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Sheffield Teaching Hospitals **NHS**
NHS Foundation Trust

Code of Conduct for the Board of Directors

Reference Number	Version	Status	Executive Lead(s) Name and Job Title	Author(s) Name and Job Title
	1	Draft	Neil Riley, Assistant Chief Executive	Andy Challands, Corporate Governance Project Manager
Approval Body		Board of Directors		Date Approved 20.01.2016
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Contact for Review Name and Job Title: Andy Challands, Corporate Governance Project Manager				

Associated Documentation:

Trust Controlled Documents

Trust Constitution (including the Standing Orders of the Board of Directors and Standing Orders of the Council of Governors)
Standing Financial Instructions
Scheme of Reservation and Delegation
Code of Conduct for Governors
Standards of Business Conduct Policy
Procedure for the Offer of Gifts and Hospitality
Confidentiality – Staff Code of Conduct
Raising Concerns at Work Policy
Fit and Proper Persons Policy and Procedure
Incident Management Policy – Appendix J Duty of Candour

External Documentation

NHS Constitution
Monitor. Provider License
Monitor. NHS Foundation Trust Code of Governance (2014)
Committee on Standards in Public Life. 14th Report.

Legal Framework

Health and Social Care Act 2008 (Regulated Activities) Regulations 2014

For more information on this document please contact:-

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Version History

Version	Date Issued	Brief Summary of amendments	Owner's Name:
1			Neil Riley

(Please note that if there is insufficient space on this page to show all versions, it is only necessary to show the previous 2 versions)

Document Imprint

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Executive Summary

Board of Directors: Code of Conduct

Document Objectives:	To provide guidance on the standards of conduct and behaviour expected of members of the Board of Directors
Group/Persons Consulted:	Trust Executive Group
Monitoring Arrangements and Indicators:	The Chairman and Assistant Chief Executive will monitor compliance with this code.
Training Implications:	None
Equality Impact Assessment:	Attached as Appendix 2
Resource implications:	None
Intended Recipients:	Members of the Board of Directors
Who should:-	
➤ be aware of the document and where to access it	Members of the Board of Directors and Chief Executive's Office Directorate
➤ understand the document	Members of the Board of Directors and Chief Executive's Office Directorate
➤ have a good working knowledge of the document	Members of the Board of Directors and Chief Executive's Office Directorate

1. INTRODUCTION

High standards of corporate and personal conduct are an essential component of public services.

The purpose of this Code is to provide clear guidance on the standards of conduct and behaviour expected of members of the Board of Directors.

2. SCOPE

The Code applies to all members of the Board of Directors, including any Senior Manager designated as such by the Chief Executive in accordance with Monitor's Annual Reporting Manual.

It applies at all times when members of the Board of Directors are carrying out the business of the Trust or representing the Trust.

3. PRINCIPLES OF PUBLIC LIFE

The principles underpinning the Code are drawn from the Seven Principles of Public Life ¹ (adapted from the Nolan Report). All members of the Board are expected to abide by them.

- **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.
- **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. GENERAL PRINCIPLES

The board of directors of a foundation trust has a duty to conduct business with probity, to respond to staff, patients and suppliers impartially, to achieve value for money from the public funds with which they are entrusted and to demonstrate high ethical standards of personal conduct.

As described in the Trust's Constitution, the general duty of the Board of Directors and of each director individually, is to act with a view to promoting the success of the Trust so as to maximise the benefits for the members of the Trust as a whole and for the public.

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.

The Board of Directors undertakes to set an example in the conduct of its business and to promote the highest corporate standards of conduct. It will lead in ensuring that the provisions of the Trust's Constitution, Standing Orders, Financial Standing Instructions and Scheme of Reservation and Delegation conform to best practice and serve to enhance standards of conduct.

5. CONFIDENTIALITY AND ACCESS TO INFORMATION

Members of the Board of Directors must comply with the Trust's confidentiality policies and procedures. They must not disclose any confidential information, except in specified lawful circumstances.

Information on decisions made by the Board of Directors and information supporting those decisions should be made available in a way that is understandable. Positive responses should be given to reasonable requests for information and in accordance with the Freedom of Information Act 2000 and other applicable legislation and directors and employees must not seek to prevent a person from gaining access to information to which they are legally entitled.

The Trust has adopted policies and procedures to protect confidentiality of personal information and to ensure compliance with the Data Protection Act, the Freedom of Information Act and other relevant legislation which will be followed at all times by Board of Directors and all staff.

6. FIT AND PROPER PERSON

The Trust is statutorily required to ensure all members of the Board are a "fit and proper person" as defined in Regulation 5 of the Health and Social Care Act (Regulated Activities) Regulations 2014.

Members of the Board of Directors must certify on appointment and annually thereafter, that they are and/or remain a fit and proper person.

Any concerns raised about a member's ongoing compliance as a fit and proper person, will be managed in accordance with the Trust's Fit and Proper Person's Policy and Procedure.

7. REGISTER OF INTERESTS

Members of the Board of Directors are required to register all relevant and material interests on the Trust's Register of Interests in accordance with the provisions of the Constitution. It is the responsibility of each member to update the register entry if their interests change. A form to declare interests is attached as Appendix 1.

Failure to register a relevant interest in a timely manner may constitute a breach of this code.

8. CONFLICTS OF INTEREST

Members of the Board of Directors have a statutory duty to avoid a situation in which they have (or can have) a direct or indirect interest that conflicts (or possibly may conflict) with the interests of the Trust. Members have a further statutory duty not to accept a benefit from a third party by reason of being a member of the Board of Directors or for doing (or not doing) anything in that capacity.

If a member of the Board of Directors has, in any way, a direct or indirect interest in a proposed transaction or arrangement with the Trust, the member must declare the nature and extent of that interest to the other directors. If such a declaration proves to be, or becomes, inaccurate or incomplete, a further declaration must be made. Any such declaration must be

made at the earliest opportunity and before the Trust enters into the transaction or arrangement.

The Chair will advise other members of the Board in respect of any conflicts of interest that arise during Board of Directors' meetings, including whether the interest is such that the member should withdraw from the meeting for the period of the discussion.

In the event of disagreement, a majority vote of the Board with the Chairman having a casting vote shall decide whether a member must withdraw from the meeting.

The Chairman and Assistant Chief Executive will provide advice on any conflicts that arise between meetings.

9. GIFTS AND HOSPITALITY

The Board of Directors shall set an example in the use of public funds and the need for good value in incurring public expenditure. The use of public funds for hospitality and entertainment, including hospitality at conferences or seminars, will be carefully considered. All expenditure on these items should be capable of justification as reasonable in the light of the general practice in the public sector. The Board of Directors is conscious of the fact that expenditure on hospitality or entertainment is the responsibility of the Trust and is open to be challenged by the Internal and External Auditors and that ill-considered actions can damage the reputation of the Trust.

Members of the Board of Directors must comply with the Trust's Code of Conduct for Staff including Declaration of Interests, Gifts, Hospitality and Sponsorship and must not accept gifts or hospitality other than in compliance with the policy.

10. RAISING CONCERNS AT WORK

The Board of Directors is committed to fostering an organisational culture of openness and accountability in the Trust and acknowledges the importance of having a clear and widely publicised procedure for staff to raise concerns and to manage such disclosures in a consistent and confidential manner.

Members of the Board of Directors must comply with the Trust's Raising Concerns at Work Policy and Procedure.

11. PERSONAL CONDUCT

Members of the Board are expected to conduct themselves 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.

Specifically members of the Board must:

- Act in accordance with the Trust's PROUD values.
- Act in the best interests of the Trust and adhere to its values and this Code of Conduct.
- Respect others and treat them with dignity and fairness.
- Seek to ensure that no one is unlawfully discriminated against and promote equal opportunities and social inclusion.
- Be honest and act with integrity and probity.
- Contribute to the workings of the Board of Directors as a member of the Board in order for it to fulfil its role and functions.
- Recognise that the Board of Directors is collectively responsible for the exercise of its powers and the performance of the Trust.
- Raise concerns and provide appropriate challenge regarding the running of the Trust or a proposed action where appropriate.

- Recognise the differing roles of the Chair, Senior Independent Director, Chief Executive, Executive Directors and Non-Executive Directors.
- Make every effort to attend meetings where practicable.
- Adhere to good practice in respect of the conduct of meetings and respect the views of others.
- Take and consider advice on issues where appropriate.
- Acknowledge the responsibility of the Council of Governors to represent the interests of the Trust's members and partner organisations in the governance and performance of the Trust, and to have regard to the views of the Council of Governors.
- Not use their position for personal advantage or seek to gain preferential treatment; nor seek improperly to confer an advantage or disadvantage on any other person.
- Accept responsibility for their performance, learning and development.

12. COMPLIANCE

The members of the Board of Directors will satisfy themselves that the actions of the Board of Directors and members in conducting Board of Directors' business fully reflect the values, general principles and provisions in this Code.

All directors, on appointment, are required to give an undertaking to abide by the provisions of this Code of Conduct.



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Board of Directors Declaration of Interest Form

Introduction

- In accordance with the Trust's Code of Conduct for the Board of Directors, members of the Board must declare any **relevant and material** interests to the Trust (whether such interests are those of the individual themselves or a family member or partner or a close friend or acquaintance).
- A declaration must be made of any interest likely to lead to a conflict or potential conflict as soon as the individual becomes aware of it, and within 28 days.
- If there is any doubt as to whether an interest is relevant and material, a declaration of interest must be made. Further advice should be sought from the Assistant Chief Executive.

What to declare:

In accordance with guidance and best practice issued by Monitor, relevant and material interests that must be declared are:

1. directorships, including non-executive directorships held in private companies or PLCs (with the exception of those of dormant companies);
2. ownership or part-ownership or directorships of private companies, businesses or consultancies likely or possibly seeking to do business with the NHS or the Trust;
3. share holdings in organisations likely or possibly seeking to do business with the NHS or the Trust;
4. a position of authority in a charity or voluntary organisation in the field of health and social care;
5. any connection with a voluntary or other organisation contracting for or commissioning NHS or Trust services;
6. 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. research funding/grants that may be received by an individual or their department;
8. interests in pooled funds that are under separate management (any relevant company included in this fund that has a potential relationship with the Trust)

Declaration:

Full name: _____

Job title: _____

I do not have any material or relevant interests, or

I have material or relevant interests which are detailed in the table below:

Type of Interest	Details (including whether Personal interest, family member or partner, close friend or acquaintance)
Directorships, including non-executive directorships held in private companies or PLCs with the exception of dormant companies	

Continue overleaf

Type of Interest	Details (including whether Personal interest, family member or partner, close friend or acquaintance)
Ownership or part-ownership of private companies, businesses or consultancies likely or possibly seeking to do business with the NHS or Trust	
Share holdings in organisations likely or possibly seeking to do business with the NHS or the Trust	
Position of authority in a charity or voluntary organisation in the field of health and social care	
Any connection with a voluntary or other organisation contracting for or commissioning NHS or Trust services	
Any connection with an organisation, entity or company with a financial arrangement with the Trust, including but not limited to, lenders or banks	
Research funding/grants that may be received by the individual or their department	
Have any interest in pooled funds that are under separate management.	
Any other role or relationship which the public might perceive could impair or otherwise influence the individual's judgement or actions in the role in the Trust.	

To the best of my knowledge and belief the above information is complete and correct. I agree to update as necessary the information provided and to review the accuracy of the information provided regularly and no longer than annually. I am aware that the information given will be entered on the Trusts Register of Interests which is a publically available document.

Signed: _____

Dated _____

Please return by:

- post to Sue Coulson, (Business Manager, Board of Directors), Chief Executives Office, 16 Claremont Crescent, Sheffield S10 2TA or
- email (attaching a scanned copy) to sue.coulson@sth.nh.uk

	Is there a potential or actual negative impact associated with this policy on people or individuals who share a 'protected characteristic'? i.e. does this policy directly or indirectly discriminate? - Can this policy be used to promote equality between people who share a protected characteristic and people who do not	NOTES changes/additions/ further information or advice needed
RACE	Positive impact	The Code requires that members of the Board of Directors seek to ensure that no one is unlawfully discriminated against and promote equal opportunities and social inclusion.
SEX (I.E. MALE / FEMALE)	Positive impact	
GENDER REASSIGNMENT	Positive impact	
DISABILITY(including consideration of the impact on carers of a disabled person)	Positive impact	
RELIGION OR BELIEF	Positive impact	
SEXUAL ORIENTATION	Positive impact	
AGE	Positive impact	
PREGNANCY or MATERNITY	Positive impact	
	Does this Written Policy or Guidance impact on the following areas?	
HUMAN RIGHTS i.e. Fairness Respect Equality Dignity Autonomy	Positive impact	
SOCIAL DEPRIVATION / TACKLING HEALTH INEQUALITY		

ACTION

Have you identified any action that is required in addition to any changes made to the policy during policy development?

No action required.