

SHEFFIELD TEACHING HOSPITALS NHS FOUNDATION TRUST

EXECUTIVE SUMMARYREPORT TO THE COUNCIL OF GOVERNORS24 MAY 2022

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|------------------------------|-------------------------------------------------------------|
| Subject | Code of Conduct for Governors |
| Supporting TEG Member | Sandi Carman, Assistant Chief Executive |
| Author | Jane Pellegrina, Foundation Trust Membership Office Manager |
| Status | For Approval |

PURPOSE OF THE REPORT

To seek the Council of Governors' approval of the updated Code of Conduct for Governors.

KEY POINTS

The purpose of the Code of Conduct for Governors is to provide clear guidance on the standards of conduct and behaviour expected of all Governors of Sheffield Teaching Hospitals NHS Foundation Trust.

The Code is intended to operate in conjunction with the *NHS Constitution*, *NHS Foundation Trust Code of Governance Code* and the *Trust's Constitution* and forms part of a framework designed to promote the highest possible standards of conduct and behaviour within the Trust.

As provided for in the Code, a periodic review was undertaken by a group of governors and by the Assistant Chief Executive. The review identified amendments required to bring the Code up to date.

The updated Code was reviewed at the Governors' Forum meeting on 12 April 2022. With the inclusion of two further points, shown as additional track changes in blue, the Governors' Forum were content with the amendments to the Code of Conduct.

For ease of reference all the changes have been tracked in the document attached.

IMPLICATIONS

| Aim of the STHFT Corporate Strategy | | TICK AS APPROPRIATE |
|--------------------------------------------|----------------------------------------------------|----------------------------|
| 1 | Deliver the Best Clinical Outcomes | |
| 2 | Provide Patient Centred Services | |
| 3 | Employ Caring and Cared for Staff | |
| 4 | Spend Public Money Wisely | |
| 5 | Deliver Excellent Research, Education & Innovation | |
| 6 | Create a Sustainable Organisation | |

RECOMMENDATIONS

The Council of Governors is asked to **APPROVE** the updated Code of Conduct for Governors.

Sheffield Teaching Hospitals NHS Foundation Trust

CODE OF CONDUCT FOR GOVERNORS

1. INTRODUCTION

The purpose of the Code is to provide clear guidance on the standards of conduct and behaviour expected of all Governors of Sheffield Teaching Hospitals NHS Foundation Trust.

The Code is intended to operate in conjunction with the *NHS Constitution*, *Monitor's NHS Foundation Trust Code of Governance* and the Trust's Constitution and forms part of a framework designed to promote the highest possible standards of conduct and behaviour within the Trust.

2. SCOPE

The Code applies at all times whenever a Governor is acting in their official capacity as a Governor, or is carrying out the business of, or representing, the Council of Governors or the Trust.

The Code does not relate to activities undertaken by a Governor in a personal capacity except where a Governor's personal conduct could reasonably be regarded as bringing ~~his or her~~ their office as a Governor, the Council of Governors, or the Trust into disrepute.

3. PRINCIPLES OF PUBLIC LIFE

The principles underpinning this Code are drawn from the Seven Principles of Public Life ¹ and apply to anyone who works as a public office-holder.

In undertaking their role, Governors are expected to uphold the following principles:

- **Selflessness**
Holders of public office should act solely in terms of the public interest.
- **Integrity**
Holders of public office must avoid placing themselves under any obligation to people or organisations that might try inappropriately to influence them in their work. They should not act or take decisions in order to gain financial or other material benefits for themselves, their family, or their friends. They must declare and resolve any interests and relationships.
- **Objectivity**
Holders of public office must act and take decisions impartially, fairly and on merit, using the best evidence and without discrimination or bias.
- **Accountability**
Holders of public office are accountable to the public for their decisions and actions and must submit themselves to the scrutiny necessary to ensure this.
- **Openness**
Holders of public office should act and take decisions in an open and transparent manner. Information should not be withheld from the public unless there are clear and lawful reasons for so doing.

¹ HMSO. 2013. Committee on Standards in Public Life 14th Report. Standards matter: A review of best practice in promoting good behaviour in public life.

- **Honesty**
Holders of public office should be truthful.
- **Leadership**
Holders of public office should exhibit these principles in their own behaviour. They should actively promote and robustly support the principles and be willing to challenge poor behaviour wherever it occurs.

4. CORPORATE VISION AND VALUES

Governors are expected to actively support the Trust's vision and aims ~~in the corporate strategy *Making a Difference* and to support~~ and uphold the Trust's *PROUD* values and behaviours:-

Patient first – ensure that the people we serve are the heart of what we do

Respectful – be kind, respectful, fair and value diversity

Ownership – celebrate our successes, learn continuously and ensure we improve

Unity – work in partnership with others

Deliver – be efficient, effective and account able for our actions

5. ROLE OF THE GOVERNOR AND DIRECTORS' DUTIES AND LIABILITIES

Notwithstanding any statutory responsibilities and obligations imposed by NHS Improvement or their successor body the role of the Governor and the Council of Governors is to hold the Non-executive Directors individually and collectively to account for the performance of the Board of Directors. In doing this Governors should be guided by, and represent the interest of, all patients, members, local public and staff and represent the interests of the members of the Trust and the public.

As well as holding the Non-executive Directors collectively to account, Governors may provide views to the Non-executive Directors on:

- The strategic direction of the Trust
- Its targets and performance against targets
- The monitoring of such targets

~~The role of the Governor and 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 represent the interests of the members of the Trust and the public.~~

The role is set out in detail in the Trust's Constitution, Monitor's *NHS Foundation Trust Code of Governance* and *Your statutory duties: A reference guide for NHS Foundation Trust Governors*.

The Council of Governors is not responsible for the day to day management of the Trust nor may the Council of Governors take decisions about the commitment or use of Trust resources.

In carrying out its work the Council of Governors needs to take account of and respect the statutory duties and liabilities of the Board of Directors and individual directors, as detailed in the Constitution and statute.

6. QUALIFICATIONS FOR OFFICE

Governors must comply with the criteria required to hold elected or appointed office throughout the period of their tenure, as detailed in the Constitution.

A Governor must notify the Assistant Chief Executive (in their his capacity as Trust Secretary) that they no longer fulfil the criteria, as soon as is reasonably possible.

Governors are required to agree to Disclosure and Barring Services (DBS) checks

~~before~~ checks before taking office, followed by a further DBS check upon each re-election to office and must inform the Assistant Chief Executive in writing of any charges brought against them for any criminal offence.

The Trust is subject to regulations under its Provider Licence and The Health and Social Care Act 2008 (Regulated Activities) Regulations 2014 Regulation 5: Fit and Proper Persons Requirement stipulating that new and existing Governors are fit and proper persons, Governors are required to complete an annual declaration to this effect.

Governors will be required to undertake any health protection measures, including where appropriate vaccinations, as are required of the Board of Directors.

7. CONFIDENTIALITY

Council of Governors meetings are open to the public but exceptionally the Council may decide to consider business in private session. Additionally, Governors may have access to or be made privy to confidential information such as written or verbal reports from the Board of Directors, commercially sensitive data, patient data and personal identifiable data.

~~Governors must not disclose any confidential information they are made privy to as a Governor, except in specified lawful circumstances. They must not seek to prevent a person from gaining access to information to which they are legally entitled.~~

Governors must comply with the Trust's Data Protection Policy, they must not disclose any confidential information they are made privy to as a Governor, except in specified lawful circumstances.

Governors must comply with the Trust's confidentiality policies and procedures, including the ~~Raising Concerns at Work Policy and Procedures (Whistleblowing)~~, Freedom to Speak Up Policy.

Nothing in this code shall preclude Governors from making a protected disclosure within the meaning of the Public Disclosure Act, 1998. Governors may seek further guidance on the provisions of the Public Disclosure Act from the Assistant Chief Executive.

8. REGISTER OF INTERESTS

Governors are required to register annually all relevant interests on the Trust's Register of Interests in accordance with the provisions of the Constitution and the Standards of Business Conduct Policy. It is the responsibility of each Governor to update register entry if their interests change. Failure to register a relevant interest in a timely manner may constitute a breach of this Code.

If in any doubt, Governors should seek further guidance from the Assistant Chief Executive.

9. ~~CONFLICTS OF INTEREST~~

~~Governors must declare the nature and extent of any conflict of interest at the earliest opportunity. If such a declaration proves to be, or becomes, inaccurate or incomplete, a further declaration must be made. It is then for the Chairman to advise whether it is necessary for the Governor to refrain from participating in discussion of the item or withdraw from the meeting. Failure to comply is likely to constitute a breach of this Code.~~

~~If in any doubt, Governors should seek further guidance from the Assistant Chief Executive.~~

10. 9. MEETINGS

~~Governors have a responsibility to attend Council of Governors meetings. When this is not possible apologies should be submitted to the Assistant Chief Executive in advance of the meeting.~~

~~Absence from two consecutive meetings of the Council of Governors without reasonable cause may be grounds for termination of tenure and removal of a Governor.~~

The Council of Governors meets at least four times per financial year and governors have a responsibility to attend Council of Governors meetings. When this is not possible apologies should be submitted to the Foundation Trust Membership Manager in advance of the meeting. Absence from two consecutive meetings of the Council of Governors without reasonable cause may be grounds for termination of tenure and removal of a governor.

Governors are also expected to demonstrate their commitment to the Trust by keeping up-to-date with Trust developments through attending briefings and awareness presentations and to observe at Board of Directors meetings in public.

11.10. PERSONAL CONDUCT

Governors are expected to conduct themselves with the utmost integrity and objectivity in a manner that reflects positively on the Trust and not to conduct themselves in a manner that could reasonably be regarded as bringing their office or the Trust into disrepute.

Governors are expected to understand, agree to and promote the Trust's Equality, Diversity and Inclusion policies. Specifically Governors must treat others with respect and not breach the equality enactments ~~enactments~~ and not bully any person.

Governors must not seek to use their position improperly to confer an advantage or disadvantage on any person and must comply with the Trust's policies and procedures on the use of its resources.

Governors who are members of a ~~t~~Trades uUnion, a political party or any external organisation, must recognise that their role is not to represent those organisations but to represent the Trust membership constituency that elected them or the organisation that nominated them.

Governors must wear their ID badge at all times when undertaking duties as a Governor. ID badges must not be worn by Governors when attending the Trust on personal business, as a patient or as a visitor in a personal capacity. ID badges remain the property of the Trust at all times and should be returned to the Trust at the end of a Governor's term of office.

Governors must have regard to advice provided by the Chair~~man~~ and the Assistant Chief Executive pursuant to their statutory and regulatory duties and responsibilities.

11.11. GOVERNOR CONTACT WITH THE FORMAL AND SOCIAL MEDIA

Governors should consult the Chair~~man~~ or the Assistant Chief Executive or any member of the Trust's Communication~~s~~ Team before speaking or writing to the media on matters relating to the Trust, whenever they are acting in their official capacity as Governor.

Governors should be particularly aware of the impact of their presence on social media and, whilst it is acknowledged that governors are not members of staff, governors hold public office and therefore comments made via social media need to reflect their position. Any comments made via social media which could be deemed to bring the Trust into disrepute will be investigated and may be treated as a breach of this Code of Conduct.

13.12. TRAINING, DEVELOPMENT AND ACCESSIBILITY

The Trust will provide appropriate training, ~~and~~ development and support ~~opportunities~~ for Governors.

Governors are expected to take part in training and development opportunities that have been identified as appropriate for them. To that end Governors will participate in any appraisal process or skills audit carried out by the Trust.

To ensure appropriate support can be offered to enable governors to participate fully, on taking office there will be an occupational health assessment.

14.13. UNDERTAKING AND COMPLIANCE

All Governors elected or appointed to the Council of Governors are required to sign a declaration agreeing to comply with the provisions of this Code, (Appendix 1).

Failure to comply with this Code may result in removal from office ~~follow-up~~, in accordance with agreed procedures as described in paragraphs 1 and 2 of Annex 4 of the Constitution "Additional Provisions – Council of Governors". The procedure for removal of a Governor from office is set out in Appendix 2 of this Code.

15.14. INTERPRETATION AND CONCERNS

Any questions or concerns about the application of the Code should be raised with the Assistant Chief Executive. The Chairman will be the final arbiter of interpretation of the Code.

16.15. REVIEW AND REVISION OF THE CODE

This Code has been approved by the Council of Governors.

The Assistant Chief Executive will periodically lead a review of the Code. Any proposed revisions to the Code must be approved by the Council of Governors.

CODE OF CONDUCT FOR GOVERNORS

DECLARATION

I confirm I have read and understood the Code of Conduct for Governors and agree to comply with the Code.

Surname:

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First Name(s):

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Date of election / appointment:

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Constituency/Organisation:

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Signature:

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Date:

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ADDITIONAL PROVISIONS – COUNCIL OF GOVERNORS

[see paragraph 22 of the Trust Constitution]

Membership of the Council of Governors - further eligibility provisions

- 1. In addition to the provisions set out in Paragraph 16.1 of the Constitution, an individual shall not become or continue to be a governor if:**
 - 1.1 They have within the preceding five years been dismissed, otherwise than by reason of redundancy or ill health, from any paid employment with a health service body, a private or independent care commissioner or provider or other public service body;**
 - 1.2 They are a person whose tenure of office as chair, or member, or governor or director of a health service body or other public service body has been terminated on the grounds that their appointment is not in the interests of the service, for non-attendance at meetings or for non-disclosure of a pecuniary interest;**
 - 1.3 They are a director or the trust secretary of the Trust, or a governor, director or secretary of another health service body;**
 - 1.4 They have had their name removed or suspended, other than by reason of withdrawal, from any list prepared under the 2006 Act and/or any related subordinate legislation or who has otherwise been suspended or disqualified from any healthcare profession and has not subsequently had their name included in such a list or had their suspension lifted or qualification reinstated;**
 - 1.5 They are incapable by reason of mental disorder, illness or injury of carrying out their functions as a governor and it is anticipated that such incapacity will continue for a period of six months or the remainder of their tenure of office;**
 - 1.6 They have within the preceding five years demonstrated aggressive or violent behaviour on Trust premises or another health service body and following such behaviour have been asked to leave, have been removed or excluded from the premises under either the Trust's Policy for Withholding Treatment from Violent and Abusive Patients or Visitors (as amended from time to time) or the health service body's equivalent policy;**
 - 1.7 They have been confirmed as a habitual or vexatious complainant in accordance with the Trust's Concerns and Complaints Policy (as amended from time to time);**
 - 1.8 They refuse to confirm that they will abide by the Trust's Code of Conduct for Governors (as amended from time to time);**
 - 1.9 They have refused without reasonable cause to undertake peer review and/or any training which the Trust and/or the Council of Governors requires all governors to undertake;**
 - 1.10 They are a member of a local authority Overview and Scrutiny Committee covering health matters;**
 - 1.11 They are an officer or member of the governing body of Healthwatch or its successor bodies;**
 - 1.12 They have previously been or currently are subject to a Sex Offenders Order and/or their name is included in the Violent and Sex Offenders Register;**

1.13 They are the spouse, partner, parent or child of a member of the Board of Directors of the Trust;

1.14 They fail to or indicate that they are willing to act in the best interests of the Trust in accordance with the Principles of Public Life set out by the Committee on Standards in Public Life and incorporated in the Trust's Code of Conduct for Governors, as amended from time to time. In fulfilling this role, the Trust acknowledges that the governor is representing the interests of their members or partner organisation in the local health economy. However, acting in the best interests of the Trust and engaging in constructive debate and challenge on behalf of the constituency a governor represents are not mutually exclusive. Only actions deemed by the Council of Governors or the Board of Directors to be malicious or destructive will be viewed as failing to act in the best interests of the Trust; or

1.15 They fail to abide by the values and behaviours of the Trust.

2. Termination of tenure and removal of a governor

2.1 A governor shall cease to hold office if:

2.1.1 they resign by giving notice in writing to the Assistant Chief Executive;

2.1.2 they fail to attend two consecutive meetings unless the Assistant Chief Executive is satisfied that:

2.1.2.1 the absences were due to reasonable cause and

2.1.2.2 they will be able to start attending meetings within such a period that other governors consider reasonable.

2.2 A governor may be removed by the Council of Governors by a resolution by not less than three-quarters of the remaining governors present at that meeting on the following grounds:

2.2.1 they have committed a serious breach of the Code of Conduct for Governors; or

2.2.2 they have acted in a manner detrimental to the interests of the Trust; and

2.2.3 the Council of Governors consider it is not in the best interests of the Trust as defined in Paragraph 1 above, for them to continue as a governor.

2.3 Where a person has been elected or appointed to be a governor and they become disqualified from office under Paragraph 16 of the Constitution or Paragraph 1 above, the individual shall notify the Assistant Chief Executive in writing of such disqualification as soon as practicable and in any event within 14 days of first becoming aware of those matters which render the governor disqualified.

2.4 If it comes to the notice of the Assistant Chief Executive that the governor is disqualified at the time of their appointment or later, the Assistant Chief Executive shall declare that the individual in question is disqualified and give notice in writing to that effect as soon as practicable and in any event within 14 days of the date of the said declaration. The Assistant Chief Executive's decision is final.