Code inconsistent with the provisions of the Trust's Constitution.

DECLARATION:

I (INSERT NAME) agree to abide by the Code of Conduct of the Council of Governors of Nottinghamshire Healthcare NHS Foundation Trust.

Signature

Date

