Ashford and St. Peter's Hospitals NHS
NHS Trust

TRUST BOARD
30th September 2010

TITLE	**Foundation Trust Governance arrangements**
SUMMARY	The Board has previously agreed a Draft Constitution. There is now an opportunity to review discrete elements of the Constitution prior to formal agreement and incorporation into the Terms of Authorisation. Following further consideration, it is now proposed to amend the Constitution so that there is an equal number of Executive and Non-Executive Directors plus a Non Executive Chairman. An overarching document has been drafted setting out various roles and responsibilities covering both the Board and the Council. This has been structured so that elements may be accessed as stand-alone documents (E.g. Code of Conduct for the Board) These documents are presented to the Board for agreement.
BOARD ASSURANCE (Risk) / IMPLICATIONS	Monitor's Code of Governance requires certain documents /statements to be made by the Trust. BAF risk 3.1 Foundation Trust status
STAKEHOLDER / PATIENT IMPACT AND VIEWS	The draft Governance documents have been presented to the Foundation Trust Project Board and were then reviewed in Board seminar mode.
EQUALITY AND DIVERSITY ISSUES	None known
LEGAL ISSUES	Conforms with the requirements of the NHS Act 2006 and the Monitor Code of Governance 2010.
The Trust Board is asked to:	1. Agree the changes to the Constitution 2. Consider and approve 3 documents. I. FT Governance Roles Framework Statement

II. Code of Conduct for FT Board members

3. Note the progress on defining the Role and Responsibilities of the Council

Submitted by:	Jane Gear Head of Corporate Affairs on behalf of Aileen McLeish, Chairman
Date:	16 September 2010
Decision:	For Approving

Ashford and St. Peter's Hospitals NHS
NHS Trust

TRUST BOARD
30th September 2010

Foundation Trust Governance

1 Introduction

This document proposes a number of changes to the Constitution and also presents 3 governance documents for agreement.

Once the Constitution is agreed it forms part of the Terms of Authorisation and can only be altered following agreement by the Board (having consulted the Council) and approval by Monitor.

2 Legal Compliance

Monitor will test that the Constitution is legally compliant. This will include reference to :

- The NHS Act 2006
- The Model Constitution and divergence from this.
- Monitor's Code of Governance

2.1 The NHS Act 2006

The Act states: A public benefit corporation has a Board of Directors.

The Board consists of
(a) executive directors one of whom is the Chief Executive (and accounting officer) and another the Finance Director
(b) non executive directors , one of whom is the chairman

One of the executive directors must be a registered medical practitioner or dentist and another must be a registered nurse or midwife.

The Act gives no further framework for the size and composition of the Board.

This is effectively replicated in the wording of the Model Constitution provided to all aspirant Foundation Trusts.

2.2 Monitor's Code of Governance 2010

This states:

'A.3.2: at least half of the Board of Directors, excluding the Chairman, should comprise Non-Executive Directors determined by the Board to be independent.'

With the current draft Constitution the Trust would be required to 'comply or explain' this divergence. The Guide to Applicants does

however give specific guidance (Appendix B8) that if a trust did not have more Non-Executive Directors including the Chairman, then the Chairman should have the casting vote. This is the current position in the draft Constitution.

3 Ashford and St Peter's Hospitals Draft Constitution

In agreeing the wording in the current draft Constitution , the Board considered

The guidance detailed above
The circumstances of the Trust at that time
Advice from the Trust's legal advisors.

The Board's considered view was that the wording of the Constitution should be (Para. 20):-

'The Board of Directors is to comprise:

- a Non-Executive Chairman
- Up to 6 other Non-Executive Directors (excluding the Chairman; and
- Up to 7 Executive Directors.

One of the Executive Directors shall be the Chief Executive.
The Chief Executive shall be the Accounting Officer.
One of the Executive Directors shall be the Finance Director.
One of the Executive Directors is to be a registered medical practitioner or a registered dentist (within the meaning of the Dentists Act 1984).
One of the Executive Directors is to be a registered nurse or a registered midwife

The number of Executive Directors may be increased to 7 provided always that at least half the Board including the Chairman comprises Non Executive Directors. In the event of parity of the Board of Directors between the Non Executive Directors and the Executive Directors including the Chairman, the Chairman will have the casting vote.'

During August, initial discussions have taken place with Monitor as part of the assessment process, and Monitor's representatives have agreed that it is acceptable for the Trust to reconsider aspects of the Constitution prior to final review and agreement by Monitor.

Earlier in the year the Board agreed to a restructuring of the Executive Team portfolios part of which re-aligned the marketing and development focus more strongly to the operational structure. This has resulted in the reduction of one Director post.

It is therefore opportune to review the composition of the Board once we become a Foundation Trust.

It is now PROPOSED that the following composition replaces the current draft:

The Board of Directors is to comprise:

- A Non-Executive Chairman
- Up to 6 other Non-Executive Directors (excluding the Chairman); and
- Up to 6 Executive Directors.
- One of the Executive Directors shall be the Chief Executive.
- The Chief Executive shall be the Accounting Officer.
- One of the Executive Directors shall be the Finance Director.
- One of the Executive Directors is to be a registered medical practitioner or a registered dentist (within the meaning of the Dentists Act 1984).
- One of the Executive Directors is to be a registered nurse or a registered midwife

The operation of 20.xx above shall be such that at all times, at least half of the Board of Directors, excluding the Chairman, shall be Non Executive Directors.

4 Standing Orders

Standing Orders form part of the Constitution and can therefore only be amended by agreement with Monitor.

They currently identify the Trust Executive Committee as a Board sub committee; this is not technically correct; it is an operational delivery committee chaired by the Chief Executive.

It is therefore RECOMMENDED that it be removed as a standing committee of the Board. However, the minutes will still be presented to the Board for information.

5 Governance Framework

It is proposed to have an overarching Foundation Trust Governance Framework with a number of linked documents which interrelate but for certain purposes will be used as stand-alone documents. These include:

Document 1 : Foundation Trust Governance Framework Statement (attachment A)

Document 2 : Code of Conduct for Foundation Trust Board Members (attachment B)

Document 3 : Code of Conduct for Council of Governors (attachment C)

Document 4 : Role and Responsibilities of the Council

The rationale for developing these documents was as follows:

> Monitor's Code of Governance 2010 says at A.1.10 The Board should operate a **Code of Conduct.** (To be addressed by Document 2 above)
>
> Monitor's Code of Governance 2010 says at A.2.1 The **division** of responsibilities between the **Chair and Chief Executive** should be set

out in writing and agreed by the Board. (To be addressed by Document 1 above)

Monitor's Code of Governance 2010 says at B.1.4. The **roles and responsibilities of the Council** should be set out in a written document. (To be addressed by Document 4 above)

Annex 6C of the Constitution requires the Council to have a **Code of Conduct.** (To be addressed by Document 3 above)

The Foundation Trust Project Board has agreed the Code of Conduct for the Council as an interim position. The other documents have previously been discussed informally by the full Board and a number of changes suggested have been incorporated in the versions attached for discussion and agreement.

5.1 The Role and responsibilities of the Council

The Board is really committed to working with the Council and welcomes the closer involvement this will bring with patients and the local community. The intention is to have a truly collaborative approach with the Governors.

Foundation Trust Governors represent the views of their constituencies to the Board. Most existing Foundation Trust Councils have therefore adopted a strong focus on the Patient Experience.

The Trust is therefore reviewing its existing groups focussing on patient and public engagement, so that they can be aligned with the Council.
In addition, a further Board development session is planned which will help consider how the Board will work with the Council. This will enable the document to be developed further, so at this stage it is not presented for adoption but will revert to the Board at a future meeting.

6 Conclusion

The Board is asked to APPROVE :

1) The amendments to the Constitution
   Composition of the Board (Para 3 above)
   Removal of TEC as a formal Board sub committee (Para 4 above)

2) Foundation Trust Governance Framework Statement (Para 5 above)
3) Code of Conduct for FT Board members
4) Interim Code of Conduct for the Council of Governors

And NOTE that further work is underway on the Role and Responsibilities of the Council document

J Gear
22 September 2010

Ashford and St. Peter's Hospitals NHS
NHS Trust

FOUNDATION TRUST
GOVERNANCE ROLES FRAMEWORK
The Board of Directors and Council of Governors

Author: Jane Gear
Head of Corporate Affairs

Version: Draft 0.9
16 September 2010

Ratifying Committee: Board

Date Approved:

Review Date:

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GOVERNANCE

1 PURPOSE

This document sets out role profiles and relationships for all of the key positions in Ashford and St Peter's Hospitals' Governance arrangements as a Foundation Trust

As we move forward as a NHS Foundation Trust, our capability as a Trust Board and Council of Governors is critical to the success of the Hospitals. Our ability to do what we do, and to do it well, will enable us to serve our patients and our community to a very high and fulfilling standard.

This document also draws together a number of requirements of Monitor's Code of Governance including

A.1.10 The Board should operate a code of conduct.

A.2.1 The division of responsibilities between the Chair and Chief Executive should be set out in writing and agreed by the Board.

B.1.4. The roles and responsibilities of the Council should be set out in a written document.

B.1.7 The Council should establish a policy for engagement with the Board when they have concerns about the performance of the Trust.

Aileen McLeish
Chairman

Note: Throughout this document words importing the masculine gender only shall include the feminine gender; words importing the singular shall import the plural and vice-versa.

2 THE BOARD

2.1 Main principle[1]

Every NHS Foundation Trust should be headed by an effective Board of Directors, since the Board is collectively responsible for the exercise of the powers and the performance of the NHS foundation trust.

The Board of Directors is made up of a Non–Executive Chairman and Non–Executive Directors appointed by the Council of Governors, and Executive Directors who are appointed by the Board of Directors. Full details are given in the Constitution.

2.2 Supporting principles

- The Board of Directors' role is to provide active leadership of the Ashford and St Peter's Hospitals NHS Foundation Trust (the Trust) within a framework of prudent and effective controls which enables risk to be assessed and managed.

- The Board of Directors is responsible for ensuring compliance by the Trust with its terms of authorisation, its constitution, mandatory guidance issued by Monitor, relevant statutory requirements and contractual obligations.

- The Board of Directors will set Trust's strategic aims, taking into consideration the views of the Council of Governors, ensuring that the necessary financial and human resources are in place for the Trust to meet its objectives and review management performance.

- The Board of Directors as a whole is responsible for ensuring the quality and safety of healthcare services, education, training and research delivered by the NHS foundation trust and applying the principles and standards of clinical governance set out by the Department of Health, the Care Quality Commission, and other relevant NHS bodies. The Board of Directors will also ensure that the Trust exercises its functions effectively, efficiently and economically.

- The Board of Directors will set the Trust's values and standards of conduct and ensure that its obligations to its members, patients and other stakeholders are understood and met.

- All directors will take decisions objectively in the interests of the Trust.

- All directors have joint responsibility for every decision of the Board of Directors regardless of their individual skills or status. This does not impact upon the particular responsibilities of the Chief Executive as the accounting officer. The Chief Executive will refer to guidance from Monitor on the responsibilities and obligations of the Accounting Officer (*NHS Foundation Trust Accounting Officer Memorandum*, April 2005).

- The concept of the unitary board refers to the fact that within the Board of Directors the Non-Executive Directors and the Executive Directors share the same responsibility and liability, as per the main principle. All directors,

[1] Monitor Code of Governance 2010

executive and non-executive, have responsibility to constructively challenge the decisions of the Board and help develop proposals on strategy.

- As part of their role as members of a unitary board, Non-Executive Directors have a particular duty to ensure such challenge is made. Non-Executive Directors should scrutinise the performance of the management in meeting agreed goals and objectives and monitor the reporting of performance. They should satisfy themselves as to the integrity of financial, clinical and other information, and that financial and clinical quality controls and systems of risk management are robust and defensible. They are responsible for determining appropriate levels of remuneration of Executive Directors and have a prime role in appointing, and where necessary removing, Executive Directors, and in succession planning.

2.3 Collective responsibility

As a unitary board the Non Executive Directors and the Executive Directors share the same responsibilities for the direction and control of the organisation, and also liability.

2.4 The Legal position

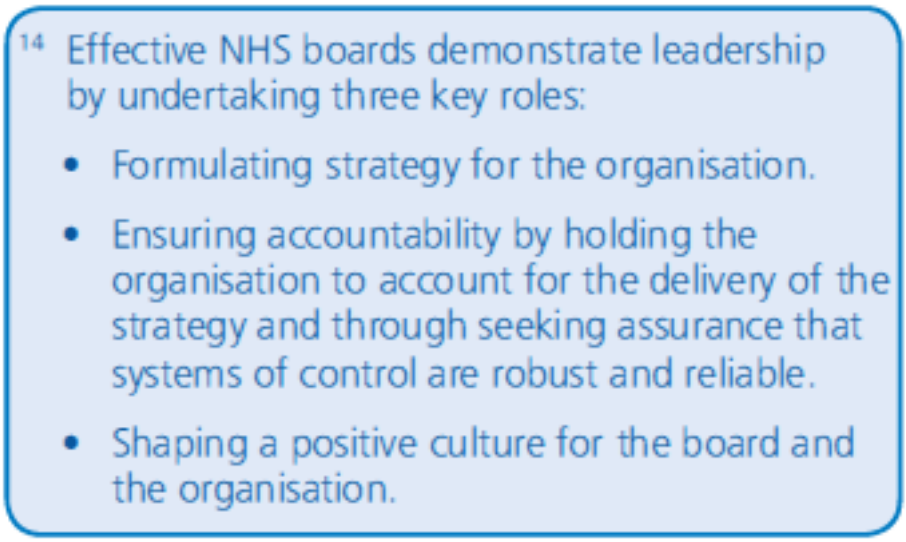
The duties, responsibilities, liabilities and rights of Directors can be found in common law, statute, the constitution, specific service agreements between the director and the organisation, formal resolutions and the rules of the relevant regulatory bodies (Monitor). Increasingly there is evidence of the application of the Companies Act 2006 'concepts' being applied to organisations formed under other legislation which means Directors should:

1. act within their powers;
2. promote the success of the Trust for its Members having due regard for ;
   - The likely consequences in the long term,
   - The interests of the Trust's employees,
   - The need to foster business relationships,
   - The impact on community and environment,
   - The desirability of maintaining high standards of business conduct;
   - The need to act fairly as between Members (stakeholders)
3. exercise independent judgment;
4. exercise reasonable care, skill and diligence;
5. avoid conflicts of interest;
6. not accept benefits or gifts from third parties; and
7. declare the nature and extent of any interest in proposed and existing transactions or arrangements with the Trust.

2.5 Summary

The overarching purpose of the Board can be summarised pictorially as below[2]

[2] The Healthy NHS Board 2010



The Board will ensure accountability through holding the organisation to account for delivering the strategy and seeking assurance that the systems of control are robust and reliable. This aspect needs to consider:

- Quality assurance and clinical governance
- Financial stewardship
- Risk management
- Legality
- Decision making
- Probity
- Corporate trustee

2.6 Construction

The composition of the Ashford and St Peter's Hospitals NHS FT Board is laid out in the Constitution. The Board is comprised of

The Chairman and
Up to 6 Non Executive Directors
Up to 7 Executive Directors

The Chairman will have the casting vote.

3. THE UNITARY TRUST BOARD

The roles and relationships of the unitary Board are described below:

	Chair	Chief Executive	Non-Executive Director	Executive Director
Formulate Strategy	Ensures Board develops vision, strategies and clear objectives to deliver organisational purpose.	Leads strategy development process.	Brings independence, external skills and perspectives, and challenge to strategy development.	Takes lead role in developing strategic proposals - drawing on professional and clinical expertise (where relevant).
Future Accountability	Holds CE to account for delivery of strategy. Ensures Board committees that support accountability are properly constituted.	Leads the organisation in the delivery of strategy. Establishes effective performance management arrangements and controls Acts as Accountable Officer.	Holds the executive to account for the delivery of strategy. Offers purposeful, constructive scrutiny and challenge. Chairs or participates as member of key committees that support accountability.	Leads implementation of strategy within functional areas.
Shape Culture	Provides visible leadership in developing a positive culture for the organisation, and ensures that this is reflected and modelled in their own and in the Board's behaviour and decision making Board culture: Leads and supports a constructive dynamic within the Board, enabling contributions from all directors.	Provides visible leadership in developing a positive culture for the organisation, and ensures that this is reflected in their own and the executive's behaviour and decision making.	Actively supports and promotes a positive culture for the organisation and reflects this in their own behaviour. Provides a safe point of access to the Board for whistle-blowers.	Actively supports and promotes a positive culture for the organisation and reflects this in their own behaviour.
Context	Ensures all Board members are well-briefed on external context.	Ensures all Board members are well-briefed on external context.		
Intelligence	Ensures requirements for accurate, timely and clear information to Board/directors (and governors for FTs) are clear to executive.	Ensures provision of accurate, timely and clear information to Board/directors (and governors for FTs)	Satisfies themselves of the integrity of financial and quality intelligence.	Takes principal responsibility for providing accurate, timely and clear information to the Board.
Engagement	Plays key role as an ambassador and in building strong partnerships with: ▪ Patients and public ▪ Members and governors (FT) ▪ Clinicians and Staff ▪ Key institutional stakeholders ▪ Regulators	Plays key leadership role in effective communication and building strong partnerships with: ▪ Patients and public ▪ Members and governors (FT) ▪ Clinicians and Staff ▪ Key institutional stakeholders ▪ Regulators	Ensures Board acts in best interests of the public. Senior independent director is available to members and governors, if there are unresolved concerns (FTs).	Leads on engagement with specific internal or external stakeholder groups.

The table above is taken from *The Healthy NHS Board* and summarised the respective roles of the Unitary Board.

Key roles and relationships within the Board are summarised below.

3.1 Chairman and Chief Executive

There needs to be a clear division of responsibilities at the head of the Foundation Trust between the chairing the Board of Directors and Council of Governors and the executive responsibility for running the Trust's business. No one individual should have unfettered power.

In part this is defined in the table above (the Unitary Board), and a further statement is given below:

	Chairman [3]	**Chief Executive**
	The Chairman is responsible for the leadership of the Board of Directors and the Council of Governors, ensuring their effectiveness in all aspects of their role and setting their agenda.	The Chief Executive is the Accounting Officer.
	The Chairman is responsible for ensuring the Board and Council work together effectively.	The Chief Executive has overall executive responsibility for the running of the Trust's business. The Chief Executive manages the Executive Directors
	The Chairman is responsible for ensuring that directors and governors receive accurate, timely and clear information that is appropriate for their respective duties as a Board or Council.	The Chief Executive ensures the delivery of the strategic priorities for the trust
	The Chairman should ensure effective and open communication with patients, members, staff and other stakeholders	The Chief Executive ensures public confidence in the Trust including greater levels of public and patient involvement in its organisation and development.
	The Chairman should facilitate the effective contribution of all executive and non Executive Directors and ensure that constructive and productive relations exist between the executive and non Executive Directors, and between the Board of Directors and the Council of Governors	The Chief Executive ensures financial, legal and contractual obligations of the trust are met

Detailed Job Descriptions support this division of responsibilities and are available on request from the Director of Workforce and O&D or Trust Board Secretary.

3.2 Role outline for a Non-Executive Director[1]

The board of directors' role is to provide effective and proactive leadership of the Trust within a framework of processes, procedures and controls which enable risk to be assessed and managed. As part of their role as members of a unitary board, Non-Executive Directors have a particular duty to ensure appropriate challenge is made.

[3] FT Guide to Applicants 2008 Appendix B14

Non-Executive Directors will bring independent judgment and experience based on commercial, financial, legal, governance or other expertise from outside the Trust and apply this to the benefit of the Trust, its stakeholders and its wider community.

Non Executive Directors will scrutinise the performance of the executive management in meeting agreed goals and objectives, receive adequate information and monitor the reporting of performance. They will satisfy themselves as to the integrity of financial, clinical and other information, and that financial and clinical quality controls and systems of risk management and governance are robust and implemented.

Non Executive Directors are responsible for determining appropriate levels of remuneration of Executive Directors and have a prime role in appointing, and where necessary removing, Executive Directors and in succession planning.

A detailed Job Descriptions is available on request from the Director of Workforce and O&D or Trust Board Secretary

3.3 Role Outline - Deputy Chairman

The "Deputy Chairman" means the Non-Executive Director appointed by the Council of Governors to take on the Chairman's duties if the Chairman is absent for any reason.

Main responsibilities

The Deputy Chairman will deputise for and support the Chairman in respect of the authorities and responsibilities conferred or delegated to the Chairman by the Board, as set out in the Chairman's Role outline, and any other authority or responsibility that the Board, the Constitution or Terms of Authorisation, from time to time, confer. This would include chairing a Council meeting of the Chairman could not be present.

3.4 Role outline -Senior Independent Director (SID)

The NHS Foundation Trust Code of Governance published by Monitor states that Foundation Trust Boards should appoint one of the independent Non Executive Directors to be the Senior Independent Director, in consultation with the Governors.

The Senior Independent Director should be available to members and governors if they have concerns which contact through the normal channels of Chairman, Chief Executive or Finance Director has failed to resolve or for which such contact is inappropriate. The Senior Independent Director could be the Deputy Chairman.

The Council of Governors is responsible for agreeing the process for the evaluation of the Chairman and Non-Executive Directors, with the Chairman and Non-Executive Directors. The Code of Governance recommends that, led by the SID, the Non-Executive Directors should meet without the Chairman present at least annually to evaluate the Chairman's performance.[4]

[4] Monitor Code of Governance Para A.1.3

Main responsibilities

1. To maintain regular contact with the Council of Governors to properly understand their issues and concerns

2. To be available to Governors and Members if they have concerns about the performance of the Board of Directors, compliance with the Terms of Authorisation or the welfare of the Trust which contact through the normal channels of Chairman, Chief Executive or Finance Director has failed to resolve, or for which such contact is inappropriate.

3. Where possible, to resolve any such disagreements between the Council of Governors and Trust Board of Directors. Reference should be made to the rules of engagement as laid out in *The Council of Governors- roles and responsibilities para diii.*

4. In accordance with the process agreed between the Chair and Council of Governors, to lead, together with the Lead Governor, the process for evaluating the performance of the Chair, and to lead a meeting of the Non-Executive Directors at least annually without the Chair to evaluate the Chair's performance.

5. To review regularly (and at least annually), the Board's evaluation of the assurance given to the Trust Board on critical issues of Risk, Safety, Efficacy, Patient Experience, Management of Resources and Reputation.

3.5 Role outline Lead Governor

"Lead Governor" means the Governor appointed by the Council of Governors whose role is more fully described in the Constitution at Annex 7 paragraph 3.

The Lead Governor means a Governor appointed by the Council of Governors whose role is to lead the Council of Governors where it is not considered appropriate for the Chair or one of the other Non- Executive Directors to do so.

The Lead Governor will facilitate direct communication between the Council of Governors and Monitor where it is felt necessary, which may include but shall not be limited to the following circumstances:

- Where Monitor has concerns as to the Board of Directors' leadership of the Trust.

- Where Monitor has been made aware that the process for appointment of the Chairman or other members of the Board of Directors, or elections for Governors, or other material decisions, may not have complied with the Constitution, or, whilst complying with the Constitution, may be inappropriate; or

- Where any individual Governor wishes to contact Monitor (which he or she must do via the Lead Governor)

For the avoidance of doubt, the Lead Governor will not deputise for, nor take on the duties of, the Chair or the Deputy Chair of the Board of Directors.

4 CODE OF CONDUCT[5]

The Code of Conduct for the Board of Directors is Appendix A.

The Code of Conduct for the Council of Governors is Appendix B

These can be a standalone documents.

5 COUNCIL OF GOVERNORS

The roles and responsibilities of the Council are set out in Appendix C. This includes the rules of engagement with the Trust Board as referred to by Monitor.

This can be a stand alone document.

6 SOURCES OF REFERENCE

NHS Foundation Trust : Code of Governance 2010- Monitor

NHS Audit Committee handbook 2005

The Healthy NHS Board- Principles of Good Governance: National Leadership Council 2010

Guide to Applicant Trusts- Monitor 2008

[5] Monitor Code of Governance 2010 Para A.1.10

Ashford and St. Peter's Hospitals NHS
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CODE OF CONDUCT FOR BOARD MEMBERS

Monitor's Code of Governance recommends that the Board of Directors should operate a Code of Conduct that builds on the values of the Foundation Trust and reflects the high standards of probity and responsibility (A.1.10).

Trust Values

The Trust vision is to be one of the best healthcare Trusts in the country. This vision is underpinned by four core values:

Patients first

Personal responsibility

Passion for excellence

Pride in our team

The Board has responsibility for shaping the culture of the organisation and as such will endeavour to demonstrate its leadership in exemplifying these values in its behaviours.

The Board is committed to high visibility with interactive communication across the organisation. The Board will also follow a policy of openness and transparency in its decision making and proceedings in accordance with the principles of the Freedom of Information Act.

In support of this principle of openness the Board is continuing to hold meetings in public. Certain discussions will need to be held in confidence and the Board will publish an annual statement on the website setting out the general nature of business which needs to be conducted in a closed session.

A Code of Conduct[1]

Public service values must be at the heart of the National Health Service. Foundation Trusts are part of the NHS, established as Public Benefit Corporations by the NHS Act 2006.They are part of the NHS and subject to NHS standards. They have a primary purpose of providing NHS care to NHS patients. They may generate income, and retain surpluses, to be reinvested in new NHS services.

As a NHS Foundation Trust, Ashford and St Peter's Hospitals (the 'Trust') is committed to high standards of corporate and personal conduct based on a recognition that patients come first. Moreover, since the NHS is publicly funded, the Trust is accountable to Parliament for the services it provides and for the effective and economical use of taxpayers' money.

[1] Drawn from Appointment Commission Code of Conduct 2004

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There are three crucial public service values which will underpin the work of the Trust:

Accountability – everything done by those who work in the Trust must be able to stand the test of parliamentary scrutiny, public judgments on propriety and professional codes of conduct.

Probity – there should be an absolute standard of honesty in dealing with the assets of the NHS: integrity should be the hallmark of all personal conduct in decisions affecting patients, staff and suppliers, and in the use of information acquired in the course of NHS duties.

Openness – there should be sufficient transparency about the Trust's activities to promote confidence between the Trust and its staff, patients and the public.

General principles
Public service values matter in the NHS and those who work in it have a duty to conduct NHS business with probity. The Trust sees these duties and commitments extending to all work carried out by the Trust, including any private sector work The Trust has a responsibility to respond to staff, patients and suppliers impartially, to achieve value for money from the public funds with which we are entrusted and to demonstrate high ethical standards of personal conduct.

The success of this Code depends on a vigorous and visible example from the Board and the consequential influence on the behaviour of all those who work within the organisation.

The Board has a clear responsibility for corporate standards of conduct and acceptance of the Code will inform and govern the decisions and conduct of all Board Directors.

Openness and public responsibilities
Health needs and patterns of provision of health care do not stand still. The Board is committed to being open with the public, patients and with staff as the need for change emerges. Major changes will be consulted upon before decisions are reached. Information supporting those decisions should be made available, in a way that is understandable, and positive responses will be given to reasonable requests for information and in accordance with the Freedom of Information Act 2000.

The Trust will conduct its business in a way that is socially responsible. As a large employer in the local community, the Trust will forge an open and positive relationship with the local community and will work with staff and partners to set out a vision for the organisation in line with the expectations of patients and the public. The Trust will demonstrate to the public that it is concerned with the wider health of the population including the impact of the organisation's activities on the environment.

The confidentiality of personal and individual patient information will, of course, be respected at all times.

Public service values in management
It is unacceptable for the Board, or any individual within the Trust, to ignore public service values in achieving results. The Chair and Board Directors have a duty to ensure that public funds are properly safeguarded and that at all times the Board conducts its business as efficiently and effectively as possible. Proper stewardship of public monies requires value for money to be high on the agenda of the Board.

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Accounting, tendering and employment practices within the Trust will reflect the highest professional standards. Public statements and reports issued by the Board will be clear, comprehensive and balanced, and will fully represent the facts. The Annual Report, Quality Account and other key reports will be made available in good time to all individuals and groups in the community who have a legitimate interest in health issues to allow full consideration by those wishing to attend public meetings on local health issues.

Public business and private gain

The Chair and Board Directors will act impartially and will not be influenced by social or business relationships. No one should use their public position to further their private interests. Where there is a potential for private interests to be material and relevant to Trust business, the relevant interests will be declared and recorded in the Board minutes, and entered into a register which will be available to the public. When a conflict of interest is established, the Board Director will withdraw and play no part in the relevant discussion or decision.

Hospitality and other expenditure

Board Directors will set an example to the Trust in the use of public funds and the need for good value in incurring public expenditure. The use of NHS monies for hospitality and entertainment, including hospitality at conferences or seminars, will be carefully considered. All expenditure on these items should be capable of justification as reasonable in the light of the general practice in the public sector. The Board is aware that expenditure on hospitality or entertainment is the responsibility of management and is open to be challenged by the internal and external auditors, and that ill-considered actions can damage respect for the Trust and the NHS in the eyes of the community. Board members will comply with the Trust's policy and a summary of expenses claimed by Board members will be published quarterly.

Relations with suppliers

The Trust will have an explicit procedure for the declaration of hospitality and sponsorship offered by, for example, suppliers. Their authorisation should be carefully considered and the decision will be recorded. The Board is aware of the risks in incurring obligations to suppliers at any stage of a contracting relationship including prospective suppliers. Suppliers will be selected on the basis of quality, suitability, reliability and value for money.

Staff

The Board will ensure that staff have a proper and widely publicised procedure for voicing complaints or concerns about maladministration, malpractice, breaches of this Code and other concerns of an ethical nature. The Board will establish a climate:

- that enables staff who have concerns to raise these reasonably and responsibly with the right parties;
- that gives a clear commitment that staff concerns will be taken seriously and investigated; and
- where there is an unequivocal guarantee that staff who raise concerns responsibly and reasonably will be protected against victimisation.

(Ref: Trust Whistle-Blowing Policy

Code Compliance

Board directors will satisfy themselves that the actions of the Board and its directors in conducting Board business fully reflect the values in this Code and, as far as is reasonably

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practicable, that concerns expressed by staff or others are fully investigated and acted upon.

B Board Etiquette[2]

For the Board to operate effectively it is helpful to have a clear understanding of etiquette. This will be based on:

- Mutual trust and respect; honesty.
- Commitment to: attending meetings, reading briefings, arriving on time and participating wholeheartedly. Members should not normally be disturbed during meetings and mobile phones etc should be switched off.
- Managing time effectively: Committee chairs and secretaries will schedule meetings so as to give reasonable notice. Papers will be sent out well in advance and should be clear on the purpose and requirements on action by the Board. Papers will not routinely be tabled. Where appropriate members should seek clarification on issues prior to the Board meeting.
- Making the most of time:
  - Support the chair, colleagues and guests in making best use of time to maximise scope and variety of viewpoints heard.
  - Individual points are relevant and short
  - Listening skills- building on points of others rather than repeating
- Timely involvement: early discussion by the Board on strategic issues
- Tolerance of diverse points of view:
- Group Support:
  - Sensitive to colleagues' need for support when challenging or being challenged
  - Group ensures no one becomes isolated in expressing their view. All ideas treated with respect
- Confidentiality:
  - Matters discussed in closed session will be treated confidentially.
- Corporate View:
  - The Board's decision will be treated as the corporate/collective view.
- Reviewing collective performance; did the Board use its resources well; can anything be improved?

C Nolan Principles

In subscribing to the above Code of Conduct, and the Trust Values and behaviours, the Ashford and St Peter's Hospitals NHS Foundation Trust Board recognise that it will also be adhering to the Nolan principles (attachment).

[2] Drawn from DoH Integrated Governance Handbook 2006 and ASPH Board Development session 2009

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Attachment 1

NOLAN Principles

The Trust is also fully committed to taking all reasonable endeavours to achieve and demonstrate compliance with the Nolan principles in all its activities:

The Seven Principles of Public Life:

A. Selflessness
Holders of public office should take decisions solely in terms of the public interest. They should not do so in order to gain financial or other material benefits for themselves, their family, or their friends.

1. Integrity
Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might influence them in the performance of their official duties.

2. 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.

3. 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.

4. Openness
Holders of public office should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.

5. 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.

6. Leadership
Holders of public office should promote and support these principles by leadership and example.

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Ashford and St. Peter's Hospitals NHS
NHS Trust

GOVERNORS' CODE OF CONDUCT

Policy Author:	Jane Gear Head of Corporate Affairs
Version	1.0 (interim)
Ratifying Committee	
Date Approved:	May 2010
Review Date:	May 2011

GOVERNORS' CODE OF CONDUCT

The Ashford and St Peter's Hospitals NHS Foundation Trust is an apolitical organisation. If I am a member of any political party or other organisation, I recognise that I will not be representing those organisations or the views of those organisations.

1. OVERVIEW AND PRINCIPLES

All members of the Ashford and St Peter's Hospitals NHS Foundation Trust's Council of Governors will:

a. Uphold the Ashford and St Peter's Hospitals NHS Foundation Trust 4 Values which have been agreed with its staff:

- Patients First
- Personal responsibility
- Passion for Excellence
- Pride in our Team

Each of these can be applied to the role of the individual Governor and also the Council as a collective; Governors should make every effort to support these values and also the Behaviour Pledge which underpins the values.

b. Abide by the Seven Principles of Public Life (Nolan), which are:

Selflessness
Holders of public office should take decisions solely in terms of public interest. They should not do so in order to gain financial or other material benefits for themselves, their family, or friends.

Integrity
Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might influence them in their 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 the public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.

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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 the public office should promote and support these principles by leadership and example.

These principles apply to all aspects of public life. The Nolan Committee has set them out for the benefit of all who serve the public in any way.

c. Actively support the vision and aims of Ashford and St Peter's Hospitals NHS Foundation Trust in developing as a successful NHS Foundation Trust;

d. Act in the best interests of the Trust at all times;

e. Contribute to the work of the Council of Governors in order for it to fulfil it's role as defined in the Trust's constitution;

f. Recognise that the Council of Governors exercises a collective view on behalf of all patients, members, local public and staff;

g. Not expect any privilege arising from being a governor;

h. Recognise that the Council of Governors has no managerial role within Ashford and St Peter's Hospitals NHS Foundation Trust.

i. Recognise that you may not use the role of Governor to promote individual care/treatment for friends/relatives.

j. Value and respect governor colleagues, and all members of staff;

k. Respect the confidentiality of information received in your role as governor;

l. Support the Trust in maintaining high standards of infection control in your own behaviours

m. Attend meetings of the Council of Governors, members' meetings and development days, on a regular basis, in order to carry out their role;

n. Conduct yourself in a manner that reflects positively on the Ashford and St Peter's Hospitals NHS Foundation Trust, acting as an ambassador for the Trust.

B. CODE OF CONDUCT FOR GOVERNORS

1. Introduction

This Code seeks to set out appropriate conduct for Governors and addresses both the requirements of office and your personal behaviour. Ideally the implications of non-compliance would never need to be applied. However, a Code is considered an essential guide for Governors, particularly those who are newly elected.

As a member representative dealing with difficult and confidential issues, Governors need to act with discretion and care in the performance of their role. Governors must maintain confidentiality with regard to information gained through their involvement in the hospitals.

The Code seeks to expand on, and complement, the Constitution which will be given to Governors.

Members seeking election to the Council of Governors are expected to sign a Declaration to confirm that they will comply with the Code in all respects, and that, in particular, they support the Trust's objectives. (This is given as Attachment 1)

2. Qualifications for office

Governors must continue to comply with the qualifications required to hold elected office throughout the period of their tenure. The Membership Manager should be advised of any changes in circumstances which disqualify the Governor from continuing in office.

All Governors will be expected to understand, agree and promote the Trust's approach to Diversity in every area of their work.

One of the key objectives of the Council is to promote social inclusion throughout its work. The development and delivery of initiatives should not prejudice any part of the community on the grounds of race, disability, marital status, sexual orientation or religious belief. The promotion of any personal or political view that undermines this prime objective of the Trust is grounds for disqualification from the Council.

The Code aims to ensure that no partner organisation or member associated with its work receives less favourable treatment on the grounds of age, race, colour, disability, marital status, sexual orientation or religious belief.

3. Confidentiality

Where Governors receive confidential information as part of their membership of the Council this must be respected. This is particularly important if you receive information relating to individual patients or staff.

4. Conflict of Interests

Governors should act with the utmost integrity and objectivity and in the best interests of the Trust in performing your duties. You should not use the position for personal advantage or seek to gain preferable treatment in any way. You should declare any conflicts of interests which may arise and should not vote on such matters. If in any doubt you should seek advice from the Membership

Manager. It is important that conflicts of interest are identified and actioned in the interests of the Trust and all individuals concerned.

Governors must declare any involvement that they may have with an organisation with which the hospital may be considering entering a contract. There will be a register of Interests in which Governors must enter any pecuniary (financial) and non pecuniary interests that might create a conflict of interest.

5. Council meetings

Governors have a responsibility to attend meetings of the Council; this is a formal part of the Constitution and Standing Orders. When this is not possible you should let the Secretary know in advance of the meeting.

Governors may not nominate a deputy or any other person to substitute for him/her in the event of not being able to attend a meeting.

Governors are expected to attend for the whole of the meeting and should make every effort to prepare for the meeting by reading papers etc.

In order to help everyone to take part, it is really important that all Governors observe the points of view of others and understand that conduct likely to give offence will not be tolerated. The Chair will reserve the right to ask any Governor who fails to observe the Code to leave the meeting.

6. Personal Conduct

Governors are asked to adhere to the highest standards of conduct in the performance of their duties. In respect of your interaction with others, you need to:

- adhere to good practice in respect of the conduct of meetings and respect the views of your fellow Governors. This will include basic disciplines like not using mobiles or blackberries in meetings, listening to all points of view and valuing everyone's contribution.
- be mindful of conduct which could be deemed to be unfair or discriminatory. Inappropriate behaviour such as the use of foul language, racist or sexist remarks would render a Governor liable to disqualification
- treat the Trust Executives, other employees and fellow members with respect and in accordance with Trust values.
- recognise that Council and Management have a common purpose in the achieving the success of the Trust
- Governors should 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 members to act as ambassadors for the Trust.

7. Accountability

Governors are accountable to the membership and need to demonstrate this by attending members meetings and other key events which provide opportunities to interface with their electorate in order to best understand their views.

8. Training and Development

Training and development is essential for Governors in respect of their effective performance of their role. Certain elements are mandatory for example infection control, and must be attended.

9. Visits to Trust Premises

Where Governors wish to visit Trust premises in a formal capacity as opposed to individuals in a personal capacity, Governors should liaise with the Membership Manager to make the necessary arrangements in advance. You will need to have been CRB checked as part of your appointment.

Control of infection is an absolute priority within the Trust. When visiting clinical areas Governors must ensure they conform to requirements in respect of Infection Control including hand-washing.

10. Non compliance with the Code of Conduct

Non compliance with the Code of Conduct is against the requirements of Standing Orders.

The Code of Conduct affects all activities of Governors.

This Code of Conduct does not limit or invalidate the right of any Governor or the Trust to act under the Constitution.

Appendix 1

Declaration

In undertaking the role of Governor of this NHS Foundation Trust all governors will sign the following declaration:

i. If I am a member of any trade union, political party or other organisation, 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 (patient, public or staff) that elected me;

ii. I will seek to ensure that my fellow governors are valued as fellow colleagues and that their views are both respected and considered;

iii. I will accept responsibility for my own actions;

iv. I will show my commitment to working as a team member by working with all my colleagues in the NHS and the wider community;

v. I will seek to ensure that the membership of the constituency I represent is properly informed and given the opportunity to influence services;

vi. I will 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;

vii. I will comply with the constitution, Standing Orders and Standing Financial Instructions;

viii. I will respect the confidentiality of individual patients and staff;

ix. I will not knowingly make or permit, any untrue or misleading statement relating to my own duties or the functions of the Ashford and St Peter's Hospitals NHSFT;

x. I will make every effort to contact the Head of Communications regarding any questions from the media;