

## Council of Governors Code of Conduct

### 1. Introduction

- 1.1 This code sets out appropriate conduct for Governors and addresses both the requirements of Office and their personal behaviour.
- 1.2 The code compliments the Trust's constitution. The code should be read in conjunction with any relevant documents issued by Monitor (NHS Improvement). The Trust's constitution embodies the legal requirements for Governors.
- 1.3 Members of the Trust seeking election to the Council of Governors will be required to sign a declaration to confirm that they will comply with this code in all respects and that they support the Trust's objectives.
- 1.4 Should further advice or clarification be required in relation to any aspect of this Code or its application, the Trust Secretary should be consulted.

### 2. Principles of Public Life

- 2.1 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 and Values

3.1 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:

**P eople:** are central to everything we do

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

**S afety:** we put safety first in everything we do

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

**T rust:** we are trustworthy and act with integrity

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

**V alue:** we value care, compassion, respect, dignity and diversity

**E xcellence** is our standard

### 4. Qualifications for office:

4.1 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.

4.2 The Trust Secretary must be advised of any changes in circumstances that may disqualify a Governor from continuing in office. Examples of this would include a Public Governor becoming an employee of the Trust or a Staff Governor leaving the employment of the Trust.

4.3 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 appropriate.

### 5. Role and Function of the Council of Governors:

5.1. Governors must:

- Act in the best interest of the Trust and its members;
- Contribute to the workings of the Council of Governors in order for it to fulfil its role and function as defined in the Trust Constitution;
- Recognise that their role is a collective one. Governors exercise collective action on behalf of all patients, members, local public and staff;
- Abide by the Nolan Principles.

5.2. 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.
- 5.3 The detail of 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.
- 5.4 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:**

- 6.1. Governors are required to adhere to the highest standards of conduct in the performance of their duties. In respect of their inter-action with others, they are required to:
- Adhere to good practice in respect of the conduct of meetings and respect the views of other Governors;
  - Be mindful of conduct which could be deemed to be unfair or discriminatory;
  - Treat the Board of Directors and other employees with respect and in accordance with the Trust's policies;
  - Recognise that the Governors and Trust managers have a common purpose e.g. the success of the Trust and adopt a team approach;
  - Governors must conduct themselves in such a manner as to reflect positively on the Trust. When attending external meetings or any other events at which they are present it is important for Governors to be ambassadors for 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;
  - Adhere to good practice in respect of the conduct of meetings; this shall include basic disciplines and courtesies e.g. not using mobile devices in meetings, listening to all points of view and valuing everyone's contribution;
  - Attend meetings of the Council of Governors, development sessions and training events on a regular basis in order to fulfil the role;
  - Comply with relevant Trust policies and procedures.

## **7 Accountability:**

- 7.1 Governors are accountable to the membership and should demonstrate this by attending Annual Members' meetings and other key events, which provide opportunities to interface with the membership.

## **8 Confidentiality:**

- 8.1 All Governors are required to respect the confidentiality of the information they are made privy to, as a result of their Membership of the Council of Governors.

## **9 Conflicts of interest:**

- 9.1 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.
- 9.2 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.
- 9.3 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.

## **10 Meetings:**

- 10.1 Governors have a responsibility to attend meetings of the Council of Governors. When this is not possible they should submit an apology to the Trust Secretary in advance of the meeting.
- 10.2 In accordance with the Constitution, if a Governor fails to attend three consecutive Council of Governor meetings his or her Tenure of Office is to be reviewed by the Council of Governors .
- 10.3 Governors are expected to attend for the duration of the meeting.

## **11 Training & development:**

- 11.1 Training is essential for Governors, in respect of the effective performance of their role. Governors are required to adhere to the Trust's policies. Failure to undertake essential training may preclude the individual Governor from remaining in office.

## **12 Visits to Trust premises:**

- 12.1 When Governors wish to visit the premises of the Trust in a formal capacity, [as opposed to individuals in a personal capacity], the Governor shall liaise with the Trust Secretary to make the necessary arrangements. Governors will not attend Trust sites unaccompanied (i.e. without a Non-Executive Director or Executive Director)

## **13 Interpretation & concerns:**

- 13.1 Questions and concerns about the application of the Code should be raised with the Trust Secretary.
- 13.2 For the avoidance of doubt, at meetings the Chair will be the final arbiter of interpretation of the Code.

## **14 Governor Expenses:**

- 14.1 Governors are not paid for their time but may claim expenses for costs which are incurred whilst performing their Governor role. Expenses incurred should be pre-approved by the Governor Support Office and planned in advance to minimise expenses. All methods of engagement should be considered and face to face meetings kept to a minimum. Governors are encouraged to maximise on visits which take place through the NED visit scheme as an opportunity to engage with patients, carers and staff around their views.
- 14.2 The Trust is keen to reduce its carbon footprint and is continually mindful of the use of public monies on what may be considered to be unnecessary expenditure.

## **15 Non-Compliance with the Code of Conduct**

- 15.1 Non-compliance with the Code of Conduct may result in action being taken as follows:
- Where misconduct takes place, the Chair shall be authorised to take such action as may be immediately required, including the exclusion of the person concerned from a meeting.
  - If a Governor is considered to have acted in a manner inconsistent with the Code of Conduct the Governor may be removed from the Council of Governors by resolution approved by not less than two thirds of the remaining Governors present and voting at a General Meeting of the Council of Governors.
  - This Code of Conduct does not limit or invalidate the right of the Governor or the Trust to act under the Constitution.

## **16 Review and revision of the Code:**

- 16.1 The Trust 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. Whilst the Council of Governors retain overall ownership of the Code, it may be altered only with the endorsement of the Board of Directors.
- 16.2 Changes may not be made, which would make this Code inconsistent with the provisions of the Trust's Constitution.

### CODE OF CONDUCT DECLARATION

In undertaking the role of Governor of this NHS Foundation Trust all Governors shall sign the following declaration:

I ..... (Print name) agree to abide by the Code of Conduct for Governors of Nottinghamshire Healthcare NHS Foundation Trust and agree that I will:-

- a) Seek to ensure that my fellow Governors are valued as fellow colleagues and that their views are both respected and considered;
- b) Accept responsibility for my own actions;
- c) Show my commitment to working as a team member by working with all my colleagues in the NHS and the wider community;
- d) Seek to ensure that the membership of the constituency I represent is properly informed and given the opportunity to influence services;
- e) Seek to ensure that no one is discriminated against because of their religion, belief, race, colour, gender, marital status, disability, sexual orientation, age, social and economic status or national origin;
- f) Comply with the constitution;
- g) Respect the confidentiality of individual patients;
- h) Not knowingly make or permit, any untrue or misleading statement relating to my own duties or the functions of the Trust;
- i) Always contact the Head of Communications before giving a response to a question from the media;
- j) Support and assist the Accountable Officer of the Trust in his/her responsibility to answer to the Regulator, commissioners and the public for the performance of the Trust.

And further that If I am a member of any trade union, political party or other organisation, I recognise that I must declare this fact and that I will not be representing those organisations (or the views of those organisations) but will be representing the constituency (public or staff) that elected me.

**Signature:** .....

**Date:** .....