

## Council of Governors- 16<sup>th</sup> January 2018

### Proposed revisions to the Council of Governors' Code of Conduct

#### Situation

The Council of Governors' Code of Conduct was last reviewed and updated in March 2015. Following discussions at the Membership & Governance sub group it was agreed to revise Paragraph 24 (which relates to Communication). Other minor revisions to the Code of Conduct to ensure it reflects the updated (Jan 2017) Annex 6 (Additional Provisions- Council of Governors) of the Trust's Constitution were also considered necessary by the sub group.

The purpose of this paper is therefore to seek full Council endorsement of the proposed revisions to the Code of Conduct following scrutiny and recommendation by the Membership & Governance Sub Group.

#### Background

Following a Learning Lessons process the Membership & Governance sub group were asked to re-consider the wording on Paragraph 24 (Communication section) as it was felt the interpretation of the current wording could be clearer, particularly concerning when a Governor may be 'speaking on behalf of the Trust' and when they were 'speaking as an individual'.

It was also noted that as Annex 6 of the Trust's Constitution had been amended (approved January 2017 by the Council of Governors and Board of Directors) therefore the Code of Conduct (from paragraphs 29) also needed revising to be consistent with Annex 6.

#### Assessment

The Membership & Governance sub group first reviewed a suggested draft of revised wording at its June 2017 meeting and the sub group agreed further work was needed. A revised draft was presented to the 13<sup>th</sup> October 2017 meeting which had the clear distinguishing paragraphs on:

- Speaking on behalf of the Trust
- Speaking as an individual NHFT Governor
- Speaking in an individual personal capacity (i.e. not as an NHFT Governor)

- Use of Social Media as a Governor (This paragraph previously existed as Paragraph 25 and has not been changed).

The Trust's Communications team was also consulted over the proposed revisions and confirmed its support of the amendments.

The sub group members unanimously supported the proposed changes (attached as appendix 1).

The sub group had also agreed to support amending the Code of Conduct to be consistent with Annex 6 of the Trust's Constitution at its August 2017 meeting. (Attached as appendix 1).

## Recommendations

The Council of Governors is asked to:

- Endorse the proposed revisions to the Council of Governors Code of Conduct as recommended by the Membership & Governance sub group
- Endorse that all Governors will be asked to re-sign the updated Code of Conduct (including those due for election) as soon as possible following the 16<sup>th</sup> January 2018 Council of Governors meeting

Tony Locock

Chair of Membership & Governance Sub Group

## **Northamptonshire Healthcare NHS Foundation Trust**

### **Council of Governors –Code of Conduct**

#### **Nolan Principles**

This Code of Conduct is based on the **Seven Principles of Public Life (Nolan Principles)**:

##### **1. 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.

##### **2. 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.

##### **3. 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.

##### **4. 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.

##### **5. 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.

##### **6. 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.

##### **7. Leadership**

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

## **Introduction**

1. This Code seeks to outline appropriate conduct for Governors and addresses both the requirements of office and their personal behaviour. The NHFT constitution commits the governors to work to a Code of Conduct that they develop themselves. Ideally any penalties for non-compliance would never need to be applied; however, the commitment to a Code of Conduct is considered good practice in guiding governors.
2. A sub-group of the Council of Governors was established to develop and maintain a Code of Conduct for the full Council of Governors.
3. The Code seeks to expand on and complement the NHT Foundation Trust constitution.
4. All Governors are expected to sign a declaration to confirm that they will comply with the Code in all respects. This is a requirement in the constitution to act as a Governor.
5. The full Council of Governors can change this Code of Conduct by a majority vote at a full Council of Governor meeting following review by the Membership and Governance Council of Governor sub-group.

## **As a Governor**

6. I will actively support the values of the Trust in developing as a successful Foundation Trust at all times.
7. I will discharge my roles and responsibilities as a member of the Council of Governors in order for it to fulfil its role as defined in the Trust's constitution.
8. I recognise that the Council of Governors exercises collective decision-making on behalf of all patients, local public and staff.
9. I recognise that the Council of Governors has no managerial role within the Foundation Trust.
10. I acknowledge that, other than attending meetings, events and in my role as a Governor, I have no greater rights or special privileges than any other member of the Foundation Trust.
11. I will observe the Trust policies on confidentiality.
12. I will act with integrity and objectivity and in the best interests of my constituency and the Foundation Trust, without any expectation of personal benefit.
13. I will conduct myself in a manner that reflects positively on the Foundation Trust, acting as an ambassador for the Trust as appropriate.
14. I will abide by the Trust's policies and procedures and will consult appropriately (e.g. with the Chairman, Trust staff or fellow governors) if I require clarification on any policy or procedure.

### Conflicts of Interest

15. I will be honest and act with integrity and probity at all times.
16. I will declare all relevant interests and update my register of interests declaration if my circumstances change.
17. I understand that the Register of Governors interests is a public document that will be available on the Trust's website and by request from the Director of Corporate Governance.

Deleted: Deputy Director, Corporate Affairs.

### Attendance at meetings of the Council of Governors

18. I will try to attend all full meetings of the Council of Governors. When this is not possible, I will submit an apology to the Foundation Trust Office, the Chairman or Director of Corporate Governance, in advance of the meeting. I will attempt to attend for the duration of the meeting. I am aware that absence for three consecutive meetings could result in my dismissal as a Governor unless the grounds for absence are deemed to be satisfactory by the Council of Governors.

Deleted: Deputy Director, Corporate Affairs

### Dealing with others

19. I will respect the views of my fellow Governors and value them as colleagues. I will endeavour to be consistent, fair and unbiased.
20. I will treat the Trust's Directors and other employees with respect and in accordance with the trust's policies.
21. I recognise that the Council of Governors and management have a common purpose, i.e. the success of the Trust, and will demonstrate my commitment to working as a team member by working with colleagues in the NHS and the wider community.
22. I will adhere to good practice in respect of conduct in all internal and external meetings and act as an ambassador for the Trust as appropriate
23. 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.

Deleted: <#>I will only speak on behalf of the Trust after seeking advice and express authorisation from the Chief Executive, Chairman, Deputy Director, Corporate Affairs or Head of Communications or people acting in these roles. I understand that this commitment relates to both initiating and responding to contact with the media. All media enquiries should be passed onto the Trust's Communications team in the first instance.¶

¶<#>I understand if I use social media in my role as a Governor that I should identify myself as an NHFT Governor if discussing NHFT matters. I will make it clear (via a disclaimer) my views are personal and not those of the Trust. I will only disclose and discuss publicly available, accurate information. I will not imply I am authorised to speak on behalf of the Trust or views expressed are those of the Trust. I will not post material that might be construed as threatening, harassing, bullying or discriminatory. I will not comment or post other material that might otherwise cause damage to the Trust's reputation or bring into disrepute. ¶

### Communication

#### Speaking on behalf of the Trust

24. I will only speak on behalf of the Trust ( ie in a "spokesperson" capacity) after receiving express authorisation from either the Chief Executive, Chairman or Director Of Corporate Governance and having taken advice from the Head of Communications or people acting in these roles. I understand that this commitment relates to both initiating and responding to contact with the media. All media enquiries should be passed onto the Trust's Communications team in the first instance.

#### Speaking as an individual NHFT Governor

25a. I will only speak in my role as an individual NHFT Governor to the media after seeking advice from either the Chairman, Chief Executive or Director of Corporate

Formatted: List Paragraph, No bullets or numbering

Formatted: Font: (Default) Tahoma, 11 pt

Governance and in all circumstances having taken advice from the Head of Communications (or people acting in these roles). I will seek this advice before initiating any approach to the media. This arrangement mitigates any scenario where the media may seek to liaise with both parties (i.e. the Trust and myself) independently. I understand this commitment relates to both initiating and responding to contact with the media. If I receive a media inquiry I will pass this onto the Trust's Communication Team in the first instance.

25b I will also speak with other fellow governors when developing my messages for the media to gain a wider view on the appropriateness of making an approach or responding to the media.

### **Speaking in an individual personal capacity (i.e. not as an NHFT Governor)**

26. I understand that if I choose to speak to a media organisation in a personal capacity, in regards to Trust related issues, I will make it clear that I am not speaking in my official capacity as a Governor and my views are personal and not those of the Trust. I will only disclose and discuss publicly available, accurate information and I will verify accuracy with relevant subject matter experts. I will not imply that I am authorised to speak on behalf of the Trust or views expressed are those of the Trust. As a courtesy I will inform, and seek advice from the Trust Chair, Chief Executive or Director of Corporate Governance and the Head of Communications or people acting in these roles prior to approaching the media.

Formatted: Font: (Default) Tahoma, 11 pt

Formatted: Font: (Default) Tahoma, 11 pt

### **Use of Social Media as a Governor**

27. I understand if I use social media in my role as a Governor that I should identify myself as an NHFT Governor if discussing NHFT matters. I will make it clear (via a disclaimer) my views are personal and not those of the Trust. I will only disclose and discuss publicly available, accurate information. I will not imply I am authorised to speak on behalf of the Trust or views expressed are those of the Trust. I will not post material that might be construed as threatening, harassing, bullying or discriminatory. I will not comment or post other material that might otherwise cause damage to the Trust's reputation or bring it into disrepute.

### **Training and Development**

28 I will attend training which the Council of Governors has decided is mandatory training for Governors with effect from 24 April 2015. The expectation is that I will complete this mandatory training within the first 12 months of my appointment (where possible). I will participate in on-going training and development. I will attend events for which I have signed up or give sufficient notice of my inability to attend.

### **Service Area Visits**

29. If I wish to visit the premises of the Trust in a formal capacity as a governor I will liaise with the Foundation Trust Office to make the necessary arrangements. I understand that notice needs to be given and that any visit needs to fit in with operational activity. I will not make unannounced service area visits in my formal capacity as a governor. I will only undertake a visit if I have a valid DBS check.

**Non-compliance with the Code of Conduct**

30. I understand that non-compliance with the Code may result in action being taken against me which potentially includes my dismissal as a Governor. Dismissal will be considered only in the most serious cases of improper personal conduct or where there is improper personal conduct over a sustained period of time.

31. I understand that [the process as set out in Annex 6 of the Constitution will be followed in relation to Paragraph 30 above and Paragraph 32 below.](#)

32. I understand that potential termination of my tenure as a governor will be considered if I have been given the opportunity but not signed the Governors Code of Conduct; or that I breach the Governors Code of Conduct; or otherwise bring the Trust into disrepute either in acting as a governor or in my wider life.

33. I have read and commit to uphold the seven principles of Public Life as set out by the Nolan Committee.

**Declaration:**

I .....(print name) agree to abide by the Code of Conduct of the Council of Governors and the constitution of Northamptonshire Healthcare NHS Foundation Trust. I will work to this Code from the date signed, as a governor.

**Signature** .....

**Date** .....

N

**Deleted:** a panel consisting of the Chairman, Senior Independent Director and three governors will consider any potential breach of the Code and what if any, action needs to be taken. I understand that they will reach a judgement based on a majority vote, which may include a recommendation to the full Council of Governors to dismiss me as a governor. The full Council of Governors will then reach a decision, agreed by two thirds of the Council of Governors to terminate my tenure of office. I will receive this judgement in writing within 7 days of the panel meeting. ¶  
¶  
I understand pending a final decision to be made, the panel may on a majority vote of its members suspend me if I am subject of allegations the panel is investigating. I understand any decision to suspend me may be appealed in writing within 28 days of the date upon which notice in writing of the panel's decision is communicated to me. The appeal will be heard by the Council of Governors in private session within 56 days. The appeal will be decided by a majority vote of all governors present after hearing from the Chair of the panel and the governor making the appeal.¶  
¶  
I understand that I can appeal against the conclusion of the panel outlined in point 29. I must make my appeal within 28 days and it will be heard by the full Council of Governors in private session within 56 days. The appeal will be decided by a majority vote of all governors present after hearing from the Chair of the panel and the governor making the appeal. I understand I am not able to be present for the decision-making process and will receive the outcome in writing within 7 days.

**Deleted:** Final version approved 11032015