Governors Code of Conduct

COUNCIL OF GOVERNORS CODE OF CONDUCT AND THE NOLAN PRINCIPLES

1. Introduction

1.1 This code sets out appropriate conduct for Governors and addresses both the requirements of Office and their personal behaviour.

1.2 The code compliments the Trust's constitution. The code should be read in conjunction with any relevant documents issued by Monitor. The Trust's constitution embodies the legal requirements for Governors.

1.3 Members of the Trust seeking election to the Council of Governors will be required to sign a declaration to confirm that they will comply with this code in all respects and that they support the Trust's objectives.

2. Qualifications for Office

Governors must continue to comply with the qualifications required to hold office, throughout their period of tenure, as defined in the Constitution. The Trust Secretary [also known as the Board Secretary] must be advised of any changes in circumstances that may disqualify a Governor from continuing in office. Examples of this would include a Public Governor becoming an employee of the Trust or a Staff Governor leaving the employment of the Trust.

3. Roles and Functions

Governors must:

3.1 Adhere to the Trust's rules and policies and support its objectives, in particular those of retaining Foundation status and developing a successful Trust.

3.2 Act in the best interests of the Trust at all times.

3.3 Contribute to the workings of the Council of Governors in order for it to fulfil its role and function as defined in the Trust constitution.

3.4 Recognise that their role is a collective one. Governors exercise collective decision making on behalf of all patients, members, local public and staff.

3.5 Note that the functions allocated to Governors are not of a managerial nature.

3.6 Abide by the “Nolan Principles” - see end.
3.7 Actively support the vision and aims of the Trust in developing as a successful NHS Foundation Trust.

4. 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.

5. Conflict of interests

5.1 Governors must act with utmost integrity and objectivity and in the best interests of the Trust in performing their duties. They must not use their position for personal advantage or seek to gain preferential treatment. Any Governor who has a material interest in a matter, must declare such interest to the Council of Governors and:

- Shall not vote on any such matter
- Shall not be present except with the permission of the Council of Governors in any discussion of the matter.

If in any doubt advice should be sought from the Trust Board Secretary.

5.2 Any Governor who fails to disclose any interest required to be disclosed must permanently vacate their office if required to do so by a majority of the remaining Governors.

6. Council of Governors meetings

6.1 Governors have a responsibility to attend meetings of the Council of Governors. When this is not possible they should submit an apology to the Trust Board Secretary in advance of the meeting.

6.2 In accordance with the Constitution, absence from the Council of Governor meetings without good reason [as established to the satisfaction of the Council of Governors] is grounds for disqualification. If a Governor fails to attend three consecutive Council of Governor meetings his or her Tenure of Office is to be immediately terminated unless the Council of Governors are satisfied that the absence was due to a reasonable cause and he/she will be able to start attending meetings again within such a period as they consider reasonable.

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

7. Personal Conduct

7.1 Governors are required to adhere to the highest standards of conduct in the performance of their duties. In respect of their inter-action with others, they are required to:

7.1.1 Adhere to good practice in respect of the conduct of meetings and respect the views of other Governors.
7.1.2 Be mindful of conduct which could be deemed to be unfair or discriminatory.

7.1.3 Treat the Board of Directors and other employees with respect and in accordance with the Trust’s policies.

7.1.4 Recognise that the Governors and Trust managers have a common purpose i.e. the success of the Trust and adopt a team approach.

7.1.5 Governors must conduct themselves in such a manner as to reflect positively on the Trust. When attending external meetings or any other events at which they are present it is important for Governors to be ambassadors for the Trust.

7.1.7 Respect the confidentiality of information received in their role as Governors.

8. Accountability
Governors are accountable to the membership and should demonstrate this by attending members’ meetings and other key events, which provide opportunities to interface with the membership.

9. Training and Development
9.1 Training is essential for Governors, in respect of the effective performance of their role. Governors are required to adhere to the Trust’s policies.

9.2 If a Governor refuses to undertake training which the Council of Governors requires all Governors to undertake, he/she may be removed by resolution passed by a majority of the remaining Governors.

10. Visits to Trust premises
When Governors wish to visit the premises of the Trust in a formal capacity [as opposed to individuals in a personal capacity], the Governor shall liaise with the Trust Board Secretary to make the necessary arrangements. Governors must wear their Trust ID badge when undertaking such visits and at all other times when carrying out duties as a Governor.

11. Non-Compliance with the Code of Conduct
11.1 Non compliance with the Code of Conduct may result in action being taken as follows:

11.1.1 Where misconduct takes place, the Chair shall be authorised to take such action as may be immediately required, including the exclusion of the person concerned from a meeting.
11.1.2 Where such misconduct is alleged, it shall be open to the Council of Governors to decide, by simple majority of those in attendance, to lay a formal charge of misconduct.

11.1.3 Notification to the Governor in writing of the allegations, detailing the specific behaviour, which is considered to be detrimental to the Trust, and inviting and considering their response within a defined timescale.

11.1.4 Inviting the Governor to address the Council of Governors in person if the matter cannot be resolved satisfactorily through correspondence.

11.2 If a Governor is considered to have acted in a manner inconsistent with the Code of Conduct the Governor may be removed from the Council of Governors by resolution approved by not less than two thirds of the remaining Governors present and voting at a General Meeting of the Council of Governors.

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

12. The Nolan principles of public life

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

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

**Objectivity**
In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit.

**Accountability**
Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.

**Openness**
Holders of public office should be as open as possible about all the decisions and actions that 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.
In undertaking the role of Governor of this NHS Foundation Trust all Governors shall sign the following declaration:

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

i. Seek to ensure that my fellow Governors are valued as fellow colleagues and that their views are both respected and considered;

ii. Accept responsibility for my own actions;

iii. Show my commitment to working as a team member by working with all my colleagues in the NHS and the wider community;

iv. Seek to ensure that the membership of the constituency I represent is properly informed and given the opportunity to influence services;

v. 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;

vi. Comply with the constitution;

vii. Respect the confidentiality of individual patients;

viii. Not knowingly make or permit, any untrue or misleading statement relating to my own duties or the functions of the Trust;

ix. Always contact the Head of Communications & Marketing before giving a response to a question from the media;

x. Support and assist the Accountable Officer of the Trust in his/her responsibility to answer to the Regulator, commissioners and the public for the performance of the Trust.

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

Signature: …………………………………………………………………………………

Date: ………………………………………………………………………………………