

**COUNCIL OF GOVERNORS**  
**11<sup>th</sup> December 2013**

<b>TITLE</b>	<b>Code of Conduct</b>
<b>EXECUTIVE SUMMARY</b>	<p>The Code of Conduct has been reviewed and revised based on best practice examples.</p> <p>Additions to the code are highlighted in blue with deletions struck through in the document below.</p> <p>This version was discussed and agreed with the Governor Constitution Taskgroup which comprised 10 Governors (eight public governors and two staff governors).</p> <p>Following approval by the Council of Governors the code of conduct will be presented to the Trust Board in January 2014 for approval and subsequent publication on the Trust website.</p>
<b>The Council is asked to:</b>	Agree the Code of Conduct.
<b>Submitted by:</b>	George Roe, Head of Corporate Affairs
<b>Date:</b>	December 2013
<b>Decision</b>	For Agreement

## GOVERNORS' CODE OF CONDUCT

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<b>Version</b>	1.0
<b>Ratifying Committee</b>	Trust Board
<b>Date Approved:</b>	January 2014
<b>Review Date:</b>	December 2015

## GOVERNORS' CODE OF CONDUCT

### OVERVIEW AND PRINCIPLES

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

- a. Act in the best interests of the Trust at all times;
- b. Uphold the Ashford and St Peter's Hospitals NHS Foundation Trust 4 P's:

-  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 included in Appendix 2.

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. Contribute to the work of the Council of Governors in order for it to fulfil its role as defined in the Trust's constitution;
- e. Recognise that the Council of Governors exercises a collective view on behalf of all patients, members, local public and staff;
- f. Not expect any privilege arising from being a governor;
- g. Recognise that the Council of Governors have no managerial role within Ashford and St Peter's Hospitals NHS Foundation Trust;
- h. Recognise that they may not use their role of Governor to promote individual care/treatment for friends/relatives;
- i. Value and respect governor colleagues, and all members of staff;
- j. Respect the confidentiality of information received in their role as governor;
- k. Support the Trust in maintaining high standards of infection control in own behaviours;
- l. Attend meetings of the Council of Governors, members' meetings and development days,

- on a regular basis, in order to carry out their role;
- m. Conduct themselves in a manner that reflects positively on the Ashford and St Peter's Hospitals NHS Foundation Trust, acting as an ambassador for the Trust;
  - n. Not to speak to the media about ASPH without the prior permission of the Head of Communications or Chairman; and
  - o. Represent the constituency that elected them or the organisation that appointed them and not any trade union, political party or other organisation of which a Governor may be a member, whilst being mindful of the over-arching responsibility of all Governors to represent the entire community served by ASPH.

## CODE OF CONDUCT FOR GOVERNORS

### 1. Introduction

The formal duties and responsibilities of Governors are set out in the Ashford & St. Peters Hospitals NHS Foundation Trust Constitution and Standing Orders for the Council of Governors. The purpose of this document is to set out the standards of behaviour and conduct that are required of Governors, in order that the Council of Governors can operate successfully and efficiently in supporting ASPH.

Governors must at all times comply with the Constitution, ASPH's Licence, this Code of Conduct and any other guidance or directions issued by Monitor, the sector regulator for health services in England. As a member representative dealing with sometimes confidential and difficult 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.

All Governors must agree to sign and deliver to the Membership Office a statement in the form required by the Council of Governors confirming acceptance of the Trust's Code of Conduct.

~~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.~~

~~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 [Head of Corporate Affairs](#) ~~Membership Manager~~ should be advised of any changes in circumstances which disqualify the Governor from continuing in office in accordance with the provisions of the Constitution.

All Governors will need to have been DBS checked as part of their appointment.

One of the key objectives of the Council is to promote social inclusion throughout its work and all Governors will be expected to understand, agree and promote the Trust's approach to Diversity. 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 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**

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

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

### **4. Conflict of Interests**

The Council has a legal obligation to act in the best interests of the Trust and in accordance with the Trust's Constitution and Licence and to avoid situations where there may be a potential, real or perceived, conflict of interest. ~~Governors should act with the utmost integrity and objectivity and in the best interests of the Trust in performing your duties.~~ Governors should not use the position for personal advantage or seek to gain preferable treatment in any way. Governors 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 [Head of Corporate Affairs](#). ~~Membership Manager~~. It is important that conflicts of interest are identified and ~~actioned~~ **declared to protect** the interests of the Trust and all individuals concerned.

Upon appointment, and at least annually, Governors are asked to complete a declaration of interest form. This document must also be updated where a material change occurs. A Register of Interests will be maintained by the [Head of Corporate Affairs](#), and will be made available to the public.

~~Governors must declare any involvement that they may have with an organisation with which the hospital may be considering entering a contract.~~

~~There is a Register of Interests in which Governors must enter any pecuniary (financial) and non pecuniary interests that might create a **direct or indirect** 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 Membership Manager 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.

In order to help everyone to take part, it is really important that all Governors respect 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 [legal duties and responsibilities](#). [Governors are expected to participate in the training and development offered by the Trust](#), certain elements of which are mandatory, such as infection control.

## 9. Visits to Trust Premises

Where Governors wish to visit Trust premises in a formal capacity as opposed to as individuals in a personal capacity, they should liaise with the [Head of Corporate Affairs Membership Manager](#) to make the necessary arrangements in advance. [Sensitivity should be paid to the needs of patients and staff undertaking clinical duties.](#)



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 hygiene and dress code.

#### **10. Non compliance with the Code of Conduct**

The Code of Conduct affects all activities of Governors and compliance of the code is incorporated within the requirements of the Standing Orders.

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

#### **11. Reporting of breaches of the Code of Conduct**

All Governors have a duty to report suspected breaches of this Code of Conduct to the Head of Corporate Affairs or Chairman of the Council of Governors.

#### **12. Interpretation of the Code**

Should there be any dispute between the Council of Governors as to the interpretation of the provisions of this Code, the Board of Directors shall determine the matter.

#### **13. Changes to the Code of Conduct**

The Code of Conduct will be reviewed on a regular basis by the Council of Governors and changes to this Code may be recommended by the Council of Governors but 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 Constitution.

**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, 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 (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 endeavour to act in the interests of the Trust and the communities we serve;
- vi. I will seek to ensure that the public and membership of the constituency I represent is properly informed and given the opportunity to influence services;
- vii. 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;
- viii. I will comply with the constitution, Standing Orders and Standing Financial Instructions;
- ix. I will respect the confidentiality of individual Patients and staff and will not disclose any confidential information made known to me in my capacity as a Governor and will not discuss details of the Trust or my duties publically without first clearing this with the Chairman except as required by a regulator or other authorised body;
- x. 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; and
- xi. I will ~~make every effort to~~ refer all media contacts to the Head of Communications

I.....agree to abide by the Code of Conduct for Governors of the Ashford & St Peter's Hospitals NHS Foundation Trust

Signature.....

Date.....

Seven Principles of Public Life (Nolan):

*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.

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