

Meeting Title	Council of Governors		
Date	21 January 2021	Agenda item	CGo.1.20.14

Governors Code of Conduct review

Presented by	Laura Parsons, Associate Director of Corporate Governance / Board Secretary		
Author	Jacqui Maurice, Head of Corporate Governance		
Governance responsibility	Mr John Holden, Director of Strategy and Integration		
Purpose of the paper	To invite at least three governors to join a working group to develop the revised Code of Conduct for presentation to the council in April 2021 for final review prior to adoption.		
Action required	To note		
Previously discussed at/informed by	Council of Governors July 2020		
Previously approved at:	Committee/Group	Date	
	Adopted at Council of Governors	April 2016	

Situation and Background

Governors code of conduct

At the commencement of their first term of office all Governors are required to sign a copy of the Code of Conduct declaring that they agree to abide by the Code of Conduct of the Foundation Trust. The Governors' Code of Conduct is attached for information at appendix 1.

The Code of Conduct has been in place in its current form since 2016 and is due for review.

At the meeting held on 16 July 2020 the Council of Governors was advised of the need to review the code and, that a review of the code would be undertaken in September 2020. Due to the resignation of the Director of Governance and Corporate Affairs at the end of August 2020, the Council was advised in October 2020 that this review would now be held over until the new Board Secretary was in post.

Review of the Code of Conduct

A review of the code will now take place. At least three Governors are invited to participate in the review which will be undertaken virtually. The review will be led by the Associate Director of Corporate Governance / Board Secretary.

Any Governor interested in being involved should contact the Head of Corporate Governance to register their interest by the close of Friday 5 February 2021.

The revised Code of Conduct will be presented to the Council in April 2021 for final review prior to its adoption.

Recommendation

The Council is also asked to note the review to be undertaken of the Code of Conduct. Governors are asked to contact the Head of Corporate Governance to register their involvement within the review.

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Appendix 1

Bradford Teaching Hospitals NHS Foundation Trust Code of Conduct

Background

The main function of the Council of Governors is to advise the Board of Directors to ensure the NHS Foundation Trust acts in a way which is consistent with its objectives and that it operates under the terms of its licence. They will do this as **guardians** of Bradford Teaching Hospitals NHS Foundation Trust in an **advisory** capacity by providing the stakeholder, public or staff representation to the **strategic** direction of the NHS Foundation Trust.

Governors of the Foundation Trust will carry out the following statutory duties:

Statutory Duties

- Appoint and remove the Chairman & Non-Executive Directors
- Set the terms and conditions of remuneration of the Chairman & Non-Executive Directors
- Approve the appointment of the Chief Executive
- Appoint the external Auditor
- Receive the annual accounts, auditors report, annual report
- Convene the Annual Members Meeting
- Be consulted on the forward plans (annual plan) of the organisation
- Approve any proposed increases in private patient income of 5% or more in any financial year.
- Governors must decide whether the Trust's private patient work would significantly interfere with the Trust's principal purpose i.e. the provision of goods and services for the health service in England or the performance of its other functions.
- Represent the interests of the members of the trust as a whole and the interests of the public.
- May require one or more of the directors to attend a Governors' meeting to obtain information about the trust's performance of its functions or the directors' performance of their duties (and for deciding whether to propose a vote on the trust's or directors' performance).
- Approval of 'significant transactions'.
- Approve an application by the Trust to enter into a merger, acquisition, separation or dissolution.
- Approve amendments to the Trust's constitution
- Attend formal meetings of the Council of Governors

Role and responsibilities of Governors

The main roles of the Council of Governors may be classified as advisory and strategic and to act as guardian and trustee of organisational welfare. In particular the Council of Governors should:

- a) Represent the views of their respective members and organisations to the Trust, in order that the Trust may undertake its business in ways consistent with the needs of its members and

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the wider community, and to represent the views of the Trust to their members and organisations in a reciprocal manner.

- b) Act as guardians to ensure that the Trust operates in a way that fits its statement of purpose and complies with its authorisation by being regularly briefed on the performance of the Trust against its annual plan and by being able to consider and comment on its performance at its meetings
- c) Advise on the longer-term direction of the Trust so that the Board of Directors can effectively determine its policies
- d) Foster the development of the Trust as an effective social enterprise by ensuring that it pays due attention to the wider public interest and promotes social cohesion by ensuring that its actual membership reflects all the interests of the membership community
- e) Promote integration with local economic regeneration by seeking opportunities to support local regeneration through making connections between the Trust and their communities and appropriate organisations
- f) Promote research and development within the Trust and the education and development of the health service workforce.

If the governor fails to attend two consecutive meetings of the Council of Governors his tenure of office is to be terminated one month following the second meeting unless in the meantime they have satisfied the Chief Executive in consultation with the Chairman that:

- a) the absence was due to a reasonable cause; and
- b) they will be able to start attending meetings of the Council of Governors again within such a period as they consider reasonable.

If the governor fails to attend a training session for governors as recommended by the Trust Secretary and approved by the Council of Governors by a date six months from the date of the governors election or appointment the his/her tenure in office is to be terminated six weeks from the said date unless in the meantime they have satisfied the Chief Executive in consultation with the Chairman that:

- a) the absence was due to a reasonable cause; and
- b) they will be able to attend a training session within such a period as they consider reasonable.

Confidentiality

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. Disclosing confidential information will result dismissal from the Council of Governors.

Conflicts of Interest

Governors should act with the utmost integrity and objectivity and in the best interests of Bradford Teaching Hospitals NHS Foundation Trust in performing their duties. They should not use their

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position for personal advantage or seek to gain preferential treatment. Any Governor who has a material interest in a matter as defined in the Constitution shall declare such interest to the Council of Governors and it shall be recorded in a register of interests and the Governor in question.

They should declare any conflicts of interest, which may arise and should not vote on any such matters. If in doubt they should seek advice from the Head of Corporate Affairs. It is important that conflicts of interest are addressed and are seen to be actioned in the interests of the Trust and all individuals concerned. Governors must declare any involvement they may have in any organisation with which Bradford Teaching Hospitals NHS Foundation Trust may be considering entering a contract. There will be a Register of Interests, in which Governors must enter any pecuniary and non-pecuniary interests that might create a conflict of interest. Failure to do so could result in expulsion from the Council of Governors.

Council of Governor meetings

Governors have the 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.

Absence from Council of Governor meetings without good reason established to the satisfaction of the Chairman and the Council of Governors is grounds for disqualification. Absence from half of the meetings in any financial year, unless other Governors are satisfied that: the absences were due to reasonable causes; and they will start attending meetings of the NHS Foundation Trust again within such a period as they consider reasonable, otherwise will result in the Governor being deemed to have resigned their position.

Governors are required to participate in the induction programme and any subsequent training programmes.

Governors are expected to attend for the duration of the meeting.

Code of Conduct for Governors of Bradford Teaching Hospitals NHS Foundation Trust

The Code of Conduct seeks to outline the appropriate conduct for Governors of Bradford Teaching Hospitals NHS Foundation Trust. It addresses both the requirements of office and of personal behaviour. Ideally any penalties for non-compliance would never need to be applied, however it is considered an essential guide for Governors, particularly those who are newly elected.

As a member of the Council of Governors who potentially could deal with difficult and confidential issues, Governors are required to act with discretion and care in the performance of their role. Governors are required to maintain confidentiality with regard to information gained via their involvement in Bradford Teaching Hospitals NHS Foundation Trust.

This Code seeks to expand on or complement the Constitution of Bradford Teaching Hospitals NHS Foundation Trust. Copies of the Constitution will be provided to all Governors.

Governors once elected will be required by the Chairman to sign a declaration to confirm they comply with the Code of Conduct in all respects and that, in particular, they support the objectives of Bradford Teaching Hospitals NHS Foundation Trust.

Qualification for Office

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Governors must continue to comply with the qualifications required to hold elected office throughout their period of tenure. The Head of Corporate Affairs 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 Bradford Teaching Hospitals NHS Foundation Trust's Equal Opportunities Policy in every aspect of their work.

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

Personal Conduct

Governors are required to adhere to the highest standard of conduct in the performance of their duties. In respect to their interaction with others, they are required to agree and adhere to the following:

As a member of the Council of Governors of Bradford Teaching Hospitals NHS Foundation Trust;

- I acknowledge that Bradford Teaching Hospitals NHS Foundation Trust is an apolitical organisation
- If I am a member of any trade union, political party or other organisation, I recognise that should I be elected, 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 or organisation who nominated me
- I will actively support the vision and aims of Bradford Teaching Hospitals NHS Foundation Trust in developing a successful NHS Foundation Trust for the people of Bradford and the surrounding District
- I will be honest and act with integrity and probity at all times
- I will respect and treat with dignity and fairness, the public, patients, relatives, carers, NHS staff and partners in other agencies
- I will seek to ensure that my fellow Governors are valued as colleagues and that judgements about colleagues are consistent, fair and unbiased and are properly founded
- I recognise that the Council of Governors exercises collective decision-making on behalf of all patients, local people, stakeholders and staff
- I acknowledge that, other than when I am attending meetings and events as a Governor, I have no rights or privileges over any other member of Bradford Teaching Hospitals NHS Foundation Trust
- I recognise that the Council of Governors has no managerial role within Bradford Teaching Hospitals NHS Foundation Trust
- I will accept responsibility for my actions
- I will show my commitment to working as a team member by working with my colleagues in the NHS and wider community
- I will seek to ensure that the membership of the constituency I represent is properly informed and able to influence services
- 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 or economic status or national origin

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- I will at all times, comply with the Standing Orders and Standing Financial Instructions of Bradford Teaching Hospitals NHS Foundation Trust
 - I will respect the confidentiality of individual patients and comply with the confidentiality policies of Bradford Teaching Hospitals NHS Foundation Trust
 - I will respect the confidentiality of the information I receive in my role as a Governor and if asked to do so, act with integrity and objectivity and in the best interests of Bradford Teaching Hospitals NHS Foundation Trust, without any expectation of personal benefit
 - I will attend meetings of the Council of Governors and training events as required in order to carry out my role
 - I will conduct myself in a manner that reflects positively Bradford Teaching Hospitals NHS Foundation Trust, acting as an ambassador for the Trust
 - I will abide by Bradford Teaching Hospitals NHS Foundation Trust Policies and procedures
 - I will not make, permit or knowingly allow to be made any untrue or misleading statement relating to my own duties or the functions of Bradford Teaching Hospitals NHS Foundation Trust
 - I will seek to ensure that the best interests of the public, patients, carers and staff are upheld in decision making and the decisions are not improperly influenced by gifts or inducements
 - I will uphold the seven principles of public life as detailed by the Nolan Committee

The Council of Governors and the Board of Directors of Bradford Teaching Hospitals NHS Foundation Trust will follow the principles set out by the Committee on Standards in Public Life, (the Nolan Committee - now the Wicks Committee). The Council of Governors and the Board of Directors will therefore adhere to the following principles;

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.

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.

Objectivity

- In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for awards or 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

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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.

Accountability

- Governors are accountable to the membership and should demonstrate this by their communication with their electorate in order to best understand their views.

Training and development

- Training and development are essential for Governors, in respect of effective performance of their current role.

Reimbursement of expenses

Governors will not receive payment for their role, however they receive reimbursement of any out of pocket expenses incurred. They will adhere to Bradford Teaching Hospitals NHS Foundation Trust Business Travel and Subsistence Policy for the reimbursement of such expenses. The expense of Governors may be published in the annual report.

Visits to Bradford Teaching Hospitals NHS Foundation Trust premises

Where Governors wish to visit the premises of Bradford Teaching Hospitals NHS Foundation Trust in a formal capacity as opposed to individuals in a personal capacity, the Council of Governors should liaise with the Trust Secretary (or their nominated member of staff) to make the necessary arrangements.

Non-compliance with the Code of Conduct

Non-compliance with the Code of Conduct may result in the following action;

- Where misconduct takes place, the Chairman shall be authorised to take such action as may be immediately required, including the exclusion of the person concerned from a meeting
- Where such misconduct is alleged, it shall be open to the Council of Governors to decide, by two-thirds majority of those in attendance, to lay a formal charge of misconduct
- Notifying the Governor in writing of the charge/s, detailing the specific behaviour which is considered to be detrimental to Bradford Teaching Hospitals NHS Foundation Trust, and inviting and considering their response within a defined timescale

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- Inviting the Governor to address the Council of Governors in person if the matter cannot be resolved satisfactorily through correspondence
- Deciding, by two-thirds majority of those present and voting, whether to uphold the charge of conduct detrimental to Bradford Teaching Hospitals NHS Foundation Trust
- Imposing such sanctions as shall be deemed appropriate. Such sanctions will range from the issuing of a written warning as to the Governor's future conduct and consequences, non-payment of expenses and removal of the Governor from office
- In order to aid participation of all parties, it is imperative that all Governors observe the points of view of others and conduct likely to give offence will not be permitted. The Chairman will reserve the right to ask any Governor who (in his opinion), fails to observe the code to leave the meeting

This Code of Conduct does not limit or invalidate the right of the Governor or Bradford Teaching Hospitals NHS Foundation Trust to act under the Constitution.

Code of Conduct

Bradford Teaching Hospitals NHS Foundation Trust

Name of Governor _____

This Code of Conduct does not limit or invalidate the right of the Governor or Bradford Teaching Hospitals NHS Foundation Trust to act under the Constitution.

Declaration

I, _____ (print name) agree to abide by the Code of Conduct of Bradford Teaching Hospitals NHS Foundation Trust.

Signature _____

Date _____

Please keep one copy, sign the second copy and return to the Corporate Governance Office.