





## COUNCIL OF GOVERNORS: Declaration of Interests

### Explanatory information

Under the Constitution of the Foundation Trust, Executive Directors, Non-Executive Directors and Governors of the Foundation Trust are required to make a regular declaration of their interests in line with Monitor's Code of Governance. The register of interests is a public document that can be accessed on request. Information on how to access this information is published each year in the Annual Report and other related documents. Governors are advised to read the section from the Constitution related to Declaration of Interests before completing their declaration below.

### Constitution

#### 7.13 Declaration of Interests

**7.13.1** A Governor must declare to the Secretary:

- a) any pecuniary interest, direct or indirect, in any contract, proposed contract or other matter concerning the Trust,
- b) any interests which are relevant and material to the business of the Trust, and
- c) any other interest as set out in the Standing Orders

**7.13.2** Such a declaration shall be made by completing and signing a form, as prescribed by the Secretary from time to time, setting out any interests required to be declared in accordance with this Constitution or Standing Orders and delivering it to the Secretary within 28 days of a Governor's election or appointment or otherwise within 7 days of becoming aware of the existence of a relevant or material interest. The Secretary shall amend the register of Interests upon receipt of notification within 3 working days. In addition, if a Governor is present at a meeting of the Council of Governors and has an interest of any sort in any matter which is the subject of consideration, they shall at the meeting and as soon as practicable after its commencement disclose the fact and shall not vote on any question with respect to the matter and, if they have declared a pecuniary interest, they shall not take part in the consideration or discussion of the matter. This Paragraph applies to any committee or sub-committee of the Council of Governors as it applies to the Council of Governors and applies to any member of any such committee or sub-committee (whether or not they are also a Governor) as it applies to a Governor. The provisions of this Paragraph are subject to Paragraph 7.13.7.

**7.13.3** "relevant and material" interests are:

- a) Directorships, including non-executive directorships held in private companies or PLCs (with the exception of those of dormant companies);
- b) Ownership or part-ownership or directorships of private companies, businesses or consultancies likely or possibly seeking to do business with the NHS;
- c) Majority or controlling share holdings in organisations likely or possibly seeking to do business with the NHS;
- d) A position of authority in a charity or voluntary organisation in the field of health and social care;
- e) Any connection with a voluntary or other organisation contracting for or commissioning NHS services
- f) Any connection with an organisation, entity or company considering entering into or having entered into a financial arrangement with the Trust, including but not limited to, lenders or banks.

**7.13.4** Any travelling or other expenses or allowances payable to a Governor in accordance with this Constitution shall not be treated as a pecuniary interest.

**7.13.5** Subject to any other provision of this Constitution, a Governor shall be treated as having indirectly a pecuniary interest in a contract, proposed contract or other matter, if:

- a) they, or a nominee of theirs, is a director of a company or other body, not being a public body, with which the contract was made or is proposed to be made or which has a direct pecuniary interest in the other matter under consideration; or
- b) they are a partner of, or is in the employment of a person with whom the contract was made or is proposed to be made or who has a direct pecuniary interest in the other matter under consideration.

**7.13.6** A Governor shall not be treated as having a pecuniary interest in any contract, proposed contract or other matter by reason only:

- a) of their membership of a company or other body, if they have no beneficial interest in any securities of that company or other body;
- b) of an interest in any company, body or person with which they are connected as mentioned in paragraphs 7.13.2, 7.13.3 and 7.13.5 which is so remote or insignificant that it cannot reasonably be regarded as likely to influence a Governor in the consideration or discussion of or in voting on, any question with respect to that contract or matter.

**7.13.7** Where a Governor:

- a) has an indirect pecuniary interest in a contract, proposed contract or other matter by reason only of a beneficial interest in securities of a company or other body, and
- b) the total nominal value of those securities does not exceed £5,000 or one-hundredth of the total nominal value of the issued share capital of the company or body, whichever is the less, and
- c) if the share capital is of more than one class, the total nominal value of shares of any one class in which they have a beneficial interest does not exceed one-hundredth of the total issued share capital of that class, the Governor shall not be prohibited from taking part in the consideration or discussion of the contract or other matter or from voting on any question with respect to it, without prejudice however to his duty to disclose his interest.

**7.13.8** In the case of persons living together the interest of one partner or spouse shall, if known to the other, be deemed for the purposes of this Constitution to be also an interest of the other.

**7.13.9** If, during the course of a meeting of the Council of Governors, a conflict of interest is established, the Governor concerned shall withdraw from the meeting and play no part in the relevant discussion or decision. If there is a dispute as to whether a conflict of interest exists, the majority of the Governors present at the meeting shall resolve the issue, with the Chairman having a casting vote.