

Meeting Title	Council of Governors		
Date	15 April 2021	Agenda item	CGo.4.21.12

Governors Code of Conduct review

Presented by	Laura Parsons, Associate Director of Corporate Governance / Board Secretary	
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Governance responsibility	Mr John Holden, Director of Strategy and Integration	
Purpose of the paper	To present the revised Governors Code of Conduct for approval.	
Action required	To approve	
Previously discussed at/ informed by	Code of Conduct Task & Finish Group – 5 March and 19 March	
Previously approved at:	Committee/Group	Date
Situation and Background		
<p>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.</p> <p>At the Council of Governors meeting held on 21 January 2021, it was reported that the previous Code of Conduct had been in place in its current form since 2016 and was due for review. Governors were invited to participate in this review.</p> <p>Three Governors (Amit Bhagwat, Stella Hall and Wendy McQuillan) took part in the review alongside Jacqui Maurice, Head of Corporate Governance and Laura Parsons, Associate Director of Corporate Governance/Board Secretary. An initial meeting was held on 5 March, where the Code was reviewed alongside the template Code provided by NHS Providers and examples from other Foundation Trusts. Following this discussion a number of amendments were made and a revised version of the Code was discussed on 19 March. Further amendments were made following this meeting and the review group has agreed the version attached at Appendix A for submission to the Council for approval.</p> <p>The key amendments are as follows:</p> <ul style="list-style-type: none">• General amendments to improve the layout and flow of the document• The addition of an appendix setting out media and communications principles• Confirmation that the Code will be reviewed on an annual basis to ensure it is kept up to date, with a more comprehensive review at least every 3 years• Amendments throughout the document for clarification purposes		
Recommendation		
<p>The Council is asked to approve the revised Code of Conduct as attached at Appendix A.</p>		

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Appendix A

Bradford Teaching Hospitals NHS Foundation Trust Governors' Code of Conduct

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.

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

Acceptance of the Code

Governors, once elected will be required by the Chairman to formally accept the Code of Conduct in all respects and confirm that, in particular, they support the objectives of Bradford Teaching Hospitals NHS Foundation Trust. This must be completed within 30 days of election to the Council; otherwise the Governor's tenure of office may be terminated.

Background

The over-arching role of the Council of Governors is to hold the Non-Executive Directors individually and collectively to account for the performance of the Board of Directors and to represent the interests of NHS Foundation Trust Members and of the public.

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

Statutory Duties (as described within the Health and Social Care Act 2012)

- Appoint and remove the Chairman and Non-Executive Directors.
- Set the terms and conditions of remuneration of the Chairman and Non-Executive Directors.
- Approve the appointment of the Chief Executive.
- Appoint the External Auditor.
- Receive the Annual Accounts, Auditors Report, and 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.

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Participation and Contribution

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 Secretary in advance of the meeting.

If a Governor fails to attend two consecutive Council of Governor meetings or, training sessions within six months (whether in person or virtually); their tenure of office will be terminated one month following non-attendance at the second Council meeting or six weeks after the scheduled training session unless they have satisfied the Chairman that their failure to contribute is due to a reasonable cause, and they will be able to contribute within such a period as the Chairman considers reasonable .

Governors will be provided with a comprehensive induction upon appointment. If a Governor fails to participate in the induction programme, their tenure of office may be terminated.

The Trust will make reasonable adjustments to enable Governors to undertake their role. Governors are responsible for making the Trust Secretary aware if adjustments are required.

Confidentiality

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.

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 in dismissal from the Council of Governors. This includes the information provided to Governors for meetings held in closed session.

Governors are also asked to be aware that they, along with the Trust, are bound by the Data Protection Act 2018.

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 position for personal advantage or seek to gain preferential treatment. If a Governor wishes to raise a concern or complaint in relation to their own care or treatment, this must be done via the Trust's [Patient Experience Team](#).

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.

A Governor 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 Trust Secretary. 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 into a contract or have entered into a contract. Governors must enter onto the Register of Interests any pecuniary and non-

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pecuniary interests that might create a conflict of interest. Failure to do so could result in expulsion from the Council of Governors.

Qualification for Office

Governors must continue to comply with the qualifications required to hold elected office throughout their period of tenure. The Trust Secretary should be advised of any changes in circumstances, which disqualify the Governor from continuing in office. In such circumstances the Governor will be deemed as having resigned their position.

Induction and Training

Governors must participate in an induction programme and undertake any training as recommended by the Trust Secretary and approved by the Council of Governors. Induction and training are important in ensuring that Governors understand their role, understand our Foundation Trust, the communities we serve and our regulatory regime.

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:

1. I acknowledge that Bradford Teaching Hospitals NHS Foundation Trust is an apolitical organisation.
2. If I am a member of any trade union, political party or other organisation, I will not be representing those organisations (or the views of those organisations) but will be representing the interests of the constituency (public or staff) that elected me or the partner organisation who nominated me.
3. 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.
4. I will be honest and act with integrity and probity at all times.
5. I will respect and treat with dignity and fairness, the public, patients, relatives, carers, NHS staff and partners in other agencies.
6. I will respect and treat with dignity and fairness the views of my fellow Governors and Trust staff. I will seek to ensure that my fellow Governors are valued as colleagues and, if required to make any judgements about colleagues, that they are consistent fair and properly founded.
7. I recognise that the Council of Governors exercises collective decision-making on behalf of all patients, local people, stakeholders and staff.
8. 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.
9. I recognise that the Council of Governors has no managerial role within Bradford Teaching Hospitals NHS Foundation Trust.
10. I will accept responsibility for my actions.
11. I will show my commitment to working as a team member by working with my colleagues in the NHS and wider community.

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12. I will seek to work with the Trust to ensure that the membership of the constituency I represent is informed and provided with opportunities to influence developments.
13. 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.
14. I will at all times, comply with the Standing Orders and Standing Financial Instructions of Bradford Teaching Hospitals NHS Foundation Trust.
15. I will respect the confidentiality of individual patients and comply with the confidentiality policies of Bradford Teaching Hospitals NHS Foundation Trust.
16. 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.
17. I will attend meetings of the Council of Governors and training events as required in order to carry out my role.
18. I will conduct myself in a manner that reflects positively on Bradford Teaching Hospitals NHS Foundation Trust, acting as an ambassador for the Trust.
19. I will abide by Bradford Teaching Hospitals NHS Foundation Trust policies and procedures.
20. 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.
21. 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.
22. I will uphold the seven principles of public life as detailed by the Nolan Committee and the Committee on Standards in Public Life.

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 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.

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

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 expenses claimed by Governors will be published in the Annual Report.

Visits to Bradford Teaching Hospitals NHS Foundation Trust services

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

Media and communications

Governors must adhere to the media and communications principles attached at Appendix 1 to this Code of Conduct.

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 and explaining 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.
- 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.

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- 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.

Review of the Code of Conduct

The Code will be reviewed on an annual basis to ensure that it is kept up to date. A full review will be undertaken in consultation with the Council at least every 3 years.

Definitions

The Associate Director of Corporate Governance / Board Secretary acts in the capacity of the 'Trust Secretary'.

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.

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Appendix 1

Media and Communications - Principles for Governors

1. This briefing is intended to provide guidance and key policy statements to Governors about how to deal with approaches from or to the media and related matters. The Foundation Trust is keen to work proactively with Governors to promote the work of the Trust, its staff and the Council of Governors. This briefing sets out the procedure for Governors to follow should they receive a call from the media or wish to publicise activities associated with, or arising from, their position as a member of the Council of Governors of the Trust.
2. The Foundation Trust recognises that the Council has a legitimate involvement in providing information to the Foundation Trust's membership and wider public. However, to ensure such messages reflect the opinion of the whole Council and are consistent with other statements made by the Foundation Trust, any statements by members of the Council of Governors must be issued through the Trust's Communications Team.
3. The Communications Team under the guidance of the Director of Strategy and Integration/Deputy Chief Executive is proactive in protecting the reputation of the Trust and ensures that the activities of the Trust are promoted in a positive manner through radio, television and the press at both local and national levels.
4. The promotion of the work of the Council through the media will be a matter for decision by the Council of Governors.
5. With regard to communication from the press and media, Governors must immediately direct all enquiries to the Chairman and the Associate Director of Corporate Governance/Board Secretary.
6. Under no circumstances should an individual member of the Council of Governors discuss, publish or otherwise distribute information on matters pertaining to the Foundation Trust or their role as a member of the Council without the knowledge and agreement of the Chairman and the Associate Director of Corporate Governance/Board Secretary.
7. Any documents given or shown to Governors not already in the public domain, are to be treated as confidential and therefore Governors must not copy, or otherwise distribute such information without the permission of the Chairman and the Associate Director of Corporate Governance/Board Secretary.
8. Governors who receive invitations to attend functions or meetings related to their activities as a member of the Council should advise the Corporate Governance team.
9. Should a Governor be invited to speak then he or she is requested to clear any proposed speech with the Chairman and the Associate Director of Corporate Governance/Board Secretary.
10. For invitations to give a speech or appear publicly in their role as Governors that come directly to the Foundation Trust, the Corporate Governance Team will draw up a list of those who are willing to represent the Foundation Trust in this way. The final determination will rest with the Chairman and the Associate Director of Corporate Governance/Board Secretary.

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11. The Trust has a clear policy and procedures for responding to Freedom of Information (FOI) requests and should a Governor receive such an enquiry this should be forwarded to the Corporate Governance team in the first instance who will ensure that the correct procedure under the Trust's FOI policy is followed.
 12. Finally, Governors are of course free to make statements or give interviews in connection with any non-Trust related activities they may be involved in. However, any statements or interviews given by individual members of the Council of Governors in relation to these other aspects of their personal or professional activities must not make reference to any matters pertaining to their position as a member of the Council of Governors.